



## **ORGANISATION CONSTITUTION**

### **1. NAME**

- 1.1. The Organisation shall be called MERSEYSIDE NIGHTHAWKS AMERICAN FOOTBALL ORGANISATION and shall be affiliated with the national governing body the BRITISH AMERICAN FOOTBALL ASSOCIATION (BAFA).
- 1.2. The Organisation shall be registered with Companies House as a company limited by guarantee under the name MERSEYSIDE NIGHTHAWKS LTD.

### **2. ORGANISATIONAL STRUCTURE**

- 2.1. The organisation will consist of five Management Committees and three Programmes. Each programme consists of one or more teams. The structure of the organisation is as follows:

- Management Committees
  - Board of Directors
  - Senior Programme Committee
  - Women's Programme Committee
  - Youth Academy Committee
  - Marketing Committee
- Senior Programme (18+)
  - Adult Contact National League Team
- Women's Programme
  - Women's Contact Team (Cheshire Bears' Partnership)
  - Women's Flag Team (*future development*)
- Youth Academy (Under 19s)
  - Youth Contact Teams
    - Under 19s Contact Team
    - Under 16s Contact Team
  - Youth Flag Teams
    - Under 14s Flag Team
    - Under 11s Flag Team

### **3. AIMS AND OBJECTIVES**

- 3.1. The Aims of the organisation shall be:
  - To offer playing and coaching opportunities to the local community in competitive American Football.
  - To offer volunteering opportunities to the local community.
  - To promote the organisation and sport within the local and American Football communities.
  - To ensure a duty of care to all members of the organisation.
  - To provide all its services in a way that is fair and inclusive to everyone.
- 3.2. The Objectives of the organisation are tasks in service of the above aims with a defined term. Organisational Objectives will be decided by the Board of Directors on an annual basis.



#### **4. MEMBERSHIP**

- 4.1. The Membership of the organisation will consist of Directors, Managers and Members.
- 4.2. Members will be enrolled in one or more of the following categories:
  - Director
  - Manager
  - Coach
  - Player
  - Other
- 4.3. Player and Coach members will be associated with one or more teams of the organisation.
- 4.4. The organisation is committed to ensure all present and future members receive fair and equal treatment from the organisation and its membership.
- 4.5. All of the membership will be subject to the regulations of the constitution and by joining the organisation will be deemed to accept all regulations and codes of practice or conduct that the organisation adopts.

#### **5. BOARD OF DIRECTORS** *(See Appendix 1 for full Organigram)*

- 5.1. The Board of Directors is responsible for overseeing the administration of the organisation and will consist of eight Directors in the following roles:
  - Chairperson
    - Senior Programme Director
    - Women's Programme Director
    - Youth Academy Director
    - Welfare Director
    - Development Director
    - Finance Director
    - Marketing Director
    - Honorary President(s) – non-voting
- 5.2. Directors will be appointed to a particular role by a majority membership vote at an Annual General Meeting (AGM).
- 5.3. All Directors will hold their role for a 2-year term, upon which the role will then become open to the membership for election at the subsequent AGM. Current Directors will be eligible to stand for a new term via this election process.
- 5.4. Directors will be listed as a director of the organisation on Companies House.
- 5.5. Directors can be assigned as People with Significant Control (PSC) and therefore be Guarantors to the Organisation as agreed by the Board of Directors.
- 5.6. Should a role become vacant prior to an AGM, the Board of Directors shall have the power to appoint a member into the role as temporary measure until the next AGM, where the role will become open to the membership for election.
- 5.7. If more than one role of the Board of Directors comes available, then an Extraordinary General Meeting (EGM) will be required to fulfil vacant roles.
- 5.8. Directors of the board appointed at an EGM shall not have to stand for election at the following two AGMs if the director was appointed less than six months before an AGM.
- 5.9. Additional to the eight elected Director roles, and to recognise past contributions and commitment to the organisation, there will also be honorary Director positions titled Honorary President. These honorary positions will provide a consultative role to the Directors and will



not hold voting rights on the Board of Directors. These positions will be reviewed and filled at the discretion of the Board of Directors as and when required.

- 5.10. Board meetings will be convened by the Chairperson of the organisation and held no less than six times per year.
- 5.11. The quorum required for business to be agreed at Board meetings will be: *five or 50% (whichever is less)*.
- 5.12. Should there be a tied vote within the Board of Directors the deciding vote will be that of the Chairperson.
- 5.13. The Board of Directors have a duty to declare, manage and record conflicts of interest. If a member of the Management Committees declares an interest for a specific agenda item, that Committee member may leave or be asked to leave the meeting whilst the discussion takes place.
- 5.14. The Board of Directors will be responsible for adopting new policy, codes of practice and rules that affect the organisation.
- 5.15. The Board of Directors will be responsible for disciplinary hearings of members who infringe the organisation rules/regulations/constitution. The Board of Directors will be responsible for taking any action of discipline following such hearings.

**6. PROGRAMME COMMITTEES** (See Appendix 1 for full Organigram)

- 6.1. Additional to the Board of Directors, the organisation will be managed through three Programme Management Committees of responsible Managers and Representatives. Each of the Programmes of the organisation will have an associated Management Committee that will consist of the following roles:

**Senior Programme Committee:**

- Senior Programme Director
  - Senior Team Head Coach
  - Senior Team Representatives
  - Senior Welfare Manager

**Women's Programme Committee:**

- Women's Programme Director
  - Women's Team Head Coach (*when appropriate*)
  - Women's Players Representatives (*when appropriate*)
  - Women's Welfare Manager (*when appropriate*)

**Youth Academy Committee:**

- Youth Academy Director
  - Youth Academy Head Coach(es)
  - Youth Team Representatives
  - Youth Parents Representatives
  - Youth Welfare Manager

- Equipment Manager(s)

- 6.2. Only the Programme Directors and the roles specified in article 6.1 will have the right to vote on matters arising at meetings of the Programme Committees.
- 6.3. Programme representative and manager roles will be appointed by the relevant Programme Director.
- 6.4. Meetings of the Programme Committees will be convened by the relevant Programme Director and held no less than 4 times per year.



- 6.5. The quorum required for business to be agreed at any Programme Committee meeting will be: *three (or 50% of members whichever is smallest)*.
- 6.6. The role of Equipment Manager will not be associated with any particular Program Committee but shall maintain communication with all of the Programme Directors, and can be invited to join Programme Committees by any Programme Director when necessary. The Equipment Manager will report directly to the Finance Director.
- 6.7. Should it be required, all Programme Committee roles will be subject to a performance review by the appropriate Director.

## **7. MARKETING COMMITTEE** (See Appendix 1 for full Organigram)

- 7.1. Additional to the Board of Directors and the Programme Committees, the external affairs of the organisation will be managed through a Marketing Committee that will consist of the following roles:
  - Marketing Director
    - Content Creator(s)
    - Social Media Manager(s)
    - Website Manager(s)
    - Recruitment Manager(s)
    - Events Manager(s)
- 7.2. Multiple managers may be appointed to the roles of the Marketing Committee at the discretion of the Board of Directors.
- 7.3. Only the Marketing Director and the roles specified in article 7.1 will have the right to vote on matters arising at meetings of the Marketing committee.
- 7.4. Marketing Committee meetings will be convened by the Marketing Director of the organisation and held no less than 4 times per year.
- 7.5. The quorum required for business to be agreed at Marketing Committee meetings will be: *three (or 50% of members whichever is smallest)*.
- 7.6. The Marketing Committee will have powers to appoint sub-committees as necessary to fulfil its business.
- 7.7. Should it be required, all Management Committee roles will be subject to a performance review by the appropriate Director.

## **8. ANNUAL GENERAL MEETINGS**

- 8.1. The Organisation must hold an Annual General Meeting (AGM) every year, open to the whole membership of the Organisation.
- 8.2. The Chairperson will give notice of an AGM. Not less than 14 clear days' notice will be given to all members.
- 8.3. The AGM will receive a report from members of the Board of Directors and a statement of the accounts.
- 8.4. Notice of intention to stand for a Director position, as well as a supporting nomination from a current member, must be sent to the Chairperson at least 24 hours prior to the appointed start time of the AGM.
- 8.5. Elections of Directors are to take place at the AGM.
- 8.6. All members have a right to vote at the AGM, and each member shall hold one vote.
- 8.7. The quorum for AGMs will be at least 25% of the registered membership for that year.
- 8.8. Where only a single member stands for election to a particular role on the management committees, a member can be appointed by a simple majority of approval by the attendees



of the AGM. Where multiple members stand for election to a singular role, each standing member will be allowed two minutes to address the AGM, before a vote is held. The member who receives the most votes from attendees of the AGM will be appointed.

## **9. EXTRAORDINARY GENERAL MEETINGS**

- 9.1. The Board of Directors has the right to call Extraordinary General Meetings (EGMs) outside the AGM by majority vote of the board. Procedures for EGMs will be the same as for the AGM.
- 9.2. The membership has the right to call EGMs outside the AGM if two thirds of the membership agree to do so. A petition signed by two thirds of the current membership should be submitted to the Chairperson to initiate an EGM.

## **10. FINANCE**

- 10.1. All monies will be banked in an account held in the name of the organisation.
- 10.2. The Finance Director will be responsible for the finances of the organisation.
- 10.3. The financial year of the organisation will end on: *31<sup>st</sup> December*.
- 10.4. The Finance Director at the Annual General Meeting will present a statement of the annual accounts.
- 10.5. Any Cheques drawn against organisation funds should hold the signature of the Finance Director.

## **11. MEMBERSHIP FEES**

- 11.1. Membership fees will be set annually and agreed by the Management Committees or determined at the Annual General Meeting (AGM). Membership fees can be set at different amounts for different membership categories and different teams, and premiums for equipment hire may be applied.
- 11.2. Fees will be paid annually/monthly/weekly by subscription, or by any other term agreed upon in writing with the Finance Director.
- 11.3. Failure to clear any outstanding debts by the end of each season will result in the Member being placed on the organisation's and BAFA's debtors list. They will not be eligible to request a transfer to another team, or a contract termination until such debts are cleared.

## **12. DISCIPLINE AND APPEALS**

- 12.1. All concerns, allegations or reports of poor practice/abuse relating to the welfare of its members will be recorded and responded to swiftly and appropriately in accordance with the organisation's policies and procedures. The Programme Directors and Welfare Director and Welfare Managers are the lead contacts for all members in the event of any welfare matters.
- 12.2. All complaints regarding the behaviour of members should be presented and submitted in writing to a Programme Director or the Welfare Director.
- 12.3. The Board of Directors will meet to hear complaints within 14 days of a complaint being lodged and the process will be conducted in line with the complaints/disciplinary procedure.
- 12.4. The Board of Directors has the power to take appropriate disciplinary action including the suspension or termination of membership.
- 12.5. The outcome of a disciplinary hearing should be notified in writing to the person who lodged the complaint and the member against whom the complaint was made within 7 days of the hearing.



12.6. There will be the right of appeal to the Board of Directors following the announcement of disciplinary action. The committee should consider the appeal within 7 days of a Director receiving the appeal.

### **13. DISSOLUTION**

- 13.1. A resolution to dissolve the organisation can only be passed at an AGM or an EGM by a majority vote of the membership.
- 13.2. In the event of the organisation being disbanded, folding, or being wound up, for any reason, the organisation's assets and funds will be used, initially, to pay outstanding creditors and to furnish any outstanding contractual commitments.
- 13.3. The Board of Directors shall be empowered to sell any remaining assets and donate the funds to a Registered Charitable Organisation.

### **14. AMENDMENTS TO THE CONSTITUTION**

- 14.1. The constitution will only be changed through agreement by a majority vote of the membership at an AGM or EGM.



**15. DECLARATION**

Signed:  
Date:  
Role: Chairperson

Signed: *C Dadswell*  
Date: 03/04/2023  
Role: Person of Significant Control

Signed: *A. J. Taylor*  
Date: 04/04/2023  
Role: Person of Significant Control



**Appendix 1.0 – Organogram**

