

THE ACT BASEBALL ASSOCIATION INCORPORATED



BASEBALL
CANBERRA

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

REVISED CONSTITUTION AND RULES

This revised Constitution and Rules of The ACT Baseball Association Incorporated was adopted by resolution at a Special General Meeting of The Association on 26 May 2003, and takes effect from 24 June 2003.

As a "Member State" of the Australian Baseball Federation (ABF), this Constitution recognises that the "ABF" is the national authority for the sport of baseball in Australia and is thereby responsible for acting on all national issues for the collective and mutual benefit of the "ABF", the members, the sport of baseball and the general community throughout Australia.



Signed

Greg KENT
Public Officer

The Constitution is a guide for the commonsense governance of our Association and is not a document designed to restrict or override a logical recommendation.

ACT BASEBALL ASSOCIATION - MISSION

Create an active baseball community in the ACT with a strong sense of identity.

ACT BASEBALL ASSOCIATION - VISION

To provide the framework and leadership for focussing the energies of people and clubs by building the business of baseball for the benefit of all, establishing baseball as a vibrant family oriented sport with a strong public profile involving sportsmanship and enjoyment for not just the individual but also the entire team.

Our Association is bound to vigorously support and implement policies that flow from actioning National directives

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

PART ONE – PRELIMINARY

1. NAME
2. INTERPRETATION
3. OBJECTS AND PURPOSES
4. AFFILIATION

PART TWO – MEMBERSHIP

- 5 MEMBERSHIP QUALIFICATIONS
- 6 LIFE MEMBERSHIP
- 7 SUBSCRIPTIONS
- 8 FINANCIAL MEMBERS
- 9 BEHAVIOUR OF MEMBERS
- 10 DISCIPLINING OF MEMBERS
- 11 RIGHT OF APPEAL OF DISCIPLINED MEMBER

PART THREE – THE ASSOCIATION

- 12 POWERS OF THE ASSOCIATION
- 13 COMPOSITION OF THE BOARD
- 14 APPOINTMENT OF BOARD MEMBERS
- 15 COMMISSIONER AND DIRECTORS
- 16 TERM OF APPOINTMENT
- 17 VACANCIES
- 18 REMOVAL OF BOARD OR COMMITTEE MEMBERS
- 19 BOARD MEETINGS AND DECISIONS
- 20 QUORUM
- 21 CONFLICT
- 22 DELEGATION BY EXECUTIVE, OR BOARD, TO COMMITTEE
- 23 COMPOSITION OF COUNCIL
- 24 POWERS OF COUNCIL

PART FOUR – GENERAL MEETINGS

- 25 ANNUAL GENERAL MEETINGS – HOLDING OF
- 26 ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT
- 27 GENERAL MEETINGS – CALLING OF
- 28 NOTICE
- 29 GENERAL MEETINGS – PROCEDURE AND QUORUM
- 30 PRESIDING MEMBER
- 31 ADJOURNMENT
- 32 MAKING OF DECISIONS
- 33 VOTING
- 34 APPOINTMENT OF PROXIES

PART FIVE – MISCELLANEOUS

- 35 FUNDS – SOURCE
- 36 FUNDS – MANAGEMENT
- 37 ALTERATIONS OF OBJECTS AND RULES
- 38 COMMON SEAL
- 39 CUSTODY OF BOOKS
- 40 INSPECTION OF BOOKS
- 41 SERVICE OF NOTICES
- 42 WINDING-UP
- 43 SURPLUS PROPERTY
- 44 APPOINTMENT OF AUDITOR
- 45 AUDIT OF ACCOUNTS
- 46 APPOINTMENT OF PUBLIC OFFICER

APPENDIX I - Form of Appointment of Proxy

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

PART ONE – THE PRELIMINARY

1. NAME

The name of the Association shall be the “ACT Baseball Association Incorporated”. Hereafter referred to as ‘the Association’.

2. INTERPRETATION

(1) In these rules, unless a contrary intention appears:

“*Affiliated Club*” means a group of people, involved in the conduct of playing baseball, having applied and been approved for affiliation in accordance with these rules;

“*ACTBA*” means the ACT Baseball Association Incorporated;

“*ACTBUA*” means the ACT Baseball Umpires Association Incorporated.

“*Area of Jurisdiction*” shall include that area within the boundaries of the Australian Capital Territory and the surrounding areas eg. Queanbeyan, Yass, Cooma and Goulburn.

“*Associate*” means a Club, Association or body, not being an Affiliated Club, which may be accepted as an associate of the ACTBA and be bound by these rules;

“*Board of Directors*” means the Board of the Association, consisting of the Executive and appointed Directors, hereafter referred to as ‘the Board’. Each member of the Board shall be independent and not hold a directorship, or a position on the executive, with an affiliated club or body.

“*Commissioner*” means the elected chairman of the Association

“*Chairperson*” means the Chairperson of a Committee or person presiding at a meeting convened in accordance with the provisions of these Rules;

“*Clearance*” means a written statement, approved by the Association, signed by the Club president, or his nominated representative, of a players current or previously registered club, allowing a player to play or transfer to another club;

“*Competition*” means any competition arranged, or sanctioned, by the Association for Affiliated Clubs, or Associates, unless specifically defined as otherwise;

“*Competition Rules*” means the competition playing rules of, or adopted by, The Association;

“*Constituent*” the constituents of the Association are it’s Life Members, Board, Associate Members, Office Bearers of each Affiliated Club; registered players, coaches, managers, scorers; and associate members of it’s Affiliated Clubs;

“*Constitution and Rules*” means the Constitution and Rules of The Association;

“*Council*” means the body comprised of the president’s of affiliated club’s and Associate bodies.

“*Defaulter*” means any person or affiliated body, who or which has not paid or delivered, as directed, within fourteen (14) days after written demand by registered mail from the Administrative Officer, any sum of monies or property due to the Association;

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

“*Executive*” means the Commissioner, Deputy Commissioner and General Manager;

“*Financial Year*” means the year ending on 30 June;

“*Game*” means a regulation game as defined in the Rules of Baseball and sanctioned by the Association;

“*General Manager*” means the officer appointed or employed to carry out administrative duties for the Association;

“*Life Member*” means a person as provided for under these rules;

“*Member*” means a member, however described, of the Association;

“*Player*” means a registered player of an affiliated club whose registration is in accordance with the provision of these rules;

“*President*” means the elected President of an affiliated or associate body;

“*Public Officer*” means the person appointed under these Rules;

“*Rules of Baseball*” means the Rules of Baseball as approved by the Australian Baseball Federation;

“*Scorer*” means a person or persons appointed by the ACT Scorers Association or by the Association, or person(s) agreed upon by both teams, to score a game;

“*The Act*” means the *Associations Incorporation Act 1991*;

“*The Regulations*” means the *Associations Incorporation Regulations*;

“*Umpire*” means a person or persons appointed by the ACT Baseball Umpires Association or by the Association, or person(s) agreed upon by both teams, to control a game; and

- (2) In these rules:
 - (a) a reference to a function includes a reference to a power, authority and duty;
 - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the *Interpretation Act 1967* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

3. OBJECTS AND PURPOSES

- (1) To either independently or with others, promote the game of baseball in the Australian Capital Territory and its area of jurisdiction;
- (2) To arrange and/or control baseball competitions in the Australian Capital Territory and its area of jurisdiction;
- (3) To arrange and/or control, in conjunction with the Australian Baseball Federation where necessary, international and interstate baseball competition in the Australian Capital Territory and its area of jurisdiction;
- (4) To uphold the laws, rules and regulations of the game of baseball approved by the Australian Baseball Federation, with such alterations and additions as, from time to time, the Association may consider necessary.

4. AFFILIATION

- (1) Admission of a club to affiliation will be by resolution at a Board meeting of the Association of which one month's notice, in writing, shall have been given to the Secretary's of all affiliated clubs.
- (2) Before affiliation, each club shall forward to the Association a copy of its Constitution, By-laws, and Rules, the Constitution By-laws and Rules of the association shall be the constitution, By-laws and Rules of such club.
- (3) Each affiliated club shall forward a copy of its annual report and balance sheet and/or financial statement for the past year to the Association Office within 30 days of the holding of their Annual General Meeting.
- (4) No Constituents or affiliated club shall, at any time, tender for the lease or hire of any playing area on behalf of the Association, except with the permission or direction of the Executive.
- (5) Should any affiliated club not be represented at an Annual General Meeting or ordinary meeting of the Association convened in accordance with this constitution, such affiliated club may be liable to a payment of a fine as determined from time to time by the Board for the initial and each subsequent meeting.
- (6) Any affiliated club, team or player desiring to take part in any game of baseball outside the Association's control or desiring to invite any club, league or association outside the Australian Capital Territory Association to take part in any game of baseball within the area of jurisdiction of the Association, must first obtain the consent of the Association; the application must be in writing and be in the hands of the Association at least seven (7) days prior to the proposed date for such game. No player of an affiliated club who is required by the Association to take part in any other game or fixture controlled by the Association, shall take part in any game of baseball without prior consent of the Association in writing.
- (7) An affiliated club of the Association shall not play with or against any team, club, league or association, without first obtaining the consent of the Association.
- (8) All registration and affiliation fees, the extent of which shall be determined by the Board are to be paid to the Association at a date to be determined by the Board.
- (9) Any affiliated club failing to pay the prescribed registration and affiliation fees by the due date, its team or teams may be suspended from taking part in competition games until such fees are paid.

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

- (10) Team, player and other like registration and affiliation fees shall be prescribed by the Association, the extent and nature of such fees being determined by the Board of Directors.
- (11) Given the symbiotic relationship of the ACTBA with the ACTBUA, the ACTBUA and its members are considered “*affiliated*” with the ACTBA.

PART TWO – MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS

The members of The Association shall be the constituents as provided for in these Rules.

- (1) Membership will be available to any individual over the age of five (5) years of age regardless gender, race or creed, and in addition to constituents is also available in the following categories:
 - (a) **Associate:** A person/s not involved with any Affiliated Club who applies individually, or collectively, to the Association, and is accepted as an Associate member, and
 - (b) **Life:** A person’s nomination, accepted by the Board and Council and approved at an Annual General Meeting of the Association.
- (2) The Board and Council shall have the right to refuse membership to any person.
- (3) The Association shall record and maintain a register of all members’ in each category.

6. LIFE MEMBERSHIP

- (1) A member of the Association of greater than ten (10) years distinguished service to the Association may be nominated for election as a Life Member of the Association.
- (2) A notice of nomination for life membership must be in writing, signed by at least two (2) members of the Association, and must be in the hands of the Board and Council for approval at least twenty-one (21) days prior to the Annual General meeting of the Association.
- (3) If a nomination is approved by the Board and Council, (by a three-fourths majority vote), written consent of the nominee must then be obtained prior to the AGM.
- (4) Duly elected Life Members are not subject of any Association fees, including the Associate membership fee or it’s equivalent, and they shall be deemed for all purposes as being “financial”.
- (5) If a member is elected to life membership and wishes or continues to play, the Life Member player shall not be liable for any Association membership fees or it’s equivalent.

7. SUBSCRIPTIONS

- (1) A Constituent member of the Association shall be required to subscribe to the funds of the Association through team, player and other like registration and affiliation fees as prescribed by the Board.

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

- (2) A person accepted as an Associate member of the Association shall agree and be required to subscribe to the funds of the Association in accordance with the rate set down by the Board.
- (3) Subscriptions are due and payable each year at a date to be determined by the Board.

8. FINANCIAL MEMBERS

- (1) A financial member is a constituent who's Club has paid his or her Association subscription for the current year. Where a Club has not paid any or all of the Association subscription, all constituents of that Club shall be deemed un-financial. Un-financial members are not entitled nor will they be permitted to discuss or vote on any Association business. A member shall be regarded as financial until such time as that member is, or his/her Affiliated Club is, declared as un-financial, after the subscriptions are one month in arrears.

9. BEHAVIOUR OF MEMBERS

- (1) Association members are expected to maintain a behavioural standard, both on and off the playing field, consistent with the ACTBA 'Codes of Conduct, Behaviour and Ethics' as published and distributed by the Board to Affiliated Clubs.

10 DISCIPLINING OF MEMBERS

- (1) Where the Board are of the opinion that a member:
 - (a) has refused or neglected to comply with a provision of these rules; or
 - (b) has acted in a manner prejudicial to the interests of the Association,The Board may, by resolution;
 - (i) expel the member from the Association; or
 - (ii) suspend the member from such rights and privileges of membership of the Associations that the Board may determine for a specified period.
- (2) A resolution of the Board under sub rule 10 (1) is of no effect unless the Board, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under sub rule 10 (3), confirms the resolution in accordance with this rule.
- (3) Where the Board passes a resolution under sub rule 10 (1), the Association shall, as soon as practicable, cause a notice in writing to be served on the member and the member's club;
 - (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the member may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
 - (c) stating the date, place and time of the meeting; and
 - (d) informing the member that the member may do either or both of the following:

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

- (i) attend and speak at the meeting;
 - (ii) submit to the Board at or prior to the date of the meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the Board mentioned in sub rule 10 (2), the Board shall:
- (a) give to the member mentioned in sub rule 10 (1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Board made under sub rule 10 (1)
- (5) Where the Board confirms a resolution under sub rule 10 (4), the Association shall, within seven (7) days of that confirmation, by notice in writing inform the member of that confirmation and of the members right of appeal under rule 10.
- (6) A resolution confirmed by the Board under sub rule 10 (4) does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; and
 - (b) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with sub rule 10 (4).

11 RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the Association in a General meeting against a resolution of the Board which is confirmed under sub rule 10 (4), within seven (7) days after notice of the resolution is served on the member, by lodging with the Association a notice to that effect.
- (2) Upon receipt of a notice under sub rule 10 (1), the Board shall convene a General meeting of the Association to be held within 21 days after the date of receipt of the notice, or as soon as possible after that date.
- (3) Subject of section 50 of the Act, at a General meeting of the Association convened under sub rule 11 (2):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution made under sub rule 10 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub rule 10 (4), that resolution is confirmed.

26/5/03

PART THREE – THE ASSOCIATION

12. POWERS OF THE ASSOCIATION

- (1) The Board, subject to the Act, the Regulations and these rules:
 - (a) shall control and manage the affairs of the Association;
 - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by the Council in a General meeting, the Board in a Board meeting or Association in an Annual General meeting; and
 - (c) has power to perform all such acts and do all such things as appears to the Board to be necessary or desirable for the proper management of the affairs of the Association.
- (2) The powers of the Association shall be deemed to include:
 - (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
 - (b) the buying, selling and supplying of, and dealing in goods of all kinds;
 - (c) the construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of the Association;
 - (d) the accepting of any gift, whether subject to a special trust or not , for any one or more of the objects of the Association;
 - (e) the taking of such steps as may be deemed necessary or expedient for the purpose of procuring contributions to the funds of the Association whether by way of donation, subscriptions or otherwise;
 - (f) the borrowing and raising of money in such manner and on such terms as the Board may think fit, or as may be approved or directed by resolution passed at an Annual General meeting; and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
 - (g) the doing of all such other lawful things as are incidental or conducive to the attainment of the above objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-section.
 - (h) The employment of staff as deemed necessary by the Board.
- (3) The income and property of the Association, howsoever derived, shall be applied solely towards the promotion of the objects and purposes of the Association.

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

13. COMPOSITION OF THE BOARD

- (1) There shall be at least 5, but no more than 7 Directors, comprising:
 - (a) The Commissioner;
 - (b) The Deputy Commissioner; and
 - (c) The General Manager;Who shall comprise the Executive of the Association, and
 - (d) 2 Directors,
- (2) The Board may also appoint up to a further 2 Directors.

14. APPOINTMENT OF BOARD MEMBERS

- (1) Directors appointed under Rule 13 (2) shall be ratified by the members at the next practicable General Meeting. Ratification will be deemed to have occurred unless 66% of the members entitled to vote, reject any Director selected and proposed by the Executive. Any decisions made by the Board comprising the appointed Directors will not be invalidated where an appointed Director is not ratified by the General meeting under this rule.
- (2) The Board will determine the necessary qualifications and job descriptions for eligibility as Directors from time to time. A person who is a director, or member of the executive, of an affiliated club or body is not eligible to be a Director whilst holding that position.
- (3) The Board may determine the interests of the Association are best served by the allocation of portfolios to Directors. The Board shall be entitled to vary the titles and portfolios of each of the Directors in accordance with the needs of the Association from time to time

15. COMMISSIONER AND DIRECTORS

The Commissioner, Deputy Commissioner and 2 Directors will be elected at an Annual General Meeting of the Association. The Commissioner shall be the nominal head of the Association and chair any Board meeting at which he/she is present. If the Commissioner is not present, or unwilling or unable to preside, the Deputy Commissioner shall preside for that meeting only. If the Deputy Commissioner is not present, or is unwilling or unable to preside, the remaining Directors shall appoint one of their number to preside as chairman for that meeting only.

16. TERM OF APPOINTMENT

- (1) Each Director (other than the General Manager who will hold office for so long as he/she is General Manager) shall hold office for three (3) years, but is eligible for re-appointment.
- (2) The initial appointments, in the inception year (2003) shall be as follows;
 - (a) Commissioner 3 years,
 - (b) Deputy Commissioner 2 years,
 - (c) 1 Director 2 years, and

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

(d) 1 Director 1 year

(3) The term of appointment of Directors, appointed under Rule 16 (2)(c) and 16 (2)(d), shall be chosen by lot.

17 VACANCIES

(1) For the purposes of these rules, a vacancy in the office of a member of the Board, occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) resigns the office;
- (d) is removed from office pursuant to rule 18;
- (e) becomes an insolvent under administration within the meaning of the Corporations Law;
- (f) suffers from mental or physical incapacity;
- (g) is disqualified from the office under subsection 63(1) of the Act; or
- (h) is absent without consent from three consecutive meetings of the Board.

18 REMOVAL OF BOARD, OR APPOINTED PERSONS

(1) The Association in a general meeting may by resolution, subject to section 50 of the Act, remove any member of the Board of Directors, or Appointed Persons from the office of member of the Board of Directors, or any Committee before the expiration of the member's term of office.

19. BOARD MEETINGS AND DECISIONS

- (1) The Board shall meet once in every 2 month period, or more often as is deemed necessary, for the dispatch of business and may adjourn and subject to these rules otherwise regulate, its meetings as it thinks fit. The Commissioner or 3 Directors may at any time and the General Manager shall, on the requisition of the Commissioner or 3 Directors, convene a meeting of the Board within a reasonable time.
- (2) Subject to these Rules, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors present and entitled to vote shall for all purposes be deemed a determination of the Board. All Directors including the General Manager shall have 1 vote on any question. The Commissioner shall also have a casting vote where voting is equal.
- (3) A procedural defect in decisions taken by the Board shall not result in such decisions being invalidated.

20. QUORUM

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is four (4).

21 CONFLICT

A Director shall declare his/her interest in any;

- (a) contractual matter;
- (b) selection matter
- (c) disciplinary matter; or
- (d) financial matter.

22 DELEGATION BY EXECUTIVE, OR BOARD, TO COMMITTEE

- (1) The Executive, or Board, may, by instrument in writing, delegate to one (1) or more Committees (consisting of such member or members of the Association as the Executive thinks fit) the exercise of such of the functions of the Executive, or Board, as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function, which is a function, imposed on the Executive by the Act, by any other law of the Territory, or by resolution of the Club in a general meeting.
- (2) A function, the exercise of which has been delegated to a Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Committee, or Board, in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument or delegation.
- (4) Notwithstanding any delegation under this rule, the Executive, or Board, may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had done or suffered by the Executive or Board.
- (6) The Executive, or Board, may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A Committee may meet and adjourn, as it thinks proper.

23. COMPOSITION OF COUNCIL

The Council of the Association shall consist of the President's, or other nominated representative, of each of the affiliated clubs or associate bodies.

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

24. POWERS OF COUNCIL

- (1) The Council shall act in accordance with the objectives of the Association and for the mutual and collective benefit of the members, the sport of baseball and the general community throughout the ACT. The Council shall have power in general meetings to act in the best interests of the Association and will;
 - (a) review policies;
 - (b) review the Associations performance in achieving its pre-determined aims, objectives and policies;
 - (c) be the final arbiter on matters referred to it by the Board; and
 - (d) exclusively, make such determination as is appropriate and authorised whether in accordance with a recommendation of the Board or otherwise.
- (2) The Council shall meet at least 4 times per year, or at such frequency as deemed appropriate.

PART FOUR – GENERAL MEETINGS

25. ANNUAL GENERAL MEETINGS – HOLDING OF

- (1) With the exception of the first annual meeting of the Association, the Association shall, at least once in each calendar year and within the period of five months after the expiration of each financial year of the Association, convene an Annual General meeting of its members.

26. ANNUAL GENERAL MEETING – CALLING OF AND BUSINESS AT

- (1) The Annual General meeting of the Association shall, subject to the Act, be convened on such date and at such place as the Executive thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General meeting, shall be;
 - (a) to confirm the minutes of the last preceding Annual General Meeting;
 - (b) to receive from the Executive, reports on the activities of the Association during the last preceding financial year;
 - (c) to receive and consider the audited statement of accounts;
 - (d) to elect members of the Executive and Life Members.
- (3) An Annual General Meeting shall be specified as such in the notice conveying it in accordance with rule 27
- (4) An Annual General Meeting shall be conducted in accordance with the provisions of this Part.

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

27. GENERAL MEETINGS – CALLING OF

- (1) The Executive may, whenever it thinks fit, convene a General meeting of the Association.
- (2) The Executive shall, on the requisition in writing of not less than five (5) members of Council, or ten (10) per cent of the total number of members, convene a General meeting of the Association.
- (3) A requisition for a General meeting:
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition
 - (c) shall be lodged at the Association Office; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Executive fails to convene a General meeting within one (1) month after the date on which a requisition of members for the meeting is lodged with the Association Office, any one (1) or more of the members who made the requisition may convene a General meeting to be held not later than two (2) months after that date.
- (5) A General meeting convened by a member or members referred to in sub rule 26 (4) shall be convened as nearly as is practicable in the same manner as General meetings are convened by the Executive and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

28. NOTICE

- (1) Except where the nature of the business proposed to be dealt with at a General meeting requires a special resolution of the Association, the Affiliated Clubs shall at least fourteen (14) days before the date fixed for the holding of the General meeting, be notified. The notice will specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. The Affiliated Club will be responsible for the reproduction and distribution of the notice to all registered club members.
- (2) Where the nature of the business proposed to be dealt with at a General meeting requires a special resolution of the Association, the Association shall, at least twenty-one (21) days before the date fixed for the holding of the General meeting, cause notice to be sent to each Affiliated Club specifying, in addition to the matter required under that sub rule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a General meeting shall be transacted at the meeting except, in the case of the Annual General Meeting, business that may be transacted pursuant to sub rule 26.
- (4) A member or Affiliated Club desiring to bring any business before a General meeting may give notice in writing of that business to the Association Office who shall include that business in the next notice calling a General meeting given after receipt of the notice form the member.

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

29. GENERAL MEETINGS – PROCEDURE AND QUORUM

- (1) No item of business shall be transacted at a General meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Six (6) members present in person (being members entitled under these rules to vote at a General meeting) and representing at least four (4) Affiliated Clubs constitute a quorum for the transaction of the business of a General meeting.
- (3) If within half an hour after the appointed time for the commencement of a General meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjournment to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than six (6)) and representing at least four (4) Affiliated Clubs shall constitute a quorum.

30. PRESIDING MEMBER

- (1) The Commissioner, or in the absence of the Commissioner, the Deputy Commissioner, shall preside at each General meeting of the Association.
- (2) If the Commissioner and Deputy Commissioner are absent from a General meeting, the members present shall elect one of their number to preside at the meeting.

31. ADJOURNMENT

- (1) The person presiding at a General meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a General meeting is adjourned for fourteen (14) days or more, the Association shall give written or oral notice of the adjourned meeting to each Affiliated Club of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

32. MAKING OF DECISIONS

- (1) Questions arising at a General meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number of or against that resolution.
- (2) At a General meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

- (3) Where the poll is demanded at a General meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

33. VOTING

- (1) Upon any question arising at a General meeting of the Association a member has one (1) vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than one (1) proxy.
- (3) In the case of an equality of votes on a question at a General meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any General meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- (5) Persons under the legal voting age are ineligible to vote or appoint a proxy.

34. APPOINTMENT OF PROXIES

- (1) Each member shall be entitled to appoint another member as a proxy by notice, sent to the Association Office no later than two (2) working days before the time of the meeting, in respect of which the proxy is appointed. No person under the legal voting age is eligible to vote or appoint a proxy.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1.

PART FIVE – MISCELLANEOUS

35. FUNDS – SOURCE

- (1) The funds of the Association shall be derived from fees and annual subscriptions of members, sponsorship, donations and, subject to any resolution passed by the Association in a Board meeting and subject to section 114 of the Act, such other sources as the Executive or Board of Directors determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

36. FUNDS – MANAGEMENT

- (1) Subject to any resolution passed by the Association in a General meeting, the funds of the Association shall be used in pursuance of the objects of the association in such manner as the Executive or Board determines.
- (2) Any two (2) members, authorized to do so by the Executive, shall sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.

37. ALTERATIONS OF OBJECTS AND RULES

- (1) Neither the objects of the Association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

38. COMMON SEAL

- (1) The Common Seal of the Association shall be kept in the custody of the General Manager.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Executive and Board and the affixing of the common seal shall be attested by the signatures of two (2) members of the Executive.

39. CUSTODY OF BOOKS

- (1) Subject to the Act, the Regulation and these rules, the General Manager shall keep all records, books and other documents relating to the Association, other than those required from time to time by office bearers for the execution of their responsibilities.
- (2) **Archiving and Destruction:** all financial records are to be kept for seven (7) years, all housekeeping records are to be kept for two (2) years. After these periods those records **may** be destroyed. When any records, books etc are destroyed two members of the Association must be present and are to notate what records, year, title etc and sign minute detailing how destroyed. This is then to be entered in the minutes of the next meeting of the Association.

40. INSPECTION OF BOOKS

- (1) The records, books and other documents of the Association shall be open to inspection at a place in the Territory, free of charge, by a member of the Association at a mutually agreeable time.

41. SERVICE OF NOTICES

- (1) For the purposes of these rules, a notice may be served by or on behalf of the Association upon any member or Affiliated Club either personally or by sending it by post to the member or Affiliated Club at the member's or Affiliated Club's Address shown in the register of members and Affiliated Clubs.
- (2) Where a document is sent to a person or Affiliated Club by properly addressing, prepaying and posting to the person or Affiliated Club a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person or Affiliated Club at the time at which the letter would have been delivered in the ordinary course of post.

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

42. WINDING – UP

- (1) The Association may be wound up voluntarily if the Association has, by special resolution, resolved that it be wound up.
- (2) An application to the Supreme Court for the winding up of the Association may be made by the Association, by a member or creditor of the Association, or by the Registrar

43. SURPLUS PROPERTY

- (1) The Association shall pass a special resolution nominating:
 - (a) another Association for the purpose of section 92 (1) (a) of the Act: or
 - (b) a fund, authority or institution for the purpose of section 92 (1) (b) of the Act in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
- (2) An Association nominated under 39 (1) (a) must fulfil the requirement specified in sub-section 92 (2) of the Act.

44. APPOINTMENT OF AUDITOR

- (1) The Executive and/or Board shall appoint a qualified Auditor of the Association for the then current financial year. If the Auditor appointed is an Association member, then that person **will not** be a member of the Executive or Board.

45. AUDIT OF ACCOUNTS

- (1) Once, at least, in each financial year of the Association, the Auditor shall examine the accounts of the Association.
- (2) The Auditor shall certify as to the correctness of the accounts of the Association and shall provide a report to the Board.
- (3) In the Auditor's report, and in certifying to the accounts, the Auditor shall state:
 - (a) whether the Auditor has obtained the information required by the Auditor;
 - (b) whether, in the Auditor's opinion, the accounts are properly drawn up so as to show a true and correct view of the financial position of the Association according to the information at the Auditor's disposal and the explanations given to the Auditor and as shown by the books of the Association, and whether the rules relating to the administration of the funds of the Association have been observed; and
 - (c) the book-keeper of the Association shall cause to be delivered to the Auditor a list of all the accounts, books and financial records of the Association.

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

46. APPOINTMENT OF PUBLIC OFFICER

- (1) The Executive shall appoint a Public Officer to carry out the duties and responsibilities required under the *ACT Associations Incorporation Act 1991*.
- (2) The person appointed shall be a member of the Association, or ex-officio, provided he or she is a resident of the Australian Capital Territory.
- (3) If the office at anytime becomes vacant the Executive shall, within fourteen (14) days after it becomes vacant appoint a person resident in the Australian Capital Territory to fill the vacancy.

ACT BASEBALL ASSOCIATION INCORPORATED

26/5/03

APPENDIX 1 to
ACT Baseball Association
Constitution

FORM OF APPOINTMENT OF PROXY

I,
[full name]

of.....
[address]

being a financial member of the.....Baseball Club
which is a club within the ACT Baseball Association

hereby appoint.....
[full name]

of.....
[address]

being a financial member of the ACT Baseball Association, as my proxy to vote on my behalf
at the following general meeting [which includes an Annual General meeting or any other
general meeting] that is to be held on:

the.....day of the.....month of the year..... and at any adjournment of
that meeting.

Signature of Member appointing proxy.....

Date:...../...../.....

NOTE: A proxy vote may not be given to a person who is not a member of the Association.
Persons under the legal voting age are ineligible to vote or appoint a proxy.