

# SEACOMBE SOFTBALL CLUB INC.

## CONSTITUTION

### 1. NAME

The name of the Incorporated Association is Seacombe Softball Club Inc. Duly referred to herein as "the Association".

### 2. DEFINITIONS

In these rules unless the contrary intention appears:-

"Committee" means the Committee of Management of the Association;

"Member" means a member of the Association;

"The Act" means the Associations Incorporation Act, 1985;

"The Association" means the Seacombe Softball Club Inc.

"General meeting" means a meeting of the Management Committee

"Annual General Meeting" means a meeting of all members

### 3. OBJECTS

The Objects of the Association are:

- to conduct and manage the softball activities of the association;
- to maintain an affiliation with the Softball SA Incorporated as an "Adelaide Club", and meet all requirements ancillary to those ends,
- to promote softball activities both socially and competitively;
- To raise funds and receive donations and bequests in the furtherance of the objects.

### 4. UNIFORMS

The Association colours shall be Yellow and Black predominantly with an emblem of the tiger. The uniform and associated apparel shall be prescribed from time to time by the Association.

### 5. POWERS

The Association shall have all the powers conferred by the Act.

### 6. MEMBERSHIP

1) The Association shall consist of members who may from time to time hold office within the Association, and all other persons rightly entitled to be designated members. Members shall be persons who have agreed to accept the above objects, paid the prescribed membership fee (if any) and who are either :

- a) Ordinary members  
Being persons who are accepted as members by majority vote of the Committee and are generally involved in or with the association.

- b) **Affiliated Club members**  
Which are organisations or persons that have applied in writing for membership, and which are accepted as members by majority vote of the committee
  - c) **Playing members**  
Are all active players who have paid a membership fee to the Association
  - d) **Life members**  
After receipt of a written application to the Management Committee at least six weeks prior to an Annual General Meeting and on acceptance of that application by the committee they will nominate the applicant for Life Membership at the Annual General Meeting (AGM) and if accepted by a two thirds majority of the members attending it shall be awarded.
  - e) **Playing Life Member**  
Is any senior member nominated by two (2) financial members to the Management Committee at least 6 weeks prior to the Annual General Meeting, recommended by the Management Committee and approved by the next Annual General Meeting in consideration of -
    - e.1) Senior playing membership of the club for 15 years and having played in 350 senior games (including Under 19 or equivalent) in the principle playing season of the Softball SA Incorporated.
- 2) The term of membership shall be until the next AGM for ordinary, affiliated, and playing members and for the life duration of a Life member.
  - 3) Every member shall notify the Secretary in writing of all changes of addresses and the Secretary shall record the same for that purpose. All notices sent by post or otherwise to a member to the last address given by him or her shall be deemed to have been given to such member. Nothing in this Rule shall prevent any notice from being personally delivered to any member.
  - 4) All members are required to generally care for the assets of the association and assist to maintain the general appearance of the facilities and property the association may use from time to time. All members agree to adhere to a Code of Behaviour and conduct themselves when representing the Association in a manner perceived acceptable to all other members.
  - 5) Membership shall cease on:
    - a) Resignation in writing delivered to the premises of the Association. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.
    - b) Non renewal of membership.

## 7. EXPULSION OF A MEMBER

- 1) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 2) Particulars of the charge shall be communicated to the member at least 28 days before the meeting of the Committee at which the matter will be determined.
- 3) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall subject to sub-rule (4) cease to be a member 14 days after the Committee has communicated its determination to the member.
- 4) The member may appeal against the expulsion to the Association in general meeting. The intention to appeal shall be communicated to the secretary within 14 days after the determination of the Committee has been communicated to the member.
- 5) In the event of an appeal under sub-rule (4) the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the decision taken at general meeting after the appellant has been heard, and, in such event, membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

## 8. MEMBERSHIP FEES

- 1) A maximum annual fee for playing members and non-playing members shall be fixed at the AGM. This rate may be lowered but not raised by the Management Committee during the course of the year.
- 2) Fifty percent of player fees shall be paid by each member to the Association prior to the first match and the remainder prior to the sixth week of the season.

## 9. THE COMMITTEE

- 1) The affairs of the Association shall be managed by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or these rules required to be done by the Association in general meeting.
- 2) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, and may delegate any of its powers to such officers and employees.
- 3) The Committee shall be elected by a majority of members at the AGM and will be comprised of :-

President, Vice-President, Secretary (who shall be the public officer) and Treasurer (the office bearers) and 5 other Committee persons.

- 4) All members of the Committee shall be elected at the Annual General Meeting and hold office until the end of the next Annual General Meeting.
- 5) The Committee may appoint a member to fill a casual vacancy, and such a committee member shall hold office until the end of the next Annual General Meeting of the Association and be eligible for election subject to sub-rule (4).
- 6) The Committee shall meet as often as may be required to conduct the business of the Association but not less than ten times in each calendar year.
- 7) The President or two other members of the Committee shall have power to call a general meeting of the Committee.
- 8) Notice of meetings shall be given at the previous Committee meeting or by seven days' written notice distributed to all Committee members or in an emergency by such other notice as shall be ratified by the Committee.
- 9) An Office Bearer or Committee member shall cease to hold such office upon:
  - a) Resignation in writing;
  - b) Suspension as a member of the Association;
  - c) Absence for three successive Committee meetings without explanation acceptable to the Committee;
  - d) Being no longer the duly appointed representative of an affiliated member.
- 10) An Office Bearer or Committee Member having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.
- 11) The Committee may function validly notwithstanding any vacancies so long as its number is not reduced below that of the quorum.
- 12) The Committee may appoint sub-committees of members and non-members for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.
- 13) The Committee shall appoint all Coaches, Players and persons in an official capacity.
- 14) The Committee shall appoint a "Selection Committee" for the sole responsibility of selecting teams. The selection committee shall consist of the SASA Division 1 Coaches (A, B & U17) and Club Captain and other persons as directed by the Committee.
- 15) The Committee shall have the power to make charges for meals, refreshments and the like and for the sporting facilities provided by the Association. Every member shall before leaving the Association pay any such charges incurred by them whether on his/her own account or that of a personal associate.
- 16) The Committee shall determine the standards of dress and conduct when using, representing, promoting or participating in activities for the Association.
- 17) The Committee shall have the power to appoint and dismiss all paid officers or servants of the Association and define their duties and the terms of their employment.

## 10. ANNUAL GENERAL MEETING

- 1) The Annual General Meeting shall be held by the 31<sup>st</sup> May each year.
- 2) Written notice of not more than 28 days and not less than 7 days shall be provided to all members.
- 3) The business to be conducted shall include:
  - the confirmation of Minutes of the previous Annual General Meeting
  - the receipt of the President's annual report
  - the receipt of the Treasurer's report and financial statements of the Association together with the financial budget for the current financial year
  - the receiving of the nominated representatives to the Committee from the members
  - the election of the Office bearers and Committee
  - the appointment of an auditor
  - the nomination of new life members by the committee
  - any other business notified to the Secretary at least two working days before the commencement of the meeting.

## 11. SPECIAL GENERAL MEETING

A Special General Meeting shall be called by the Secretary within 28 days of receipt of a directive of the Committee or a written request of 3 Committee members or 6 members specifying the business to be conducted at the meeting.

- 1) General Meeting (Transitional Committee)  
Written notice of 14 days prior to meeting provided to all members.  
A general meeting of the club to be held in the month of December to have the following years proposed committee accepted and placed on the standing committee of the year in a transitional phase to learn their roles and duties. At the time of the Annual General Meeting, the transitional committee to stand and be elected with other nominations.

## 12. QUORUM

- 1) The quorum for any general meeting shall be half plus 1 of the number on the Committee.
- 2) The quorum for any Annual General or Special General Meeting shall be 20 members or two-thirds (2/3rd) of the membership whichever is the lesser number.
- 3) If at any Annual General or Special General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum for such adjourned Annual General meeting shall be reduced to 10.
- 4) At an AGM, Special General Meeting or a General meeting a simple majority vote of members present is required to carry a motion.

### 13. VOTING RIGHTS

- 1) Each member present in person at any meeting shall be entitled to one vote on each issue. Any member under the age of 16 must pass their one vote onto a parent or guardian.
- 2) The President shall have a casting vote but shall not have a deliberative vote.
- 3) The meeting will be by show of hands or any member may request any vote to be by secret ballot. A vote must be taken by all members for a secret ballot to occur and if accepted by the majority it can be undertaken.

### 14. PRESIDENT

- 1) The President shall chair all meetings except that in the absence of the President the Vice President shall chair the meeting or at the request of the President may elect another member to chair that meeting.
- 2) The President will work closely with the Management Committee in order to promote goodwill amongst members and to participate in all possible Association activities, including fundraising and the support of Association competitive efforts through the season.
- 3) The President shall act as spokesperson unless an alternative spokesperson has been appointed by the Committee or by members at a general meeting. The spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least 2 members of the Committee.

In the absence of the President the Vice-President shall deputise for the President in all things.

### 15. SECRETARY

The Secretary:

- 1) Shall be responsible for the whole clerical work of the Association and to carry out all directions given at meetings of the Association and the Management Committee.
- 2) Shall be responsible for the recording of names and addresses of all Association members in the Members Register.
- 3) Shall produce at anytime any books or documents which are the property of the Association provided however that no less than 2 days be allowed the Secretary to fulfil such request on the part of the Association or Management Committee.

## 16 TREASURER

The Treasurer:

- 1) Shall be responsible for the financial activities of the Association and report same to the committee at general meetings with all supporting and relevant documents whole clerical work of the Association and to carry out all directions given at meetings of the Association and the management committee.
- 2) Shall be responsible for the banking accounts in the name of Seacombe Softball Club Inc. which shall function under the direction of the Management Committee of the Club and cheques for these accounts shall be signed by any two of three members appointed by the Management Committee.

Periodic reviews will be undertaken by an appointed member of the Management Committee to confirm all financial activities of the Association are true and accurate.

## 17. AUDITOR

There shall be one Auditor (not being a member of the Association) who shall be appointed annually at the Annual General Meeting. Such Auditor shall have all the powers at law to ensure the accounts and accounting records are truly examined and audited. The Committee shall have power to fill any temporary vacancy in the office of Auditor.

## 18 AWARDS

Any member who has given 10 years service to the Association as a player, coach, and umpire and / or in management shall receive a Service Award.

As determined by the Management Committee each season the Association will provide awards to members in various categories without obligation to repeat that award every year thereafter.

## 19 FINANCIAL YEAR

The financial year of the Association shall be the 12 month period ending on March 31 each year.

## 20 THE SEAL

- 1) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 2) The seal shall only be used with the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by any two of the Office Bearers.
- 3) The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

## 21 AMENDMENT OF CONSTITUTION

This constitution may be repealed or amended by resolution of two-thirds of members present and voting at an Annual General Meeting. A Special General Meeting must be held prior to the Annual General Meeting of which not less than 7 days' written notice to all members including notice of the proposed repeal, alteration or amendment.

Rules for the proper administration of meetings or business may be made, repealed or amended by a general meeting.

## 22 DISSOLUTION

On dissolution all property whether real or personal remaining after payment of all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that the Association shall not be dissolved except by approval of not less than two-thirds members present and voting at a meeting called for the purpose of which not less than 28 days written notice including notice of the proposed dissolution has been given to all members.

## 23 INDEMNITY

The Association shall indemnify any member against any liability incurred by such member for any act done as servant of the Association that is with the authority or at the request of the Committee.

The Association will always carry "Directors and Officers" insurance to protect any Committee member against any liability incurred for any act done as a servant of the Association.

## 24 LICENSING RULES

- 1) No payment or part payment of any member or other officer or servant of the Association shall be made by way of commission or allowance from or upon receipts of the Association for liquor supplied.
- 2) The books of account, minute books or other records of the Association and all sub-committees thereof, the register of Members and all other books relating to the transactions, business rules and management of the Association shall be written in the English language.
- 3) The activities of the Association shall not at any time include any form of trading in the sale or supply of liquor with the general public whether on or off the complex or on premises in the control of the Association
- 4) No liquor shall be sold or supplied to any person under the age of eighteen (18) years.
- 5) No person shall be entitled to derive any profit, benefit or advantage from the Association which is not shared equally by the Members thereof.



## 25 CHANGES TO THE CONSTITUTION:

**18/4/2013- Note- grammatical changes in conjunction with August 2012 version of Softball SA Inc Constitution**

“District Club” changed to “Adelaide Club”

“South Australian Softball Association Inc” changed to “Softball SA Incorporated”

Page breaks inserted to improve presentation

Standard footer included date printed and filename

**2010-2011 AGM- proposed by Simon Dillon, accepted by members**

Section 11 Special General Meeting

Add section 11.1 General Meeting (transitional committee)

Written notice of 14days prior to meeting provided to all members.

A general meeting of the club to be held in the month of December to have the following years proposed committee accepted and placed on the standing committee of the year in a transitional phase to learn their roles and duties. At the time of the Annual General Meeting, the transitional committee to stand and be elected with other nominations.

**6/4/2003- proposed by Rod Nykiel at special meeting, accepted.**

Under section 6 (Membership), paragraph 1) adding sub paragraph e) as follows:

Playing Life Member

Is any senior member nominated by two (2) financial members of the Management Committee at last 6 weeks prior to the Annual General Meeting, recommended by the Management Committee and approved by the next Annual General Meeting in consideration of:- Senior playing membership of the club for 15 years and having played in 350 senior games (Including U19 year or equivalent) in the principle playing season of the South Australian Softball Association.

**2/11/2016 – Point 19 – Financial Year**

EOFY for Seacombe Softball Club changed to March 31<sup>st</sup>.

**2/11/2016 – Point 9.14 - the Committee**

Selection Committee changed from A/B/U18 to A/B/U17 to align with current ACC age divisions.

This draft dated April 2000