

Cumberland Nepean Softball Association Inc.



Constitution 2013

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1. NAME

The name of the Association shall be the “Cumberland Nepean Softball Association Incorporated”.

2. DEFINITIONS AND ABBREVIATIONS

The following definitions and abbreviations shall apply throughout this Constitution and all Association By-Laws:

- 2.1 AGM is the Annual General Meeting.
- 2.2 SA is Softball Australia Limited.
- 2.3 CNSA is the Cumberland Nepean Softball Association Incorporated.
- 2.4 SNSW is Softball New South Wales Incorporated.
- 2.5 SNSWSUA is the Softball New South Wales Umpires Association.
- 2.6 Month means a calendar month.
- 2.7 The feminine includes the masculine and vice versa.
- 2.8 The financial year shall be from the First day of May to the Thirtieth day of April of the following year.
- 2.9 By-Law means any rule, regulation, policy or procedure designated a CNSA By-Law and adopted as such by voting members at a Special General Meeting.
- 2.10 Public Officer means the person who is appointed by the Executive Committee to that position.
- 2.11 A natural person is a legal entity for the human-being

3. OBJECTIVES

- 3.1 To promote the sport of softball by:
 - a) providing a graded annual softball competition for all skill levels.
 - b) developing and promoting the game of softball within the Association’s local territory.
 - c) developing softball players for CNSA, State and National selection.
 - d) developing coaches, umpires and officials for representative selection.
- 3.2 To promote and manage any game of softball arranged under the auspices of CNSA, solely for the benefit of amateur players and for no financial gain or payment to any member.
- 3.3 To affiliate with SNSW.
- 3.4 To enter teams to represent CNSA in SNSW Regional/Divisional and State tournaments and competitions.

4. MEMBERSHIP

4.1 CLUBS

A Club is an incorporated entity or an entity which has a parent body that is an incorporated entity and consists of:

- a) at least 12 persons registered as a club with CNSA and
- b) has a team playing in a CNSA competition

4.2 LIFE MEMBERS

- 4.2.1 Life membership is bestowed on a member by the association.
- 4.2.2 Life Members may attend any CNSA Meeting except Executive Committee Meetings, unless they act in their capacity as an Executive Committee Member.

4.3 ASSOCIATE MEMBERS

- 4.3.1 Associate membership may be granted by the Executive Committee of CNSA to any person who has no affiliation to a registered Club.
- 4.3.2 Nomination for an Associate membership shall be in writing to the CNSA Secretary.
- 4.3.3 Associate members may attend any CNSA meeting, except Executive Committee Meetings. By leave of the meeting, they may speak on any matter.
- 4.3.4 No Associate member shall be eligible for election to an Executive Committee position.

4.4 ORDINARY MEMBERS

- 4.4.1 These are financial members of registered clubs or a natural person who is otherwise recognised by the club as an individual member.
- 4.4.2 Ordinary members may attend any CNSA meeting except Executive Committee Meetings. By leave of the meeting, they may speak on any matter.

4.5 CLUB 50 MEMBERS

- 4.5.1 These are financial members of CNSA who are not members of registered Clubs.
- 4.5.2 Club 50 members may attend any CNSA meeting except Executive Committee Meetings. By leave of the meeting, they may speak on any matter.
- 4.5.3 No Club 50 member shall be eligible for election to an Executive Committee position.

4.6 VOTING RIGHTS

The voting rights of members shall be as set out in the CNSA By-Laws.

5. COMMITTEES

EXECUTIVE COMMITTEE

At the AGM, the Association shall elect an Executive Committee to manage the affairs of the Association.

- a) All the Executive committee members must be members of a Club registered with CNSA.
- b) A player or official who is not first (1st) registered with CNSA, is ineligible to hold office on the Executive Committee.
- c) All Executive Committee members shall hold office for a period of twenty-four months, until the AGM at the expiration of that period. A retiring Executive Committee member may be re-nominated.
- d) A minimum of three (3) Executive Committee members must be ordinarily resident in NSW, Australia.
- e) The Executive Committee must nominate a public officer who is aged 18 years or over and is ordinarily resident in NSW, Australia.

5.1.1 The Executive Committee shall consist of the following:

- a) President, Secretary and Treasurer (who shall be at least 18 years of age) and
- b) Any other positions determined in the By-Laws.

5.1.2 The Executive Committee shall have the power, responsibilities and duties as set out in the CNSA By-Laws.

5.1.3 Where an Executive Committee position is not filled at the AGM or becomes vacant during the year, the Executive Committee may approach suitable members to fill the position.

5.1.4 An Executive Committee Member may be removed from office for the following reasons:-

- a) Non-attendance at three consecutive meetings without just cause.
- b) Failure to carry out duties as directed by the Executive Committee.
- c) Such removal from office can only be by a resolution passed at a Special General Meeting.

6. REGISTER OF MEMBERS

6.1 The Executive Committee of CNSA shall establish and maintain a register of members of the Association, specifying the name and address of each person, their category of membership and the date of appointment to membership.

6.2 The Register of members shall be kept at the principle place of administration of CNSA and shall be open for inspection, free of charge, by any member of CNSA at any reasonable hour.

7. FEES, REGISTRATIONS AND FINES

All fees, registrations and fine amounts shall be set at the AGM.

8. FUNDS SOURCE

- 8.1 Annual registrations.
- 8.2 Canteen Revenue.
- 8.3 Fines.
- 8.4 Donations.
- 8.5 Sponsorships.
- 8.6 Such other sources as the Executive Committee determines, subject to any resolution passed by CNSA in General Meeting.

9. FUNDS MANAGEMENT

- 9.1 The funds of CNSA shall be used solely in pursuance of the objects of CNSA.
- 9.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two authorised signatories.
- 9.3 The authorised signatories of the Association shall be the President, Secretary and Treasurer of CNSA.
- 9.4 All money received by CNSA shall be deposited as soon as possible and without deduction, to the credit of CNSA Bank/Building Society accounts.
- 9.5 CNSA shall as soon as possible after receiving any money, issue an appropriate receipt.

10. INSPECTION AND CUSTODY OF BOOKS ETC.

The records, books and other documents of CNSA shall be held at the principal place of administration of CNSA or in the custody of the CNSA Treasurer and shall be open to inspection, free of charge, by any member of CNSA at any reasonable hour.

11. INSURANCES

- 11.1 CNSA shall take out insurance policies, as deemed necessary for the protection of members, equipment and assets belonging to CNSA.

12. MEMBERS LIABILITY

The members of CNSA shall have no liability to contribute towards the payment of debts and liabilities of CNSA, or the costs, charges and expenses of the winding up of CNSA except for the amount of any personal unpaid registration fees.

13. DISCIPLINING OF MEMBERS

The process and procedures for the disciplining of members of CNSA shall be as set out in the CNSA By-Laws.

14. INTERNAL DISPUTES

The process and procedures for the handling of any dispute between members (in their capacity as members) or between a member and the Association shall be as set out in the CNSA By-Laws.

15. MEETINGS – CALLING AND NOTICE THEREOF.

15.1 AGM MEETING

15.1.1 The AGM shall be held in June of each year.

15.1.2 Notice of such meeting, copy of agenda and all proposals and any other business pertaining to the AGM shall be circulated in writing to all voting members twenty-one (21) days prior to said meeting.

15.1.3 The Executive Committee shall have the right to invite any interested persons to attend the AGM.

15.2 ORDINARY GENERAL MEETING

Ordinary General Meetings of CNSA are to be held once a month or as stipulated in the By-Laws.

15.3 SPECIAL GENERAL MEETINGS.

15.3.1 A Special Meeting of CNSA may be called by the following:

- a) The Secretary of CNSA on instruction by the President or,
- b) A resolution of the Executive Committee or,
- c) A request signed by at least three-quarters of registered Clubs.

15.3.2 Said meetings shall be called on a date which shall allow at least twenty-one (21) days' notice to be given to all voting members, with the reason for the meeting clearly set out.

15.3.3 Only business as notified will be dealt with at a Special Meeting.

15.4 EXECUTIVE MEETINGS.

Executive Committee Meetings shall be called by the President as deemed necessary or by resolution of a simple majority of the Executive Committee Members.

16 MEETINGS – AGENDAS AND PROCEDURES

The agenda and procedures for meetings shall be as set out in the CNSA By-Laws.

17. MEETINGS - QUORUMS

17.1 ANNUAL GENERAL MEETING.

Three-quarters of registered Clubs.

17.2 ORDINARY GENERAL MEETING.

Three-quarters of registered Clubs.

17.3 SPECIAL GENERAL MEETING

Three-quarters of registered Clubs.

17.4 EXECUTIVE COMMITTEE MEETINGS

Three quarters of the elected committee. At the discretion of the President, participation by electronic communication means shall constitute attendance for the purpose of establishing a quorum.

17.5 QUORUM NOT PRESENT

In the event of a quorum not being present at any meeting, the members present may appoint another date within twenty-one (21) days to transact the business for which such meeting has been called. The members present at the adjourned meeting shall form a quorum.

18. POSTAL/PROXY BALLOTS.

CNSA does not accept any form of Postal or Proxy voting on any matter, or in any meetings.

19. DISCLOSURE OF INTEREST

19.1 If a committee member has a direct or indirect interest in a matter being considered or about to be considered at a meeting, and the interest appears to raise a conflict with the proper performance of the committee member's duties in relation to the consideration of the matter, the committee member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature at the said meeting.

- 19.2 After a committee member has disclosed the nature of an interest in any matter, the committee member must not, unless the committee otherwise determines:
- a) be present during any deliberation of the committee with respect to the matter, or
 - b) take part in any decision of the committee with respect to the matter.
- 19.3 For the purposes of the making of a determination by the committee under subsection 19.2, a committee member who has a direct or indirect interest in a matter to which the disclosure relates, must not:
- a) be present during any deliberation of the committee for the purpose of making the determination, or
 - b) take part in the making by the committee of the determination.

20. ALTERATIONS

20.1 CONSTITUTION

This Constitution shall not be altered or amended except by a resolution passed at a Special General Meeting of which twenty-one (21) days written notice thereof has been issued to all voting members. Any changes submitted must be in writing, duly seconded and must state the reason for the change.

20.2 BY-LAWS

The By-Laws shall not be altered or amended except by a resolution passed at a Special General Meeting of which twenty-one (21) days written notice thereof has been issued to all voting members. Any changes submitted must be in writing, duly seconded and must state the reason for the change

21. TRUSTEES

- 21.1 All property which CNSA shall now, or hereafter possess, shall be vested in three (3) trustees.
- 21.2 The President, Secretary and Treasurer shall be the trustees for the purpose of 21.1 above.

22. DISSOLUTION

- 21.3 CNSA shall be dissolved, if and only if, at least three-quarters of the voting members present at a Special General Meeting called for that purpose resolve to do so.

21.4 The disbursement of all funds and property vested in the trustees shall be disbursed according to the wishes of the members at the Special General Meeting.

22. CLUB NOTIFICATION

Each Club after registration with CNSA, shall be supplied with a copy of the CNSA Constitution and By-Laws current at that time. Such issue shall be regarded as sufficient proof that the club and it's members are aware of incurred responsibilities, duties and obligations.

END OF DOCUMENT