



CONSTITUTION

SOUTHERN DISTRICTS SOFTBALL
ASSOCIATION INCORPORATED

PREPARED BY SDSA EXECUTIVE
ADOPTED 23 JULY 2021

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Part 1 Preliminary

1. Name

The name of the Association is Southern Districts Softball Association Incorporated. This shall be referred to in this constitution as the Association or SDSA.

2. Definitions

“Act” means the Associations Incorporation Act 2009 (NSW) or any other act under which the Association may be incorporated from time to time.

“Regulation” means the Associations Incorporation Regulations 2016 (NSW) under the Act or any other regulations which the Association may be incorporated from time to time.

“Annual General Meeting” Means the annual general meeting of the Association held in accordance with Part 4 of this Constitution.

“Association” means Southern Districts Softball Association Incorporated

“Board” means the Board as constituted under this clause 9.2.2.

“Club” means a softball club which is a member of or otherwise affiliated with the Association.

“Constitution” means this Constitution of the Association.

“Days” Any reference to days in the constitution is taken to mean calendar days

“Disciplinary Committee” means a committee of the Association of that name as defined in Clause 23.5 of this constitution.

“Executive” means the office-bearers of the Association holding the positions that comprise of the Executive as defined in Clause 9.2.3 of this Constitution.

“Financial year” means the year ending 30 April in any year as defined in clause 48 of this constitution.

“General Meeting” means the annual or any special general meeting of the Association.

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents, or service marks (whether registered or registerable) relating to the Association or in any event, competition, or softball activity of or conducted, promoted, or administered by the Association. For the avoidance of doubt this definition does not apply to the intellectual property of the SAL or any other State Softball Association affiliated with SAL. or SNSW or any other Association affiliated with SNSW.

“Life Member” means an individual upon whom Life Membership of the Association has been conferred under clause 9.2.4 of this constitution.

“Member” means a member for the time being of the Association under **Part 2** of this constitution.

“Month” any reference to month in the constitution is taken to mean calendar month

“SNSW” means Softball New South Wales

“Natural Person” means a human being who has its own legal personality.

“Objects” means the objects of the Association in the Statement of Purposes.

“Official” means any coach, umpire, team manager/administrator, scorer/statistician or other person who has a position as an official in Softball.

“Public Officer” means the person who is appointed by the Executive to that position made under Clause 8.2.8.

“President” means the President for the time being of the Association and includes any person acting in that capacity from time to time.

“Registrar” means the Registrar for the time being of the Association and includes a person acting in that capacity from time to time.

“Regulations” means any Regulations made under clause 48.

“Secretary” means the secretary and public officer of the Association and is the General Manager for the time being appointed under these rules.

“Softball” means all forms of the sport of softball.

“SAL” means Softball Australia Limited.

“Southern Districts Softball Umpires Association” means the affiliated body with in the SDSA Inc who is responsible for the Development, Allocation and Administration of Umpires affairs within the Association.

“Special Resolution” Means a resolution passed:

(a) at a General Meeting of the Association of which twenty-one (21) days’ notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the Members in accordance with this constitution: and

(b) by at least three quarters of those Members who, being entitled to vote, vote in person at the meeting.

“Vice-President” means the Vice-President for the time being of the Association and includes any person acting in that capacity from time to time.

3. Interpretation

1. In this constitution:

- 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 of the performance of the duty.
- c. words importing the singular include the plural and vice versa.
- d. words importing any gender include the other gender.
- e. references to persons include corporations and bodies politic.
- f. references to a person include the legal personal representatives, successors, and permitted assigns of that person.
- g. a reference to a statute, ordinance, code, or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments, or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- h. a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form, including messages sent by electronic messaging.

- i. The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

4. Severance

1. If it is determined that a word, phrase, sentence, or clause in this constitution is unenforceable, illegal, or void then it must be severed and the other words, phrases, sentences, or clauses in this constitution will remain valid.

5. The Act

1. Except where the contrary intention appears, in this constitution, and expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

6. Objects

1. The Objects of the Association shall be:
 - a. To conduct, encourage promote, advance, control and administer the game of softball for the Association and any other interests to the advantage of members.
 - b. To arrange, and control softball games played by the members of the Association.
 - c. To arrange and control all Association softball competition matches and select and manage all Association representative teams and to adjudicate and determine all matters concerning softball administration in the district.
 - d. To join with or affiliate with Association or organisations with similar aims and objects as determined by the Board.
 - e. To adopt the latest rules and interpretations of the game of softball according to the Softball Australia Limited (SAL), the controlling body, as adopted by Softball New South Wales (SNSW).
 - f. To raise money by affiliation fees, levies subscriptions and other such manner as the board considers necessary from time to time for the promotion of softball within and outside our district.

7. Government

1. The jurisdiction of the Association shall extend to and shall be acknowledged by all members of the Association.
2. The affairs of the Association shall be administered by the Board.
3. All property of the Association shall be vested in the Board as "Trustees" for the Association

8. Honorary Officers

1. An Auditor may be appointed annually as per part 5 of the act. This appointment may be based on
 - a. a recommendation of the Executive and ratified at the AGM; or
 - b. if our Tier Status changes under the Act and it becomes mandatory for our books to be audited.

2. An auditor appointed to the Association must meet all qualifications as set out in clause 52 of the Act.
3. An Honorary Solicitor, who shall not be a member of the board, may be appointed annually.
4. This appointment may be based on a recommendation of the Board. And ratified by the members at the AGM.

Part 2 Membership

9. Membership

9.1. Classification of Membership

1. The Association shall consist of members as follows:
 - a. Clubs
 - b. Board Members
 - c. Executive Members
 - d. Life Members
 - e. Non-Playing Members
 - f. Patron
 - g. Playing Members
 - h. Public Officer
 - i. Umpiring Association
 - j. Such other Groups and/or Associations as the Association May deem fit.

9.2. Definition of Membership Classes

9.2.1. Clubs

1. A club is an entity consists of:
 - a. At least a President, Secretary and Treasurer
 - b. Has applied for and been granted affiliation with the Association.
2. Each club shall appoint 2 delegates who must be current first registered members or life members of the Association.
3. Notification of the delegates must be in writing to Board no less than seven (7) days prior to the meeting.
4. No delegate shall have the right of voting or privilege of taking part in any questions arising in the Association unless notification signed by the Secretary of the club they represent has previously been received by the Secretary of the Association.

9.2.2. Board Members

1. An individual who upon their election taking effect as a Board member shall thereby be admitted to Board Membership.

9.2.3. Executive Members

1. An individual upon their election taking effect as an office bearer of the Association shall thereby be admitted to Executive Membership.
2. Where a member is admitted to the Executive membership, they will also be admitted to Board membership.

9.2.4. Life Members

1. The Association may grant Life Membership of the Association on any person who in its opinion has rendered exceptional service to the Association for a period of not less than ten (10) years.

2. Life members shall be deemed to be a member of and shall have privileges of speaking and voting on all matters at Special or Annual General Meetings.
3. Life Members of the Association may be requested to sit in on any committee due to elected members of said committee being temporarily absent or unavailable

9.2.5. Non-Player Members

1. A non-player member is a member of the Association who participate in the Association in a no playing capacity such as Managing, Coaching Scoring etc and shall have the right to be at and speak at Special and Annual General meetings but will not have voting privileges at said meeting unless acting as the nominated delegate for their registered club.

9.2.6. Patron

1. A person, who upon request and approved at the AGM who lends their name and reputation, to the advancement of Softball in our Association.

9.2.7. Player Members

1. A player member is a member who are players in the Associations competition and representative teams and shall have right to be at and speak at Special and Annual General meetings but will not have voting privileges at said meeting unless acting as a delegate for their registered club.

9.2.8. Public Officer

1. A public officer is both the official point of contact for an incorporated Association and one of the authorised signatories with our government regulators.
2. A committee member, an ordinary member or a person outside the Association may hold the position of public officer.
3. The Public Officer must:
 - a. Be over 18 years of age; and.
 - b. Reside in NSW.

9.2.9. Umpiring Association

1. The Association permits the Southern District Softball Umpires Association (SDSUA) to manage and act in the best interests of the Umpires of this SDSA Incorporated. The Umpiring Association is responsible for the allocation of umpires on all games, representative tournaments, and is there to promote and develop umpires within the Association.
2. The umpire's Association is subject to this constitution and the constitution of the SDSUA and shall conduct itself on all matters pertaining to the SDSUA as a separate entity under the Associations Banner.

9.2.10. The Association may align itself with or permit membership to other groups and/or Associations who have similar objects as the Association may deem fit.

9.3. Application for Membership

9.3.1. Club Admission of Membership and Affiliation

1. Any softball club seeking affiliation with the Association shall make an application in writing to the Association secretary together with the clubs proposed colours, uniform design and names of the President, Secretary and Treasurer to be presented to the board.
2. The application shall be submitted to the next Board meeting of the Association for approval. If the nomination is approved, the Board shall have the right to attach such conditions to the affiliation as may be provided for in the Regulations of the Association.
3. Where the board determines to approve a nomination for affiliation, the Secretary shall as soon as practicable after the determination, notify the nominee of the approval.
4. Upon granting of the affiliation, the new softball club shall thereupon be entitled to nominate two (2) delegates (as set out in clause 9.2.1 sub-clause 2).
5. The board shall be required to give reasons or explanation for rejecting any application for affiliation in writing.

9.3.2. Appointment to the Board Membership

1. Any member duly elected to hold a position on the Board of the Association will automatically be appointed to a board membership.
2. This membership will be held for as long as the member retains a board position. In the event that that member ceases to be on the board, their appointment of board membership will cease.

9.3.3. Appointment to Executive Membership

1. Any member duly elected to hold an office bearer position on the Association's board, will be appointed to the Executive membership
2. This Memberships will be held for the as long as the member holds the office bearer's position. In the event that the member ceases to hold a position as an office bearer then executive membership will cease.
3. Where a member is appointed to the Executive Membership, they will also be appointed to the Board Membership.
4. Where a member ceases to hold an executive position but remains a member of the board, their Board membership will be retained.

9.3.4. Awarding of Life Membership

1. The Association may offer life membership of the Association on any person who in its opinion has rendered exceptional service to the Association for a period of not less than ten (10) years. Such services are deemed to have assisted the advancement of Softball at an Association level.
2. A nomination signed by a proposer and seconder shall be emailed to the Association Secretary not less than thirty (30) days prior to the AGM for consideration and review by the executive of the Association.
3. The executive will have the ability to go back to the nominators to ask for any further clarification or details regarding the nomination.
4. The executive has the authority after the reviewing the nomination to refer this to AGM for consideration of the members.

5. The Executive will make all attempts to work with the nominators to ensure that the nomination is complete. In the event that the Nomination is incomplete or further clarification or details are not forthcoming the Executive committee can decide to hold this over to the next AGM to allow the nomination to be updated with the required information.
6. Where the executive determines that a nominee does not meet the core requirements in sub-clause 1, they may decline the nomination.
7. Where a nomination is being held over or has been declined by the executive, the proposer and seconder will be notified in writing with a detailed explanation as to why this nomination is not proceeding, and any actions required.
8. Such election shall be made at the Annual General Meeting on a majority of two thirds of those present and eligible to vote.
9. Voting for such members shall be by Secret Ballot.
10. Life members of the Association shall be deemed to be a member of and shall have privileges of speaking and voting on all matters at Special or Annual General Meetings.
11. Where a life member clears to another Association, their life membership privileges will be suspended until such times as they return to the SDSA Inc or retire from the sport of softball.

9.3.5. Application for Non-Player Membership

1. An application for non-player membership of the Association shall be made annually in writing in a form as determined by the board.
2. Once the application form is completed, they will be deemed to be a member of the Association provided they meet all other eligibility rules.

9.3.6. Appointment of a Patron

1. The Association at the AGM may appoint annually on the recommendation of the Board a Patron for the Association as it considers necessary, subject to approval of that person.

9.3.7. Application for Player Membership

1. An application for player membership of the Association shall be made annually in writing in a form as determined by the board.
2. Once the application form is completed, they will be deemed to be a member of the Association provided they meet all other eligibility rules.

9.3.8. Appointment of a Public Officer

1. It is a requirement of the Act to appoint a public officer. That person shall hold the position until such times as:
 - a. dies
 - b. resigns in writing to the committee
 - c. is removed from office by the passing of a resolution at a general meeting
 - d. becomes bankrupt
 - e. becomes a mentally incapacitated person
 - f. ceases to be a resident of New South Wales, or
 - g. meets any circumstances as provided for in the constitution.

2. Where a new public officer is appointed, notification must be made to the NSW Department of Fair Trading within 28 days of the new appointment.

9.3.9. Southern Districts Softball Umpires Association

1. Membership to the SDSUA is admitted in accordance with the Constitution, By-Laws or Regulations of that Association.

10. Cessation of membership

10.1. Cessation of a membership

1. A member of the Association ceases to be a member if the member:
 - a. Dies; or
 - b. Resigns subject to provision of clause 10.4; or
 - c. Is expelled from the Association as outlined in the Disciplinary Regulations; or
 - d. Is granted a clearance by their club and the Association; or
 - e. Ceases for any other reason to be a member of an affiliated club; or
 - f. If the club for which the player is registered disaffiliates from the Association; or
 - g. If the club for which the player is registered, its affiliation with the Association is terminated or suspended.
 - h. In relation to a Board Membership, the member ceases to hold a position on the Association's board; or
 - i. In relation to an executive membership, the member ceases to hold an office bearer's role.
2. In relation to a Board or executive membership, fail to attend without leave, three consecutive board members.
3. Where a member ceases to be a board or executive membership, they may continue to retain their membership in the Association in another membership classification.

10.2. Cessation of Life Membership

1. A life membership only ceases to be a member of the Association if the person:
 - a. Resigns subject to provision of Clause 10.4.1; or
 - b. Is expelled from the Association as outlined in the Disciplinary Regulations.

10.3. Membership entitlements not transferable

1. A right, privilege or obligation which a person has by reason of being a member of the Association:
 - a. is not capable of being transferred or transmitted to another person, and
 - b. terminates on cessation of the person's membership.

10.4. Resignation of members and clubs

10.4.1. Resignation of members

1. A member of the Association is not entitled to resign that membership except in accordance with this rule.

- a. A member of the Association who has paid all amount (if any) payable to the Association in respect of the member's membership may resign from the Association by giving notice in writing to the Secretary of the members intention to resign.
- b. Upon receipt of the notice, the member ceases to be a member.

10.4.2. Resignation of affiliated clubs

1. An affiliation of a club shall be considered to have resigned its membership if:
 - a. It fails to fulfill its financial obligations to the Association (without permission of the board); and/or
 - b. It advises the Secretary of the Association of its intention not to renew its affiliation.
 - c. Upon such notification the club shall pay to the Associations any amount outstanding in respect of registration fees and any other monies due and payable by it to the Association.

11. Register of members and affiliated clubs.

1. The registrar of the Association shall be responsible for the management of the online CRM of members of the Association.
2. The Secretary shall maintain a register of clubs and record therein the name, address and email of the Secretary of the club. This register may be the same register as addressed in subclause 1.

12. Fees and subscriptions

1. A club shall pay to the Association an annual affiliation fee.
2. A club shall pay the Association an annual registration fee in respect of each member registered by it. The registration fee shall be determined by the board and shall be paid each year, upon receipt of an invoice from the Association.
3. Member who registers directly to the Association, shall pay an annual registration fee. This fee is payable directly to the Aassociation upon receipt of an invoice.
4. All fees payable under sub clause 1-3 shall be determined by the board and shall be paid each year, up receipt of an invoice from the Association.

13. Members' liabilities

1. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 12.

14. Resolution of disputes

1. 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 follow:
 - a. The persons involved in the dispute together with a club representative must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all involved.
 - b. If a resolution cannot be reached, or a participant fails to attend that meeting, then the persons involved must, within ten days, refer the dispute for resolution to an independent

tribunal or other committee as determined by the Board. The Board may prescribe additional grievance procedures and Regulations consistent with this Rule.

15. Disciplining of members

1. A complaint may be made to the disciplinary committee by any person that a member of the Association:
 - a. Have persistently refused or neglected to comply with any Association rules; or
 - b. Have persistently and wilfully acted in a manner prejudicial to interests of the Associations;
or
 - c. Have failed to comply with a written directive of the Association; or
 - d. Are the subject of a witness complaint.
2. Any player or official ejected from a game and the umpire who ejected them must give evidence before the Disciplinary Committee disciplinary committee meeting to be held within fourteen (14) days. The umpire who ejects a player or official from a game must complete a written report as per the Disciplinary regulations and emailed to the Association Secretary within twenty-four (24) hours.
3. Any Member or Affiliated Club considered to have a case to answer (other than members automatically cited under clause 15.2) shall be cited to appear before the committee in writing and must be given a minimum of seven (7) days' notice and advised the following:
 - a. the complaint in detail.
 - b. The date time and venue of the disciplinary committee meeting.
 - c. Any details of the process to be followed as outlined in the Disciplinary Regulations.
4. Unless written notice of unavailability is accepted by the committee any member or club who fails to appear before the Disciplinary Committee at a scheduled time (or any umpire after ejecting a player or official from a game who fails to submit a written report) will automatically be suspended from all participation in softball until such time as the member or club appears before the committee or the committee makes a determination at a subsequent meeting on evidence received.
5. Conduct of the disciplinary hearings and obligation of all parties involved is documented in Associations Disciplinary Regulations.
6. Any determination or resolution of the Disciplinary Committee affecting the cited member or cited club shall be confirmed in writing by the Association Secretary to the Cited member and their (or to the cited) club within seven (7) days of the resolution. The letter should include:
 - a. Action taken by the committee
 - b. The reasons given by the committee for having taken that action
 - c. Members right of appeal under clause 16.
7. Any Expulsion or suspension does not take effect:
 - a. Until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - b. If within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 16.

Whichever is the later.

8. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature. Where this is the case, it is recommended that the Clause 14, Resolution of Disputes should be applied.

16. Right of appeal of disciplined member

1. A member or club can appeal a decision of the Disciplinary Committee to the Disciplinary Committee within fourteen (14) days of the decision being handed down if new evidence is found.
2. A member or club (in addition to any appeal under clause 16.1) or the board can appeal a decision of the disciplinary committee to the Appeals committee within fourteen (14) days of the decision being handed down:
 - a. If the Disciplinary Committee has broken the constitution, by laws or Disciplinary regulations of the Association; or
 - b. For reasons of severity or lack of severity
3. Where extenuating circumstances arise any party may request a 7 days extension to lodge an appeal.
4. A member preparing an appeal on a decision of the Disciplinary Committee will on written request received a copy of the:
 - a. the initial complaint
 - b. the disciplinary committee meeting minutes including any written statements.
5. The information provided under clause 16.3, are confidential and are provided to the appellant only for the purpose of appeal. Use of the documentation for any other purpose will be deemed an offence and will be separately actionable under a charge of bringing the Association into disrepute, by the Disciplinary committee.
6. An appeal to the appeals committee must detail in writing the reason and foundation of the appeal. It is to include in detail the areas and evidence of the reason of appeal.
7. An appeals fee of fifty dollars (\$50.00) is to accompany any appeal lodged by a member. This fee is not payable if the appeal is lodged by the Board. If the appeal is successful, the Appeals fee will be refunded to the appellant.
8. A copy of any appeal must be given to the Disciplinary Committee on Receipt of the appeal.
9. At the appeal hearing oral or written representations, or both may be provided.
10. A final right of appeal to decisions of the Appeal Committee exists to SNSW in respect to Disciplinary matter where it is felt that the severity of the sentence is unfair or the Constitution, By-laws or Disciplinary Regulations have been broken, in line with Appeals process outlined in the current SNSW Administration and Resource Manual.
11. Subject to sub-clause 9, all other decisions of the Appeals Committee shall be final, and no further appeal shall be made to any other body or court.
12. If an appellant wishes to lodge a complaint with SNSW, notice of Intent to appeal is to be notified to the Association Secretary within five (5) days on which the appeals committee hands down its decision. At which time, the Association Secretary is to provide the appellant with all documentation as published in the current SNSW Administration and Resource Manual.
13. The final appeal letter to SNSW is to be submitted to the Association Secretary within ten (10) days of the decision of the appeals committee being handed down. The Association Secretary shall send

such appeal to the Chief Executive Officer of SNSW by email, ensuring that all documentation required as per the current SNSW Administration and Resource Manual is included.

14. The decision of the Appeals Committee will be upheld despite an appeal, by any member, club, or the Association to SNSW until the appeal is upheld or dismissed by SNSW.

Part 3 The Board and their Committees

17. The Board

17.1. The Board

1. The Board Shall Consist of:
 - a. President (Chairperson of the Board)
 - b. Vice President (Vice Chairperson of the Board)
 - c. Secretary
 - d. Treasurer
 - e. Registrar
 - f. Development Officer
 - g. Grounds Development Officer
 - h. Three Ordinary Board Members
2. Each member of the Board shall hold office for the following terms:
 - a. Where an AGM is held in an odd year, Vice President, Treasurer and Three (3) ordinary members, will be elected and hold office for a term of two (2) years.
 - b. Where an AGM is held in an even year, President, Secretary, Registrar, Grounds Development Officer and Development Officer will be elected and hold office for a term of two (2) years.
3. In the event of an officer requiring a leave of absence during their term, the Board shall assign other duties to another board member for the duration of their absence.
4. No member of the Board shall hold a position on any other committee of the Association except a committee to which they are an ex-official member or an appointed member.

17.2. The Executive

1. The Executive shall consist of:
 - a. President (Chairperson of the Executive)
 - b. Vice President (Vice Chairperson of the Executive)
 - c. Secretary
 - d. Treasurer
 - e. Registrar
2. The Executive shall meet as required or on request by one of the executive members.
3. The quorum for an Executive meeting shall be Three (3) Executive Members.

18. Powers of the board

1. Subject to the Act, the Regulation, this constitution, and any resolution passed by the Association in general meeting, the board:
 - a. is to control and manage the affairs of the Association, and
 - b. the board shall be empowered to cite members of the Association to appear before the Disciplinary Committee.
 - c. may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and

- d. has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

19. Board, Executive and Committee meetings and quorums

19.1. Board meetings and quorum

1. The Board shall meet on a monthly Basis or at the written request of two (2) board members one of which must be an Executive Member. This meeting must be held within fourteen (14) days of the request for the meeting being received by the Association Secretary.
2. A quorum of the Board shall be six (6) Board Members (two (2) of which must be Executive Members)
3. Additional meetings of the Board may be convened by the president or by any member of the committee.
4. Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least forty-eight (48) hours prior to the meeting, unless in extenuating circumstances where a meeting may need to be convened.
5. At a meeting of the board:
 - a. the president or, in the president's absence, the vice-president is to preside, or
 - b. if the president and the vice-president are absent or unwilling to act, one of the remaining members of the Board chosen by the members present at the meeting is to preside.

19.2. Use of technology at Board meetings.

1. A Board meeting may be held at two (2) or more venues using any technology approved by the Board that gives each of the board members a reasonable opportunity to participate.
2. A Board member who participates in a Board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

19.3. Voting and decisions at Board Meetings

1. Questions arising at a meeting of the Board or of any committee are to be determined by a majority of the votes of members of the Board or committee present at the meeting.
2. Each member present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
3. Subject to clause 19.1 subclause 2, the committee may act despite any vacancy on the Board.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the board is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the board.

19.4. Executive meetings and quorum

1. The Executive meetings shall be held as required or on request by one executive member.
2. A quorum of the Executive shall be three (3) Executive Members
3. Oral or written notice of a meeting of the executive must be given by the secretary to each member of the executive at least forty-eight (48) hours prior to the meeting, unless in extenuating circumstances where a meeting may need to be convened.

4. At a meeting of the Executive:
 - a. the president or, in the president's absence, the vice-president is to preside, or
 - b. if the president and the vice-president are absent or unwilling to act, one of the remaining members of the Executive chosen by the members present at the meeting is to preside.

19.5. Use of technology at Executive meetings.

1. An Executive meeting may be held at two (2) or more venues using any technology approved by the Executive that gives each of the Executive members a reasonable opportunity to participate.
2. An Executive member who participates in an Executive meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

19.6. Voting and decisions at Executive meetings

1. Questions arising at a meeting of the Executive or of any committee are to be determined by a majority of the votes of members of the Executive or committee present at the meeting.
2. Each member present at a meeting of the Executive (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
3. Subject to clause 19.4 subclause 2, the committee may act despite any vacancy on the Executive.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the executive.

19.7. Committee meetings, quorum, voting and decisions

1. Committee meetings will be held in line with relevant subclause under Clause 23 of this constitution
2. The quorum of each committee will be in line with the relevant sub-clause under clause 23.
3. Oral or written notice of a meeting of a committee must be given by the chairperson of the committee to each member at least seven (7) days prior to the meeting unless in extenuating circumstances where a meeting may need to be convened.
4. Voting and decisions of each committee is to be in line with the relevant subclause under Clause 23 of this constitution or where not outline in accordance with the relevant regulation.

19.8. Use of technology at committee meetings.

1. A committee meeting may be held at two (2) or more venues using any technology approved by the Board that gives each of the committee members a reasonable opportunity to participate.
2. A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

20. Election of Board members

20.1. Nomination and Voting

1. All Nomination for Board positions shall be made with the consent of the nominee in writing signed by the proposer and seconder and shall be received by the Secretary at least thirty (30) days prior to the AGM.
2. A person nominated as a candidate for election as an office-bearer or as an ordinary board member of the Association must be a member of the Association.
3. In the event of no nominations being received for any position, nominations will be called for from the floor at the AGM.
4. The Chairperson shall conduct all elections. Scrutineers shall be appointed.
5. The scrutineers shall be appointed by the chairperson of the meeting and shall meet the following conditions:
 - a. Not be a member of the board; and
 - b. Not be eligible to vote in any elections e.g. life member or affiliated club delegate.
 - c. Not be nominated for a position on the board or a committee, unless said nomination is taken from the floor, at which time they would forfeit their rights as a scrutineer.
 - d. For the purposes of conducting this role at a general meeting does not need to be a member of the Association.
6. The total number of members present and eligible to vote shall be recorded.
7. Voting will be by secret ballot and access to online voting apps / software will be made available to all eligible to vote if required.
8. The Chairperson to restate the names of the nominees.
9. Votes will be collated in the following methods:
 - a. Where a vote is being taken using an online app or software, votes will be collated by the applications.
 - b. The scrutineer will count the number of online votes to check that the total number of votes is correct in comparison to eligible votes recorded under subclause 6
 - c. Where the vote is via secret ballot on paper the scrutineer will count the total votes to check that the total number of votes is correct in comparison with eligible votes.
 - d. The scrutineer will count the votes for and against in line with clauses 20.2-20.5.
10. The scrutineer shall advise the Chairperson of the result of total votes cast.
11. The Chairperson announces the result of the ballot.
12. The method of determining the result of a ballot by a General Meeting and/or the board shall be as detailed in clause 20.2-20.5 of this constitution.

20.2. Election of One (1) nominee

1. Where nominations are equal to the number of positions to be filled at a General Meeting the nomination shall be put to the vote and declared elected in the event of the nominee receiving more than fifty percent (50%) of the vote cast
2. If the nominee receives fifty percent (50%) or less of the vote cast further nominations shall be called from the floor and all nominations including the original nominations shall be put to vote.

20.3.Election of a Single Person Position

20.3.1. Election of two (2) nominee

1. The nominee receiving the most number of votes providing a majority is achieved shall be declared.
2. In the event of a tie the Current President shall have a casting vote.

20.3.2. More than two (2) nominees

1. The nominee who has more votes than the remaining nominees combined shall be declared elected.
2. Any nominee(s) without votes and the nominees with the least number of votes shall be withdrawn from the ballot.

20.3.3. Nominees tied with the least number of votes.

1. If the total number of the tied nominees are less than the remaining nominee or the nominees with the next highest number of votes, the tied nominees shall be withdrawn from the ballot.
2. IF the total number of votes of the tied nominees are even with the next highest number of votes a ballot shall be taken between the tied nominees and the nominees with the least number of votes from the subsequent ballot shall be withdrawn from the ballot.
3. A ballot is taken between the remaining nominees and preceding sub-clause shall apply until one nominee is selected.

20.4.Election of two Person to a position

1. Where nominations are:
 - a. Less than the number of positions to be filled at a General Meeting the further nominations shall be called from the floor.
 - b. Equal to the number of positions to be filled at General Meeting, the nomination(s) shall be put to the vote and declared elected in the event of the nominations receiving more than fifty percent (50%) of the votes cast. If the nominee(s) receive (50%) or less of the votes cast further nominations shall be called for from the floor and all nominations including the original nominations shall be put to the vote.

20.5.Election of three persons to a position

Where nominations are:

1. Less than the number of positions to be filled at a General Meeting, further nominations shall be called for from the floor.
2. Equal to the number of positions to be filled at the General Meeting the nomination(s) shall be put to the vote and declared elected in the event that the nomination(s) receiving more than fifty percent (50%) of the votes cast. If the nominations receive fifty percent (50%) or less of the votes cast further nominations shall be called for from the floor and all nominations including the original nomination shall be put to the vote. If no further nominations are received from the floor, the original nominee(s) shall again be put to the vote and shall be elected providing more than fifty percent (50%) of the vote is received.

3. From 4 or 5 Nominees:
 - a. The nominee receiving the least number of votes shall be withdrawn in the case of a tie for the least number of votes a ballot shall be taken between the nominees with lowest votes and the nominee with the least number of votes from the subsequent ballot shall be withdrawn from the ballot.
4. More than five (5) nominees:
 - a. The nominee(s) without any votes, and the nominee with the least number of votes shall be withdrawn from the ballot.

21. Casual vacancies

1. In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the next annual general meeting following the date of the appointment.
2. Where a member is appointed to Casual vacancies, in the first year of the term, the position will become vacant at the next AGM, and election will be for the remaining year of the term.
3. A casual vacancy in the Board occurs if the member:
 - a. dies, or
 - b. ceases to be a member of the Association, or
 - c. resigns office by notice in writing given to the secretary, or
 - d. is removed from office under clause 22, or
 - e. is absent without the consent of the Board from three (3) consecutive meetings of the committee, or
 - f. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
 - g. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the of the Commonwealth.

22. Removal of board members

1. The Association at a general meeting can move a resolution to have a board member remove from their position, prior to the expiration of that members term where that member:
 - a. Has acted in a manner unbecoming or prejudicial to the objects and interest of the Association and/or softball.
 - b. Has brought the Association, or Softball into disrepute; or
 - c. Is otherwise unsuitable or unable to carry on their office; and should be removed from office.
2. The secretary shall call a Special General Meeting at such time and pace as is determined appropriate in line with clause 25 of this constitution
3. Give at least fourteen (14) days' notice to the relevant board member, together with a copy of notice of motion, and inviting the board member to appear at the meeting and/or make a submission no less than seven (7) days prior to the meeting in writing in response to the resolution

4. At the special general meeting called for this purpose give the board member the opportunity to be heard, and or ensure there is sufficient time devoted to reviewing any submissions made by the board member; and
5. Vote on the proposed removal, having first considered the submissions and representations of the board member. The board member shall be entitled remain in office if the resolution fails. The Associations decision shall be final.

23. The Committees

1. Any Board Members (appointed by the board) may chair a committee meeting if the relevant member of the board is unavailable.
2. No more than two (2) members from any one club, excluding the Board Chairperson may sit on any committee unless otherwise stated in this constitution.

23.1.Competition Committee

1. The competition committee shall consist of
 - a. The Association Registrar (Chairperson)
 - b. Assistant registrar (non-voting member)
 - c. Five (5) members elected at the AGM. Each member shall be from a different club.
2. A quorum for this committee shall be three (3) members plus the Chairperson.

23.2.Representative Committee

1. The Representative Committee shall consist of:
 - a. The Association Vice President (Chairperson)
 - b. The Representative Secretary elected at the AGM.
 - c. The Representative Equipment / Uniform Officer elected at the AGM.
 - d. The Assistant Representative Equipment / Uniform officer elected at the AGM.
2. A quorum of this committee shall be all members.

23.3.Selection Committee

1. The Selection Committee shall consist of:
 - a. The Association President (Chairperson)
 - b. The Head Coach of the team
 - c. The selection panel will be appointed by the chairperson of the committee for each representative team.
2. Qualifications necessary will be:
 - a. Foundation Coaching accreditation; or
 - b. Two (2) years coaching experience representative teams or higher; or
 - c. A selector for the last two (2) years; or
 - d. Another member who holds an advanced accreditation in Scoring or Umpiring with at least 5 years' experience at Representative level or higher or deemed to have the capabilities by the Chairperson.

23.4. Development Committee

1. The development committee shall consist of:
 - a. The development officer (Chairperson)
 - b. The Junior Development officer as elected at the AGM.
 - c. The Coaching Co-Ordinator as elected at the AGM.
 - d. The Scoring Co-Ordinator as elected at the AGM.
 - e. A member of the SDSUA, appointed by the SDSUA.
 - f. Recruitment and Retention Officer as elected at the AGM.

23.5. Disciplinary Committee

1. The disciplinary committee will consist of:
 - a. Nominated Board Member (Chairperson)
 - b. Five (5) members elected at the AGM. Each member shall be from a different club.
2. A quorum of this committee is the chairperson and three (3) members of the committee.
3. If necessary, a Life Member (who is not a board member) may be selected to sit on this committee if:
 - a. A vacancy exists on the committee; or
 - b. Other member(s) are available due to work or family commitments, illness, or holidays; or
 - c. Other members are ineligible under clause 23.5 subclause 6.
4. If a quorum cannot be reached with committee members or life members, club presidents (who are not board members and from clubs not represented) may be selected to form a quorum subject to Clause 23.5 subclause 6.
5. The committee shall meet when required.
6. A member including the disciplinary chairperson is ineligible to sit on a disciplinary hearing if:
 - a. Cited (or a member of their family is cited) to appear before the committee; or
 - b. Is an executive member of a club that is cited to appear before the committee; or
 - c. A compliant or witness to a citation; or
 - d. A member of a team from which another team member is being cited arising from the game; or
 - e. A member of an opposing team or umpire officiating in a game where a member is being cited arising from the game.

23.6. Appeals committee.

1. The appeals committee shall consist of:
 - a. A Board Member duly appointed by the board, to act as chairperson.
 - b. Three (3) members elected at the AGM. Each member shall be from a different club.
2. If necessary, a Life Member (who is not a board member or sat on the disciplinary committee) may be selected to sit on this committee if:
 - a. A vacancy exists on the committee; or
 - b. Other member(s) are available due to work or family commitments, illness, or holidays; or
 - c. Other members are ineligible under clause 23.5 subclause 6.

3. If a quorum cannot be reached with committee members or life members, club presidents (who are not board members, sat on the disciplinary committee and from clubs not represented) may be selected to form a quorum subject to Clause 23.5 subclause 6.
4. At any appeals meetings, the board member appointed, will be present to chair the meeting to ensure that the correct procedures are in place in line with this constitution, the Association By-Laws, and the Disciplinary Regulations, and that no one is disadvantaged.
5. The Appointed Board Member will not have a vote in the proceedings.

23.7.Grounds Development Committee

1. The Grounds Development Committee shall consist of:
 - a. The Grounds Development Officer (Chairman)
 - b. Three (3) members elected at the AGM.

23.8.Governance Committee

1. The governance committee shall consist of:
 - a. Three (3) to five (5) members of the current elected board
 - b. To be appointed at the first board meeting of the Association after the AGM.
 - c. Where the board feel that a member of the Association has the relevant qualification, skills and/or experience, the board may elect to appoint this member in place of one of the board members.

23.9.Grants and Fundraising Officer

1. The Association board will appoint a grants and fundraising officer from one (1) of the Three (3) elected ordinary board members.
2. That board member shall hold this position for two (2) years
3. The board member appointed shall if required form a committee to assist in the duties of this role as outlined in the administration regulations
4. Where a committee is requested to be formed, Expression of interests will be called for from our members by the Association secretary.
5. Where a committee is formed the Grants and Fundraising officer will act as chairperson of this committee.

23.10. Publicity and Media Officer

1. The Association board will appoint a Publicity and Media Officer from one (1) of the Three (3) elected ordinary board members who has not been assigned a portfolio.
2. The board member will hold this role for the term of two (2) years.
3. Where it is deemed by the board that the capabilities of this role are not available, the board may elect to appoint a member of the Association who holds the relevant qualifications, skills and/or experience to this position.
4. If the appointment is to be made from outside of the board, one (1) of the Three (3) ordinary board members who has not been assigned a portfolio will be appointed as a liaison between the Publicity and Media officer and the board.
5. The Publicity and Media officer may opt to form a committee to assist in carrying out the duties as documented in the Administration Regulations.

6. Where a committee is requested expression of interests from our members will be requested by the Association secretary.
7. The Publicity and Media Officer will act as the chair of any committee formed, except where subclause 2 has been invoked in which case the Board Liaison will be the acting chair to this committee.

Part 4 General meetings

24. Annual general meetings - holding of

1. The Association must hold its annual general meetings:
 - a. no later than 31 July each year; or
 - b. If in extenuating circumstances the Association can defer to the ACT and hold their AGM:
 - i. within 6 months after the close of the Association's financial year, or
 - ii. within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

Note: For the purpose of this clause, the board will determine the definition of extenuating circumstances.

25. Annual general meetings- calling of and business at

1. The annual general meeting of the Association is, subject to the Act and to clause 24 of this constitution, to be convened on the date and at the place and time that the board thinks fit.
2. The business of an annual general meeting is to include the following:
 - a. To confirm the minutes of the last proceeding AGM and any Special General Meetings held since.
 - b. To receive the Annual Reports from the Board on activities of the Association during the last proceeding financial year.
 - c. To receive and consider any financial statement or report required to be submitted under the act.
 - d. To elect office bearers to the board and executive
 - e. To Elect members to the following committees:
 - i. Competition committee
 - ii. Representative Committee
 - iii. Selection Committee
 - iv. Development Committee
 - v. Grounds Development committee
 - vi. Disciplinary Committee
 - vii. Appeals committee.
 - f. Election of life membership (if any)
 - g. To hear and vote on any notice of motions submitted to the Association
 - h. To hear and vote on any Special Resolutions submitted to the Association
 - i. To Appoint an External Auditor (if required)
 - j. To Appoint a Solicitor (If required)
 - k. To Appoint a Public Officer
 - l. Registration Fees for the upcoming season
 - m. Any other business Arising as listed in the agenda for the meeting.
3. An annual general meeting must be specified as that type of meeting in the notice convening it.

26. Special general meetings - calling of

1. A special general meeting shall be called by the President (Chairperson) or Secretary as required or at the request of Secretaries of three (3) or more clubs and/or three (3) or more life members within fourteen (14) days of written notice being received by the secretary.
2. Such special general meeting shall lapse in the event of the delegates from at least three (3) of the clubs and/or three (3) life members requesting said meeting are not in attendance.
3. A special general meeting convened by a member or members as referred to in subclause 4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
4. For the purposes of subclause 1:
 - a. a request may be in electronic form, and
 - b. a signature may be transmitted, and a request may be lodged, by electronic means.
5. The only business that is to be attended to at any special general meeting is the business pertaining to the calling of the said meeting. No other business should be addressed.

27. Notice

1. Notice of intention to hold the annual general meeting, should be notified to the affiliated clubs at least forty-five (45) days prior to the meeting date. This notice should include:
 - a. The date and, time, of the AGM
 - b. Nominations with Board positions; and
 - c. Nominations for Committee positions; and
 - d. Current Constitution and By-laws.
2. Nominations for the above positions, notice of motions to be addressed at the meeting, nominations for life membership, are to be submitted to the Association Secretary thirty (30) days before the AGM.
3. Notification of Special resolutions are to be sent to affiliated clubs and life members, twenty-one (21) days prior to the meeting.
4. Notice of meetings shall be sent to all affiliated clubs and life members seven (7) days prior to the meeting and should include copies of:
 - a. Agenda
 - b. Minutes from the previous AGM and General meetings held.
 - c. Nominations received for Board Positions.
 - d. Nominations received for Committee positions.
 - e. Any notice of motions received to be addressed at the meeting.
 - f. Any nominations received for life membership.
5. Notice of a special general meeting must be sent to affiliated clubs and life members within fourteen (14) days of written notice being received by the Association Secretary.

28. Quorum for general meetings

1. Twelve (12) Club delegates including life members eligible to vote plus five (5) board members, two (2) of which must be Executive Members shall constitute a quorum.
2. In the event of Insufficient voting members being present the meeting shall be held seven (7) days later with or without a quorum.

3. In addition to the quorum requirements outline is clause 28 sub-clause 1 and 2, the delegates from at least three (3) of the clubs and/or three (3) life members requesting the special general meeting must be in attendance to form a quorum. In the event that one or all of the parties are not in attendance then the meeting shall lapse.
4. Where a special general meeting is deemed to have lapsed a new request for a special general meeting will need to be made in accordance with clause 26.

29. Presiding member

1. The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
2. If the president and the vice-president are absent, the members present must elect one of their number to preside as chairperson at the meeting.
3. Where a member in attendance is elected to preside as chairperson, they forfeit their rights to vote in accordance with the Clause 33 sub-clause 3.

30. Adjournment

1. The chairperson of 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
2. If a general meeting is adjourned for fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
3. Except as provided in subclauses 1 and 2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. Making of decisions

1. A question arising at a general meeting of the Association is to be determined by:
 - a. a show of hands or, if the meeting is one to which clause 36 applies, any appropriate corresponding method that the committee may determine, or
 - b. if on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot or online voting application as per clause 36.
2. If the question is to be determined by a show of hands, a declaration by the chairperson 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 or proportion of the votes recorded in favour of or against that resolution.
3. Subclause 2 applies to a method determined by the committee under subclause 1.a in the same way as it applies to a show of hands.
4. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson. Except in the election of board members where Clause 20 will apply.

32. Special resolutions

1. A resolution is passed by an Association as a special resolution:
 - a. At a meeting of the Association of which notice has been given to its members no later than twenty-one (21) days before the date on which the meetings are held
 - b. if it is supported by a at least three quarters (3/4) of the votes cast by members of the Association who, under the Association's constitution, are entitled to vote on the proposed resolution.
 - c. A notice referred to in subsection 1 a. must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

Note: This is adapted from clause 39 of the Act.

33. Voting

1. Each club delegate and life member shall be entitled to one (1) vote at the Annual General Meeting or Special general meeting of the Association.
2. No Club Delegate is entitled to vote at the Annual General Meeting or Special General Meeting unless the club is financial with the Association.
3. Board members will be eligible to vote on all matters at the Annual General Meeting/Special General Meeting with the exception of the Election of office bearers to the Board and the Executive.
4. Voting on all elections will now be by secret ballot.
5. Voting on all other matters shall be by a show of hands unless a secret ballot is requested by a person entitled to vote or unless otherwise stipulated in the constitution.
6. Delegates must be present to vote.
7. Votes may be cast and tallied using an online apps/software if clause 36 is invoked.

34. Proxy votes not permitted.

Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 to the Act provides that an Association's constitution is to address whether members of the Association are entitled to vote by proxy at general meetings.

35. Postal or electronic ballots

1. Postal votes are not permitted in respect to annual general meeting, special general meeting or special resolution.
2. The use to of an electronic ballot may be utilised to cast and tally the votes via an application or software.

36. Use of technology at general meetings.

1. A general meeting may be held at two (2) or more venues using any technology approved by the board that gives each of the Association's members a reasonable opportunity to participate.

-
2. A member of an Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

37. Insurance

1. The Association may affect and maintain insurance.

38. Funds - source

1. The funds of the Association are to be derived from the following sources:
 - a. Annual Registrations and membership playing fees.
 - b. Proceeds from Canteen, Uniform and Merchandise sales
 - c. Proceeds from Representative player levy, and uniform sales.
 - d. Donations and Grants
 - e. Proceeds from Fund Raising events
 - f. Borrowing from financial institutions as resolved at an AGM or Special General Meeting called for this specific purpose.
 - g. Such other sources consistent with the constitution, the Act or Regulations.

39. Funds - management

1. Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the board determines.
2. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
3. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt where required.
4. All EFT and BPAY payments made via internet banking, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) authorised signatories.

40. Association is non-profit.

1. Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines pecuniary gain for the purpose of this clause.

41. Colours

1. The official colours of the Association shall be Dark Green (Hex #016A37) White (Hex #FFFFFF) Gold (Hex #FDC724) and Black (Hex #000000).

42. Dissolution

1. If at a Special General Meeting a special resolution is carried by three quarters (3/4) majority for the winding up or cancellation of on the incorporation of the Association.

43. Distribution of property on Dissolution of Association

1. Pursuant to Section 65 (2) of the Act, all surplus property of the Association shall vest on a pro-rata basis in all affiliated clubs.
2. In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges, and expenses of the winding up of the Association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an Association.

44. Change of name, objects, and constitution.

1. This constitution may be amended or altered by two thirds (2/3) majority vote unless in the case of the special resolution which must be three quarters (3/4) majority vote as stipulated in the Act, of those present and eligible to vote at the Annual General Meeting.
2. Any notice of intention to propose an amendment shall be in writing and signed by a proposer and seconder, and include a rationale for the changes being made, and be delivered to the Secretary thirty (30) days prior to the Annual General Meeting.
3. An application for registration of a change in the Association's name, objects, or constitution in accordance with section 10 of the Act is to be made by the public officer or a board member.

45. Custody of books

1. Except as otherwise provided by this constitution, all records, books, and other documents relating to the Association must be kept in New South Wales.
2. at the main premises of the Association, in the custody of the public officer or a member of the board (as the board determines).

46. Inspection of books

1. The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - a. records, books, and other financial documents of the Association,
 - b. this constitution,
 - c. minutes of all committee meetings and general meetings of the Association.
2. A member of the Association may obtain a copy of any of the documents referred to in subclause 1 on payment of a fee of not more than one dollar (\$1.00) for each page copied.
3. Despite subclauses 1 and 2, the committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

47. Service of notices

1. For the purpose of this constitution, a notice may be served on or given to a person:

- a. by delivering it to the person personally, or
 - b. by sending it by pre-paid post to the address of the person, or
 - c. by sending it by some form of electronic transmission to an address specified by the person for giving or serving the notice.
2. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- a. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - c. in the case of a notice sent by some form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

48. Financial year

1. The financial year of the Association is:
 - a. the period of time commencing on the date of incorporation of the Association and ending on the following 30 April, and
 - b. each period of twelve (12) months after the expiration of the previous financial year of the Association, commencing on 1 May and ending on the following 30 April.

49. Regulations and Policies

49.1. Board May Devise Regulations and Policies

1. The Board may devise, issue, adopt, interpret, and amend Regulations where required for the proper advancement, management, and administration of the Association and to ensure the correct application of this constitution, as it thinks necessary or desirable.
2. Such Regulations must be consistent with this constitution.

49.2. Consultation period

1. Where a change is determined to be significant or where a new regulation is to be implemented a period of consultation with the affiliated clubs will be undertaken.
2. The period of consultation shall be no less than seven (7) days. With the exception of where a regulation is required in extenuating circumstances.

49.3. Regulations and Policies Binding

1. All Regulations introduced by the board are binding on the Association and all Members.
2. In accordance with Clause 51.4 subclause 4, it is the affiliated clubs' responsibility to inform their members of the regulations and policies binding on them.

49.4. Regulation and Policies Effective

1. All Regulations and policies will be deemed to have come in effect and adopted from the date, they receive approval by majority vote of the Associations Board.

49.5. Notification to Members

1. Introduction, amendments, interpretations and other changes to Regulations and Policies shall be advised to all affiliated clubs by means of an email update prepared by the board and issued by the Secretary.
2. All Regulations and policies will be available to all members on the SDSA website or other online repository as the board sees fit.
3. New Regulations and Policies will be published to the SDSA website or online repository upon receiving final approval by the board.
4. Amendments, alterations, interpretations, or other changes to Regulations shall be advised to Affiliated Clubs by means of email approved by the Board and prepared and issued by the Association Secretary.
5. It will be responsibility of the Affiliated clubs to circulate to their members on behalf of the Associations.

50. Matters not specifically provided for and Interpretation of the Rules.

1. The Board is hereby empowered to deal as it may think fit with Board Members, Affiliated Clubs and Members of the Association thereof in respect of complaints and offences and any other matters or circumstances not otherwise specifically provided for or covered in these rules.
2. The Board shall be sole authority for the interpretation of these rules and its decision of any questions of interpretation or upon any other matters affecting the Association shall be final and binding upon the members thereof and the members of standing committees and all other persons affected by these rules.
3. In the event that a Subclause 1 is invoked the Board or Executive committee can defer to the Model Constitution in Schedule 1 of the Regulations to address the matters, and all decisions made will be in accordance with the Act.

Part 6 - Revision History

Revision #	Description	Date Approved
Version 0.1	Initial Draft	01 May 2021
Version 0.2	Updates as per meeting with SDSA Executive	16 May 2021
Version 0.3	Final Updates of the Constitution as presented as part of Special Resolution	31 May 2021
Version 0.4	Constitution as accepted by the Association at the AGM with Amendments as passed by the Members	21 June 2021
Version 1.0	Version as registered with the NSW Department of Fair Trading and Published to Members.	23 July 2021