



Associations Incorporation Act 2009 (NSW) (Act).

Georges River Softball Association Incorporated Constitution

Adopted by Resolution of Members at Special General Meeting on 11 June 2020

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ASSOCIATIONS INCORPORATION ACT 2009 (NSW) CONSTITUTION

of

GEORGES RIVER SOFTBALL ASSOCIATION INCORPORATED

1. NAME OF ASSOCIATION

The name of the Association is Georges River Softball Association Incorporated. The representative colours of the Association are “black, white, green and gold”

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 2009 (NSW)*.

“**Affiliate**” means a club organisation that is affiliated with the Association in accordance with clause 6.

“**Annual General Meeting**” means the annual general meeting of the Association held in accordance with **clause 20**.

“**Association**” means Georges River Softball Association Incorporated (GRSA).

“**By Laws**” means any rules and regulations made by the Executive Committee under **clause 34**

“**Committee Member**” means a member of the Executive Committee and includes any person acting in that capacity from time to time appointed in accordance with this Constitution

“**Constitution**” means this Constitution of the Association.

“**Executive Committee**” means the body consisting of the Committee Members.

“**Financial year**” means a period of 12 months commencing on 1 July and ending on 30 June each year.

“**General Meeting**” means the Annual General Meeting or any Special General Meeting.

“**Individual Member**” means a registered, financial member of an affiliated Club or Organisation or a natural person who is otherwise recognised by the Association.

“**Intellectual Property**” means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association.

“**ISF**” means the International Federation for Softball being the International Softball Federation or equivalent.

“Life Member” means an individual appointed as a Life Member of the Association under **clause 5.2**.

“Member” means a member for the time being of the Association under **clause 5**.

“Public Officer” means the person appointed to be the public officer of the Association in accordance with the Act.

“Parent/Guardian Member” means one parent or guardian of an individual member who is under the age of 18.

“Register” means a register of Members kept and maintained in accordance with **clause 7**. **“SA”**

means the National Sporting Organisation being Softball Australia or equivalent.

“Special General Meeting” means a special general meeting of the Association held in accordance with clause 21.

“Special Resolution” means a resolution presented at a properly constituted General Meeting.

“NSW” means the State Sporting Organisation being Softball NSW or equivalent.

“Sub-Committee Member” means a member of any sub-committee established by the Executive Committee under clause 19.

2.2 Interpretation

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 or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (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 mail.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the

phrase or provision is to be read down if possible, so as to be valid and enforceable, and

otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The Association is established solely for the Objects. The Objects of the Association are to:

- (a) participate as a member of NSW so softball can be conducted, encouraged, promoted, advanced and administered in the local area and New South Wales;
- (b) conduct, encourage, promote, advance and administer softball in the local area;
- (c) ensure the maintenance and enhancement of the Association, NSW, SA, Affiliates, the Members and softball, along with its standards, quality and reputation for the benefit of the Members and softball;
- (d) at all times promote mutual trust and confidence between the Association, NSW, SA, Affiliates and the Members in pursuit of these Objects;
- (e) at all times act on behalf of, and in the interest of, the Members, Affiliates and softball in the local area;
- (f) promote the economic and community service success, strength and stability of the Association, Affiliates, the Members and softball in the local area;
- (g) affiliate and otherwise liaise with NSW and adopt its rule and policy framework to further these Objects and softball;
- (h) use and protect the Intellectual Property;
- (i) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
- (j) strive for government, commercial and public recognition of the Association as the controlling body for softball in the local area
- (k) abide by, promulgate, enforce and secure uniformity in the application of the rules of softball as may be determined from time to time by SA or ISF and as may be necessary for the management and control of softball and related activities in the local area
- (l) advance the operations and activities of the Association throughout the local area;
- (m) further develop softball into an organised institution and with these Objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members or Affiliates;
- (n) review and/or determine any matters relating to softball which may arise, or be referred to it, by any Member or Affiliate;
- (o) recognise any penalty imposed on any Member or Affiliate;

- (p) act as arbiter (as required) on all matters pertaining to the conduct of softball in the local area, including disciplinary matters;
- (q) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of softball in the local area;
- (r) adopt and implement such policies as may be developed by SA and SNSW, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in softball;
- (s) represent the interests of its Members, Affiliates and of softball generally in any appropriate forum in the local area;
- (t) have regard to the public interest in its operations;
- (u) promote the health and safety of members and all other participants in softball in the local area;
- (v) seek and obtain improved facilities for the enjoyment of softball in the local area; and
- (w) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. MEMBERS

5.1 Categories of Members

The Members of the Association shall consist of:

- (a) Life Members - who subject to this Constitution, shall have the right to be present at General Meetings and shall have the right to debate and vote at General Meetings;
- (b) Individual Members - who subject to this Constitution, shall have the right to be present at General Meetings and shall have the right to debate and vote at General Meetings;

An Individual Member must be over the age of 18 to vote at General Meetings.
- (c) Committee Members - who subject to this Constitution shall have the right to be present at General Meetings and shall have the right to debate and vote at General Meetings;
- (d) A Parent/Guardian Member – who subject to this Constitution have the right to be present at General Meetings and shall have the right to debate and vote at General Meetings; and
- (e) such new or other categories of Members as may be established by the Executive Committee. Any new category of Member established by the Executive Committee can not be granted voting rights without the approval of the Association in General Meeting.

5.2 Life Members

- (a) The Executive Committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Association or softball, where such service is deemed to have assisted the advancement of softball in the local area, be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Executive Committee must be a Special Resolution and be carried by three quarters (75%) of the members present and voting. Voting for life membership shall be conducted by secret ballot.
- (c) An Affiliate or Member may present any natural person for consideration for life membership of the Association. Such representation shall be in writing and submitted to the Executive Committee. The Executive Committee shall have the sole discretion to approve this representation and, if approved, shall submit the same to an Annual General Meeting.
- (d) Life members of either Bankstown City & District Softball Association and East Hills District Softball Association shall be considered deemed Life Members of the Association

6. AFFILIATION

6.1 Clubs/Organisation

- (a) To be, or remain, eligible for affiliation, a club or other organisation must be incorporated or in the process of incorporation. This process must be complete within one year of applying for affiliation under this Constitution.
- (b) Any dispute or uncertainty as to the application of this Constitution to an unincorporated club shall be resolved by the Executive Committee in its sole discretion.
- (c) Failure to incorporate within the period stated in **clause 6.1(a)** may result in the expulsion of the club or organisation from affiliation. The expelled unincorporated entity shall not be entitled to re-apply for affiliation until it becomes incorporated.

6.2 Application for Affiliation

An application for affiliation must be:

- (a) in writing on the form prescribed from time to time by the Executive Committee (if any), from the applicant or its nominated representative and lodged with the Association;
- (b) accompanied by the appropriate fee (if any); and
- (c) accompanied by a copy of the applicant's certificate of incorporation.

6.3 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in **clauses 6.1** and **6.2** or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application, the applicant shall become an Affiliate. Affiliation shall be deemed to commence upon acceptance of the

application by the Association and the Association shall amend the Register accordingly as soon as practicable.

- (c) Where the Association rejects an application the Association shall notify the applicant in writing and refund any fees forwarded with the application and the application shall be deemed rejected.

6.4 Re-affiliation

- (a) Affiliates must re-affiliate seasonally with the Association in accordance with the procedures set down by the Association in the By-Laws from time to time.

6.5 Deemed Affiliation

- (a) All Affiliates which or who are, prior to the approval of this Constitution under the Act, Affiliates of the Association, shall be deemed Affiliates from the time of approval of this Constitution under the Act.
- (b) Affiliates shall satisfy the requirements of **clause 6.1** and provide the Association with such details as are reasonably required by the Association under this Constitution within one year of the approval of this Constitution under the Act.

7. REGISTER OF MEMBERS

7.1 Association to keep Register

The Association shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) the full name, residential address and date of entry to membership of each Member; and
- (b) where applicable, the date of termination of membership.

Members shall provide notice of any change and required details to the Association.

7.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any member, shall be available for inspection (but not copying) by Affiliates or Members who make a reasonable request.

7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Executive Committee considers appropriate.

7.4 Deemed Membership

All members which or who are, prior to the approval of this Constitution under the Act, members of the Association, shall be deemed Members from the time of approval of this Constitution under the Act.

8. EFFECT OF MEMBERSHIP/AFFILIATION

Members and Affiliates acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws and the SNSW's and SA's constitution and regulations;
- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Executive Committee or other entity with delegated authority;
- (c) by submitting to this Constitution and By-Laws they are subject to the jurisdiction of the Association, SNSW and SA;
- (d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of softball in the local area; and
- (e) they are entitled to all benefits, advantages, privileges and services of Membership or Affiliation.

9. DISCONTINUANCE OF MEMBERSHIP/AFFILIATION

9.1 Notice of Resignation

- (a) A Member or Affiliate having paid all arrears of fees payable to the Association may resign or withdraw from membership or affiliation of the Association.
- (b) An Affiliate may not disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Club or Organisation. A copy of the relevant minutes of the Club or Organisation meeting showing that the Special Resolution has been passed by the Club or Organisation must be provided to the Association.
- (c) If an Affiliate ceases to be an Affiliate under this Constitution, the Association membership of all members registered with or through the Club or Organisation shall not automatically cease at that time, but shall be dealt with in accordance with the By-Laws.
- (d) Upon the Association receiving notice of resignation or disaffiliation of membership or affiliation given under **clauses 9.1(a) and (b)**, an entry in the Register shall be made recording the date on which the Member or Affiliate who or which gave notice ceased to be a Member or Affiliate.

9.2 Discontinuance for breach

- (a) Membership or Affiliation of the Association may be discontinued by the Executive Committee upon breach of any clause of this Constitution or the By-Laws, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-Laws or any resolutions or determinations made or passed by the Executive Committee or any duly authorised sub-committee.
- (b) Membership or Affiliation shall not be discontinued by the Executive Committee under **clause 9.2(a)** without the Executive Committee first giving the accused Member or Affiliate the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member or Affiliate fails, in the Executive Committee's view to adequately explain the breach, that membership/affiliation shall be discontinued under **clause**

9.2(a) by the Association giving written notice of the discontinuance to the Member or Affiliate. The Register shall be amended to reflect any discontinuance of membership or affiliation under this **clause 9.3** as soon as practicable.

9.3 Discontinuance for failure to re-affiliate

Affiliation of the Association may be discontinued by the Executive Committee if a Club or Organisation has not re-affiliated with the Association within one month of re-affiliation falling due. The Register shall be amended to reflect any discontinuance of affiliation under this **clause 9.3** as soon as practicable.

9.4 Member/Affiliate to Re-apply

A Member or Affiliate whose membership or affiliation has been discontinued under **clauses 9.2** or **9.3**:

- (a) must seek renewal or re-apply for membership/affiliation in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Executive Committee.

9.5 Forfeiture of Rights

A Member or Affiliate who or which ceases to be a Member or Affiliate, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member or Affiliate shall be returned to the Association immediately.

9.6 Refund of Membership Fees

Membership or Affiliation fees or subscriptions paid by the discontinued Member or Affiliate will not be refunded to the Member or Affiliate upon discontinuance unless expressly consented to by the Executive Committee.

10. DISCIPLINE

- (a) Where the Executive Committee is advised or considers that a Member or Affiliate has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By Laws, SNSW's or SA's constitution or regulations or any resolution or determination of the Executive Committee or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member/Affiliate, or prejudicial to the purposes and interests of the Association, SNSW, SA and/or softball; or
 - (iii) brought the Association, SNSW, SA, any other Member or Affiliate or softball into disrepute;

the Executive Committee may commence or cause to be commenced, disciplinary proceedings against that Member or Affiliate, and that Member or Affiliate will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the By Laws.

- (b) The Executive Committee may appoint a Discipline Committee to deal with any disciplinary matter referred to it. Such a Discipline Committee shall operate in

accordance with the procedures expressed in the By-Laws but subject always to the Act.

11. SUBSCRIPTIONS AND FEES

The affiliation or membership fees (if any) or other levies payable by Members or Affiliates to the Association, the time for and manner of payment, shall be as determined by the Executive Committee.

Life Members, Committee Members or any other member considered by the Executive Committee shall not be liable for membership fees.

12. EXISTING BOARD MEMBERS

The members of the administrative or governing body (by whatever name called) of the Association in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this General Meeting the positions of Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

13. POWERS OF THE EXECUTIVE COMMITTEE

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Executive Committee. In particular, the Executive Committee shall act in accordance with the Objects.

14. COMPOSITION OF THE EXECUTIVE COMMITTEE

14.1 Composition of the Executive Committee

The Executive Committee shall comprise:

- (a) The Chairperson;
- (b) The Secretary (Public Officer);
- (c) The Treasurer;
- (d) The Development Coordinator;
- (e) The Competition Coordinator;
- (f) The Representative Coordinator;
- (g) The Grounds Coordinator;
- (h) The Communication, Technology and Media Coordinator; and,
- (i) The Events/Canteen Coordinator

who must all be Members.

14.2 Election and Appointment of Committee Members

The Committee Members shall be elected under **clause 15**.

15. ELECTION OF COMMITTEE MEMBERS

15.1 Nominations

- (a) Nominations for Committee Member positions as specified in **clause 14.1** shall be called for twenty one (21) days prior to the Annual General Meeting. When calling for nominations the job descriptions for the positions shall also be provided. Job descriptions shall be as determined by the Executive Committee from time to time.
- (b) Nominees for Committee Member positions must declare any position they hold in an Affiliate.

15.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by two (2) other Members;
- (d) certified by the nominee (who must be a member) expressing the nominee's willingness to accept the position for which the nominee has been nominated; and
- (e) delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the Annual General Meeting.

15.3 Elections

- (a) If the number of nominations received for the Executive Committee is equal to the number of positions to be filled or if there are insufficient nominations received to fill all positions on the Executive Committee, then those nominated shall be declared elected only if approved by the majority of Members present and voting.
- (b) If there are insufficient nominations received to fill all positions on the Executive Committee, or if a person is not approved by the majority of Members under **clause 15.3(a)**, the positions will be deemed casual vacancies under **clause 16.1**.
- (c) Voting shall be conducted in such manner and by such method as may be determined by the Executive Committee from time to time.

15.4 Term of Appointment for Elected Committee Members

Committee Members elected under this clause shall be elected for a term of twelve (12) months. Subject to provisions in this Constitution relating to earlier retirement or removal of Committee Members, elected Committee Members shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the next Annual General Meeting.

16. VACANCIES ON THE EXECUTIVE COMMITTEE

16.1 Casual Vacancies

Any casual vacancy occurring on the Executive Committee may be filled at the discretion of the remaining Committee Members from among Members. Any casual vacancy may only be filled for the remainder of the Committee Member's term under this Constitution.

16.2 Grounds for Termination of a Committee Member

In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to the Association;
- (e) is absent without the consent of the Executive Committee from three (3) consecutive meetings of the Executive Committee;
- (f) holds any office of employment with the Association;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (h) in the opinion of the Executive Committee (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
 - (i) has brought the Association into disrepute;
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a Member of a corporation under the *Corporations Act 2001 (Cth)*.

16.3 Executive Committee May Act

In the event of a casual vacancy or vacancies in the office of an Committee Member or Committee Members, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Executive Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum.

17. MEETINGS OF THE EXECUTIVE COMMITTEE

17.1 Executive Committee to Meet

The Executive Committee shall meet as often as is deemed necessary (minimum of six (6) meetings) in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Committee Member may at any time convene a meeting of the Executive Committee within a reasonable time.

17.2 Decisions of Executive Committee

Subject to this Constitution, questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall for all purposes be deemed a determination of the Executive Committee. All

Committee Members shall have one (1) vote on any question. Where voting is equal the motion will be lost.

17.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Committee Members.
- (b) Without limiting the power of the Executive Committee to regulate its meetings as it thinks fit, a meeting of the Executive Committee may be held where one (1) or more of the Committee Members is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive Committee or this Constitution and such notice specifies that Committee Members are not required to be present in person;
 - (iii) if a failure in communications prevents **clause 18.3(b)(i)** from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **clause 18.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (iv) any meeting held where one (1) or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Committee Member is there present and if no Committee Member is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

17.4 Quorum

At meetings of the Executive Committee the number of Committee Members whose presence is required to constitute a quorum is four (4).

17.5 Notice of Executive Committee Meetings

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Executive Committee shall be given to each Committee Member.

17.6 Chairperson

The chairperson will act as chair of any Executive Committee meeting or General Meeting at which he is present. If the chairperson is not present, or is unwilling or unable to preside at a Executive Committee meeting the remaining Committee Members shall appoint another Committee Member to preside as chair for that meeting only.

17.7 Committee Members Interests

A Committee Member is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Executive Committee. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Committee Member is in any way interested will be void unless approved by the Executive Committee.

17.8 Conflict of Interest

A Committee Member shall declare his interest in any:

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

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Executive Committee, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Committee Member votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Executive Committee, or if this is not possible, the matter shall be adjourned or deferred.

17.9 Disclosure of Interests

- (a) The nature of the interest of such Committee Member must be declared by the Committee Member at the meeting of the Executive Committee at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Executive Committee after the acquisition of the interest. If a Committee Member becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Executive Committee held after the Committee Member becomes so interested.
- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

17.10 General Disclosure

A general notice that a Committee Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **clause 17.9** as regards such Committee Member and the said transactions. After such general notice it is not necessary for such Committee Member to give a special notice relating to any particular transaction with that firm or company.

17.11 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Committee Member in accordance with **clauses 17.8, 17.9** and/or **17.10** must be recorded in the minutes of the relevant meeting.

18. SECRETARY

18.1 Secretary (Public Officer)

The Secretary of the Association shall administer and manage the Association in accordance with the Act and this Constitution.

18.2 Specific Duties

The Secretary shall:

- (a) as far as practicable attend all Executive Committee meetings and all General Meetings;
- (b) prepare the agenda for all Executive Committee and General Meetings;
- (c) record and prepare minutes of the proceedings of all Executive Committee meetings and General meetings, and shall make them available upon request to Affiliates and Members;
- (d) regularly report on the activities of, and issues relating to, the Association; and
- (e) carry out the duties of the Public Officer.

18.3 Executive Committee Power to Manage

Subject to the Act, this Constitution, the By-Laws and any policy directive of the Executive Committee, the Secretary has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in General Meeting shall invalidate any prior act of the Secretary or the Executive Committee which would have been valid if that resolution had not been passed.

18.4 Secretary may Engage

The Secretary may in consultation with the Executive Committee, as appropriate, engage such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as determined by the Executive Committee.

19. DELEGATIONS

19.1 Executive Committee may Delegate Functions

The Executive Committee may by instrument in writing create, establish or appoint sub – committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Executive Committee determines from time to time. In exercising its power under this clause the Executive Committee must take into account broad stakeholder involvement

19.2 Delegation by Instrument

The Executive Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and

- (b) a function imposed on the Executive Committee or the Secretary by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

19.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

19.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Executive Committee under **clause 17** above. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Executive Committee with details of all material decisions and shall provide any other reports, minutes and information as the Executive Committee may require from time to time.

19.5 Delegation may be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

19.6 Revocation of Delegation

The Executive Committee may by instrument in writing, at any time revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

20. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Executive Committee.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

21. SPECIAL GENERAL MEETINGS

21.1 Special General Meetings May be Held

The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this clause more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

21.2 Requisition of Special General Meetings

- (a) The Secretary shall on the requisition in writing of not less than twenty five (25) members representing not less than two (2) Affiliates convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the

Association and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

- (c) If the Secretary does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Executive Committee.

22. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Affiliate and Member in a manner authorised in **clause 39**. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the General Meeting.
- (c) A notice of a General Meeting shall:
 - (i) be sent to Members and Affiliates at least twenty-one (21) days' prior to the date of the General Meeting;
 - (i) include the agenda for the General Meeting; and
 - (ii) include any notice of motion received from Members entitled to vote.

23. BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Executive Committee and the election of Committee Members under this Constitution. *(as revised 19 July 2021)*
- (b) All business that is transacted at a General Meeting and all business that is transacted at an Annual General Meeting, with the exception of those matters set down in **clause 23(a)** shall be special business.
- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

24. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than seven (7) days (excluding receiving date and meeting date) prior to the General Meeting. If not included in the original notice as specified in **clause 22** a revised notice may be prepared and circulated to Affiliates and Members.

25. PROCEEDINGS AT GENERAL MEETINGS

25.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the

Association shall be not less than twenty-five (25) Members representing not less than 50% of Affiliates.

25.2 Chairperson to preside

The chairperson of the Executive Committee shall, subject to this Constitution, preside as chair at every General Meeting except:

- (a) in relation to any election for which the chairperson is a nominee; or
- (b) where a conflict of interest exists.

If the chairperson is not present, or is unwilling or unable to preside, the members present shall appoint another Committee Member to preside as chair for that meeting only.

25.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting, a quorum is not present the General Meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairperson may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **clause 25.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

25.4 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of Members present.

Where voting at General Meetings is equal the motion will be lost.

Notwithstanding the above, voting for "Life Membership" shall be conducted in accordance with **clause 5.2**.

25.5 Recording of Determinations

Unless a poll is demanded under **clause 25.4**, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

25.6 Where Poll Demanded

If a poll is duly demanded under **clause 25.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

26. VOTING AT GENERAL MEETINGS

26.1 Members Entitled to Vote

While a Member may be defined by more than one (1) category of membership, each Member present at the meeting is only entitled to one (1) vote at any General Meeting. -

27. GRIEVANCE PROCEDURE ®

- (a) The grievance procedure set out in this clause applies to disputes under these rules between a Member and:
 - (i) another Member or Affiliate;
 - (ii) the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by SNSW in accordance with the procedures determined by SNSW from time to time.
- (d) The Executive Committee may prescribe additional grievance procedures in By Laws consistent with this clause.

28. RECORDS AND ACCOUNTS

28.1 Records

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Executive Committee and shall produce these as appropriate at each Executive Committee or General Meeting.

28.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer.

28.3 Association to Retain Records

The Association shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

28.4 Executive Committee to Submit Accounts

The Executive Committee shall submit to the Members at the Annual General Meeting the statements of account of the Association in accordance with this Constitution and the Act.

28.5 Accounts Conclusive

The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

28.6 Accounts to be Made Available to Members

The Secretary shall make available to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Executive Committee report, the auditor's report and every other document required under the Act (if any).

28.7 Negotiable Instruments

All cheques and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Committee Members or in such other manner as the Executive Committee determines.

29. AUDITOR

30.1 A properly qualified auditor or auditors shall be appointed by the Association in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Association in General Meeting.

30.2 The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

30. INCOME

30.1 Income and property of the Association shall be derived from such sources as the Executive Committee determines from time to time.

30.2 The income and property of the Association shall be applied solely towards the promotion of the Objects.

30.3 Except as prescribed in this Constitution or the Act:

- (a) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

30.4 Nothing in **clauses 30.2 or 30.3** shall prevent payment in good faith of or to any Member for:

- (a) any services actually rendered to the Association whether as an employee, Committee Member or otherwise;
- (b) goods supplied to the Association in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Association;
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

31. WINDING UP

- (a) Subject to this Constitution the Association may be wound up in accordance with the Act.
- (b) The liability of the Members of the Association is limited.
- (c) Every Member undertakes to contribute to the assets of the Association if it is wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

32. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to another organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution. Such organisation(s) to be determined by the Members in General Meeting at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

33. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

34. BY-LAWS

34.1 Executive Committee to Formulate By-Laws

The Executive Committee may formulate, issue, adopt, interpret and amend such By Laws for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and softball in the local area as it thinks necessary or desirable. Such By Laws must be consistent with the Constitution, SNSW and SA constitutions, any regulations made by SNSW or SA and any policy directives of the Executive Committee.

34.2 By-Laws Binding

All By-Laws are binding on the Association and all Members.

34.3 By-Laws Deemed Applicable

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By- Laws and shall continue to apply.

34.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Affiliates by means of bulletins approved by the Executive Committee and prepared and

issued by the Secretary. Affiliates shall take reasonable steps to distribute information in the Bulletins to Members. The matters in the Bulletins are binding on all Members.

35. STATUS AND COMPLIANCE OF ASSOCIATION

35.1 Recognition of Association

The Association is a member of SNSW and is recognised by SNSW as the controlling authority for softball in the local area and subject to compliance with this Constitution and the SNSW's and SA's constitution shall continue to be so recognised and shall administer softball in the local area in accordance with the Objects.

35.2 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in New South Wales;
- (b) apply its property and capacity solely in pursuit of the Objects and softball;
- (c) do all that is reasonably necessary to enable the Objects to be achieved;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of softball, its standards, quality and reputation for the benefit of the Members and softball;
- (e) at all times act in the interests of the Members and softball;
- (f) not resign, disaffiliate or otherwise seek to withdraw from SNSW without approval by Special Resolution; and
- (g) abide by SNSW's and SA's constitutions and the rules of softball.

35.3 Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and softball are to be conducted, promoted, encouraged, advanced and administered throughout the local area;
- (b) to ensure the maintenance and enhancement of softball, its standards, quality and reputation for the benefit of the Members and softball;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of softball and its maintenance and enhancement;
- (d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of softball and the Members;
- (f) that should a Member or Affiliate have administrative, operational or financial difficulties the Association may act to assist the Member or Affiliate in whatever manner the Association considers appropriate.

36. ASSOCIATION'S CONSTITUTION

36.1 Constitution of the Association

This Constitution will clearly reflect the objects of SNSW and will conform to SNSW's constitution, subject always to the Act.

36.2 Operation of SNSW constitution

- (a) The Association will take all reasonable steps to ensure this Constitution conforms to the SNSW constitution subject always to the Act.
- (b) The Association shall provide to SNSW a copy of this Constitution and all amendments to this document. The Association acknowledges and agrees that SNSW has power to veto any provision in its Constitution which, in SNSW's opinion, is contrary to the objects of SNSW.

36.3 Register

The Association shall maintain, in a form acceptable to SNSW but otherwise in accordance with the Act, a Register of all Affiliates and if appropriate all Individual Members.

37. STATUS AND COMPLIANCE OF AFFILIATES

37.1 Compliance

Affiliates acknowledge and agree that they shall:

- (a) be or remain incorporated in New South Wales;
- (b) nominate a delegate to attend delegates meetings as advised by the Executive Committee and shall inform the Association of the details of that person accordingly;
- (c) provide the Association upon request with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the Affiliate's annual general meeting;
- (d) recognise the Association as the authority for softball in the local area, SNSW as the authority in New South Wales and SA as the national authority for softball;
- (e) adopt and implement such communications and Intellectual Property policies as may be developed by the Association and/or SNSW from time to time; and
- (f) have regard to the Objects in any matter of the Affiliate pertaining to softball.

37.2 Affiliates Constitutions

- (a) The Affiliate's constituent documents will clearly reflect the Objects and will conform to this Constitution.
- (b) Affiliates will take all reasonable steps necessary to ensure their constituent documents conform to this Constitution.
- (c) Affiliates shall provide to the Association upon request a copy of their constituent documents and all amendments to these documents. Affiliates acknowledge and agree that the Association has power to veto any provision in an Affiliates constitution which, in the Association's opinion, is contrary to the Objects.

- (d) The constituent documents of each Affiliate shall, at the earliest available opportunity, but within 18 months of the commencement of this Constitution, recognise the Association as the authority for softball in the local area, SNSW as the authority in New South Wales and SA as the national authority for softball in Australia.

37.3 Register

Affiliates shall maintain, in a form acceptable to the Association, a register of all Members of the Affiliate. Each Affiliate shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide regular updates of the Affiliates register to the Association.

38. NOTICE

- (a) Notices may be given by the Association to any Member or Affiliate entitled under this Constitution to receive any notice by sending the notice by electronic communication, includes a notice on the Association website, to the Member's and Affiliates.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected on the 4th working day after it was posted.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

39. PATRONS AND VICE PATRONS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Executive Committee a chief patron and such number of patrons as it considers necessary, subject to approval of that person or persons.

40. INDEMNITY

- (a) Every Committee Member, sub-committee member and employee of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as an Committee Member, sub-committee member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Association shall indemnify its Committee Members, sub-committee members and employees against all damages and losses (including legal costs) for which any such Committee Member, sub-committee member or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Committee Member or sub-committee member, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.