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# CONSTITUTION

## Brisbane Softball Association Incorporated.

Registered with the Department of Fair Trading: 10 February 2015

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Brisbane Softball Association Inc.

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Affiliated with Softball Queensland Inc. and Softball Australia Ltd.

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ASSOCIATIONS INCORPORATION ACT 1981 (Qld)  
CONSTITUTION  
of  
BRISBANE SOFTBALL ASSOCIATION INCORPORATED

1. NAME OF ASSOCIATION

The name of the Association is the Brisbane Softball Association Incorporated.

2. DEFINITIONS AND INTERPRETATION

2.1. Definitions

In this Constitution unless the contrary intention appears:

“Act” means the *Associations Incorporation Act 1981* (Qld).

“Affiliate” means an incorporated Softball Club affiliated with the Association.

“Associate Club” means an unincorporated Softball Club affiliated with the Association or a club affiliated with another association. Associate Clubs have limited rights, privileges and benefits.

“Annual General Meeting” and “AGM” means the Annual General Meeting of the Association.

“Association” means Brisbane Softball Association Incorporated

“By-Laws” means any By-Laws made by the Board under Rule 14.

“Capitation” means any fee, levy, subscription, impost or other dues.

“Constitution” means this Constitution of the Association.

“Delegate” means the person(s) appointed from time to time to act for and on behalf of an Affiliated Club or an Associate Club and to represent that Club or Team at General Meetings.

“Event” means and includes any;

- i. all competitions, series or games conducted by the Association.
- ii. promotional or other activity as determined by the Management Committee

“Executive Committee” means the President, Vice President, Secretary and Treasurer of the Association

“Financial year” means the year ending on the next 30 April following incorporation and thereafter a period of 12 months commencing on 1 May and ending on 30 April each year.

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

“In writing” includes both hard copy and electronic communication.

“ISF” means the International Softball Federation.

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trademarks (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.

“Life Member” means an individual appointed as a Life Member of the Association under Rule 5.

“Management Committee” means the body responsible for the management of the Association.

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

“Member Organisation” means an Affiliated Club and any body corporate that is an Associate Member pursuant to Rule 5.6.1 (e).

“Membership Fees” means that amount payable to the Association in return for membership thereof.

“Objects” means the objects of the Association in Rule 3.

“Officer” means, in connection with this Association or member organisation, a person who holds a position, whether elected or appointed, as president, vice president, secretary, treasurer, employee, director or equivalent of that organisation.

“Register” means the register of the Association referred to in Rule 6.

“Registration Fee” means that amount payable by an individual person who is a registered participant of an Affiliated Club or an Associate Club.

“SAL” means Softball Australia Limited.

“Seal” means the common seal of the Association.

“Softball” means “softball” as recognised by ISF from time to time and includes all of its variations and modifications and Softball for athletes with disabilities.

“The Game” means “softball” as recognised by ISF from time to time and includes all of its variations and modifications and Softball for athletes with disabilities.

“Special Resolution” means a special resolution defined in the Act.

“Voting Members” means Affiliated Clubs and Management Committee Members.

## 2.2. Interpretation

In this Constitution:

- i. a reference to a function includes a reference to a power, authority and duty;
- ii. 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;
- iii. words importing the singular include the plural and vice versa;
- iv. words importing any gender include the other genders;
- v. references to persons include corporations and bodies politic;
- vi. references to a person include the legal personal representatives, successors and permitted assigns of that person;
- vii. a reference to a statute, ordinance, code or other law includes By-Laws 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
- viii. 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.

## 2.5. Colours and Emblem

The colours of the Association shall be RED and WHITE ("BSA colours").

- i. The Association's branding will embody BSA colours or any of them together with any other colour which is deemed appropriate shall be adapted to a design approved by the Board in general meeting.
- ii. The Association's emblem using the colours as described in 2.5 (i) will a stylised letters "BSA" upon a circular outline of a softball with the words Brisbane Softball Association in a list style in black type appearing under the letter 'A' of BSA.
- iii. The Association may also use a Poinsettia flower using the colours as described in 2.5 (i) as an emblem.

## 3. OBJECTS OF THE ASSOCIATION

The objects of the Association shall be:

- i. to act as an affiliated member of Softball Queensland Inc.
- ii. to conduct, encourage, promote, advance, control and manage all levels of Softball within its Association interdependently with members and others;
- iii. to adopt, formulate, issue, interpret and amend by-laws, rules and regulations for the control and conduct of Softball within its Association;
- iv. to encourage the provision and development of appropriate facilities for participation in Softball;
- v. to maintain and enhance standards, quality and reputation of Softball for the collective and mutual benefit and interests of members and Softball;
- vi. to promote the sport of Softball for commercial, government and public recognition and benefits;
- vii. to be the only body entitled to prepare and enter or endorse Brisbane teams in softball competitions;
- viii. to promote, control, manage and conduct Softball events, competitions and championships; and
- ix. to undertake other actions or activities necessary, incidental or conducive to advance these objects including, but not limited to:
  - a. the use and protection of the Intellectual Property
  - b. administrative actions and penalties imposed by the Association or its members or Softball Queensland Inc. or Softball Australia Limited and its members.

## 4. POWERS OF THE ASSOCIATION

The Association has the power to undertake any activity provided to it through the Act or that furthers the objects of the Association as set out in Rule 3 including but not limited to:

- i. Take over the funds and other assets and the liabilities of the incorporated association known as "Brisbane Softball Association";
- ii. Make charges for services and facilities it supplies;
- iii. Enter into contracts as may be necessary or convenient for the purposes of the Association;
- iv. Appoint, employ, remove or suspend such persons as may be necessary or convenient for the purposes of the Association;
- v. Remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Association, or in or about the Association or promotion of the Association or in the furtherance of its objects;

- vi. The payment to any officer or employee of the Association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Association or receipts of the Association for such liquor is prohibited.
- vii. Acquire, hold, deal with and dispose of property which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association;
- viii. Invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit; and
- ix. do all such other things necessary or conducive to the attainment of the objects and the exercise of the powers of the Association.

## 5. MEMBERSHIP

### 5.1. Admission of Members

5.1.1. Membership of the Association shall be retained on an annual basis between those dates determined from time to time by the Association.

5.1.2. A member will become a Member of the Association only upon meeting the criteria applicable to the relevant category of membership as set out in the Rules and By-Laws of the Association, provided the Member (with the exception of Management Committee members and Life Members) has signed an application which is accepted by the Management Committee, and agreeing:

- i. that this Constitution constitutes a contract between them and the Association and that they are bound by this Constitution (including By-Laws specific to the relevant category of Membership);
- ii. that they shall comply with and observe this Constitution and any determination, resolution or policy which may be made or passed by the Management Committee or other entity with delegated authority;
- iii. that by submitting to this Constitution they are subject to the jurisdiction of the Association, Softball Queensland Inc. and Softball Australia Limited;
- iv. that the Constitution is necessary and reasonable for promoting the Objects and particularly the advancement and protection of Softball in Brisbane;
- v. to support the Association in the encouragement and promotion of its Objects;
- vi. to pay, by the due date, to the Association such fees, capitations, levies, imposts or other invoices as may be fixed by the Management Committee from time to time determined to apply to the Member category; and
- vii. to recognise the Association as the authority for Softball in Brisbane, Softball Queensland Inc as the state authority and Softball Australia Limited as the national authority for Softball.

### 5.2. Categories of Members

5.2.1. Members of the Association shall fall into one of the following categories:

- i. Affiliated Clubs;
- ii. Associate Clubs;
- iii. Natural Persons;
- iv. Life Members;
- v. Associate Members; and
- vi. Brisbane Softball Umpires Association Members

### 5.3. Affiliated Clubs

5.3.1. Affiliated clubs, the number of which shall be unlimited, subject to this Constitution, will:

- i. be incorporated in Queensland;

- ii. have the right to receive notice of General Meetings and be represented by a Delegate who shall be present and able to debate and vote on behalf of the affiliated club at General Meetings;
- iii. have objects that align with those of the Association as stated in Rule 3 and do all that is reasonably necessary to enable the Objects to be achieved;
- iv. manage its own affairs within such guidelines as the Association may from time to time prescribe;
- v. be entitled to refer to the Association for determination any questions or disputes arising within its club pertaining to softball competition or administration;
- vi. be eligible (subject to compliance with the Constitution of the Association) to participate in all competitions and events conducted or endorsed by the Association;
- vii. pay to the Association such membership fees, subscriptions, levies or other invoices as may be fixed by the Management Committee from time to time;
- viii. be eligible to receive financial assistance from the Association where, in its absolute discretion, the Association is prepared to make the same available to its members or any of them for any purpose associated with the administration and playing of softball in Queensland;
- ix. ensure that its own constitution expressly provides that its members and/or participants will be subject in all respects to the provisions and requirements of the Constitution for the time being of the Association and its committees and will submit to the jurisdiction of the Association and its committees in all matters pertaining to discipline and the imposition of penalties for any breach of the said Constitution of the Association;
- x. effectively promulgate and enforce the Constitution of the Association;
- xi. at all times act for and on behalf of the interests of the Association, the Members, and Softball;
- xii. be responsible and accountable to the Association for fulfilling its obligations pursuant to the Association's strategic plan as revised from time to time;
- xiii. provide the Association with copies of its annual financial statement, annual report and other such documents as described in the Association By-Laws at the time designated in the By-Laws;
- xiv. act in good faith and loyalty to maintain and enhance the Association and Softball, its standards, quality and reputation for the collective and mutual benefit of the Members and Softball;
- xv. at all times operate with and promote mutual trust and confidence between the Association and the Members and work cooperatively with each in the pursuit of the Objects;
- xvi. maintain a database of all teams, officials and members registered with it in accordance with the By-Laws and provide a copy to the Association annually or upon request from time to time by the Management Committee in such means as may be agreed;
- xvii. not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Association and of Softball and its maintenance and development; and
- xviii. advise the Association as soon as practicable of any serious operational, administrative or financial difficulties, assist the Association in investigating those issues and cooperate with the Association in addressing those issues, as mutually agreed.

5.3.2. The number of affiliate clubs shall be determined at the discretion of the Board of Management.



5.3.3. Applications for admission to membership shall be made in writing to the Secretary of the Association by the date of the July Board of Management meeting each year as follows:-

- i. An application signed by the Secretary of the applicant Club.
- ii. Notification of the office bearers of the respective applicant; and shall also notify within seven (7) days of any change which occurs in such office bearers.
- iii. Notification of the name and address of the delegate and proxy delegates of such applicant. A proxy delegate may be appointed from another Club, but no one (1) person shall represent two (2) Clubs.
- iv. Registration of the uniform and colours to be worn by their respective representative teams, such uniform and colours to be submitted for approval to a Board of Management meeting.

5.3.4. All players, coaches, managers and scorers participating within each applicant Club shall be registered with the applicant Club.

5.3.5. Where an application for membership or renewal of membership of the Association by an Affiliated Club is rejected, the applicant may lodge with the Secretary a written notice of intention to appeal against its rejection. Upon receipt of such notice of appeal the Secretary shall place the appeal on the agenda for determination at a Special General Meeting. Two (2) delegates from the applicant club shall be permitted to attend such meeting for the purpose of making submissions on behalf of the applicant. Upon conclusion of submissions, the Members in General Meeting shall make a determination on the appeal by a majority of votes of the Members present, eligible to vote and voting and such determination shall be final and binding. Proxy votes are inadmissible.

5.3.6. A Delegate of the Affiliated Club must be a financial registered member of the affiliated club, a financial registered member of the Association and a minimum of eighteen (18) years of age.

5.3.7. The By-Laws will set out any additional conditions, privileges and benefits of membership relevant to Affiliated Club.

5.3.8. For the avoidance of doubt, if any inconsistency remains between the constituent documents of an Affiliated Club and this Constitution, this Constitution shall prevail to the extent of that inconsistency.

#### 5.4. Associate Clubs

5.4.1. Associate Clubs, the number of which shall be unlimited, subject to this Constitution, will:

- i. have the right to receive notice of General Meetings and be represented by a Delegate who shall be present and able to debate on behalf of the Associate Club at General Meetings but shall have no voting rights;
- ii. manage its own affairs within such guidelines as the Association may from time to time prescribe;
- iii. be eligible (subject to compliance with the Rules and By-Laws of the Association) to participate in all competitions and events conducted or endorsed by the Association;
- iv. be bound by the provisions of the Rules and By-Laws for the time being of the Association and shall require its members to be subject in all respects to the provisions of the Rules and By-Laws of the Association and to submit to the jurisdiction of the Association and its committees in all matters pertaining to discipline and imposition of penalties for breach of the said Rules and By-Laws of the Association;
- v. be entitled to refer to the Association for determination any questions or disputes arising within its club pertaining to softball competition or administration;

- vi. shall pay to the Association such membership fees, subscriptions, levies or other invoices as may be fixed by the Management Committee from time to time;
  - vii. maintain a database of all players and officials registered with it in accordance with the By-Laws and provide a copy to the Association upon request from time to time by the Management Committee; and
  - viii. not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Association and of Softball and its maintenance and development.
- 5.4.2. The number of Associate Clubs shall be determined at the discretion of the Board of Management.
- 5.4.3. Applications for admission to membership shall be made in writing to the Secretary of the Association by the date of the July Board of Management meeting each year as follows:-
- i. An application signed by an authorised representative of the applicant Team.
  - ii. Notification of the contacts of the respective applicant; and shall also notify within seven (7) days of any change which occurs in such contacts.
  - iii. Notification of the name and address of the delegate and proxy delegates of such applicant. A proxy delegate may be appointed from another Team or Club, but no one (1) person shall represent two (2) Teams or Clubs.
  - iv. Registration of the uniform and colours to be worn by the team, such uniform and colours to be submitted for approval to a Board of Management meeting.
  - v. All players, coaches, managers and scorers participating within each applicant Team shall be registered with the Association.
- 5.4.4. Where an application for membership or renewal of membership of the Association by an Associate Club is rejected, the applicant may lodge with the Secretary a written notice of intention to appeal against its rejection. Upon receipt of such notice of appeal the Secretary shall place the appeal on the agenda for determination at a Special General Meeting. Two (2) delegates from the applicant team shall be permitted to attend such meeting for the purpose of making submissions on behalf of the applicant. Upon conclusion of submissions, the Members in General Meeting shall make a determination on the appeal by a majority of votes of the Members present, eligible to vote and voting and such determination shall be final and binding. Proxy votes are inadmissible.
- 5.4.5. A Delegate of the Associate Club must be a financial registered member of the affiliated Club, a financial registered member of the Association and a minimum of eighteen (18) years of age.
- 5.4.6. The By-Laws will set out any additional conditions, privileges and benefits of membership relevant to Associate Clubs.
- 5.5. Natural Persons
- 5.5.1. Applications by natural persons for admission to membership shall be in writing to the Secretary of the Association, and shall be limited to office bearers and other members who are duly appointed to a management position.
- 5.5.2. The number of natural persons shall be limited to office bearers and other members who are duly appointed to a management position.
- 5.6. Life Members
- 5.6.1. Life Members, the number of which shall be unlimited, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights.
- 5.6.2. Life membership may be conferred upon any person who has rendered distinguished and meritorious service, in a voluntary capacity, to the Association over a period of not less than ten (10) consecutive years.

- 5.6.3. Only one (1) person shall be admitted as a life member in any one (1) year.
- 5.6.4. Nominations for life membership shall be in writing (together with qualifications) signed by a member of the Association, and shall be in the hands of the Secretary of the Association thirty (30) days prior to the Annual General Meeting.
- 5.6.5. The Secretary of the Association on receiving the nominations shall advise the names and qualifications of the persons nominated to the members of the Association as soon as practicable after close of nominations.
- 5.6.6. Should more than one (1) nomination be received, the election of the Life Member shall be by secret ballot (simple majority) to determine the preferred candidate and then a secret ballot vote taken to appoint the preferred candidate as a Life Member. A two-thirds (2/3) majority of those person at the Annual General Meeting, entitled to vote and voting, shall be required for the election to be successful.
- 5.6.7. Upon acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- 5.6.8. A Life Member is not required to pay a membership fee to the Association by reason of only being an Association Life Member.
- 5.7. Associate Members
- 5.7.1. Associate Members to include, but not be limited to:
- i. Individual Persons who are registered members of an Affiliated Club or an Associate Club;
  - ii. any body corporate, or any natural person, other than a Management Committee Member and Life Member, directly contributing to the conduct, administration, promotion or development of softball in some reasonable way and who applies for and is admitted to Associate Member status of the Association at the discretion of the Management Committee;
  - iii. Honorary Members.
- 5.7.2. Associate Membership may be granted by the Management Committee in respect of an application made under Rule 5.7.1 on such terms and conditions as the Management Committee may see fit.
- 5.7.3. Associate Membership may be suspended or cancelled by the Management Committee provided that the Management Committee complies with the procedures set out in the relevant By-Law.
- 5.7.4. The By-Laws will set out:
- i. the categories of Associate Membership which exist;
  - ii. the conditions of membership which must be met by each category of Associate Member;
  - iii. the privileges and benefits of each category of Associate Member which shall not include the right to receive notice, attend or to vote at, General Meetings; and
  - iv. the procedure for suspending or cancelling Associate Membership.
- 5.8. Brisbane Softball Umpires Association
- 5.8.1. Applications for admission to membership shall be made in writing to the Secretary of the Association by the date of the July Board of Management meeting each year as follows:-
- i. An application signed by an authorised representative of the BSUA.
  - ii. Notification of the contacts of the BSUA; and shall also notify within seven (7) days of any change which occurs in such contacts.
- 5.8.2. The BSUA has the right to receive notice of General Meetings and be represented by a Delegate who shall be present and able to debate on behalf of the BSUA at General Meetings but shall have no voting rights;

5.8.3. The BSUA is bound by the provisions of the Rules and By-Laws for the time being of the Association and shall require its members to be subject in all respects to the provisions of the Rules and By-Laws of the Association and to submit to the jurisdiction of the Association and its committees in all matters pertaining to discipline and imposition of penalties for breach of the said Rules and By-Laws of the Association. This includes all members of the BSUA being appropriately registered with the BSA.

## 6. REGISTER OF MEMBERS

### 6.1. Register

6.1.1. The Association shall keep and maintain a register in which shall be recorded details of:

- i. all current members of the Association; and
- ii. in the case of each Affiliated Club and Affiliated Team, including the full name, address, category of membership, colours and emblem (if any) and date of entry to membership; and
- iii. where applicable, the date of cessation and reinstatement of a membership; and
- iv. any other details determined from time to time by the Management Committee or by the Association in general meeting.

6.1.2. Affiliated Clubs, Associate Clubs, Management and Life Members shall provide notice of any change and required details to the Association within one month of such change.

### 6.1.3. Inspection of register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the register shall be available for inspection (but not copying) by a Member Affiliated Club or Associate Club or its delegate, upon receipt of reasonable notice of desire to inspect provided that such inspection shall be made at such venue as is nominated by the Secretary, and at his/her discretion, in the presence of the Secretary or such other person as is nominated by the Secretary.

### 6.1.4. 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 Management Committee considers appropriate.

## 7. CESSATION OF MEMBERSHIP

### 7.1. Cessation

7.1.1. A member ceases to be a Member on:

- i. resignation;
- ii. death;
- iii. the termination of their Membership according to the Rules and/or the By-Laws;
- iv. dissolution or otherwise ceasing to exist;
- v. failing to renew or re-register with the Association.

### 7.2. Outstanding Payment

7.2.1. Upon cessation of membership for whatever reason, the Member remains responsible for payment of all fees, levies or imposts due by such member to the Association at the time of cessation.

### 7.3. Notice of Resignation

7.3.1. A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one month's notice in writing to the Association of such resignation or withdrawal.

7.3.2. An Affiliated Club, may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the members of that club. A copy of the relevant minutes of the Affiliated Club meeting showing that the Special Resolution has been passed by the members must be provided to the Association.

7.3.3. Upon the Association receiving notice of resignation of membership given under Rule 7, an entry in the Register shall be made recording the date on which the Member gave notice to cease membership.

#### 7.4. Discontinuance for breach

7.4.1. With the exception of Affiliated Clubs and Associate Clubs, membership of the Association may be discontinued by the Management Committee upon breach of any clause or failure to comply with the Rules, By-Laws or any resolutions or determinations made or passed by the Management Committee or any delegated authority, including as a result of disciplinary action.

7.4.2. Membership shall not be discontinued by the Management Committee under Rule 7.4.1 without the Management Committee first giving the Member the opportunity to explain the breach and/or remedy the breach.

7.4.3. Where a Member fails to adequately explain the breach to the Management Committee, that Member's membership shall be discontinued under Rule 7.4.1 by the Association giving written notice of the discontinuance and date thereof to the Member. The register shall be amended to reflect any discontinuance of membership under Rule 7.4 as soon as practicable.

#### 7.5. Failure to renew membership

Membership of the Association may be discontinued by the Management Committee if the Affiliated Club, Associate Club or Associate Member has not renewed their membership within one month of the renewal date. Cessation of membership will be deemed to occur at the renewal date. The register shall be amended to reflect any discontinuance of membership under this Rule 7.5 as soon as practicable.

#### 7.6. Member to Re-Apply

A Member whose membership has been discontinued under Rules 7.4 and 7.5 must seek renewal or re-apply for membership in accordance with this Constitution and may be re-admitted at the discretion of the Management Committee.

#### 7.7. Termination of Membership of an Affiliated Club or Associate Club

##### 7.7.1. Sanctions for Discipline of an Affiliated Club or Associate Club

Without limiting matters that may be referred to in the By-Laws, any Affiliated Club or Associate Club that is determined by the Management Committee to have:

- i. breached, failed, refused or neglected to comply with a provision of these Rules, the By-Laws or any other resolution or determination of the Management Committee or any duly authorised committee including but not limited to the failure to pay any monies owed to the Association within four (4) weeks of falling due; or
- ii. acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association and/or Softball; or
- iii. prejudiced the Association or Softball or brought the Association or Softball into disrepute

shall be liable for the sanctions set out in that By-Law, including termination of Membership (which shall only take place in accordance with the procedure set out in Rule 7.7).

7.7.2. No recommendation can be made by the Management Committee under Rule 7.7 unless all avenues of appeal available to the relevant Affiliated Club or Associate Club under the By-Laws have been exhausted.

7.7.3. Subject to compliance with Rule 7.7.2 (and the By-Laws), the Management Committee may recommend to a General Meeting to terminate the membership of an

Affiliated Club or Associate Club.

7.7.4. Upon recommendation from the Management Committee under Rule 7.7.2, a General Meeting may, by Special Resolution, terminate the membership of an Affiliated Club or Associate Club.

#### 7.8. Forfeiture of Rights

7.8.1. A Member who or which ceases to be a Member, 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.

7.8.2. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

7.8.3. Where an Affiliated Club or Associate Club ceases to be a Member it shall also forfeit immediately all representation rights at General Meetings and all benefits, advantages, privileges and services of Association membership.

#### 7.9. Reinstatement of Membership

Membership which has ceased under Rule 7 may be reinstated at the discretion of the Management Committee, with such conditions as the Management Committee deems appropriate.

#### 7.10. Refund of Membership Fees

Membership fees paid by the discontinued Member will not be refunded.

#### 7.11. General

7.11.1. No Member, whose membership ceases, has any claim against the Association or the Management Committee for damages or otherwise arising from cessation or termination of membership.

7.11.2. A membership is non-transferable. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

### 8. DISCIPLINE

#### 8.1. General Discipline Provisions

8.1.1. All Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association whether under the By-Laws or under these Rules.

8.1.2. The Association shall ensure that at all times players and officials participating, in any capacity whatsoever, in softball activities conducted, procured or sanctioned by the Association achieve and maintain in connection with those activities a standard of conduct which is not and is not likely to be prejudicial or injurious to the interests or reputation of softball within Brisbane or elsewhere or inconsistent with the objects of the Association.

8.1.3. Each Affiliated Club and Associate Club, shall ensure that at all times players and officials participating, in any capacity whatsoever, in softball activities within its jurisdiction achieve and maintain in connection with those activities a standard of conduct which is not and is not likely to be prejudicial or injurious to the interests or reputation of softball within that jurisdiction or elsewhere or inconsistent with the objects of the Member or the Association.

8.1.4. Each Affiliated Club and Associate Club shall delegate the power of hearing and determining charges to either the Association or Softball Queensland Inc., in accordance with the provisions of any relevant Rule or By-Law of the Association or Softball Queensland Inc.

8.1.5. the Association has the right to establish:

- i. Disciplinary Tribunal; and

- ii. an Appeals Committee
- 8.1.6. the Association may delegate the power of hearing and determining charges to its Disciplinary Tribunal with a right of appeal to the Appeals Committee in accordance with the provisions of any relevant By-Law of the Association. Alternatively, the Association has the right to delegate the power of hearing and determining charges to a Softball Queensland Commissioner or to the Softball Queensland Tribunal in accordance with the provisions of any relevant By-Law of Softball Queensland Inc.
- 8.1.7. In the absence of an appropriate delegation pursuant to Rule 8.1.6, the Association will be deemed to have delegated the power of hearing and determining charges to a Softball Queensland Commissioner or to the Softball Queensland Tribunal in accordance with the provisions of any relevant By-Law of Softball Queensland Inc.
- 8.1.8. Should the appropriate delegation be made, the Management Committee shall appoint suitably qualified persons, none of whom shall be a serving member of the Management Committee for the time being, to serve on the Appeals Committee and/or Tribunal to carry out their respective functions pursuant to any relevant By-Law of the Association.
- 8.1.9. The Management Committee may make a By-Law or By-Laws:
  - i. for the hearing and determination of grievances by any Member who feels aggrieved by a decision or action of the Association; and disputes between Members relating to the conduct or administration of Softball;
  - ii. for the discipline of Members;
  - iii. for the termination of Members (except in respect of Affiliated Clubs).
- 8.1.10. A Tribunal dealing with a matter referred to the Tribunal pursuant to Rule 8.1.4 or Rule 8.1.6 shall impose upon any person guilty of conduct contrary to that referred to in Rule 8.1.2 or Rule 8.1.3 a penalty commensurate with the seriousness of the offence in accordance with the provisions of any relevant By-Law of the Association.
- 8.1.11. Without limiting the effect of Rule 8.1.10 an Affiliated Club or the Association or the Tribunal may decline to impose a penalty in circumstances where the Association or Tribunal, as the case may be, considers that the conduct of which the relevant player or official is guilty, was of a minor or trifling nature.
- 8.1.12. Where a penalty is imposed upon any player or official guilty of conduct contrary to that referred to in Rule 8.1.2 and/or Rule 8.1.3 the person upon whom the penalty is imposed will be deemed to have committed within the district of each SQI Member Organisation the same offence at the same time and, where the penalty imposed requires the performance or the discharge of an obligation, whether positive or negative (including but by no means limited to the payment of a fine or the service of suspension), the person upon whom the penalty is imposed shall not be permitted to participate in any other softball activity conducted or sanctioned by any member of the Association or by the Association itself whether within the district or elsewhere until the penalty has been performed, discharged or served.
- 8.2. Right of Hearing
  - 8.2.1. No penalty or punishment referred to in Rule 8 will be imposed upon any member of the Association or other person without that member or person being afforded an opportunity of being heard in its, his or her defence.
  - 8.2.2. Where the Management Committee proposes to terminate the membership of a person or association pursuant to Rule 7, the Secretary shall give to such person or association reasonable notice in writing of the proposed action and a representative of the Management Committee will prosecute the charges before the Tribunal.
  - 8.2.3. All actions for expulsion of a member from the Association shall be initiated by the

Management Committee in accordance with the following procedure.

- 8.2.3.1. The Management Committee shall determine the charges and refer such charges to the Secretary for processing.
- 8.2.3.2. The Secretary shall notify the Chairman of the Tribunal and the Chairman shall:
  - i. convene a meeting of the Tribunal;
  - ii. notify the member of the date and time of the scheduled meeting;
  - iii. require the member, or in the case of a member being an Affiliated Club or Associate Club, their duly appointed representatives of the member to appear before the Tribunal at the scheduled meeting to answer the charge/s to be laid on behalf of the Management Committee. Notification of the member pursuant to paragraph (ii) hereof shall be in writing and shall afford the member reasonable notice of the charges and of the date, time and place of the Tribunal meeting.
- 8.2.4. The hearing before the Tribunal and any subsequent appeal shall proceed in accordance with any relevant By-Law of the Association for the conduct of Tribunal hearings and appeals to the Appeals Committee.

### 8.3. Appeals to the Association

An appeal against the decision of the Tribunal shall be processed in accordance with the provisions of any relevant By-Law of the Association for the conduct of appeals to the Appeals Committee.

## 9. FEES AND OTHER CAPITATIONS

### 9.1. Membership fees

- 9.1.1. The annual membership fee for each class of membership is:
  - i. the amount decided by the members from time to time at a general meeting; and
  - ii. payable when, and in the way, the management committee decides.

### 9.2. Registration Fees

- 9.2.1. The registration fee is that amount payable by each individual person who is a registered participant in an Affiliated Club and an Associate Club.
  - 9.2.1.1. The Management Committee sets the registration fee for the competitions and events it conducts.
  - 9.2.1.2. Registration fees are payable when, and in the way, the Management Committee decides.
  - 9.2.1.3. Any increase in registration fees made pursuant to Rule 9.2.1.1 will take effect from the first day of the next competition or event conducted by the Association immediately following the Management Committee Meeting at which the fee was set.
- 9.2.2. At the time determined by the Management Committee, each Affiliated Club and Associate Club Team shall remit to the Association the register containing details of its members and participants together with the aggregate of all registration fees due and payable to:
  - i. the Association in respect of individual players and officials participating in softball competition and events within that district
  - ii. Softball Australia Ltd in respect of the individual players and officials participating in softball competition in that district; and in the case of Softball Queensland Inc.
  - iii. all registration and insurance fees in respect of the individual players and officials participating in softball competition in that district.



- 9.2.3. Without limiting in any way the effect of Rule 9.2.2, where any person joins a team or club after the date upon which the relevant Affiliated Club or Associate Club has submitted to the Secretary, the registration fees referred to in Rule 9.2.1, as the case may be, the relevant Affiliated Club or Associate Club shall not be relieved of the obligation to register details of that person with the Association, and the authorised person of the relevant club or team shall submit promptly the register in respect of each such person together with a remittance for the registration and insurance fees due to Softball Queensland Inc., Softball Australia Limited and the Association in respect of that person.

### 9.3. Capitations

- 9.3.1. The Management Committee shall determine from time to time all fees, levies and other dues, excluding those in Rule 9.1, payable to the Association by each Member or any class of Member, by any individual person or entity for services rendered, including but not limited to:
- i. the amount (if any) payable by an Associate Member applicant for membership relevant to their category of membership;
  - ii. the amount payable by participants in any softball activities and competitions;
  - iii. the amount payable for purchase of any product, resources and participation in any course, forum and workshop;
  - iv. any other amount (including any levies) to be paid by each Member, or any class of Members, whether of a recurrent or any other nature.
- 9.3.2. The Management Committee shall determine the due date for payments to the Association of all fees and capitations.

### 9.4. Non-Payment of Fees and Other Capitations

Subject to Rule 9.5, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any fees or other amount determined is in arrears greater than 90 days.

### 9.5. Deferral or Reduction of Fees and Other Capitations

- 9.5.1. The Management Committee may defer the obligation of a Member to pay a fee or other capitation, or reduce (including to zero) the fee or capitation payable by a Member, if the Management Committee is satisfied that:
- i. there are reasonable grounds for doing so;
  - ii. the Association will not be substantially disadvantaged as a result; and
  - iii. the Member agrees to pay the deferred or (if greater than zero) the reduced fee or capitation within a time fixed by the Management Committee.
- 9.5.2. If the Management Committee defers or reduces a fee or capitation payable by an Affiliated Club or an Associate Club, that club or team will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Management Committee.

## 10. GOVERNANCE

### 10.1. Management

The affairs of the Association shall be managed by:

- 10.1.1. Management Committee (also known as the Board of Management)
- 10.1.2. Executive Committee
- 10.1.3. Club Council
- 10.1.4. Such sub-committees as the Management Committee may appoint in accordance with the powers conferred by these rules.

## 10.2. Management Committee

### 10.2.1. Functions and Powers of the Management Committee

- 10.2.1.1. 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 Management Committee. In particular, the Management Committee as the governing body for Softball in Brisbane shall be responsible for acting on local issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout Brisbane, and shall govern Softball in Brisbane in accordance with this Constitution and in particular the Objects.
- 10.2.1.2. The Management Committee has the authority to interpret the Rules and By-Laws of the Association and to determine any question upon which such Rules and By-Laws are silent;
- 10.2.1.3. The Management Committee may create, establish or appoint special committees, individual officers and consultants to carry out such duties and functions, as the Management Committee determines from time to time.
- 10.2.1.4. The Management Committee may delegate any of their powers to Committees consisting of those persons they think fit (including Management Committee Members, individuals and consultants), individual officers and consultants and may vary or revoke any delegation.
- 10.2.1.5. A Committee, individual officer and consultant must exercise the powers delegated to it according to the terms of the delegation and any directions of the Management Committee.
- 10.2.1.6. Powers delegated to and exercised by a Committee, individual officer or consultant, are taken to have been exercised by the Management Committee.

### 10.2.2. Composition of the Management Committee

- 10.2.2.1. The Management Committee shall comprise the following persons:
  - i. The President;
  - ii. Vice-President
  - iii. Secretary
  - iv. Treasurer
  - v. Up to six (6) other members elected at the Annual General Meeting;
- 10.2.2.2. A Management Committee member cannot also be a Delegate or an employee of the Association.

### 10.2.3. Nominations for Election

- 10.2.3.1. Nominations for Management Committee positions shall be called for no later than 28 days prior to the Annual General Meeting.
- 10.2.3.2. Any Voting Member may nominate, in respect of each vacancy in the position of Management Committee Member which is the subject of an election at the next Annual General Meeting, one person for each position.
- 10.2.3.3. A nomination must be:
  - i. in writing;
  - ii. on the prescribed form (if any) provided for that purpose;
  - iii. signed by the nominator and nominee; and
  - iv. delivered to the Association not less than 14 days (14) prior to the Annual General Meeting.
- 10.2.3.4. Retiring members of the Management Committee shall be eligible for re-

election without any requirement that they be nominated thereto but if a retiring member wishes to seek re-election that member must notify the Secretary in writing not later than fourteen (14) days prior to the Annual General Meeting.

- 10.2.3.5. Should, at the commencement of the Annual General Meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting only with the consent of the Members present, eligible to vote and voting.

10.2.4. Term of Office

Management Committee Members elected under Rule 11.5 shall be elected for a term of one year subject to provisions in this Constitution relating to earlier retirement or removal of Management Committee Members, such Members shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.

10.2.5. Elections

- 10.2.5.1. At the Annual General Meeting of the Association, elections will be conducted to fill all offices.
- 10.2.5.2. All persons elected shall retain their appointment until the next AGM at which they shall retire.
- 10.2.5.3. If the number of nominations received for the Management Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Management Committee, then those nominated shall be declared elected only if approved by the majority of Members present, entitled to vote and voting.
- 10.2.5.4. If there are insufficient nominations received to fill all vacancies on the Management Committee, or if a person is not approved by the majority of Members under Rule 10.2.5.3, the positions will be deemed casual vacancies under Rule 10.2.6.
- 10.2.5.5. For the election of Management Committee Members, voting shall take place by secret ballot. The Chairman shall appoint a Returning Officer and two (2) Scrutineers for that purpose and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting.

10.2.6. Vacancies on the Management Committee

- 10.2.6.1. In addition to the circumstances in which the office of a Management Committee Member becomes vacant by virtue of the Act, the office of a Management Committee Member becomes vacant:
- i. Where there are insufficient nominations to fill all vacancies on the Management Committee Member, or if a person is not approved by the majority of Members under Rule 10.2.5.3 at the Annual General Meeting;  
Or if the Management Committee Member:
  - ii. dies;
  - iii. becomes bankrupt or makes any arrangement or composition with their creditors generally;
  - iv. 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;
  - v. resigns their office in writing to the Association;
  - vi. holds any office of employment with the Association;
  - vii. is removed from office in accordance with Rule 10.2.7 or

- viii. is removed by Special Resolution at a General Meeting of the Association.

10.2.6.2. Where a vacancy occurs within the term of a Management Committee Member and the number of Management Committee Members reduces to less than five (5):

- i. where the remaining period of the term is nine months or less, the Management Committee may appoint a suitably qualified person to fill the vacancy.
- ii. where the remaining period of the term is more than nine months, the vacancy will be notified and nominations sought.

#### 10.2.7. Removal of a Management Committee Member

10.2.7.1. A Management Committee Member may be removed from office in the following circumstances:

- i. is absent without the consent of the Management Committee for three (3) consecutive meetings of the Management Committee;
- ii. is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest;
- iii. in the opinion of the Management Committee (but subject always to this Constitution):
  - a. has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
  - b. has brought the Association into disrepute; or
  - c. has breached a Code of Ethics/Conduct

10.2.7.2. A Management Committee Member may not be removed from office without first being afforded the opportunity to be heard in his or her defence at the meeting.

10.2.7.3. The question of removal shall be determined by resolution passed by the Management Committee Members at such Management Committee Meeting.

10.2.7.4. No Management Committee Member who is removed from his/her position as such, pursuant to Rule 10.2.7, or as the case may be, shall have any right of appeal against such removal.

10.2.7.5. Unless otherwise resolved at a General Meeting, a Management Committee Member removed in accordance with Rule 10.2.7 cannot be re-elected to the Management Committee within four (4) years of their removal or finding of tribunal if longer.

#### 10.2.8. Frequency of Meetings

10.2.8.1. The Management Committee shall meet monthly for the dispatch of business, and subject to this Constitution, may adjourn and otherwise regulate its meetings as it thinks fit.

10.2.8.2. Without limiting the power of the Management Committee to regulate its meetings as it thinks fit, a Management Committee meeting may be held where one (1) or more of the Management Committee Members is not physically present at the meeting, provided that 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.

#### 10.2.9. Special Meetings of the Management Committee

10.2.9.1. A special meeting of the Management Committee shall be convened by the President upon receipt of the written request of not fewer than a majority of

Management Committee Members. Such written request shall clearly state the reasons for convening the special meeting and the nature of the business to be transacted thereat.

- 10.2.9.2. Upon a special meeting of the Management Committee convened pursuant to Rule 10.2.9.1, the President shall cause the Secretary to give the Management Committee Members not less than fourteen (14) days' notice of meeting. Such notice to clearly state the nature of the business to be transacted thereat.

#### 10.2.10. Quorum

- 10.2.10.1. At every Management Committee meeting a simple majority of the number of Management Committee Members shall constitute a quorum.
- 10.2.10.2. If a quorum is not present within one-half hour after the time appointed for commencement of a Management Committee meeting, then such meeting shall be deemed an Executive Committee meeting provided that if a quorum of the Executive Committee also is not present, then both the Management Committee and the Executive Committee meetings shall stand adjourned to a date to be fixed informally by the members of the Management Committee.
- 10.2.10.3. If at the adjourned meeting a quorum is not present within one-half (½) hour of the time appointed for the meeting, the members present shall constitute a quorum.

#### 10.2.11. Decisions of the Management Committee

- 10.2.11.1. Subject to this Constitution, questions arising at any Management Committee meeting shall be decided by a simple majority of Management Committee Members present, entitled to vote and voting. That is to say that, where there is any abstention by any Management Committee Member present at the meeting, regard will be had only to those votes actually cast when determining in whose favour a majority exists.
- 10.2.11.2. A determination of a majority of Management Committee Members shall for all purposes be deemed a determination of the Management Committee.
- 10.2.11.3. All Management Committee Members shall have one (1) vote on any question. Where voting is equal, the Chair may not exercise a casting vote.
- 10.2.11.4. Where the voting on any question is deadlocked, the question shall be deemed resolved in the negative.

#### 10.2.12. Minutes

The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting to be maintained to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding Management Committee meeting verifying their accuracy.

#### 10.2.13. Resolutions not in Meetings

The Management Committee may make resolutions outside a scheduled meeting provided that the resolution is in writing, signed or assented to by all Management Committee members using a visible or other electronic communication. Such shall be as valid and effectual as if it had been passed at a Management Committee meeting duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Management Committee members.

#### 10.2.14. President to Chair

The President shall chair every meeting of the Management Committee and, in the absence of the President, the Vice President. If the Vice President is also absent, the members may elect by simple majority one of their number to chair the meeting.

10.2.15. Management Committee Members' Interests

- 10.2.15.1. A Management Committee Member shall declare their interest in any:
- i. contractual matter;
  - ii. selection matter;
  - iii. disciplinary matter;
  - iv. financial matter; or
  - v. any other management or administrative matter;
- in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Management Committee, absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Management Committee member lodges his/her votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Management Committee member to absent himself from discussions and refrain from voting, the issue should be immediately determined by consensus of the Management Committee, or if this is not possible, the matter shall be adjourned or deferred.
- 10.2.15.2. The nature of the interest of such Management Committee member must be declared by the Management Committee member at the Management Committee meeting at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first Management Committee meeting after the acquisition of the interest. If a Management 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 Management Committee meeting held after the Management Committee member becomes so interested.
- 10.2.15.3. A Management 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 Management Committee. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Management Committee member is in any way interested will be void unless approved by the Management Committee.
- 10.2.15.4. A general notice that a Management 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 Rule 10.2.15.1 as regards such Management Committee member and the said transactions. After such general notice it is not necessary for such Management Committee member to give a special notice relating to any particular transaction with that firm or company.
- 10.2.15.5. Any declaration made, any disclosure or any general notice given by a Management Committee member in accordance with Rule 10.2.15 must be recorded in the minutes of the relevant meeting.

#### 10.2.16. Validity of Actions

No actions of the Management Committee or any committee, delegated authority or person acting as a member of the Management Committee or the Committees shall be invalid because of any defect in the appointment of any such persons, or any such subsequent disqualification of such persons.

### 10.3. Executive Committee

#### 10.3.1. Composition of the Executive

10.3.1.1. The Executive Committee shall comprise the following persons:

- i. The President;
- ii. The Vice-President;
- iii. The Secretary;
- iv. The Treasurer.

10.3.1.2. One (1) other Management Committee Member shall be appointed by the Management Committee to be a substitute Executive Committee member in the event that any of the persons referred to in Rule 10.3.1.1 is unable to attend a meeting of the Executive Committee.

#### 10.3.2. Powers of the Executive

The exercise of the power and the functions delegated by the Management Committee will be the responsibility of the Executive of the Board.

#### 10.3.3. Frequency of Meetings

The Executive Committee shall meet at such times as are nominated by the President upon the request of any other member of the Executive Committee.

#### 10.3.4. Quorum

The quorum for an Executive Committee meeting shall be four.

#### 10.3.5. Resolutions

All matters arising for resolution at any meeting of the Executive Committee shall be determined by a unanimous vote of members present.

### 10.4. Club Council

#### 10.4.1. Composition

10.4.1.1. Club Council shall comprise the following – President, Vice-President, Secretary, Treasurer, and one (1) delegate representing each affiliated club.

#### 10.4.2. Frequency of Meetings

10.4.2.1. The Secretary shall convene a Club Council meeting when directed to do so by the Management Committee

#### 10.4.3. Notice of Meetings

10.4.3.1. The Secretary shall cause notice of a Club Council meeting to be given in writing to each Affiliated Club and Associate Club not less than fourteen (14) days prior to the scheduled date of the meeting.

#### 10.4.4. Agenda and Business to be Transacted

10.4.4.1. Not later than seven (7) days prior to the date of the Club Council, the Secretary shall forward to all affiliated clubs entitled to attend the meeting:

- i. the agenda for the meeting stating the business to be transacted; and
- ii. any notice of motion received.

- 10.4.4.2. Decisions of the Club Council do not have precedence over the functions and powers of the Management Committee as described in 10.2, the Executive Committee as described in 10.3 or resolutions arising from the delegations appointed to General Meetings and the Annual General Meeting.
- 10.4.5. Quorum
- 10.4.5.1. Subject to Rule 10.4.1.1, at all Club Council Meetings of the Association the number of members required to constitute a quorum shall be a simple majority of the existing Club Council Members and no business shall be transacted at any Club Council meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 10.4.5.2. If a quorum is not present within one-half hour after the time appointed for commencement of a Club Council meeting, then the meeting shall stand adjourned to the same time of the same day of the following week, at the same place or, alternatively, to such other time of such other day and at such other place as the Management Committee may determine; and
- 10.4.5.3. If a quorum is not present within one-half hour of the time appointed for commencement of an adjourned Club Council meeting, the members present shall constitute a quorum.
- 10.4.6. Adjournment of Meeting
- The Chair 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 save and except the business left unfinished at the meeting from which the adjournment occurred. Where a meeting is adjourned for thirty (30) days or more, the Secretary shall ensure Voting Members receive written notice of the adjourned meeting not fewer than fourteen (14) days. It shall not be necessary for notice to be given of any business remaining to be transacted at an adjourned meeting and, save as aforesaid, it shall not be necessary for any notice or adjournment of a meeting to be given.
- 10.4.7. Meeting Chair
- 10.4.7.1. The President shall preside as chair at every Club Council except:
- i. where a conflict of interest exists; or
  - ii. if the President is not present within fifteen (15) minutes after the time appointed for commencement of the meeting or is absent or unwilling to act and a quorum exists, then the Vice President shall act as Chair. If the Vice President is not present within fifteen (15) minutes after the time appointed for commencement of the meeting or is absent or unwilling to act and a quorum exists the members present and entitled to vote shall elect one of their number to chair the meeting.
- 10.4.8. Members Entitled to Vote
- 10.4.8.1. Each Management Committee member and each Delegate of an Affiliated Club, and no other person, shall be entitled to one (1) vote at General Meetings.
- 10.4.8.2. No Delegate shall be entitled to vote at any Club Council unless:
- i. the Secretary has been notified in writing prior to the meeting that such person has been appointed the Delegate;
  - ii. that Affiliated Club has paid their membership fee for the current year as at the date of the meeting.



- 10.4.8.3. Where voting at Club Council is equal the Chair may not exercise a casting vote.
- 10.4.8.4. A Voting Member may take part and vote in a Club Council in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 10.4.8.5. A Voting Member who participates in a meeting mentioned in Rule 10.4.8.4 is taken to be present at the meeting.
- 10.4.9. Voting Procedure
  - 10.4.9.1. Save where otherwise specifically required by provisions of the Act or by any other rule of the Association, every question, matter or resolution shall be determined by a simple majority of votes of members present, entitled to vote and voting. Abstentions shall be disregarded for all purposes, that is to say that, whether or not a majority of votes exists will be determined by counting only those votes cast by members present and entitled to vote and voting.
  - 10.4.9.2. In all other cases voting shall take place by a show of hands or a division of members.
- 10.4.10. Recording of Determinations
  - 10.4.10.1. Unless a poll is demanded under Rule 10.4.9, a declaration by the chair 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.
  - 10.4.10.2. If a poll is duly demanded under Rule 10.4.9 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 10.4.11. Minutes
 

The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Club Council to be maintained to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Club Council shall be signed by the Chair of that meeting or the Chair of the next succeeding General Meeting.

## 11. GENERAL MEETINGS

### 11.1. Convening a meeting

- 11.1.1. Every general meeting of the association, other than the annual general meeting and club council, shall be deemed a special general meeting and shall be held in accordance with this constitution.
- 11.1.2. The Secretary shall convene a General Meeting of the Association:
  - i. when directed to do so by the Management Committee; or
  - ii. upon the written requisition of not fewer than 50% of the members for the time being of the Management Committee; or
  - iii. upon the written requisition of not fewer than 50% of Affiliated Clubs
- 11.1.3. The requisition for a general meeting shall:
  - i. state the object(s) of the meeting;
  - ii. state any notice(s) of motion;

- iii. be signed by the Members making the requisition;
- iv. be sent to the Association; and
- v. may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

#### 11.2. Notice of Meeting

- 11.2.1. The Secretary shall cause a General Meeting to be held within twenty-one (21) days after the date on which the requisition is received by the Association.
- 11.2.2. If the secretary does not cause a special general meeting to be held within twenty-one (21) days after the date on which the requisition is received to the association, the members making the requisition, or any of them, may convene a special general meeting to be held not later than twenty-eight (28) days after that date.
- 11.2.3. 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 management committee.
- 11.2.4. The Secretary shall cause notice of every General Meeting to be given in writing to every Voting Member and Life Member.
- 11.2.5. No other person shall be entitled as of right to receive notices of General Meetings.
- 11.2.6. The notice of General Meeting shall be forwarded not fewer than fourteen (14) days prior to the meeting and shall specify the place and day and hour of meeting.

#### 11.3. Agenda and Business to be Transacted

- 11.3.1. Not later than seven (7) days prior to the date of the General Meeting, the Secretary shall forward to all Members entitled to attend the meeting:
  - i. the agenda for the meeting stating the business to be transacted; and
  - ii. any notice of motion received.
- 11.3.2. At any special meeting of the Association no business other than the business for which the meeting was requisitioned shall be transacted at that meeting or any adjournment thereof.

#### 11.4. Delegate

- 11.4.1. Each Affiliated Club and Associate Club shall ensure that the Secretary has received, not later than three (3) days prior to any general meeting of the Association, its written confirmation as to:
  - i. whether or not its delegate will be attending the meeting; and
  - ii. the name of its delegate.

#### 11.5. Quorum

- 11.5.1. Subject to Rule 11.4, at all general meetings of the Association the number of members required to constitute a quorum shall be a simple majority of the existing Members and no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 11.5.2. If a quorum is not present within one-half hour after the time appointed for commencement of a general meeting, then:
  - i. in the case of the Annual General Meeting or any Special General Meeting convened by the Management Committee for the purpose of hearing an appeal against rejection of an application for membership or termination of membership, the meeting shall stand adjourned to the same time of the same day of the following week, at the same place or, alternatively, to such other time of such other day and at such other place as the Management Committee may determine; and

- ii. in any other case the meeting shall lapse.
- 11.5.3. If a quorum is not present within one-half hour of the time appointed for commencement of an adjourned general meeting, the members present shall constitute a quorum.

#### 11.6. Adjournment of Meetings

The Chair 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 save and except the business left unfinished at the meeting from which the adjournment occurred. Where a meeting is adjourned for thirty (30) days or more, the Secretary shall ensure Voting Members and Life Members receive written notice of the adjourned meeting not fewer than fourteen (14) days. It shall not be necessary for notice to be given of any business remaining to be transacted at an adjourned meeting and, save as aforesaid, it shall not be necessary for any notice or adjournment of a meeting to be given.

#### 11.7. Meeting Chair

- 11.7.1. The President shall preside as chair at every General Meeting except:
- i. in relation to any election for which the chair is a nominee; or
  - ii. where a conflict of interest exists; or
  - iii. if the President is not present within fifteen (15) minutes after the time appointed for commencement of the meeting or is absent or unwilling to act and a quorum exists, then the Vice President shall act as Chair. If the Vice President is not present within fifteen (15) minutes after the time appointed for commencement of the meeting or is absent or unwilling to act and a quorum exists the members present and entitled to vote shall elect one of their number to chair the meeting.

#### 11.8. Members Entitled to Vote

- 11.8.1. Each Management Committee member and each Delegate of an Affiliated Club, and no other person, shall be entitled to one (1) vote at General Meetings.
- 11.8.2. No Delegate shall be entitled to vote at any General Meeting unless:
- i. the Secretary has been notified in writing prior to the meeting that such person has been appointed the Delegate;
  - ii. that Affiliated Club has paid their membership fee for the current year as at the date of the meeting.
- 11.8.3. Where voting at General Meetings is equal the Chair may not exercise a casting vote.
- 11.8.4. A Voting Member may take part and vote in a general meeting in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 11.8.5. A Voting Member who participates in a meeting mentioned in Rule 11.8.4 is taken to be present at the meeting.

#### 11.9. Voting Procedure

- 11.9.1. Save where otherwise specifically required by provisions of the Act or by any other rule of the Association, every question, matter or resolution shall be determined by a simple majority of votes of members present, entitled to vote and voting. Abstentions shall be disregarded for all purposes, that is to say that, whether or not a majority of votes exists will be determined by counting only those votes cast by members present and entitled to vote and voting.
- 11.9.2. For the election of Officers and Life Members and in any instance where not less than twenty five (25%) of the members present and entitled to vote demand a ballot, voting shall take place by secret ballot.
- 11.9.3. The chair shall appoint a Returning Officer and two (2) Scrutineers for that purpose

and the result of the ballot as declared by the chair shall be deemed to be the resolution of the meeting at which the ballot was demanded.

- 11.9.4. In all other cases voting shall take place by a show of hands or a division of members.
  - 11.9.5. Except where Rule 5.3.5 applies, a Management Committee Member or Delegate (as the case may be) shall vote in person but may vote by proxy with the leave, and only with the leave, of the chair of the meeting, who shall not refuse leave unreasonably, provided that, in any event, a proxy vote may be cast only with respect to a resolution to which the instrument applies. Each valid instrument shall be deemed also to confer authority to demand or join in demanding a secret ballot.
  - 11.9.6. The instrument appointing a proxy will be invalid unless the same indicates the manner in which the proxy is required to vote in respect of each resolution to which the instrument applies. Each valid instrument shall be deemed also to confer authority to demand or join in demanding a secret ballot.
  - 11.9.7. Without limiting the effect of Rules 11.9.5 and 11.9.6, the instrument appointing a proxy shall be deposited with the chair of the meeting prior to the meeting or prior to the appointer leaving the meeting.
- 11.10. Recording of Determinations
- 11.10.1. Unless a poll is demanded under Rule 11.9.1, a declaration by the chair 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.
  - 11.10.2. If a poll is duly demanded under Rule 11.9.1 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 11.11. Minutes
- The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every General Meeting to be maintained to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every General Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding General Meeting; provided that the minutes of any Annual General Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding General Meeting or Annual General Meeting.

## 12. ANNUAL GENERAL MEETING

### 12.1. Convening a Meeting

- 12.1.1. An Annual General Meeting of the Association shall be held in accordance with the Act and this Constitution and on a date no later than three months after the end of the financial year.

### 12.2. Notice of AGM

- 12.2.1. The Secretary shall cause notice of the Annual General Meeting to be given in writing to all Members entitled to attend.
- 12.2.2. The Auditor shall also be entitled to receive notice of the Annual General Meeting, which shall be sent to their last notified address.
- 12.2.3. The notice shall be forwarded not fewer than twenty-eight (28) days prior to the meeting and shall:
  - i. specify the place and day and hour of meeting;

- ii. call for nominations for those positions in respect of which elections will be held;
- iii. call for notices of motion and items for inclusion on the agenda; and
- iv. the closing date for items (ii) and (iii) above to be submitted.

### 12.3. Agenda

- 12.3.1. Not later than seven (7) days prior to the date of the Annual General Meeting, the Secretary shall forward to all Members entitled to attend the meeting:
  - i. the agenda for the meeting stating the business to be transacted
  - ii. a copy of the Auditor's Report and statements of account;
  - iii. any notice of motion received from Voting Members;
  - iv. the nominations for those positions in respect of which elections will be held; and
  - v. every other document required under the Act (if any).

### 12.4. Business to be Transacted

- 12.4.1. The business to be transacted at the Annual General Meeting includes but is not limited to:
  - i. receipt and confirmation of minutes of previous Annual General Meeting (where necessary);
  - ii. receipt of the annual report of the Association;
  - iii. receipt of the fully audited Balance Sheet and Financial Statements together with the auditor's report for adoption;
  - iv. amendments or alterations to the Rules and By Laws of the Association;
  - v. determination of the annual membership fees for the coming year;
  - vi. election of the Association Patron/s, Auditor and persons to those positions more particularly described in Rule 10.2.2; and
  - vii. election of life members (where applicable).

## 13. FINANCE AND ACCOUNTS

### 13.1. Application of Income

- 13.1.1. The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 13.1.2. Except as prescribed in this Constitution or the Act:
  - i. 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
  - ii. no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Officer.
- 13.1.3. Nothing in Rules 13.1.1 or 13.1.2 shall prevent payment in good faith of or to any Member for:
  - i. any services actually rendered to the Association whether as an employee, Director or otherwise;
  - ii. goods supplied to the Association in the ordinary and usual course of operation;
  - iii. interest on money borrowed from any Member;
  - iv. rent for premises demised or let by any Member to the Association; or

- v. any out-of-pocket expenses incurred by the Member on behalf of the Association; and
- vi. 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.

#### 13.2. Financial Year

The financial year of the Association shall commence on the first (1<sup>st</sup>) day of May each year and shall terminate on the thirtieth (30<sup>th</sup>) day of April the following year.

#### 13.3. Financial Reports

- 13.3.1. Proper accounting and other records shall be kept in accordance with the Act and shall be kept in the care and control of the Treasurer.
- 13.3.2. The Treasurer will submit a copy of the financial reports to each Management Committee meeting for their consideration.

#### 13.4. Funds and Accounts

- 13.4.1. The funds of the Association shall be banked in the name of the Association in an account with such financial institution as the Management Committee shall determine from time to time and shall be dealt with at the discretion of the Management Committee.
- 13.4.2. All monies received by or on behalf of the Association shall be banked as soon as practical after receipt thereof.
- 13.4.3. The amount of petty cash to be held from time-to-time and all expenditure shall be approved and ratified in accordance with the relevant By-Law.
- 13.4.4. All accounts for payment must be approved and ratified in accordance with the relevant By-Law. Payment may be made by an approved negotiable instrument including cheque, credit card or electronic funds transfer. All cheques shall be endorsed "not negotiable". A negotiable instrument issued by the Association must be signed by any two of the following Association members:-
  - i. the President;
  - ii. the Vice-President;
  - iii. the Secretary;
  - iv. the Treasurer
- 13.4.5. No officials shall sign a cheque or other negotiable instrument for or on behalf of the Association, unless the name of the payee and the amount to be paid is already endorsed in full on the document prior to the signature being placed thereon.

#### 13.5. End of Financial Year Reports

- 13.5.1. As soon as is practical after the end of each financial year of the Association, the Treasurer shall cause the preparation of a report containing particulars of:
  - i. the income and expenditure of the Association during that financial year; and
  - ii. the assets and liabilities of the Association at the close of that financial year including details of all mortgages, charges and securities encumbering in any way the property of the Association and any guarantees provided by the Association.
- 13.5.2. The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor, an accountant or an approved person at the conclusion of each Financial Year. A report shall be submitted to the Management Committee at the conclusion of the audit process.
- 13.5.3. The Management Committee shall submit the report, including the statements of

account of the Association, to the Members at the Annual General Meeting in accordance with this Constitution and the Act.

- 13.5.4. 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 months (3) after such approval or adoption.

#### 14.BY-LAWS

- 14.1. The Management Committee may formulate, issue, adopt, interpret and amend from time to time, By-Laws not inconsistent with these Rules for the proper advancement, management and administration of the Association, its Objects and Softball in Brisbane as it thinks necessary or desirable.
- 14.2. Such By-Laws must be consistent with the Constitution, the SAL Constitution, the SQL Constitution, any By-Laws made by SAL and SQL and any policy directives of the Management Committee.
- 14.3. The Management Committee shall not make any By-Laws for the purpose of amending in any way the amounts or levels of any registration fees set or determined by the Association at its Annual General Meeting except where the impost is levied subsequent to a General Meeting by SAL, or by SQL including any increase in the insurance premiums.

#### 15.COMMON SEAL AND DOCUMENTS

- 15.1. The Management Committee shall provide for safe custody of the common seal of the Association such common seal to be used only by authority of the Management Committee and every instrument to which the common seal is affixed shall be signed by two officers of the Association.
- 15.2. The Management Committee also shall provide for the safe custody of all books, instruments of title and securities belonging to the Association or to which the Association is a party or in which the Association is otherwise interested and no such items shall be destroyed without the authority of the Management Committee.
- 15.3. Without limiting in any way the effect of Rule 15.2, all documents having any relevance to the taxation affairs of the Association shall be retained by the Management Committee in safe custody for not fewer than eight (8) years after the end of the financial year in which they were created or acquired or for such longer period as the Commissioner of Taxation or any other relevant revenue authority shall require or recommend.

#### 16.WINDING UP AND DISTRIBUTION OF SURPLUS ASSETS

- 16.1. Subject to this Constitution the Association may be wound up in accordance with the Act.
- 16.2. If upon winding up or dissolution of the Association there remains after payment and 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 Association and which prohibits the distribution of its or their income and property among its or their Members to an extent at least the same extent as is provided for in these Rules. Such organisation is to be determined by the Members in General Meeting at or before the time of dissolution, or failing any such determination by the members in a general meeting, in accordance with the Act.

#### 17.INDEMNITY

No association or person shall possess any claim or right of action at law or in equity against the Association, any of its officers, or any other appointed person, or officials arising out of any act, matter or thing done or omitted to be done by any such officer or other person in the bona fide performance of his/her duty or the bona fide exercise of any power invested in any such officer or other person by the Rules or By-Laws of the Association, and each and every member of the Association including each and every member of any affiliated association shall indemnify and hold indemnified every officer and other person hereinbefore referred to against all claims, demands, charges, liabilities, costs, losses or damages which such officer or other person may become liable in resisting any action brought contrary to the provisions of this Rule.

## 18.ALTERATION OF RULES

- 18.1. Subject to the Act, these Rules may be amended, repealed or added to at any time and from time to time by a special resolution at any General Meeting of the Association by a by a majority of not less than seventy-five percent (75%) of the votes of members present, entitled to vote and voting.
- 18.2. Abstentions shall be disregarded for all purposes, that is to say that, whether or not a majority of not less than seventy-five percent (75%) of votes exists will be determined by counting only those votes cast by members present and entitled to vote and voting.
- 18.3. These Rules shall be deemed to have repealed all previous Rules of the Association but, save and except as may be specifically provided herein, these Rules shall not affect any right, duty or liability in respect of any act, matter or thing done or commenced, acquired or imposed pursuant to any previous Rules of the Association.
- 18.4. However an amendment, repeal or addition is valid only if it is registered by the chief executive officer of the Government department administering the Act.

## 19.TRANSITIONAL PROVISIONS

- 19.1. The Constitution current as at 9 February 2015 is repealed.
- 19.2. Any appointment made or motion passed under the Constitution hereby repealed, if in force at the commencement of this Constitution, shall continue in force as far as practical as if moved and passed under this Constitution.

END OF CONSTITUTION