

**Softball Campbelltown
Incorporated.**

CONSTITUTION

Adopted 23 July 2013

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CONSTITUTION
of
SOFTBALL CAMPBELLTOWN INCORPORATED

1. NAME OF ASSOCIATION

The name of the association is Softball Campbelltown Incorporated (“the Association”). The Association shall be classified as a District Association and as such will be fully affiliated with the Softball NSW Inc.

2. OBJECTS OF ASSOCIATION

The objects for which the Association is established and maintained are to:

- a. encourage, promote, develop, conduct and manage the game of Softball and select representative teams within the Campbelltown Area as determined by Softball NSW Inc.
- b. affiliate and liaise with Softball NSW Inc. on behalf of the Members; use and protect the Intellectual Property;
- c. pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further these Objects;
- d. further develop the Association into an organised institution; promote the health and safety of Members;
- e. establish and conduct educational programs in conjunction with the Association for officials in the implementation and interpretation of Softball rules and standards;
- f. adopt and implement (as required) appropriate policies, including policies in relation to equal opportunity, equity, drugs in sport, health, safety, junior and senior Softball programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Softball;
- g. in accordance with the Associations regulations adopt and implement (as required) Softball competition rules and regulations and such other matters as arise from time to time as issues to be addressed in Softball;
- h. represent the interests of its Members generally in any appropriate forum; have regard to the public interest in its operations;
encourage and promote performance-enhancing drug free competition; and
- i. undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. DEFINITIONS AND INTERPRETATION

3.1 Definitions

In this Constitution unless the contrary intention appears, these words shall have the following meanings:

“**Affiliate**” means a team, school and clubs in the Associations Area who shall affiliate to the Association.

“**Affiliation**” means the Association will affiliate to Softball NSW the State Sporting Organisation.

“**Association**” means the Softball Campbelltown Incorporated.

“**Association Area**” means the area of the Association as determined by Softball NSW Inc and/or its affiliate i.e. Campbelltown.

“**Committee of Management**” means the body consisting of the Office Bearers of the Association.

“**Committee Member**” a member of the Committee of Management being elected or appointed in accordance with these regulations

“**Clubs**” means Softball Clubs in the Association Area.

“**Club Member**” means a registered financial member of the Association.

“**Constitution**” means this Constitution and includes the Regulations.

“**Delegate**” means the person appointed from time to time by an Affiliate under **Rule 4**.

“**Financial Year**” means the year ending 30th June in each year.

“**Fees**” means fees made by the Annual General Meeting of the Association under **Rule 7**

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

“**Individual Member**” means a registered financial member of the Association i.e. player, coach, umpire, official and others deemed as individual member under **Rule 4**.

“**Intellectual Property**” means all rights 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 a person appointed as a life member under **Rule 4.3**.

“**Member**” means a member for the time being of the Association under **Rule 4**.

“**Objects**” means the objects of the Association in **Rule 2**.

“**Regulations**” means Regulations, by-laws or policies made by the Committee of Management of the Association under **Rule 38**.

“**Special Resolution**” means a special resolution passed in accordance with the Act.

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

“**Teams**” means Softball teams in the Association Area.

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

3.3 Severance

If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, 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 or affecting the validity or enforceability of that provision in any other jurisdiction.

3.4 The Act

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

4. MEMBERSHIP

4.1 Categories of Members

The Members of the Association shall consist of:

- a. **Affiliated Clubs**, which subject to these Rules, shall be represented by a Club Delegate, who shall have the right to be present, debate and vote on behalf of the Affiliated Club at General Meetings;

- b. **Individual Members**, who are players, coaches, officials must be financial members and shall have the right to be present and to debate at meetings within their own Club.
- c. **Life Members**, who subject to these Rules, shall have the right to be present and debate at meetings of the Association, but who shall not have voting rights.
- d. Such new categories of Members, created in accordance with **Rule 5.2**.

4.2 Creation of New Categories

The Committee of Management has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights without an amendment to this Constitution.

4.3 Life Members

- a. The Committee of Management may recommend to the Annual General Meeting that any person, who has rendered distinguished or special service to the Association, may be granted Life Membership.
- b. A resolution of the Annual General Meeting to confer Life Membership on the recommendation of the Committee of Management must be passed by a Special Resolution. The vote on such resolution will be taken by secret ballot and will be by majority.
- c. Member Clubs may recommend to the Committee of Management a person who has rendered distinguished or special service for consideration as a Life Member.

5.0 MEMBERSHIP REGULATIONS

Unless otherwise provided by, but always subject to this Constitution, the conditions, obligations and privileges of all categories of membership shall be as prescribed in the Regulations. The Association may adopt the Regulations of Softball NSW

6. APPLICATION FOR MEMBERSHIP

6.1 Application

- a. An application for membership must be: in writing on the form prescribed by the Committee of Management from time to time and accompanied by the appropriate fee and
- b. otherwise in compliance with the requirements set out in the Regulations (if any).

6.2 Discretion to Accept or Reject Application

- a. The Association may accept or reject an application whether the applicant has complied with the requirements in **Rule 6.1** or not. The Association will make a decision on an application within **28 days** of receiving the application.
- b. Where the Association accepts an application, the applicant will become a Member.
- c. Membership of the Association will commence upon acceptance of the application by the Association for 1 financial year.

- d. If the Association rejects an application, the Association will refund any fees forwarded with the application, and the application will be deemed rejected by the Association. Reasons for rejecting an application should be provided privately if requested.

7.0 RENEWAL OF MEMBERSHIP

- a. Members must renew their membership with the Association annually in accordance with the procedures set down by the Association By-laws
- b. Individual persons must renew their membership with the Association to remain registered in accordance with such procedures as are applicable from time to time.

8.0. SUBSCRIPTIONS, FEES AND LEVIES

The annual membership subscription fees and any levies payable by Members, including the time for and manner of payment, may be determined by the Committee of Management from time to time and must be approved by the AGM.

- 8.1 A member of the association must, on admission to membership, pay to the association the prescribed fee
- 8.2 In addition to any amount payable by the member under subclause 7.1 a member of the association must pay to the association the annual membership fee determined by the AGM
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year on becoming a member and before 1 July in each succeeding calendar year.

9. REGISTER OF MEMBERS

9.1 Register

The Association shall keep and maintain a register of Members in which shall be entered the full name, address, date of birth, class of membership together with the date on which the person became a member.

The register of members must be kept in New South Wales:

- (a) at the main premises of the association, or
- (b) if the association has no premises, at the association's official address.

9.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the Register, excluding the address of any Member, shall be available for inspection by Members, free of charge upon reasonable request.

A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

If a member requests that any information contained on the register about the member (other than the member's name) be available for inspection that information must not be made available for inspection.

A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- (b) any other purpose necessary to comply with requirement of the Act or the Regulation.

10. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- a. this Constitution constitutes an agreement between each of them and the Association and that they are bound by this Constitution and the Regulations;
- b. they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Committee of Management or any duly authorised Committee;
- c. by submitting to this Constitution and the Regulations they are subject to the control and jurisdiction of the Association;
- d. this Constitution and Regulations are necessary and reasonable for promoting the Objects;
- e. they are entitled to all benefits, advantages, privileges and services of the Association membership; and
- f. they will not become a party to any suit at law or equity, against the Association, any Member or any other person subject to this Constitution, until all remedies and avenues of appeal allowed by this Constitution have been exhausted, save with the written consent of the Association.

11. DISCONTINUANCE OF MEMBERSHIP

11.1 Notice of Resignation

- a. Any Member which or who has paid all monies due and payable to the Association may resign from the Association by giving one (1) months' notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member
- b. If an Affiliated Club ceases to be a Member under these Rules, the Association membership of all Individual Members affiliated or registered with or through the Affiliated Club shall not automatically cease at that time, but shall be dealt with at the discretion of the Committee.

11.2 Expiration of Notice Period

Upon the expiration of a notice given under **Rule 10.1(a)**, an entry, recording the date on which the Member who or which gave notice ceased to be a Member, and any other Members whose membership ceases at the time under **Rule 10.1(b)** shall be recorded in the Register.

11.3 Forfeiture of Rights

A Member ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association, its property including its Intellectual Property and all competition rights.

11.4 Position Lapses

The position of a member shall lapse immediately on cessation of membership of the Association.

12. DISCIPLINE OF MEMBERS

The Association shall adopt and apply the Softball NSW Member Protection Policy.

13. ANNUAL GENERAL MEETING

- a. The Annual General Meeting of the Association shall be held in accordance with the provisions of the Act at a venue to be determined by the Committee of Management. i.e. within 6 months after the close of the association's financial year.
- b. All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

14. SPECIAL GENERAL MEETINGS

14.1 Special General Meetings May be Held

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

14.2 Requisition of Special General Meetings

- a. The Committee of Management may by resolution convene a Special General Meeting. The Committee of Management shall also convene a Special General Meeting within **28 days** of receiving a requisition signed by a minimum of 50% of Club Delegates
- b. The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by Members with a right to vote making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by voting members making the requisition.
- c. If the Committee of Management does not cause a Special General Meeting to be held within 28 days after the date on which the requisition is sent to the Associations, Members with a right to vote making the requisition, or any of them, may convene a Special General Meeting to be held not later than one (1) month after that date.
- d. A Special General Meeting convened by voting 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 Committee of Management. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the Member with a right to vote incurring the expenses.

15. BUSINESS/NOTICES OF MOTION

15.1 Business of General Meetings

- a. The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee of Management and the election of the Office Bearers of the Committee of Management members in the place of those retiring.

- b. All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in **Rule 15.1(a)** shall be special business.

15.2 Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

15.3 Notices of motion

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the Secretary not less than 15 days (excluding receiving date and meeting date) prior to the General Meeting. Only a Member with a right to vote may submit a notice of motion in accordance with this Rule.

16. NOTICE OF GENERAL MEETINGS

16.1 Notice of General Meetings

- a. Notice of every General Meeting shall be given to every Affiliated Club at the address appearing in the register kept by the Association. 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 meeting.
- c. At least 21 days' notice of a General Meeting shall be given to Members, together with:
 - i. any notice of motion received; and
 - ii. the agenda for the meeting.

16.2 Notice of the Annual General Meeting

- a. Notice shall be given in accordance with **Rule 16.1 (a) and (b)**
- b. At least 28 days' notice of the Annual General Meeting shall be given to Members, together with:
 - i. nomination forms for Committee positions
 - ii. draft agenda
 - iii. calling for notices of motion
- c. 15 days prior to the AGM the final, full agenda shall be given to Members including:
 - i. details of nominees for the committee of management
 - ii. details of notices of motion

17 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 a minimum 50% of Club Delegates present.

18. PROCEEDINGS AT GENERAL MEETINGS

18.1 Adjournment of Meeting

- a. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall be adjourned until the same day in the next two (2) weeks at the same time

and place or to such other day and at such other time and place as the Committee of Management 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 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 other than the business left unfinished at the meeting from which the adjournment took place.
- c. When a meeting is adjourned for 28 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- d. Except as provided in **Rule 18.1(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

18.2 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided by secret ballot unless the meeting agrees (before a resolution is put) that a resolution can be decided on a show of hands.

18.3 Recording of Determinations

Unless a poll is demanded under **Rule 17.3**, 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.

18.4 Where Poll Demanded

If a poll is duly demanded under **Rule 17.3** 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.

19. VOTING AT GENERAL MEETINGS

19.1 Affiliated Clubs Entitled to Vote

- a. Each Affiliated Club shall have 1 vote at General Meetings which, subject to these Rules, shall be exercised by its Club Delegate. No other Member shall be entitled to vote.
- b. The Committee of Management shall have the right to attend and debate, but not vote, at General Meetings.

Only financial Member Clubs may vote, i.e. Those Members stipulated in **Rule 4.1** as having the right to vote at General Meetings shall be entitled to vote. Other Members shall, subject to this Constitution, have and be entitled to exercise those rights set out in **Rule 4.1** at General Meetings. Where a Member's annual subscription has not been paid within 30 days of the specified date or a Member is indebted to the Association for whatever sum for a period of 28 days or more, it shall not be entitled to exercise its rights set out in **Rule 4.1**.

19.2 Casting vote

Where voting at General Meetings is equal the chair may exercise a casting vote.

19.3 Methods of Voting

Where voting is required to be by secret ballot or where a poll is demanded the chair will appoint a returning officer and scrutineers. In the event of a ballot for the election of any Member the chair may not appoint any candidate for election as scrutineer or returning officer.

19.4 Postal or Electronic Voting

Postal or electronic voting shall be held in accordance with procedures prescribed by the Committee of Management. All postal or electronic voting shall be conducted under condition of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Committee of Management to conduct the ballot.

The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).

(2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

19.5 Proxy voting

Proxy voting shall not be permitted at General Meetings

19.6 Additional attendees at general meetings.

a. Life members will be invited to attend the general meeting of the association in accordance with **Rule 4.1(c)**

b. Member Clubs may have 1 observer attend general meetings of the association. They may speak if the meeting concurs, but shall not have a vote.

20. POWERS OF THE COMMITTEE OF MANAGEMENT

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 Committee of Management. The Committee of Management shall act in accordance with the Objects and shall operate for the benefit of the Members.

21. THE COMMITTEE OF MANAGEMENT

21.1 Composition of the Committee of Management

The Committee of Management shall comprise:

- a. seven (7) elected Members and;
- b. up to two (2) appointed Members

21.2 Election and Appointment of Committee Members

a. The elected Members shall be elected in accordance with **Rule 22**.

b. The appointed Members may be appointed in accordance with **Rule 23**.

21.3 Portfolios

The Committee of Management shall comprise the following portfolios: Chairman, Deputy Chair, Treasurer and Secretary in accordance with the ACT. The position of Public Officer shall be the Secretary. Other portfolios e.g.: MPIO, Publicity/Marketing will be assigned based on the needs of the Association from time to time.

22. ELECTION OF COMMITTEE OF MANAGEMENT

22.1 Nomination for Committee of Management

- a. Nominations for the Committee of Management shall be called for **28 days** prior to the Annual General Meeting. When calling for nominations details of the necessary qualifications and job descriptions for the positions shall be provided.
- b. Qualifications and job descriptions shall be as determined by the Committee of Management from time to time.
- c. Nominees for elected Member Positions on the Committee of Management must declare any position they hold in any other Association or Affiliate as a Member (howsoever described) or a full time employee.
- d. Committee members may not hold office in a Member Club, or be a Club delegate.
- e. The AGM shall elect the office-bearers of the association and ordinary committee members.
- f. Committee members are not entitled to vote at meetings of the Association.
- g. There shall be a restriction of no more than 2 Committee members may be from any one Club.

22.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form provided for that purpose;
- (c) signed by the Association's Treasurer to ensure that nominee is a financial member;
- (d) certified by the nominee (who must be an Individual Member) expressing their willingness to accept the position for which they are nominated; and
- (e) delivered (in person, by postal mail, facsimile or email) to the Association not less than fifteen (15) days before the date fixed for the holding of the Annual General Meeting.

22.3 Elections

- a. If the number of nominations received for the Committee of Management is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee of Management, then those nominated shall be declared elected if approved by a motion of confidence by the majority of Members entitled to vote. The Motion of confidence will be by secret ballot.
- b. If there are insufficient nominations received to fill all vacancies on the Committee of Management, nominations will be called from the floor of the AGM. If there are still insufficient nominations the positions will be deemed casual vacancies under **Rule 24.1**.

- c. If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Committee of Management.
- d. Voting shall be by secret ballot.
- e. Independent scrutineers and returning officers must be appointed.
- f. Voting papers will be destroyed at the conclusion of the meeting.

22.4 Term of Appointment

- a. For the first election of the Association the 4 candidates with the most votes will be elected for 2 years, and the remaining 3 will be elected for 1 year.
- b. Elected Members shall be elected in accordance with this Constitution for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or removal of Members, elected Members shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.
- c. Four (4) elected Members shall retire in each odd year and three (3) elected Members shall retire in each even year until, after two (2) years the seven (7) original elected Members have retired after which those elected Members (or their replacements) who first retired, shall retire and so on.
- d. Following the adoption of this Constitution, no person who has served as a Member for a period of three (3) consecutive full terms shall be eligible for election or appointment as a Member until the next annual general meeting following the date of conclusion of their last term as a Member (except in the 22.4 (e)).
- e. If a nomination is not received for a position prior to the AGM, an Elected Member who has already served three (3) consecutive terms may be called upon to stand in the position until such time as a replacement can be found.

23. APPOINTED COMMITTEE MEMBERS

23.1 Appointment of Committee Members

The elected Members may appoint up to two (2) appointed Members.

23.2 Qualifications for Appointed Member

The appointed Member may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Committee of Management composition. They do not need to be registered Members.

23.3 Term of Appointment

- a. Appointed Member may be appointed by the elected Member in accordance with this Constitution for a term of two (2) years, which shall commence from the first Committee of Management meeting after the Annual General Meeting until after the conclusion of the second Annual General Meeting following.

- b. Appointed Member may be appointed to ensure rotational terms that coincide with the elected Members' rotational terms.
- c. Should any adjustment to the term of appointed Member appointed under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Committee of Management.
- d. Following the adoption of this Constitution, no person who has served as a Member for a period of four consecutive full terms shall be eligible for election or appointment as a Member until the next annual general meeting following the date of conclusion of their last term as a Member.

24 COMMITTEE PORTFOLIOS/DUTIES

Duties of specific portfolios established for the needs of Softball and the association shall form part of the Bylaws or Regulations of the association, except in accordance with the Act

24.1 Secretary

- a. The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- b. It is the duty of the secretary to keep records of:
 - i. all appointments of office-bearers and members of the committee, and
 - ii. the names of members of the committee present at a committee meeting or a general meeting, and
 - iii. all proceedings at committee meetings and general meetings.
- c. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

24.2 Treasurer

It is the duty of the treasurer of the association to ensure that:

- a. all money due to the association is collected and received and
- b. all payments authorised by the association are made, and
- c. correct books and accounts are kept showing the
- d. financial affairs of the association, including full details
- e. of all receipts and expenditure connected with the
- f. activities of the association.

25. VACANCIES on the Committee of Management

25.1 Casual Vacancies

Any casual vacancy occurring in the position of Member may be filled by the remaining Member from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Member's term under this Constitution.

25.2 Grounds for Termination of a Committee Member

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

- a. dies;
- b. becomes bankrupt or makes any arrangement or composition with their 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 their office in writing to the Association;
- e. is absent without the consent of the Committee of Management from meetings of the Committee of Management held during a period of 6 months;
- 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 their interest;
- h. in the opinion of the Committee of Management (but subject always to **Rule 11**):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
 - (ii) 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.

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

26. COMMITTEE MEETINGS AND QUORUM

26.1 Committee of Management to Meet

The Committee of Management shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. The Committee should meet at least 6 times a year

26.2 Notice of Committee of Management Meetings

Unless all Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 14 days written notice of the meeting of the Committee of Management shall be given to each Member. The agenda shall be forwarded to each Member not less than seven (7) days prior to such meeting.

26.3 Quorum

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

26.4 Chairing of Committee of Management meetings

The elected Chairman shall be the nominal head of the Association and will act as chair of any Committee of Management meeting or General Meeting at which they are present.

If the chairman is not present, or is unwilling or unable to preside the deputy chairpersons will preside as chair for that meeting only. If the deputy chairperson is not present or willing or unable to preside the remaining Members shall appoint one (1) of the remaining Members to preside as chair for that meeting only.

26.5 Decisions of Committee of Management

Subject to this Constitution, questions arising at any meeting of the Committee of Management shall be decided by a majority of votes. All Members shall have one (1) vote on any question. The chair shall have a casting vote where voting is equal.

26.6 Resolutions not in Meeting

a. A resolution in writing signed or assented to by facsimile, email or other form of electronic communication by all the Members shall be as valid and effectual as if it had been passed at a meeting of 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 Members.

c. Without limiting the power of the Committee of Management to regulate their meetings as they think fit, a meeting of the Committee of Management may be held where one (1) or more of the Member 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 electronic form of communication;

(ii) notice of the meeting is given to all the Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee of Management and such notice specifies that Members are not required to be present in person;

(iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Members which constitutes a quorum, and none of such Members are present at the place where the meeting is deemed by virtue of the further provisions of this clause to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;

(iv) any meeting held where one (1) or more of the Member is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Member is there present and if no Member is there present the meeting shall be deemed to be held at the place where the chair of the meeting is located.

27. CONFLICTS

27.1 Committee Members' Interests

A 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 Committee of Management. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Member is in any way interested will be void unless approved by the Committee of Management.

27.2 Conflict of Interest

A Member shall declare their interest in any:

- a. contractual matter;
- b. selection matter;
- c. disciplinary matter;
- d. or other financial matter;

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

27.3 Disclosure of Interests

The nature of the interest of such Member must be declared by the Member at the meeting of the Committee of Management at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Committee of Management after the acquisition of the interest. If a Member becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Committee of Management held after the Member becomes so interested.

27.4 General Disclosure

A general notice that a 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 27.3** as regards such Member and the said transactions. After such general notice it is not necessary for such Member to give a special notice relating to any particular transaction with that firm or company.

27.5 Recording Disclosures

Any declaration made or any general notice given by a Member in accordance with **Rules 27.3** and **27.4** must be recorded in the minutes

28. DELEGATIONS

28.1 Committee of Management may Delegate Functions

- a. The Committee may, in writing, create or establish or appoint from among its own members, the Members of the Association or otherwise, Sub-Committees, individual

officers or consultants to carry out such duties and functions, and with such powers, as the Committee determines.

- b. It is expressly acknowledged that any entity exercising delegated powers shall have the right to co-opt persons with appropriate experience or expertise to that entity, subject to the Committee's right of veto in respect of that person or anything to the contrary contained in these Rules.

28.2 Delegation to an Instrument as defined in 28.1

The Committee of Management may in the establishing the instrument delegate such functions as are specified for the Committee other than:

- a. this power of delegation; and
- b. a function imposed on the Committee of Management by the Act, any other law or this Constitution.

28.4 Delegated Function Exercised in Accordance With Terms

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

28.4 Procedure of Delegated Entity

To the extent that no other provision is made in Regulations or in the instrument of delegation, the procedures for any entity exercising delegated power shall, subject to these Rules and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee of Management. The entity exercising delegated powers shall make decisions in accordance with the objects and purposes of the Association, and shall promptly provide the delegating authority with details of all material decisions and shall provide any other reports, minutes and information as the delegating authority or the Association may require from time to time.

28.5 Delegation may be Conditional

A delegation under this Rule 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.

28.6 Revocation of Delegation

The Committee of Management may, in writing, revoke wholly or in part any delegation made under this Rule, and may amend or repeal any decision made by such body or person under this Rule.

29. RECORDS AND ACCOUNTS

29.1 Custody and Inspection

The Committee of Management shall keep in its custody or control all books, documents and securities of the Association. A Member entitled to vote may upon reasonable notice to the Association, inspect the books, documents and securities of the Association free of charge.

29.2 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 Committee of Management (or if there is an Executive Officer, the Executive Officer).

29.3 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.

29.4 Committee of Management to Submit Accounts

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

29.5 Accounts to be sent to Members

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

29.6 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Committee of Management Members or in such other manner as the committee determine.

29.7 Authorised signatories

The Committee of Management will at their first meeting following the AGM, authorise 3 elected members of the committee as signatories to the accounts.

- a. Any two signatures will be able to sign the accounts.
- b. The treasurer must be one of the authorised signatories

30. SOURCES OF FUNDS

30.1 Source of Funds

The funds of the Association shall be derived from membership fees, donations and such other sources as the Committee of Management determines.

The income and property of the Association shall be applied solely towards the promotion of the Objects. 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, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

31. AUDITOR

(a) The Committee of Management shall determine at its first meeting following the Annual General Meeting if it needs to appoint a qualified auditor under the Act. The auditor's duties shall be regulated in accordance with the Act.

(b) If an auditor is appointed the accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor to be presented at the Annual General Meeting.

33. SERVICE OF NOTICES

33.1 Manner of Notice

(a) Notices may be given by the Association to any Member by sending the notice by pre-paid post, facsimile transmission or by electronic mail, to the Member's registered address or facsimile number or electronic mail address.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.

34. PATRONS AND VICE PATRONS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Committee of Management a chief patron, patrons and vice- patrons.

35. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution in accordance with the Act.

36. DISSOLUTION

36.1 Liability of Members

The liability of the Members of the Association is limited in accordance with the requirements of the Act.

36.2 Member's Contribution

Every voting Member undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Association and the costs, charges and expenses of winding up, such amount not to exceed \$1.00.

36.3 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 property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the Objects and which prohibits the distribution of its income and property among its Members and which is also not carried on for the profit or gain to its Members. Such body or bodies shall be determined by the Members at or before the time of dissolution or in accordance with the Act.

37. INDEMNITY

a. Every 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 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 against all damages and losses (including legal costs) for which any such Member 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 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.

38. REGULATIONS AND BYLAWS

38.1 Committee of Management to Formulate Regulations

The Committee of Management shall adopt the regulations of the Softball NSW. Such Regulations must be consistent with this Constitution. The Committee of Management may formulate additional regulations in line with Softball NSW or its affiliate's policy.

38.2 Regulations Binding

All Regulations made under this Rule shall be binding on the Members.

38.3 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by Committee of Management and prepared and issued by the Association. Bulletins are binding upon all Members.

39. PUBLIC OFFICER

- a. the Secretary shall be appointed the public officer in accordance with the Act.
- b. the public officer must be an elected Member of the Committee of Management.
- c. the public officer must be over 18 years of age and a resident of New South Wales.
- d. the public officer is by virtue of that office, an authorised signatory for the association
- e. the committee must fill any vacancy in the office of public officer within 28 days of that vacancy and
- f. the new public officer must advise Fair Trading the details of the appointment within 28 days of taking office.
- g. the former public officer must ensure that all documents of the association in their possession are delivered to a committee member within 14 days of vacating office.

40. GRIEVANCE PROCEDURES

Refer to Softball NSW Member Protection Policy.

41. FINANCIAL YEAR

The financial year of the association is:

- a. the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- b. each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.