



# Baseball NSW Constitution

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# ASSOCIATIONS INCORPORATION ACT (1984) (NSW) CONSTITUTION

## OF

### NEW SOUTH WALES BASEBALL LEAGUE INCORPORATED PART I –

#### OBJECTS, POWERS AND INTERPRETATION

##### 1. NAME OF LEAGUE

The name of the League is New South Wales Baseball League Incorporated ("**League**").

##### 2. OBJECTS OF LEAGUE

The League is the peak body for the administration of the sport of baseball in New South Wales. The objects for which the League is established and maintained are to:

- (a) participate as a member of the ABF Federation Incorporated ("ABF") through and by which the sport of baseball can be conducted, encouraged, promoted, advanced and administered;
- (b) provide for the conduct, encouragement, promotion and administration of baseball throughout New South Wales;
- (c) ensure the maintenance and enhancement of the League and baseball, its standards, quality and reputation for the benefit of the Members and baseball;
- (d) at all times promote mutual trust and confidence between the League, ABF, the other Member States and the Members in pursuit of these Objects;
- (e) to regulate and manage baseball and its participants within NSW (Associations, Clubs and individuals), and resolve issues arising between these participants (including making decisions) that are in the best interests of the sport as a whole within NSW;
- (f) use and protect the Intellectual Property;
- (g) apply the property and capacity of the League towards the fulfilment and achievement of these Objects;
- (h) review and/or determine any matters relating to baseball in New South Wales which may arise, or be referred to it, by any Member;
- (i) act as arbiter on all matters pertaining to the conduct of baseball in New South Wales, including disciplinary matters;
- (j) pursue commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of baseball in New South Wales;
- (k) formulate or adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in baseball;
- (l) represent the interests of its Members and of baseball generally in any appropriate forum in New South Wales;
- (m) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in baseball competitions and to award trophies and rewards to successful competitors;
- (n) encourage and promote performance-enhancing drug-free competitions;
- (o) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

### 3. POWERS OF LEAGUE

Solely for furthering the objects set out above the League has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

### 4. INTERPRETATION

#### Definitions:

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

**“Act”** means the Associations Incorporation Act (1984) (NSW) or any other act under which the League may be incorporated from time to time.

**“Affiliated Club”** means a club (whether incorporated, unincorporated or otherwise) that is affiliated to a Regional Association.

**“ABF”** means the Australian Baseball Federation Incorporated, being the national peak body for the sport of baseball in Australia.

**“ABF Constitution”** means the constitution of the ABF as amended from time to time and any by-laws of ABF as amended from time to time.

**“Audit Committee”** means the committee established under **Rule 34.4**.

**“Board”** means the body consisting of the Directors under **Rule 26**.

**“By-law”** means any by-law, regulation or policy made by the Board under **Rule 35**.

**“Delegate”** means the person elected or appointed from time to time by a Voting Affiliate to act for and on behalf of that Voting Affiliate and represent the Voting Affiliate at Council and General Meetings or otherwise.

**“Director”** means a member of the Board elected or appointed in accordance with this Constitution and includes the Elected Directors and the Independent Directors.

**“Chief Executive Officer”** means the person who is appointed under this Constitution to carry out the duties set out in **Rule 32**, whether known as the Chief Executive Officer, general manager or otherwise.

**“Council”** means the body consisting of the Voting Affiliates represented by their Delegates.

**“Country League Standing Committee”** means the body established under **Rule 34.3** which is responsible for the conduct of country baseball competitions on behalf of the League.

**“Financial Year”** means the year commencing **September 1<sup>st</sup>** of the preceding year and ending **August 31<sup>st</sup>** in the current year.

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

**“Independent Director”** means a Director appointed under **Rule 28**.

**“Individual Member”** means a registered financial individual member of the League, a Voting Affiliate or an Affiliated Club, and includes Players.

**“Intellectual Property”** means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the League or any event, competition or activity of or conducted, promoted or administered by the League.

**“Junior League Standing Committee”** means the body established under **Rule 34.3** which is responsible for the conduct of junior baseball competitions on behalf of the League.

**“Elected Director”** means a Director elected under **Rule 27**.

**"Life Member"** means an individual upon whom life membership of the League has been conferred under **Rule 7.3**.

**"State League Club"** means a baseball club that participates in the State League Competitions conducted by the League from time to time and which is recognised as a Voting Affiliate by the League.

**" State League Competition"** means the premier baseball competition in New South Wales directly controlled by the League.

**" State League Standing Committee"** means the body established under **Rule 34.3** which is responsible for the conduct of the State League Competition on behalf of the League.

**"Member"** means a member for the time being of the League under **Part III** of this Constitution.

**"Member State"** means an entity recognised under the ABF Constitution to administer the sport of baseball in a particular State or Territory.

**"Nominations Committee"** means the committee established under Rule 34.5.

**"Participants"** means any individual member, club, association, league or stakeholders involved with the sport of Baseball in NSW.

**"Players"** means those Individual Members who participate as players in baseball competitions conducted by a Voting Affiliate.

**"Regional Association"** means an organisation that conducts baseball competition(s) in a particular geographic region and is recognised as a Voting Affiliate by the League.

**"Scorer's Association"** means the organisation representing the interests of baseball scorers recognised as a Voting Affiliate by the League.

**"Seal"** means the common seal of the League.

**"Special Resolution"** means a resolution passed:

- (a) at a General Meeting of the League of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Member in accordance with this Constitution; and
- (b) by at least three-quarters of votes of those Members who, being entitled to vote, vote in person or by proxy at the meeting.

**"State Acts"** means the Member States' incorporation legislation (by whatever name called) governing the Members, including the Act.

**"State Delegate"** means the Individual Member appointed by the Board to represent the League at general meetings of the ABF in accordance with this Constitution and the ABF Constitution;

**"Standing Committee"** means the standing committees established by the Board under **Rule 34.3(a)**.

**"Umpire's Association"** means the organisation representing the interests of baseball umpires recognised as a Voting Affiliate by the League.

**"Voting Affiliate"** means a Member of the League (including State League Clubs, Regional Associations, the State League Standing Committee, Junior League Standing Committee, Country League Standing Committee, Winter League Standing Committee, Umpire's Association and Scorer's Association) which has the right to appoint a Delegate to attend, debate and vote on behalf of the Voting Affiliate at General Meetings in accordance with **Rule 7**.

**"Winter League Standing Committee"** means the body established under **Rule 34.3** which is responsible for the conduct of the State League winter competition.

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

## 4.3 Severance

If any provision of this Constitution or any phrase contained in it 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. If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

## 4.4 Expressions in 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.

## PART II – LEAGUE AND VOTING AFFILIATE CONSTITUTIONS

### 5. STATUS AND COMPLIANCE OF LEAGUE

#### 5.1 Recognition of League

For as long as the League is recognised as a Member State of the ABF and controlling authority for the sport of baseball in New South Wales it shall be subject to compliance with the ABF Constitution. The League shall administer the sport of baseball in New South Wales in accordance with the objects of the League.

#### 5.2 Compliance of League as a MemberState

The Members acknowledge and agree the League shall:

- (a) Be incorporated in New South Wales;
- (b) elect or appoint 1 State Delegate to represent it at general meetings of the ABF in accordance with this Constitution and the ABF Constitution;
- (c) provide the ABF with copies of its audited accounts, annual report and other associated documents within 30 days of the League's annual general meeting;
- (d) adopt in principle, the objects of the ABF and adopt rules that reflect and which are, to the extent permitted or required by the Act, generally in conformity with the ABF Constitution;
- (e) apply its property and capacity in pursuit of the objects of the ABF, the League and the sport of baseball;
- (f) do all that is reasonably necessary to enable the objects of the ABF and the League to be achieved;
- (g) act in good faith and loyalty to ensure the maintenance and enhancement of the ABF, the League and the sport of baseball, its standards, quality and reputation for the collective and mutual benefit of the Members and the sport of baseball;
- (h) at all times operate with, and promote, mutual trust and confidence between the ABF, the League and the Members in pursuit of these objects;
- (i) at all times act on behalf of and in the interests of the Members and the sport of baseball; and
- (j) abide by the ABF Constitution.



## 6. VOTING AFFILIATE CONSTITUTIONS

### 6.1 Compliance of Voting Affiliates

The Voting Affiliates acknowledge and agree that each of them shall:

- (a) be incorporated in New South Wales (unless otherwise recognised as a Standing Committee under **Rule 34.3**);
- (b) elect or appoint 1 Delegate to represent it at General Meetings of the League;
- (c) recognise the League as the state peak body for the sport of baseball in New South Wales;
- (d) generally, have regard to the objects of the League, and in particular the object to create a single uniform entity for the conduct, promotion, encouragement and administration of the sport of baseball, in any matters of the Voting Affiliate pertaining to the sport of baseball; and
- (e) abide by this Constitution.

### 6.2 Constitution of the Voting Affiliate

- (a) The constituent documents of each Voting Affiliate shall clearly reflect the objects of the League and will conform with this Constitution, subject to any requirements in the Act, and at least to the extent of:
  - (i) the objects of the League;
  - (ii) the structure and membership categories of the League;
  - (iii) recognising the League as the state peak body for the sport of baseball in New South Wales;
  - (iv) recognising the League as the final arbiter on matters pertaining to the sport of baseball in New South Wales, including disciplinary proceedings and the ABF as the final arbiter on matters pertaining to the sport of baseball in Australia, including disciplinary proceedings;
  - (v) such other matters as are required to give full effect to the League's Constitution; with such incidental variations as are necessary having regard to the Act.
- (b) Each Voting Affiliate shall take all steps necessary to ensure its constituent documents are in conformity with the League's Constitution at least to the extent set out in **Rule 6.2(a)** and shall ensure its documents are amended in conformity with future amendments made to the League's Constitution, subject to any prohibition or inconsistency in the Act.
- (c) Upon request, each Voting Affiliate shall provide to the League a copy of its constituent documents and all amendments to these documents. Each Voting Affiliate acknowledges and agrees that the League has the power to veto any provision in its constituent documents which, in the League's reasonable opinion, is contrary to the objects of the League.

### 6.3 Voting Affiliate Register

Each Voting Affiliate shall maintain, in a form and with such details as are acceptable to the League, a register of all Affiliated Clubs and Individual Members of the Voting Affiliate. Each Voting Affiliate shall provide a copy of the register at a time and in a form acceptable to the League and shall provide prompt and regular updates of the register to the League when requested by the League.

## PART III – MEMBERSHIP

### 7. MEMBERS

#### 7.1 Category of Members

The Members of the League shall consist of:

- (a) Voting Affiliates, who subject to this Constitution, shall be represented by their Delegate who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Voting Affiliate;
- (b) Affiliated Clubs, who subject to this Constitution, may attend and debate at General Meetings, but have no right to vote at General Meetings;
- (c) Individual Members, who are subject to this Constitution, may attend and debate at General Meetings, but have no right to vote at General Meetings;
- (d) Life Members, who are subject to this Constitution, may attend and debate at General Meetings, but have no right to vote at General Meetings;
- (e) such new categories of Members, created in accordance with **Rule 7.2** below.

#### 7.2 Creation of New Categories

The Board 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.

#### 7.3 Life Members

- (a) Each year the Board will call for nominations from Voting Affiliates for persons to be considered for life membership of the League. The Board may recommend to the Annual General Meeting that one or more persons (but not more than two persons in any single year) duly nominated and who have rendered distinguished or special service to the sport of baseball at the state level, have life membership conferred on them.
- (b) A resolution of the Annual General Meeting to confer life membership must be passed by Special Resolution. The vote on such a resolution will be taken by secret ballot.
- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.

### 8. VOTING AFFILIATES

#### 8.1 Incorporation

- (a) To be eligible for membership, a Voting Affiliate must be incorporated or in the process of incorporation, which process shall be complete within 1 year of applying for membership under this Constitution.
- (b) For such time as a Voting Affiliate is not incorporated, the secretary of any such unincorporated Voting Affiliate shall be deemed to be the Member (on behalf of the unincorporated Voting Affiliate) and shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Voting Affiliate as incorporated Voting Affiliates, to the extent that this is possible.
- (c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Voting Affiliate shall be resolved by the Board in its sole discretion.

- (d) Failure to incorporate within the period stated in **Rule 8.1(a)** shall result in the expulsion of the secretary (acting on behalf of the unincorporated Voting Affiliate) from membership. The unincorporated body shall not be entitled to re-apply for membership until such time as it is incorporated.
- (e) This **Rule 8.1** shall not apply in respect of the State League, Junior League, Winter League and Country League Standing Committees.

## 8.2 Application for Membership

An application for membership as a Voting Affiliate must be:

- (a) in writing on the form prescribed from time to time by the Board, from the applicant or its nominated representative and lodged with the League;
- (b) accompanied by written reasons supporting the rationale and justification for the applicant to be granted Voting Affiliate membership of the League;
- (c) accompanied by a copy of the applicant's constitution (which must be acceptable to the League and be substantially in conformity with this Constitution) and register of members; and
- (d) accompanied by the appropriate fee, if any.

## 8.3 Discretion to Accept or Reject Application

- (a) The League shall refer all applications for membership as a Voting Affiliate to the Audit Committee to receive a report from that committee as to the suitability of the applicant, and the verification of documents and statements submitted by that applicant under **Rule 8.2**.
- (b) Having considered the application and the report of the Audit Committee under **Rule 8.3(a)**, the League may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the League accepts an application, the applicant shall become a Member. Membership of the League shall be deemed to commence upon acceptance of the application by the League. The Chief Executive Officer shall amend the register accordingly as soon as practicable.
- (c) Where the League rejects an application, the League shall refund any fees forwarded with the application and the application shall be deemed rejected by the League.

## 8.4 Membership Renewal

- (a) Voting Affiliates must reapply for membership with the League in accordance with the procedures set down by the League in By-Laws from time to time.
- (b) Upon request by the League, a Voting Affiliate must lodge with the League an updated copy of its constitution (including all amendments) and provide details of any change in its Delegate, and any other information reasonably required by the League. Each Voting Affiliate is to ensure that its constitution is amended in conformity with amendments made to this Constitution and the ABF Constitution.

## 9. INDIVIDUAL MEMBERS AND AFFILIATED CLUBS

### 9.1 Application for Membership

- (a) An application for membership by an Individual Member must be:
  - (i) in writing on the form prescribed from time to time by the Board, from the applicant and lodged with a Voting Affiliate or Affiliated Club; and
  - (ii) accompanied by the appropriate fee.
- (b) An application for membership by an Affiliated Club must be:
  - (i) in writing on the form prescribed from time to time by the Board, from the applicant and lodged with a Regional Association; and
  - (ii) accompanied by the appropriate fee.

### 9.2 Discretion to Accept or Reject Application

- (a) The Regional Association or Affiliated Club (in the case of Individual Members) may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Regional Association or Affiliated Club (in the case of Individual Members) accepts an application, the applicant shall become a Member. Membership of the League shall be deemed to commence upon acceptance of the application by the relevant Regional Association or Affiliated Club (in the case of Individual Members). The Chief Executive Officer shall amend the register accordingly as soon as practicable.
- (c) Where a Regional Association or Affiliated Club (in the case of Individual Members) rejects an application the Regional Association or Affiliated Club shall refund any fees forwarded with the application and the application shall be deemed rejected by it.

### 9.3 Membership Renewal

- (a) Individual Members must:
  - (i) renew their membership with their respective Voting Affiliate or Affiliated Club in accordance with the procedures applicable from time to time;
  - (ii) otherwise remain registered financial members of their Voting Affiliate or Affiliated Club in accordance with the procedures applicable from time to time; and
  - (iii) must pay the annual fees prescribed by the League from time to time (if any) to the League through their respective Voting Affiliate or Affiliated Club.
- (b) Affiliated Clubs must:
  - (i) renew their membership with their respective Regional Association in accordance with the procedures applicable from time to time;
  - (ii) otherwise remain registered financial members of their Regional Association in accordance with the procedures applicable from time to time; and
  - (iii) must pay the annual fees prescribed by the League from time to time (if any) to the League through their respective Regional Association.

#### **9.4 Membership with the ABF**

In order to remain members of the ABF, Voting Affiliates, Affiliated Clubs and Individual Members must:

- (a) renew their membership with the League in accordance with **Rules 8 and 9**;
- (b) otherwise remain registered financial members of the League in accordance with the procedures set out in this Constitution; and
- (c) must pay the annual fees prescribed by the ABF from time to time (if any) to the ABF through the League.

#### **9.5 Deeming Provisions**

All organisations that were affiliate members, club members, life members or individual members (howsoever described) of the League prior to the time of approval of this Constitution under the Act, shall be deemed Individual Members, Life Members, Affiliated Clubs or Voting Affiliates from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the League, whether directly or indirectly.

### **10. SUBSCRIPTIONS AND FEES**

**10.1** The annual membership subscription (if any), fees and any levies payable by Members (or any category of members) to the League, the basis of, the time for and manner of payment shall be as determined by the Board from time to time.

**10.2** Any Member which or who has not paid all monies due and payable by that Member to the League shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion. In the meantime, the Member shall have no automatic right to resign from the League and shall be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.

### **11. REGISTER OF MEMBERS**

#### **11.1 Chief Executive Officer to Keep Register**

The Chief Executive Officer shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time.

#### **11.2 Inspection of Register**

Having regard to confidentiality considerations, an extract of the register showing the name and Voting Affiliate or Affiliated Club of the Members shall be available for inspection (but not copying) by Members, upon reasonable request.

### **12. EFFECT OF MEMBERSHIP**

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the League and that they are bound by this Constitution and the By-Laws;
- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the League;

- (d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the League, the Members and the sport of baseball;
- (e) this Constitution and By-Laws are necessary and reasonable for promoting the objects of the League, particularly the advancement and protection of the sport of baseball; and
- (f) they are entitled to all benefits, advantages, privileges and services of League membership.

## **13. DISCONTINUANCE OF MEMBERSHIP**

### **13.1 Notice of Resignation**

Subject to this Constitution any Member which has paid all monies due and payable to the League and has no other liability (contingent or otherwise) to the League may resign from the League by giving 1 month's notice in writing to the League of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member who has paid all monies due and payable to the League may resign by notice in writing with immediate effect.

### **13.2 Expiration of Notice Period**

Subject to **Rule 13.5** upon the expiration of any notice period applicable under **Rule 13.1** an entry, recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the register.

### **13.3 Forfeiture of Rights**

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claim upon the League and its property including Intellectual Property. Any League documents, records or other property in the possession, custody or control of that Member shall be returned to the League immediately.

### **13.4 Membership may be Reinstated**

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

### **13.5 Cessation of Membership**

Where a Voting Affiliate ceases to be a Member in accordance with this Constitution or the Act, the Individual Members and/or Affiliated Clubs of that Voting Affiliate may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.

Where an Affiliated Club ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Affiliated Club may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.

## **14. DISCIPLINE OF MEMBERS**

### **14.1 Disciplinary Action**

Where the Board is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the League and/or the sport of baseball; or
- (c) brought the League or the sport of baseball into disrepute;

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the League set out in the By-Laws.

#### **14.2 Right of Appeal**

A Member disciplined by the League in accordance with **Rule 14.1** shall have a right of appeal which shall be exercised in accordance with the By-laws.

### **PART IV - GENERAL MEETINGS**

#### **15. DELEGATES**

##### **15.1 Appointment of Delegates**

Each Voting Affiliate shall appoint 1 Delegate for such term as is deemed appropriate by the Voting Affiliate. A Delegate must:

- (a) be an Individual Member;
- (b) be appropriately empowered by the appointing Voting Affiliate to consider, make decisions and vote at General Meetings;
- (c) not be a Director.

##### **15.2 Voting Affiliate to Advise**

Each Voting Affiliate shall, at least 48 hours prior to any General Meeting, advise the Chief Executive Officer of its appointed Delegate.

##### **15.3 Affiliated Club Representatives**

An Affiliated Club may nominate a representative to attend, debate but not vote on behalf of the Affiliated Club at General Meetings of the League and where it wishes to do so must, at least 48 hours prior to any General Meeting, advise the Chief Executive Officer of its appointed representative.

#### **16. GENERAL MEETINGS**

**16.1** An Annual General Meeting of the League shall be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Board.

**16.2** All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

**16.3** The Board of BNSW are permitted to hold meetings remotely as virtual meetings. One or more technologies can be used to enable any person entitled to participate without being physically present at the venue.

#### **17. NOTICE OF GENERAL MEETING**

##### **17.1 Notice of General Meetings**

- (a) Notice of every General Meeting shall be given to the Voting Affiliates and Affiliated Clubs at the address appearing in the register kept by the League. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) Notice of General Meeting shall be given at least forty-five (45) days prior to the General Meeting and shall specify the place, day and hour of the General Meeting.
- (c) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least thirty (30) days prior to the General Meeting, together with any notice of motion received from the Voting Affiliates.

## **17.2 Entitlement to Attend General Meeting**

Notwithstanding any other Rule, no Member shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with **Rule 10**) then due and payable to the League are paid.

## **18. BUSINESS**

### **18.1 Business of General Meetings**

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board (including in relation to the activities of the League during the last preceding Financial Year) and auditors and the election of Directors and Life Members.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in **Rule 18.1(a)** shall be special business. "Special business" is business of which a notice of motion has been submitted in accordance with **Rule 19**.

### **18.2 Business Transacted**

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

## **19. NOTICES OF MOTION**

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing (in the required form) to the Chief Executive Officer not less than thirty (30) days (excluding receiving date and meeting date) prior to the General Meeting.

## **20. SPECIAL GENERAL MEETINGS**

### **20.1 Special General Meetings May be Held**

The Board may, whenever it thinks fit, convene a Special General Meeting of the League 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.

### **20.2 Requisition of Special General Meetings**

- (a) The Board shall on the requisition in writing of twenty per cent (20%) of the Voting Affiliates convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Voting Affiliates making the requisition and be sent to the League. The requisition may consist of several documents in a like form, each signed by 1 or more of the Voting Affiliates making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within 3 months after the date on which the requisition is sent to the League, the Voting Affiliates making the requisition, or any of them may convene a Special General Meeting to be held not later than 3 months after that date.
- (d) A Special General Meeting convened by a Voting Affiliate under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.



## **21. PROCEEDINGS AT GENERAL MEETINGS**

### **21.1 Quorum**

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

### **21.2 President to Preside**

The President shall, subject to this Constitution, preside as Chair at every General Meeting of the League. If the President is not present or is unwilling or unable to preside, the Directors shall choose one of their number present who shall, subject to this Constitution, preside as chair for that meeting only.

### **21.3 Adjournment of Meeting**

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the Chair may determine. 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 General 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 General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 21.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### **21.4 Voting Procedure**

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

- (a) by the Chair; or
- (b) by the majority of the Delegates.

### **21.5 Recording of Determinations**

Unless a poll is demanded under **Rule 21.4**, 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 League shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

### **21.6 Where Poll Demanded**

If a poll is duly demanded under **Rule 21.4** 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.

### **21.7 Resolutions at General Meetings**

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out in **Rule 22**). Except as otherwise provided in this Constitution, in the case of an equality of votes on a question at a General Meeting, the Chair is entitled to a casting vote.

## 21.8 Minutes

The Chief Executive Officer shall keep minutes of the resolutions and proceedings of each General Meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

## 22. VOTING AT GENERAL MEETINGS

Each Voting Affiliate in attendance shall be entitled to 1 vote at General Meetings, except that:

- (a) each Voting Affiliate shall be entitled to an additional vote where it has more than 500 registered Players; and
- (b) each Voting Affiliate shall be entitled to a second additional vote where it has more than 1,000 registered Players.

No Voting Affiliate shall be entitled to more than 3 votes on any motion, and where a Voting Affiliate is entitled to exercise multiple votes each vote must be directed in the same manner.

No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **Rule 7.1**.

The Audit Committee shall ascertain and prescribe the voting entitlements of Voting Affiliates by verifying the number of registered Players of each Voting Affiliate prior to any General Meeting.

## 23. PROXY AND POSTAL VOTING

### 23.1 Proxy Voting Permitted

- (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time, has been duly completed and executed and is lodged with the Chief Executive Officer at or before the commencement of the meeting. Proxies shall only be exercised by Delegates on behalf of Members entitled to vote. No Delegate entitled to vote on behalf of a Member shall exercise more than one proxy vote at any one time.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Delegate shall be entitled to instruct the proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as the proxy thinks fit.

### 23.2 Postal Ballot

Should an issue arise between General Meetings which requires a decision or ratification by Voting Affiliates the Board may call a postal vote in such manner as it considers necessary (including, but not limited to conducting postal votes via electronic communication).

## PART V - THE BOARD

### 24. EXISTING BOARD MEMBERS

Upon approval of this Constitution under the Act, the committee of management of the League shall determine which five (5) committee of management members will hold the Elected Director positions on the Board as set out in **Rule 26.1(a)** and **(b)** until the next Annual General Meeting following the approval of this Constitution. At the next Annual General Meeting following the approval of this Constitution, three (3) of the Elected Directors shall be elected until the conclusion of the next Annual General Meeting following and two (2) of the Elected Directors shall be elected until the conclusion of the second Annual General Meeting following, to allow for alternative elections of Elected Directors.

### 25. POWERS OF THE BOARD

Subject to the Act and this Constitution the business of the League shall be managed, and the powers of the League shall be exercised, by the Board. In particular, the Board as the controlling authority of the League shall be responsible for acting on all state issues in accordance with the objects of the League and shall operate for the collective and mutual benefit of the League and the sport of baseball throughout New South Wales and shall:

- (a) govern the sport of baseball in New South Wales in accordance with the objects of the League;
- (b) determine major strategic directions of the League;
- (c) review the League's performance in achieving its pre-determined aims, objectives and policies;
- (d) manage state and interstate responsibilities; and
- (e) Approval must be sought from the Board of BNSW by any club wanting to move between Associations. Approval will be granted where it is deemed to benefit the sport in NSW.

### 26. COMPOSITION OF THE BOARD

#### 26.1 Board Composition

The Board shall comprise:

- (a) Five (5) Elected Directors elected by the Voting Affiliates in accordance with **Rule 27**;
- (b) Three (3) Independent Directors which may be appointed in accordance with **Rule 28**.

#### 26.2 President

The position of President shall be appointed by the Board from amongst the Directors as soon as practicable after each Annual General Meeting. The appointee will hold the position until the conclusion of the next Annual General Meeting following their appointment. A Director may be re-appointed as President.

### 27. ELECTION OF ELECTED DIRECTORS

#### 27.1 Qualifications for Elected Directors

- (a) Nominees for Elected Director positions on the Board must be an Individual Member and meet the qualifications as prescribed from time to time by the Board or as set out in the By-Laws.
- (b) Nominees for Elected Director positions on the Board must declare any position they hold in a Voting Affiliate, including as an office bearer, director or a paid appointee and an intention to resign from such position if elected to the League Board.

## 27.2 Election of Elected Directors

- (a) The Chair shall call for nominations for Elected Directors at the strategic Council meeting preceding the next scheduled Annual General Meeting, or at least sixty (60) days before the date of the Annual General Meeting (whichever is the latter). All Voting Affiliates shall be notified of the call for nominations.
- (b) Nominations for Elected Directors must be:
  - (i) in writing;
  - (ii) on the prescribed form (if any) provided for that purpose;
  - (iii) signed by a Delegate of a Voting Affiliate; and
  - (iv) certified by the nominee (who must be a Member) expressing his or her willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the Chief Executive Officer at least fourteen (14) days prior to the Annual General Meeting.
- (d) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall only be elected if they are elected by the Members by secret ballot in such usual and proper manner as the Chair directs. If the nominees are not elected or if there are vacancies to be filled, the position(s) shall remain vacant until such time that the Board appoint a suitable candidate in accordance with this Constitution.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the Chair directs.
- (f) The voting shall be conducted by exhaustive ballot, the procedure for which will be determined set out in the By-laws.
- (g) The Secretary shall, not less than seven (7) days prior to the Annual General Meeting at which the election shall take place, give notice to all Voting Members of the names of:
  - (i) the nominated candidates approved by the Nominations Committee and by the Board;  
and
  - (ii) any other candidates nominated by the Nominations Committee;

who are standing for election as an Elected Director at the Annual General Meeting. For the avoidance of doubt, the Nominations Committee may recommend to the Annual General Meeting which candidates for Elected Director positions it considers to be preferred candidates.

## 27.3 Term of Appointment

- (a) Elected Directors shall be elected in accordance with this Constitution for a term of two (2) years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) Three (3) Elected Directors shall be elected in each year of odd number and two Elected Directors shall be elected in each year of even number.
- (c) Should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately half the Board retiring each year.

## **28. APPOINTMENT OF INDEPENDENT DIRECTORS**

### **28.1 Appointment of Independent Directors**

The Elected Directors may nominate three (3) Independent Directors.

Independent Directors shall be nominated by the Board and elected at a General Meeting conducted by postal ballot within a reasonable period following the Annual General Meeting. A nominee for an Independent Director position on the Board shall be deemed elected unless 66% of the Members entitled to vote reject the nomination. If 66% of the Members entitled to vote reject the nomination, the position shall be deemed to be a casual vacancy and filled in accordance with the procedure set out in **clause 29.3**.

### **28.2 Qualifications for Independent Directors**

The Independent Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition or as required by the Board from time to time but need not have experience in or exposure to the sport of baseball. They do not need to be Individual Members of the League.

Nominees for Independent Director positions on the Board must declare any position they hold in a baseball organisation, including as an office bearer, director or a paid appointee and an intention to resign from such position if appointed to the League Board.

### **28.3 Term of Appointment**

- (a) Independent Directors may be appointed in accordance with this Constitution for a term of two (2) years, which shall commence six weeks after the Annual General Meeting until six weeks after the conclusion of the second Annual General Meeting following.
- (b) One (1) Independent Director may be appointed in each year of odd number and two Independent Directors may be appointed, in each year of even number.
- (c) Should any adjustment to the term of Independent Directors appointed under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Appointments to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately half the Board retiring each year.

## **29. VACANCIES OF BOARD MEMBERS**

### **29.1 Grounds for Termination of Director**

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to the League;
- (e) is absent without the consent of the Board from 2 consecutive meetings of the Board;
- (f) holds any office of employment of the League;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the League;

- (h) is directly or indirectly interested in any contract or proposed contract with the League and fails to declare the nature of his interest;
- (i) is removed from office by Special Resolution under **Rule 29.2**; or
- (j) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act.

## **29.2 Removal of a Director**

- (a) The League in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in **Rule 29.3**.
- (b) Where the Director to whom a proposed resolution referred to in **Rule 29.2(a)** makes representations in writing to the Chief Executive Officer and requests that such representations be notified to the Members, the Chief Executive Officer shall send a copy of the representations to each Voting Affiliate a reasonable period of time prior to the date of the General Meeting.

## **29.3 Casual Vacancies**

- (a) A vacancy in the position of any Elected Director (including the President) shall be filled by the Directors until the next Annual General Meeting of the League. If the term of the Director has not expired, the Members shall fill the vacancy for the remainder of the Director's term.
- (b) Any Independent Director casual vacancy may be filled by the remaining Directors from among appropriately qualified persons, for the remainder of the Director's term.

## **29.4 Remaining Directors May Act**

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

## **30. MEETINGS OF THE BOARD**

### **30.1 Board to Meet**

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (but on at least six occasions) and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. The Chief Executive Officer shall, on the requisition of 2 Directors, convene a meeting of the Board within a reasonable time.

### **30.2 Decisions of the Board**

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. The President shall also have a casting vote where voting is equal.

### **30.3 Resolutions not in Meeting**

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex, electronic mail or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.

- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where 1 or more of the Directors is not physically present at the meeting, provided that:
- (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
  - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors 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 Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until the 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 1 or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chair is located.

#### **30.4 Quorum**

At meetings of the Board the number of Directors whose presence (or participation under **Rule 30.3**) is required to constitute a quorum is the majority of the Directors but in the case of vacancies shall be a minimum of 3 Directors.

#### **30.5 Notice of Board Meetings**

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days' oral or written notice of the meeting of the Board shall be given to each Director by the Chief Executive Officer. The agenda shall be forwarded to each Director not less than 3 days prior to such meeting.

#### **30.6 Validity of Board Decisions**

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

#### **30.7 Chair of Board Meeting**

The President appointed under **Rule 26.2** shall preside at every meeting of the Board. If the President is not present, or is unwilling or unable to preside, the Directors shall choose one of their number to preside as chair for that meeting only.

### **31. CONFLICTS**

#### **31.1 Directors' Interests**

A Director is disqualified by holding any place of profit or position of employment in the League, any Voting Affiliate or in any company or incorporated association in which the League is a shareholder or otherwise interested or from contracting with the League either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the League in which any Director is in any way interested (having not been approved by express resolution of the Board) will be voided for such reason.

### 31.2 Conflict of Interest

A Director shall declare his interest in any:

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

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

### 31.3 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board 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 Board after the acquisition of the interest. If a Director 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 Board held after the Director becomes so interested.

### 31.4 General Disclosure

A general notice that a Director 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 31.3** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

### 31.5 Recording Disclosures

It is the duty of the Chief Executive Officer to record in the minutes any declarations made or any general notice given by a Director in accordance with **Rule 31.3 and 31.4**.

## 32. CHIEF EXECUTIVE OFFICER

### 32.1 Appointment of Chief Executive Officer

- (a) The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit. The Chief Executive Officer, shall be entitled to notice of, attend and participate in debate at, all meetings of the Board, but shall have no entitlement to vote.
- (b) If a Chief Executive Officer is not appointed by the Board, the Board shall appoint a member of the Board to fulfil the obligations of the Chief Executive Officer under this Constitution.

### 32.2 Chief Executive Officer to Act as Secretary

The Chief Executive Officer shall act as and carry out the duties of secretary (and unless prohibited by law), public officer of the League and shall administer and manage the League in accordance with this Constitution.



### 32.3 Specific Duties

The Chief Executive Officer shall:

- (a) as far as practicable attend all Board meetings and General Meetings;
- (b) prepare the agenda for all Board meetings and all General Meetings;
- (c) record and prepare minutes of the proceedings of all meetings of the Board and the League; and
- (d) regularly report on the activities of, and issues relating to, the League.

### 32.4 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any directive of the Board, the Chief Executive Officer has the power to perform all such things as appear necessary or desirable for the proper management and administration of the League.

### 32.5 Chief Executive Officer may Employ

The Chief Executive Officer, in consultation with the Board, may employ such personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as the Chief Executive Officer and the Board determine.

## PART VI - COUNCIL AND DELEGATED BODIES

### 33. STRATEGIC COUNCIL MEETINGS

#### 33.1 Strategic Meetings

The League shall hold **ONE** strategic Council meeting per year which shall be designed to:

- (a) inform the Board of significant membership issues;
- (b) assist the Board to design or review the organisation's strategic direction;
- (c) discuss state-wide issues
- (d) review and provide feedback to the Board on the results of its policies and governance decisions in practice at the member level.

#### 33.2 Attendees at Strategic Forum

The following persons shall be invited to attend the strategic Council meetings of the League:

- (a) Delegates of Voting Affiliates;
- (b) Chair or representative of each Standing Committee; and
- (c) Directors.

### 34. DELEGATIONS

#### 34.1 Board may Delegate Functions to Committees

The Board may by instrument in writing create or establish or appoint from among its own members, the Members, or otherwise, committees to carry out such duties and functions, and with such powers, as the Board determines.

### 34.2 Delegation by Instrument

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

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

### 34.3 Standing Committees

- (a) The Board shall establish such Standing Committees as are necessary to fulfil the objects of the League, but as a minimum will establish and continue to recognise the following Standing Committees:

- (i) State League Standing Committee;
- (ii) Junior League Standing Committee;
- (iii) Country League Standing Committee; and
- (iv) Winter League Standing Committee.

Subject to this **Rule 34.3** the composition, duties, functions, powers and all other matters relevant to the Standing Committees shall be prescribed in By- Laws.

- (b) Each Standing Committee shall be required to provide regular reports to the Board in such form as required from the Board from time to time including (but not limited to) the following matters:

- (i) the annual budget of the Standing Committee;
- (ii) annual financial statements compared to budget;
- (iii) minutes of Standing Committee meetings;
- (iv) annual operational plans (containing non-financial goals); and
- (v) annual operational report containing non-financial performance compared to the operational plan.

- (c) The following procedure shall apply in relation to the appointment of office bearers of the Standing Committees:

- (i) The number of office bearers shall be determined by the members of each Standing Committee (being the Voting Affiliates).
- (ii) The League shall call for nominations for office bearer members of a Standing Committee from the Voting Affiliates.
- (iii) The office bearers shall be elected by the Voting Affiliates as prescribed in the By-laws, or if no such procedure is established in a manner consistent with the election of directors under this Constitution.
- (iv) The office bearers of each Standing Committee shall appoint the Chair of that committee.
- (v) A Director of the League shall be an ex-officio member of each Standing Committee.

- (d) The Standing Committees are ultimately responsible to the Board as the governing body of the League. Should the office bearers of a Standing Committee refuse to accept the direction of the Board on a particular matter, the Board shall have the right to dismiss such office bearers and require the Voting Affiliates to elect new office bearers of that Standing Committee.
- (e) Within 7 days of the election of the new office bearers under **Rule 34.3(d)** above, the Standing Committee shall provide the Board with a statement setting out its position on the matter which resulted in the dismissal of the previous office bearers.
- (f) Where a statement provided by a Standing Committee under **Rule 34.3(e)** is inconsistent with the position of the Board the matter shall be referred by the Board for resolution by the Members at the next scheduled General Meeting, and the decision of the General Meeting shall be final and binding in respect of that matter.

#### **34.4 Audit Committee**

The Board shall ensure that there is, at all times, a duly constituted Audit Committee comprised of such persons and empowered with such responsibilities and duties as set out in this **Rule 34.4**.

The Audit Committee shall comprise such persons (including Directors) as the Board determines from time to time, however the following persons shall be prohibited from holding a position on the Audit Committee:

- (a) League staff; and
- (b) Family members or business associates of League staff.

The members of the Audit Committee shall be appointed by the Board for such term and on such conditions as it thinks fit.

The Board may, in its absolute discretion, remunerate persons for their participation and work as a member of the Audit Committee, provided that no Director shall be so remunerated.

The Audit Committee may recommend to the Board that persons be employed by the League from time to time to assist the Audit Committee carry out its functions in accordance with these Rules and any other delegations made to it by the Board.

It shall be the role of the Audit Committee to:

- (a) ensure that the bona fides of Voting Affiliates are verified prior to any General meeting of the League, including their eligibility to vote and confirming the number of votes that each Voting Affiliate shall be entitled to exercise in accordance with **Rule 22**;
- (b) validate any proxy votes purported to be exercised at any General Meeting under **Rule 23.1**;
- (c) review the financial statement provided by the Chief Executive Officer to the Board and take reasonable steps to verify the contents of the financial statement by investigation of the source material used to generate such statements;
- (d) verify the compliance of Members with the policies, procedures and By-laws of the League at the direction of the Board; and
- (e) carry out such other tasks as may be assigned to it by the Board from time to time.

Subject to the Act, this Constitution, the By-laws and any directive of the Board, the Audit Committee shall have the power to investigate any and all such matters as appear necessary or desirable for the proper governance, management and administration of the League and baseball.

### 34.5 Nominations Committee

The Board shall ensure that there is, at all times, a duly constituted Nominations Committee comprised of such persons and empowered with such responsibilities and duties as set out in this Rule 34.5.

The composition of the Nominations Committee shall be as follows:

- i. An independent chair who shall be appointed by the Board;
- ii. A Director chosen by the Board; and
- iii. A representative nominated by the Voting Members.

The charter of the Nominations Committee shall be established by the Board. That charter of the Nominations Committee shall without limitation define:

- (i) The terms of reference of the Nominations Committee;
- (ii) The functions of the Nominations Committee; and
- (iii) The procedure for appointment of members of the Nominations Committee, including their terms of appointment.

### 34.6 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.

### 34.7 Procedure of Delegated Entity

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **Rule 30**. The quorum shall be determined by the committee but shall be no less than the majority of the total number of committee members.
- (b) Within 7 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Chief Executive Officer.

### 34.8 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.

### 34.9 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such committee (including the Standing Committees) under this Rule where such decision is contrary to this Constitution, the By-Laws, the Act, the objects of the League or the committee's delegation.

**PART VII - MISCELLANEOUS****35. BY-LAWS****35.1 Board to Formulate By-Laws**

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies ("By-Laws") for the proper advancement, management and administration of the League, the advancement of the objects of the League and the sport of baseball as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution.

**35.2 By-Laws Binding**

All By-Laws made under this Rule shall be binding on the League and Members.

**35.3 By-Laws Deemed Applicable**

All by-laws, regulations and policies of the League in force at the date of the approval of this Constitution under the Act insofar as such by-laws, regulations and policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this Rule.

**35.4 Notices Binding on Members**

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Voting Affiliates by means of notices approved by the Board and prepared and issued by the Chief Executive Officer. Voting Affiliates shall be obliged to draw such notices to the attention of their respective Members. Notices are binding upon all Members.

**36. RECORDS AND ACCOUNTS****36.1 Chief Executive Officer to Keep Records**

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

**36.2 Inspection of Records**

Subject to privacy and commercial considerations, the Board may in its discretion make the records, books and other documents of the League available for inspection (but not copying) by a Voting Affiliate at any reasonable hour. The Board may impose reasonable charges in relation to such inspection.

**36.3 Records Kept in Accordance with Act**

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Chief Executive Officer.

**36.4 League to Retain Records**

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

**36.5 Board to Submit Accounts**

The Board shall submit to the Annual General Meeting the accounts of the League in accordance with the Act.

**36.6 Negotiable Instruments**

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the League, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by 2 persons appointed in writing by the Board.

### **37. AUDITOR**

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted accounting principles and/or any applicable codes of conduct.

### **38. NOTICE**

#### **38.1 Manner of Notice**

- (a) Notices may be given by the Chief Executive Officer to any Member by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address, 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.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

#### **38.2 Notice of General Meeting**

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

#### **38.3 Notice to Individual Members**

Notice to Individual Members (where appropriate or required) shall be deemed given by notice being given in accordance with this Constitution to the Voting Affiliate of that Individual Member.

### **39. SEAL**

#### **39.1 Safe Custody of Seal**

The Chief Executive Officer shall provide for safe custody of the Seal.

#### **39.2 Affixing Seal**

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by 2 Directors or a Director and the Chief Executive Officer.

#### **39.3 Director's Interest**

A Director may not sign a document to which the seal of the League is fixed where the Director is interested in the contract or arrangement to which the document relates.

### **40. ALTERATION OF CONSTITUTION**

- (a) This Constitution shall not be altered except by Special Resolution.
- (b) In addition, there shall be no alteration or amendment to **Rules 41** or **42** without the consent of the relevant Minister or other authority under the Act.

## **41. INDEMNITY**

### **41.1 Directors to be Indemnified**

Every Director, auditor, manager, employee or agent of the League shall be indemnified to the extent provided under the directors and officers insurance policy of the League (if any) against any liability incurred by him/her in his/her capacity as Director, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him/her by the Court.

### **41.2 League to Indemnify**

The League shall indemnify its Directors and employees to the extent provided under the directors and officers insurance policy of the League (if any) against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Director performed or made whilst acting on behalf of and with the authority, express or implied of the League; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his/her employment by the League.

## **42. WINDING UP**

### **42.1 Winding Up of the League**

Subject to this **Rule 42**, the League may be wound up in accordance with the provisions of the Act.

### **42.2 Liability of Members**

The liability of the Members of the League is limited.

### **42.3 Members' Contributions**

Every Member of the League undertakes to contribute to the assets of the League in the event of it being wound up while a Member, or within 1 year after ceasing to be a Member for payment of the debts and liabilities of the League contracted before the time at which he or she ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

### **42.4 Distribution of Property on Winding Up**

If upon winding up or dissolution of the League there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the League but shall be given or transferred to some body or bodies having objects similar to the objects of the League and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the League by this Constitution and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies to be determined by the Members of the League at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

## **43. AUTHORITY TOTRADE**

The League is authorised to trade in accordance with the Act.

## **44. SOURCE OF FUNDS**

The funds of the League may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Board determines.

## 45. APPLICATION OF INCOME

### 45.1 Income and Property Applied to Objects

The income and property of the League shall be applied solely towards the promotion of the objects of the League as set out in this Constitution.

### 45.2 No Income to Members

Except as prescribed in this Constitution:

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

### 45.3 Payments in Good Faith

Nothing contained in **Rule 45.2** shall prevent payment in good faith of or to any Member for:

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

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.

## 46. GRIEVANCE PROCEDURE

### 46.1 Grievance by a Member

Where a Member of the Association has a grievance with another Member or with the League (but not being any of the grounds set out in **Rule 14**) and that Member considers the grievance warrants investigation and action by the League, the Member shall follow the procedure set out in this **Rule 46**.

### 46.2 Grievances Officer

The Member shall contact, either by telephone or in writing, the League's grievances officer ("Grievance Officer"), appointed by the Board (but not a member of the Board), and advise they have a grievance which they wish to discuss. The identity of the nominated Grievances Officer will be communicated to all Members of the League by written notice. Where a grievance is to be submitted in writing it should be addressed clearly to the Grievances Officer and marked "Private & Confidential".

### 46.3 Action by Grievances Officer

- (a) Where a grievance has been received by the Grievances Officer she or he shall, as soon as practicable, meet with, or discuss the grievance with the aggrieved Member. The Grievances Officer may take whatever steps and conduct whatever investigations necessary to determine whether the grievance is legitimate.
- (b) Where the Grievances Officer determines the grievance is legitimate, she or he shall take all reasonable steps to resolve the grievance.



- (c) Where the Grievances Officer determines the grievance is not legitimate, she or he shall advise the aggrieved Member accordingly. If the aggrieved Member is not satisfied with the Grievances Officer's determination, they may take whatever further action they consider necessary or appropriate.
- (d) Where the Grievances Officer is unable to resolve a grievance or considers the grievance of a very serious nature, they shall report the grievance to the Chief Executive Officer and/or the Board for action.

All grievances received by the Grievances Officer, and all information surrounding the circumstances of a grievance which is discovered by the Grievances Officer on investigation shall be confidential and may be communicated only to the Chief Executive Officer and/or the Board.