



CONSTITUTION

Bargara Bandits Softball Club Incorporated.

Dated: 18Oct2018

Bargara Bandits Softball Club Incorporated (IA17729)
ABN 84 881 072 178
| Bundaberg QLD 4670 | Australia

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CONSTITUTION
of
BARGARA BANDITSSOFTBALL CLUB INCORPORATED

1. NAME

The name of the Association is Bargara Bandits Softball Club Incorporated.

2. DEFINITIONS AND INTERPRETATION

In this Constitution unless the contrary intention appears:

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

“**Annual General Meeting**” and “**AGM**” mean the General Meeting of the Association.

“**By-Laws**” means any By-Laws made by the Management Committee under Rule 42.

“**Association**” means Bargara Bandits Softball Club Incorporated

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

“**Financial year**” means the period of 12 months commencing on 1 May and ending on 30 April each year.

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

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

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

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

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

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

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

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

“**Register**” means the register of the Association referred to in Rule 13.

“**Registration Fee**” means that amount payable by an individual person who is a registered participant of the Association.

“**Seal**” means the common seal of the Association.

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

“Voting Members” means current financial Ordinary Members (in accordance with classes) who are over the age of eighteen years and Management Committee Members.

3. OBJECTS

The objects of the association are—

- a) To promote the sport of softball and encourage community interest and participation therein;
- b) To foster an interest and enthusiasm to play softball in accordance with the rules and decisions of those bodies whom the club affiliates with from time to time;
- c) To assemble and disseminate information and knowledge about softball to the members of the Association in particular and also to the public at large;
- d) To arrange and participate in Social and Competition meetings between members of this Association and other clubs and Associations;
- e) To raise funds for the furtherance of these objects and for no other purpose;
- f) To act for its members in all matter pertaining to Softball;
- g) To conduct such other things as are conducive or incidental to the attainment of the above objects or any of them.

4. POWERS OF THE ASSOCIATION

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

- a) Make charges for services and facilities it supplies;
- b) Enter into contracts as may be necessary or convenient for the purposes of the Association;
- c) Appoint, employ, remove or suspend such persons as may be necessary or convenient for the purposes of the Association;
- d) Remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Association, or in or about the Association or promotion of the Association or in the furtherance of its objects;
- e) The payment to any officer or employee of the Association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Association or receipts of the Association for such liquor is prohibited.
- f) Acquire, hold, deal with and dispose of property which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association;
- g) Invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit; and
- h) do all such other things necessary or conducive to the attainment of the objects and the exercise of the powers of the Association.

5. MEMBERSHIP

5.1 Admission of Members

- 5.1.1 Membership of the Association shall be retained on an annual basis between those dates determined from time to time by the Association.
- 5.1.2 A member will become a Member of the Association only upon meeting the criteria applicable to the relevant category of membership as set out in the Rules and By-Laws of

the Association, provided the Member (with the exception of Management Committee members and Life Members) is accepted by the Management Committee, and agreeing:

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

5.1.3 Automatic Membership

A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee to the equivalent class of membership of the association as the member held in the unincorporated association.

5.2 Categories of Members

(1) The membership of the association consists of ordinary members, and any of the following classes of members -

Ref	Category	Definition	Voting Rights
a.	Junior	Person under 18 who is registered to play Softball with the association or acts in an official capacity.	No
b.	Senior	Person over the age of 18 who is registered to play Softball with the association or acts in an official capacity.	Yes
c.	Parent/Carer	Parents or guardians of junior players. One vote only per family. To be advise to the Secretary prior to general meeting.	Yes
d.	Associate	Person who has an interest in the game of Softball or the association but does not participate in the sport.	No
e.	Life Member	Person awarded life membership of the association according to the process outlined in by-laws.	No
f.	Corporate Member	Person or organisation that supports the association through sponsorship, advertising or other corporate arrangement.	No

(2) The number of ordinary members is unlimited.

(3) Members are entitled to a maximum of one vote per person, regardless of the number of membership categories in which they may be eligible.

5.3 Ordinary Members

5.3.1 Ordinary Members, the number of which shall be unlimited, subject to this Constitution, will:

- 5.3.1.1 have the right to receive notice of and attend General Meetings;

- 5.3.1.2 be a financial registered member(in accordance with the classes of members) and a minimum of eighteen (18) years of age to be eligible to debate and vote at General Meetings;
 - 5.3.1.3 be entitled to refer to the Association for determination any questions or disputes arising within the association pertaining to Softball competition or administration;
 - 5.3.1.4 be eligible (subject to compliance with the Constitution of the Association) to participate in all competitions and events conducted or endorsed by the Association.
 - 5.3.1.5 shall pay to the Association such membership fees, subscriptions, levies or other invoices as may be fixed by the Management Committee from time to time;
 - 5.3.1.6 be eligible to receive financial assistance from the Association where, in its absolute discretion, the Association is prepared to make the same available to its members or any of them for any purpose associated with the administration and playing of Softball at all levels
 - 5.3.1.7 will submit to the jurisdiction of the Association and its committees in all matters pertaining to discipline and the imposition of penalties for any breach of the said Constitution of the Association;
 - 5.3.1.8 at all times act for and on behalf of the interests of the Association, the Members, and Softball;
 - 5.3.1.9 act in good faith and loyalty to maintain and enhance the Association and Softball, its standards, quality and reputation for the collective and mutual benefit of the Members and Softball;
 - 5.3.1.10 at all times operate with and promote mutual trust and confidence between the Association and its members and work cooperatively with each in the pursuit of the Objects;
 - 5.3.1.11 not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Association and of Softball and its maintenance and development; and
- 5.3.2 Where an application for membership or renewal of membership of the Association by an Individual Member is rejected, the applicant may lodge with the Secretary a written notice of intention to appeal against its rejection. Upon receipt of such notice of appeal the Secretary shall place the appeal on the agenda for determination at a Special General Meeting. The Individual Member, or in the case of a minor, the parent/guardian, shall be permitted to attend such meeting for the purpose of making submissions on their behalf. Upon conclusion of submissions, the Members in General Meeting shall make a determination on the appeal by a majority of votes of the Members present, eligible to vote and voting and such determination shall be final and binding. Proxy votes are inadmissible.
- 5.3.3 The By-Laws will set out any additional conditions, privileges and benefits of membership relevant to Individual Members.

5.4 Life Members

- 5.5.1 Life Members, the number of which shall be unlimited, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights.
- 5.5.2 Life membership may be conferred upon any person who has rendered distinguished and meritorious service, in a voluntary capacity, to the Association over a period of not less than ten (10) consecutive years.

- 5.5.3 The election of a Life Member shall be by secret ballot and a seventy-five percent (75%) majority of those person at the Annual General Meeting, entitled to vote and voting, shall be required for the election to be successful.
- 5.5.4 Upon acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- 5.5.5 A Life Member is not required to pay a membership fee to the Association by reason of only being an Association Life Member.

6. REGISTER OF MEMBERS

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

- a) all current members of the Association including the full name, address, category of membership and date of entry to membership; and
- b) where applicable, the date of cessation and reinstatement of a membership; and
- c) any other details determined from time to time by the Management Committee or by the Association in general meeting.
- d) Management Committee Members and Life Members shall provide notice of any change and required details to the Association within one month of such change.

6.2 Inspection of register

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

6.3 Use of register

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

7. CESSATION OF MEMBERSHIP

7.1 A member ceases to be a Member on:

- a) resignation;
- b) death;
- c) the termination of their Membership according to the Rules and/or the By-Laws;
- d) dissolution or otherwise ceasing to exist;
- e) failing to renew or re-register with the Association.

7.2 Outstanding Payment

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

7.3 Notice of Resignation

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

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

7.4 Discontinuance for breach

- 7.4.1 Membership of the Association may be discontinued by the Management Committee upon breach of any clause or failure to comply with the Rules, By-Laws or any resolutions or determinations made or passed by the Management Committee or any delegated authority, including as a result of disciplinary action.
- 7.4.2 Membership shall not be discontinued by the Management Committee under Rule 7.4.1 without the Management Committee first giving the Member the opportunity to explain the breach and/or remedy the breach.
- 7.4.3 Where a Member fails to adequately explain the breach to the Management Committee, that Member's membership shall be discontinued under Rule 7.4.1 by the Association giving written notice of the discontinuance and date thereof to the Member. The register shall be amended to reflect any discontinuance of membership under Rule 7.4 as soon as practicable.

7.5 Failure to renew membership

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

7.6 Member to Re-Apply

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

7.7 Forfeiture of Rights

- 7.7.1 A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property.
- 7.7.2 Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.
- 7.7.3 Where an Member ceases to be a Member, shall also forfeit immediately all representation rights at General Meetings and all benefits, advantages, privileges and services of Association membership.

7.8 Reinstatement of Membership

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

7.9 Refund of Membership Fees

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

7.10 General

- 7.10.1 No Member, whose membership ceases, has any claim against the Association or the Management Committee for damages or otherwise arising from cessation or termination of membership.
- 7.10.2 A membership is non-transferable. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

8. DISCIPLINE

8.1 General Discipline Provisions

- 8.1.1 All Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association whether under the By-Laws or under these Rules.
- 8.1.2 The Association shall ensure that at all times players and officials participating, in any capacity whatsoever, in Softball activities conducted, procured or sanctioned by the Association achieve and maintain in connection with those activities a standard of conduct which is not and is not likely to be prejudicial or injurious to the interests or reputation of Softball or is inconsistent with the objects of the Association.
- 8.1.3 Each member, shall ensure that at all times players and officials participating, in any capacity whatsoever, in Softball activities within its jurisdiction achieve and maintain in connection with those activities a standard of conduct which is not and is not likely to be prejudicial or injurious to the interests or reputation of Softball within that jurisdiction or elsewhere or inconsistent with the objects of the Member or the Association.
- 8.1.4 The Association shall delegate the power of hearing and determining charges to a Disciplinary Tribunal Chairperson.

9. FEES AND OTHER CAPITATIONS

9.1 Membership fees

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

9.2 Capitations

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

9.3 Non-Payment of Fees and Other Capitations

Subject to Rule 9.4, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any fees or other amount determined is in arrears greater than 21 days.

9.4 Deferral or Reduction of Fees and Other Capitations

- 9.4.1 The Management Committee may defer the obligation of a Member to pay a fee or other capitation, or reduce (including to zero) the fee or capitation payable by a Member, if the Management Committee is satisfied that:
 - a) there are reasonable grounds for doing so;
 - b) the Association will not be substantially disadvantaged as a result; and

- c) the Member agrees to pay the deferred or (if greater than zero) the reduced fee or capitation within a time fixed by the Management Committee.
- 9.4.2 If the Management Committee defers or reduces a fee or capitation payable by a Member, that Member will retain their rights to attend and, where applicable, vote at a General Meeting, unless otherwise specified by the Management Committee.

10. MANAGEMENT COMMITTEE

10.1 Functions and Powers of the Management Committee

- 10.1.1 Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Management Committee.
- 10.1.2 The Management Committee has the authority to interpret the Rules, By-Laws and Policies of the Association and to determine any question upon which such Rules, By-Laws and Policies are silent;
- 10.1.3 The Management Committee may create, establish or appoint special committees, individual officers and consultants to carry out such duties and functions, as the Management Committee determines from time to time.
- 10.1.4 The Management Committee may delegate any of their powers to Committees consisting of those persons they think fit (including Management Committee Members, individuals and consultants), individual officers and consultants and may vary or revoke any delegation.
- 10.1.5 A Committee, individual officer and consultant must exercise the powers delegated to it according to the terms of the delegation and any directions of the Management Committee.
- 10.1.6 Powers delegated to and exercised by a Committee, individual officer or consultant, are taken to have been exercised by the Management Committee.

10.2 Composition of the Management Committee

- 10.2.1 The Management Committee shall comprise the following persons:
- (a) The President;
 - (b) Vice President;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) Registrar
- 10.2.2 A Management Committee member cannot also be an employee of the Association.
- 10.2.3 A maximum of two family members may serve on the Management Committee at one time.

10.3 Nominations for Election

- 10.3.1 Nominations for Management Committee positions shall be called for no later than 28 days prior to the Annual General Meeting.
- 10.3.2 Any Voting Member may nominate, in respect of each vacancy in the position of Management Committee Member which is the subject of an election at the next Annual General Meeting, one person for each position.
- 10.3.3 A nomination must be:
- in writing;
 - signed by the nominator and nominee; and

- delivered to the Association not less than 14 days prior to the Annual General Meeting.
- 10.3.4 Retiring members of the Management Committee shall be eligible for re-election without any requirement that they be nominated thereto but if a retiring member wishes to seek re-election that member must notify the Secretary in writing not later than 14 days prior to the Annual General Meeting.
- 10.3.5 Should, at the commencement of the Annual General Meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting only with the consent of the Members present, eligible to vote and voting.

10.4 Term of Office

- 10.4.1 Management Committee Members elected under Rule 10.5 shall be elected for a term of one (1) year. Subject to provisions in this Constitution relating to earlier retirement or removal of Management Committee Members, such Members shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting.

10.5 Elections

- 10.5.1 On a Annual basis at an Annual General Meeting of the Association elections will be conducted to fill the following offices for the year:
- (a) The President;
 - (b) Vice President;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) Registrar
- 10.5.2 If there are insufficient nominations received to fill all vacancies on the Management Committee, or if a person is not approved by the majority of Members, the positions will be deemed casual vacancies under Rule 10.6.

10.6 Vacancies On The Management Committee

- 10.6.1 In addition to the circumstances in which the office of a Management Committee Member becomes vacant by virtue of the Act, the office of a Management Committee Member becomes vacant:
- Where there are insufficient nominations to fill all vacancies on the Management Committee Member, or if a person is not approved by the majority of Members under Rule 10.5.2 at the Annual General Meeting;
- Or if the Management Committee Member:
- dies;
 - becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - 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;
 - resigns their office in writing to the Association;
 - holds any office of employment with the Association;
 - is removed from office in accordance with Rule 10.7 or
 - is removed by Special Resolution at a General Meeting of the Association.
- 10.6.2 Where a vacancy occurs within the term of a Management Committee Member and the number of Management Committee Members reduces to less than three (3):

- a) where the remaining period of the term is three months or less, the Management Committee may appoint a suitably qualified person to fill the vacancy.
- b) where the remaining period of the term is more than three months, the vacancy will be notified and nominations sought and voted at a Special General Meeting.

10.7 Removal of a Management Committee Member

- 10.7.1 A Management Committee Member may be removed from office in the following circumstances:
- is absent without the consent of the Management Committee from meetings of the Management Committee held during a period of six (6) months;
 - is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest;
 - in the opinion of the Management Committee (but subject always to this Constitution):
 - (a) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
 - (b) has brought the Association into disrepute.
 - (c) has breached a Code of Ethics/Conduct
- 10.7.2 A Management Committee Member may not be removed from office without first being afforded the opportunity to be heard in his or her defence at the meeting.
- 10.7.3 The question of removal shall be determined by resolution passed by the Management Committee Members at such Management Committee Meeting.
- 10.7.4 No Management Committee Member who is removed from his/her position as such, pursuant to Rule 10.7, or as the case may be, shall have any right of appeal against such removal.
- 10.7.5 Unless otherwise resolved at a General Meeting, a Management Committee Member removed in accordance with Rule 10.7 cannot be re-elected to the Management Committee within three (3) years of their removal or finding of tribunal if longer.

10.8 Management Committee May Act

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

11. MANAGEMENT COMMITTEE MEETINGS

11.1 Frequency of Meetings

- 11.1.1 The Management Committee shall meet a minimum of six (6) times for the dispatch of business, and subject to this Constitution, may adjourn and otherwise regulate its meetings as it thinks fit.
- 11.1.2 Without limiting the power of the Management Committee to regulate its meetings as it thinks fit, a Management Committee meeting may be held where one (1) or more of the Management Committee Members is not physically present at the meeting, provided that all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication.

11.2 Special Meetings of the Management Committee

- 11.2.1 A special meeting of the Management Committee shall be convened by the President upon receipt of the written request of not fewer than a majority of Management Committee Members. Such written request shall clearly state the reasons for convening the special meeting and the nature of the business to be transacted thereat.
- 11.2.2 Upon a special meeting of the Management Committee convened pursuant to Rule 11.2, the President shall cause the Secretary to give the Management Committee Members not less than fourteen (14) days notice of meeting. Such notice to clearly state the nature of the business to be transacted thereat.

11.3 Quorum

- 11.3.1 At every Management Committee meeting a simple majority of the number of Management Committee Members shall constitute a quorum.
- 11.3.2 If at the adjourned meeting a quorum is not present within one-half ($\frac{1}{2}$) hour of the time appointed for the meeting, the members present shall constitute a quorum.

11.4 Decisions of the Management Committee

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

11.5 Minutes

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

11.6 Resolutions not in Meetings

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

11.7 President to Chair

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

11.8 Management Committee Members' Interests

- 11.8.1 A Management Committee Member shall declare their interest in any matter in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Management Committee, absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter.

- 11.8.1 If the Management Committee member lodges his/her votes, the vote shall not be counted.
- 11.8.2 In the event of any uncertainty as to whether it is necessary for a Management Committee member to absent himself from discussions and refrain from voting, the issue should be immediately determined by consensus of the Management Committee, or if this is not possible, the matter shall be adjourned or deferred.
- 11.8.3 Any declaration made, any disclosure or any general notice given by a Management Committee member in accordance with Rule 11.8 must be recorded in the minutes of the relevant meeting.

11.9 Validity of Actions

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

12. GENERAL MEETINGS

12.1 Every general meeting of the Association, other than the Annual General Meeting, shall be deemed a Special General Meeting and shall be held in accordance with this Constitution.

12.2 The Secretary shall convene a General Meeting of the Association:

- (a) when directed to do so by the Management Committee; or
- (b) upon the written requisition of not fewer than 40% of the members of the Management Committee; or
- (c) upon the written requisition (signed) of at least the number of Ordinary Members of the association equal to double the number of members of the association on the Management Committee plus 1.

12.3 The requisition for a General Meeting shall:

- (i) state the object(s) of the meeting;
- (ii) state any notice(s) of motion;
- (iii) be signed by the Members making the requisition;
- (iv) be sent to the Association; and
- (v) may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

12.4 The Secretary shall cause a General Meeting to be held within fourteen (14) days after the date on which the requisition is received by the Association.

12.4.1 If the Secretary does not cause a Special General Meeting to be held within fourteen (14) days after the date on which the requisition is received to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than twenty-one (21) days after that date.

12.4.2 A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Management Committee.

12.5 Notice of Meeting, Agenda and Business to be Transacted

12.5.1 The Secretary shall cause notice of every General Meeting to be given in writing to every Voting Member and Life Member.

12.5.2 No other person shall be entitled as of right to receive notices of General Meetings.

- 12.5.3 The notice of General Meeting shall be forwarded not fewer than seven (7) days prior to the meeting and shall specify the place and day and hour of meeting and include:
- (i) the agenda for the meeting stating the business to be transacted; and
 - (ii) any notice of motion received.
- 12.6.2 At any special meeting of the Association no business other than the business for which the meeting was requisitioned shall be transacted at that meeting or any adjournment thereof.

12.6 Quorum

- 12.6.1 Subject to Rule 12.6.3, at all general meetings of the Association the number of Voting Members required to constitute a quorum shall be at least the number of Management Committee members in office at the time plus one and no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 12.6.2 If a quorum is not present within thirty (30) minutes after the time fixed for a general meeting, then:
- (a) in the case of the Annual General Meeting or any Special General Meeting convened by the Management Committee for the purpose of hearing an appeal against rejection of an application for membership or termination of membership, the meeting shall stand adjourned to the same time of the same day of the following week, at the same place or, alternatively, to such other time of such other day and at such other place as the Management Committee may determine; and
 - (b) in any other case the meeting shall lapse.
- 12.6.3 If a quorum is not present within thirty minutes of the time appointed for commencement of an adjourned general meeting, the members present shall constitute a quorum.

12.7 Adjournment of Meeting

The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting save and except the business left unfinished at the meeting from which the adjournment occurred.

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

12.8 Meeting Chair

The President shall preside as chair at every General Meeting except:

- (a) in relation to any election for which the chair is a nominee; or
- (b) where a conflict of interest exists; or
- (c) if the President is not present within fifteen (15) minutes after the time appointed for commencement of the meeting or is absent or unwilling to act and a quorum exists, then the members present and entitled to vote shall elect one of their number to chair the meeting.

12.9 Members Entitled to Vote

- 12.9.1 Each Management Committee member and each Individual Member who is eligible under Rule 5.3.1.2 and no other person, shall be entitled to one (1) vote at General Meetings.
- 12.9.2 No Voting Member shall be entitled to vote at any General Meeting unless their membership fee for the current year has been paid as at the date of the meeting.

- 12.9.3 Where voting at General Meetings is equal the Chair may not exercise a casting vote.
- 12.9.4 A Voting Member may take part and vote in a general meeting in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 12.9.5 A Voting Member who participates in a meeting mentioned in Rule 13.10.4 is taken to be present at the meeting.

12.10 Voting Procedure

- 12.10.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a simple majority of votes of members present, entitled to vote and voting.

Abstentions shall be disregarded for all purposes, that is to say that, whether or not a majority of votes exists will be determined by counting only those votes cast by members present and entitled to vote and voting.

- 12.10.2 For the election of Officers and Life Members and in any instance where not less than twenty five (25%) of the members present and entitled to vote demand a ballot, voting shall take place by secret ballot.

12.10.2.1 The chair shall appoint a Returning Officer and two (2) Scrutineers for that purpose and the result of the ballot as declared by the chair shall be deemed to be the resolution of the meeting at which the ballot was demanded.

- 12.10.3 In all other cases voting shall take place by a show of hands.
- 12.10.4 Except where Rule 5.3.2 applies, each member shall vote in person. Proxy voting is not permissible.

12.11 Recording of Determinations

- 12.11.1 Unless a poll is demanded under Rule 13.10, 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.

- 12.11.2 If a poll is duly demanded under Rule 13.10 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.

12.12 Minutes

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

Financial Year

The financial year of the Association shall commence on the 1 May each year and shall terminate on the 30 April the following year.

13.2 Notice of Annual General Meeting

- 13.2.1 The Secretary shall cause notice of the Annual General Meeting to be given in writing to all Members entitled to attend.
- 13.2.2 The notice shall be forwarded not fewer than twenty-eight (28) days prior to the meeting and shall:
 - i) specify the place and day and hour of meeting;

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

13.3 Agenda

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

13.4 Business to be Transacted

- 13.4.1 The business to be transacted at the Annual General Meeting includes but is not limited to:
- (a) receipt and confirmation of minutes of previous Annual General Meeting (where necessary);
 - (b) receipt of the annual report of the Association;
 - (c) receipt of the Association's Financial Statement and signed statement for the last reportable financial year and presenting the financial statement and signed statement to the meeting for adoption;
 - (d) amendments or alterations to the Rules and By Laws of the Association;
 - (e) election of the Management Committee Members;
 - (f) appointing an auditor, an accountant or an approved person for the present financial year; and
 - (g) election of life members (where applicable).

14. FINANCE AND ACCOUNTS

14.1 Application of Income

- 14.1.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 14.1.2 Except as prescribed in this Constitution or the Act:
- (a) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Officer.
- 14.1.3 Nothing in Rules 15.1.1 or 15.1.2 shall prevent payment in good faith of or to any Member for:
- (a) any services actually rendered to the Association whether as an employee, Management Committee Member or otherwise;
 - (b) goods supplied to the Association in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any Member;
 - (d) rent for premises demised or let by any Member to the Association; or

- (e) any out-of-pocket expenses incurred by the Member on behalf of the Association; and
- (f) 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.

14.2 Financial Year

The financial year of the Association shall commence on the 1 May each year and shall terminate on the 30 April the following year.

14.3 Financial Reports

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

14.4 Funds and Accounts

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

14.5 End of Financial Year Reports

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

- 14.5.3 The Management Committee shall submit the report, including the statements of account of the Association, to the Members at the Annual General Meeting in accordance with this Constitution and the Act.
- 14.5.4 The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months (3) after such approval or adoption.

15. BY-LAWS

- 15.1 The Management Committee may formulate, issue, adopt, interpret and amend from time to time, By-Laws not inconsistent with these Rules for the proper advancement, management and administration of the Association, its Objects and Softball as it thinks necessary or desirable.
- 15.2 Such By-Laws must be consistent with the Association Constitution and any policy directives of the Management Committee.

16. COMMON SEAL AND DOCUMENTS

- 16.1 The Management Committee shall provide for safe custody of the common seal of the Association. Such common seal to be used only by authority of the Management Committee and every instrument to which the common seal is affixed shall be signed by two officers of the Association.
- 16.2 The Management Committee also shall provide for the safe custody of all books, instruments of title and securities belonging to the Association or to which the Association is a party or in which the Association is otherwise interested and no such items shall be destroyed without the authority of the Management Committee.
- 16.3 Without limiting in any way the effect of Rule 17.2, all documents having any relevance to the taxation affairs of the Association shall be retained by the Management Committee in safe custody for not fewer than eight (8) years after the end of the financial year in which they were created or acquired or for such longer period as the Commissioner of Taxation or any other relevant revenue authority shall require or recommend.

17. WINDING UP AND DISTRIBUTION OF SURPLUS ASSETS

- 17.1 Subject to this Constitution the Association may be wound up in accordance with the Act.
- 17.2 If upon winding up or dissolution of the Association there remains after payment and satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to another organisation or organisations having objects similar to the Association and which prohibits the distribution of its or their income and property among its or their Members to an extent at least the same extent as is provided for in these Rules. Such organisation is to be determined by the Members in General Meeting at or before the time of dissolution, or failing any such determination by the members in a general meeting, in accordance with the Act.

18. INDEMNITY

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

19. ALTERATION OF RULES

- 19.1 Subject to the Act, these Rules may be amended, repealed or added to at any time and from time to time by a special resolution at any General Meeting of the Association by a seventy-five per cent (75%) majority of the votes of members present, entitled to vote and voting.

19.1.1 Abstentions shall be disregarded for all purposes, that is to say that, whether or not a majority of votes exists will be determined by counting only those votes cast by members present and entitled to vote and voting.

19.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

19.3 These Rules shall be deemed to have repealed all previous Rules of the Association but, save and except as may be specifically provided herein, these Rules shall not affect any right, duty or liability in respect of any act, matter or thing done or commenced, acquired or imposed pursuant to any previous Rules of the Association.

20. TRANSITIONAL PROVISIONS

20.1 The Constitution current 2018 is repealed.

20.2 Any appointment made or motion passed under the Constitution hereby repealed, if in force at the commencement of this Constitution, shall continue in force as far as practical as if removed and passed under this Constitution.