

CONSTITUTION OF MACARTHUR BASEBALL LEAGUE INCORPORATED

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Part 1 Objects Powers & Interpretation

1 Name of the Organisation

The name of the organisation is Macarthur Baseball League Incorporated ("the League").

2 Objects of the League

The League is a Regional Association (as defined by the NSWBL constitution) representing its members to NSWBL and is responsible for the administration of the sport of baseball within its membership and in compliance with the requirements of NSWBL. The objects for which the League is established and maintained are to:

- a) participate as a member of the Australian Baseball Federation Incorporated ("ABF") through and by which the sport of baseball can be conducted, encouraged, promoted, advanced and administered, and to do so via affiliation with NSWBL for such time as NSWBL remains the sole ABF-affiliated body within New South Wales;
- b) provide for the conduct, encouragement, promotion and administration of baseball throughout its membership;
- 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, NSWBL and the Members in pursuit of these Objects;
- e) at all times act on behalf of and in the interest of the Members and baseball;
- 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 among its members which may arise, or be referred to it, by any Member;
- i) act as arbiter on all matters pertaining to the conduct of baseball among its members, including disciplinary matters, **subject to** the right of appeal in terms of clause 16
- j) pursue commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of baseball among its members which are consistent with the rights and powers of NSWBL;
- k) adopt and implement appropriate policies as formulated by NSWBL, 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;
 - m) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in baseball competition and to award trophies and rewards to successful competitors;
 - n) encourage and promote competitions free of performance-enhancing drugs;
 - o) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3 Definitions

- a) 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) which is affiliated to the League.

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

AGM means the Annual General Meeting of the League

Executive means the office bearers of the Executive Committee elected or appointed to administer the affairs of the league

Committee means all office bearers of the League including the Executive Committee elected or appointed to administer the affairs of the League

Competition Rules means the document or documents which describe(s) the rules in force from time to time governing the ordinary administration of the competitions administered by The League. Such Competition Rules shall have the force in law of By-Laws of The League.

Delegate means the person elected or appointed from time to time

- i) by an Affiliated Club to act for and on behalf of that affiliated Club and represent the affiliated Club at League meetings or otherwise
- ii) by the League to act for and on behalf of the League at meetings or otherwise

Director-General means the Director-General of the Department of Fair Trading.

Financial Year means the year commencing 1st June and ending 31st May in any calendar year.

General Meeting means any ordinary meeting of the League

Individual Member means a natural person who is a registered financial individual member of the League or of an Affiliated Club, and includes Players.

Intellectual Property means all rights or goodwill subsisting in copyright, business names, names, trade marks (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 (JLSC) means the body established by NSWBL which is responsible for the conduct of junior baseball competitions on behalf of NSWBL.

Life Member means any person elected to Life membership according to this constitution.

Member means an Affiliated Club for the time being of the League under Part II of this Constitution, or an Individual Member as defined herein.

NSWBL means New South Wales Baseball League Incorporated.

Players means those Individual Members who participate as players in baseball competitions conducted by the League, or who participate as a representative of the League in any representative competition.

Seal means the common seal of the League.

Secretary means:

- i) the person holding office under these rules as Secretary of The League, or
- ii) if no such person holds that office – the public officer of the League

Special Resolution means a resolution passed:

- i) at a General, Special or Annual 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
- ii) by at least three quarters of votes of those Members who, being entitled to vote, vote in person or by proxy at the meeting

Special General Meeting means a meeting convened in terms of Clause 31 of this constitution

the Act means the *Associations Incorporation Act 1984*, as amended or any other act under which the League may be incorporated from time to time

the regulation means the *Associations Incorporation Regulation 1999* as amended or any other Regulation of the Act under which the League may be incorporated from time to time

- b) In this Constitution:
 - i) a reference to a function includes a reference to a power, authority and duty, and
 - ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- c) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.
- d) **Voting Member** - shall mean the Committee, Official Affiliated Club president or their nominee notified to the League Secretary prior to the meeting and all life members who have attended at least half of the previous years general meetings.

4 Severance

If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as

to be valid and enforceable. If the Clause or phrase can not 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.

5 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 2 Membership

6 Membership qualifications

A person is qualified to be a member of The League if, but only if:

- a) the person is a person referred to in the Act and has not ceased to be a member of The League at any time after incorporation of The League under the Act, or
- b) the person is a club operating in the sport of baseball or teeball and has teams playing either sport comprising children of or under the age of sixteen (16) years through to adults in local team graded competitions. Such members are known as Affiliated Clubs, or
- c) the person is a natural person:
 - i) who has applied for membership of the League as provided by Clause 7, and
 - ii) who has been approved for membership of the League by the Executive Committee of the League, or
 - iii) a player as herein defined

Such members are known as Individual Members

- d) Life Membership
 - i) Life Members of the League are entitled to all privileges enjoyed by affiliated club presidents, and shall be presented with the League's jacket.
 - ii) Any member of the League who has rendered distinguished service to baseball may be recommended for life membership of the League.
 - iii) A notice of recommendation for Life Membership of the League must be in writing signed by at least four members of the League and must be in the hands of the Baseball Secretary at least twenty eight days prior to a special meeting or AGM of the League called by the Secretary to vote on such recommendations.
 - iv) A recommendation for Life Membership must be approved by the Executive Committee before the presentation to a special meeting of the League.
 - v) To be elected a Life Member, a member must obtain the affirmative vote of three fourths of the members present and eligible to vote at the special meeting or AGM of the League. Voting for election of a Life Member shall be by secret ballot

- vi) The committee may recommend to the General Meeting , Special General Meeting or AGM a maximum of two (2) members for consideration for Life Membership
- vii) Any member failing to be elected as a life member of the League may be re-nominated at a later time.
- viii) The Executive committee may form a Life Membership Committee which will consist of at least three (3) committee members and, if available, two (2) active life members
- ix) Any nominees for Life Membership must **NOT** sit on the Life Membership Committee
- x) The Committees recommendation shall be endorsed when a candidate achieves a three quarters (3/4) majority on a secret ballot of the members of the League
- xi) The presentation of Life Membership may be awarded at any time seen fit by the Executive committee.

7 Nomination for membership

- a) A nomination of a person for membership of The League, other than a Player:
 - i) must be made by a member of The League in writing in the form set out in Appendix 1 to these rules, and
 - ii) must be lodged with the Secretary of The League.
- b) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Executive Committee which is to determine whether to approve or to reject the nomination.
- c) As soon as practicable after the Executive Committee makes that determination, the Secretary must:
 - i) Notify the nominee, in writing, that the Executive Committee approved or rejected the nomination (whichever is applicable), and
 - ii) If the Executive Committee approved the nomination, request the nominee to pay the sum payable under these rules by a member as entrance fee and annual
- d) the Secretary must, on payment by the nominee of the amounts referred to in clause 7(c)(ii) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of The League.

- e) A Player upon acceptance to membership of an Affiliated Club by that Affiliated Club in accordance with its own procedures shall become a member of The League.

8 Cessation of membership

A person ceases to be a member of the League if the person:

- a) dies, or
- b) resigns membership, or
- c) is expelled from the League, or
- d) in the case of individual members who are members of the Executive Committee of The League, upon the cessation of their membership of the Executive Committee, or
- e) in the case of Players, upon cessation of that Player's membership of an Affiliated Club.

9 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of The League:

- a) is not capable of being transferred or transmitted to another person, and
- b) terminates on cessation of the person's membership.

10 Resignation of membership

- a) A member of The League is not entitled to resign that membership except in accordance with this rule.
- b) A member of The League who has paid all amounts payable by the member to The League in respect of the member's membership may resign from membership of The League by first giving to the Secretary written notice of at least one month (or such other period as the Executive Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- c) If a member of The League ceases to be a member under clause 10(b), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11 Register of members

- a) The Secretary of The League must establish and maintain a register of members of The League specifying the name and address of each person who is a member of The League together with the date on which the person became a member **subject to** such details in respect of Players being recorded as at the most recent date of membership renewal with their Affiliated Club.
- b) The register of members must be kept at the principal place of administration of The League
- c) Having regard to confidentiality considerations and the Privacy Act – as amended, an extract of the register showing the name of the Members shall be available for inspection (but not copying) by Members, upon reasonable request

12 Fees and subscriptions

- a) A member of The League must, on admission to membership, pay to The League a fee of \$1 or, if some other amount is determined by the Executive Committee, that other amount.
- b) In addition to any amount payable by the member under clause 12(a) , a member of The League must pay to The League an annual membership fee of \$2 or, if some other amount is determined by the Executive Committee, that other amount:
 - i) except as provided by paragraph 12(b)(ii), before 1st September in each calendar year, or
 - ii) the member becomes a member on or after 1st September in any calendar year – on becoming a member and before 1st September in each succeeding calendar year

13 Members' liabilities

The liability of a member of The League to contribute towards the payment of the debts and liabilities of The League or the costs, charges and expenses of the winding up of The League is limited to the amount, if any, unpaid by the member in respect of membership of the League as required by Clause 12.

14 Resolution of internal disputes

- a) Disputes between members (in their capacity as members) of The League, and disputes between members and The League,

are to be referred to the Executive Committee in the first instance for resolution.

- b) Disputes between members (in their capacity as members) of The League, and disputes between members and The League, which remain unresolved by the Executive Committee in accordance with Clause 14a) are to be referred NSWBL for mediation

15 Disciplining of members

- a) A complaint may be made to the Executive Committee by any person that a member of The League:
 - i) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - ii) has persistently and wilfully acted in a manner prejudicial to the interests of The League.
- b) On receiving such a complaint, the Executive Committee:
 - i) must cause notice of the complaint to be served on the member concerned; and
 - ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and
 - iii) must take into consideration any submissions made by the member in connection with the complaint.
- c) The Executive Committee may, by resolution, expel the member from The League or suspend the member from membership of The League if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- d) If the Executive Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive Committee for having taken that action and of the member's right of appeal under Clause 16.
- e) The expulsion or suspension does not take effect:
 - i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - ii) if within that period the member exercises the right of appeal, unless and until The League confirms the resolution under Clause 16(e),whichever is the later.

- f) The provisions of this Clause 15 are not intended to cover breaches of playing rules or codes of conduct or on-field offences which are the subject of an umpire's report or any other situations in the ordinary conduct of the competitions administered by The League, such situations being covered by the Judiciary provisions of the Competition Rules.

16 Right of appeal of disciplined member

- a) A member may appeal to The League in general meeting against a resolution of the Executive Committee under Clause 15, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- c) On receipt of a notice from a member under clause 16(a), the Secretary must notify the Executive Committee which is to convene a general meeting of The League to be held within 28 days after the date on which the Secretary received the notice.
- d) At a general meeting of The League convened under clause 16 (c):
 - i) no business other than the question of the appeal is to be transacted, and
 - ii) the Executive Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e) If at the general meeting The League passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The Executive Committee and Office Bearers

17 Office Bearers

Office Bearers of the League shall be: -

- a) Patron(s)
- b) President *
- c) Senior Vice President *

- d) Junior Vice President *
- e) Secretary *
- f) Assistant Secretary
- g) Public Officer
- h) Treasurer *
- i) Assistant Treasurer
- j) Publicity Officer
- k) Health + Safety Officer
- l) Child Protection Officer
- m) Registrar/Recorder
- n) Chairperson – Rules, Protests + Disputes committee
- o) Canteen Manager / Alcohol Licensee
- p) Scorers' Co-ordinator
- q) Umpires' Co-ordinator

18 Powers of the Committee

The League's committee of management is to be called the Executive Committee of The League and, subject to the Act, the Regulations and these rules and to any resolution passed by The League in general meeting:

- a) is to control and manage the affairs of The League, and
- b) may exercise all such functions as may be exercised by The League, other than those functions that are required by these rules to be exercised by a general meeting of members of The League, and
- c) has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of The League.

19 Constitution and membership

- a) the Executive Committee is to consist of:
 - i) the President
 - ii) the Senior Vice President
 - iii) the Junior Vice President,
 - iv) the Treasurer
 - v) the Secretary, who may also be the public officer.

each of whom is to be elected at the annual general meeting of The League under Clause 20.

- b) Each member of the Executive Committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- c) In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a member of The League to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- d) **Statutory duties of committee members and obligations of office bearers:-** Committee members will need to disclose any potential conflict of interest and will not be able to use their position or information for a dishonest purpose. Office bearers will have to hand over any documents of the League within 14 days after ceasing to hold office.

20 Election of office bearers

- a) Nominations of candidates for election as office bearers of The League must be made in writing, on the form specified in Appendix 3 and must be delivered to the Secretary of The League at least 21 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- b) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting for the remaining vacancies.
- c) If insufficient further nominations are received, any vacant positions remaining on the Executive Committee are taken to be casual vacancies.
- d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- f) The ballot for the election of office-bearers and ordinary members of the Executive Committee is to be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.
- g) Nominee must be present at the AGM to be elected

21 Secretary

- a) the Secretary of The League must, as soon as practicable after being appointed as Secretary, lodge notice with The League of his or her address, and electronic contact details
- b) It is the duty of the Secretary to keep minutes of:
 - i) all appointments of office-bearers and members of the Executive Committee,
 - ii) the names of members of the Executive Committee present at an Executive Committee meeting or a general meeting, and
 - iii) all proceedings at Executive Committee meetings and general meetings.
- c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22 Treasurer

It is the duty of the Treasurer of The League to ensure:

- a) that all money due to The League is collected and received and that all payments authorised by The League are made, and
- b) that correct books and accounts are kept showing the financial affairs of The League, including full details of all receipts and expenditure connected with the activities of The League.

23 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:

- a) dies, or
- b) ceases to be a member of The League, or
- c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- d) resigns office by notice in writing given to the Secretary, or
- e) is removed from office under Clause 24, or
- f) becomes a mentally incapacitated person, or
- g) is absent without the consent of the Executive Committee from all meetings of the Executive Committee held during a period of 6 months.

24 Removal of member

- a) The League in general meeting may by resolution remove any member of the Executive Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- b) If a member of the Executive Committee to whom a proposed resolution referred to in clause 24(a) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of The League, the Secretary or the President may send a copy of the representations to each member of The League or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

25 Meetings and quorum

- a) Meetings of the Executive Committee may be convened by the President or by any member of the Executive Committee.
- b) Oral or written notice of a meeting of the Executive Committee must be given by the Secretary to each member of the Executive Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive Committee) before the time appointed for the holding of the meeting.
- c) Notice of a meeting given under clause 25 (b) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive Committee members present at the meeting agree by majority to treat as urgent business.
- d) Any 3 members of the Executive Committee but one of those 3 must be either, President, Senior Vice President or Secretary, constitutes a quorum for the transaction of the business of a meeting of the Executive Committee.
- e) A quorum for any sub-committee of the League shall be a majority of members of that sub-committee
- f) Two thirds (2/3) of eligible voting members, but one of those must be either, President, Senior Vice President or Secretary, (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- g) No business is to be transacted by any Committee of the League unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- h) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

26 Delegation by Executive Committee to sub-committee

- a) The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of The League as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as are specified in the instrument, other than:
 - i) this power of delegation, and
 - ii) a function which is a duty imposed on the Executive Committee by the Act or by any other law.
- b) A function the exercise of which has been delegated to a sub-committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- d) Despite any delegation under this Clause, the Executive Committee may continue to exercise any function delegated.
- e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
- f) The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- g) A sub-committee may meet and adjourn, as it thinks proper.

27 Voting and decisions

- a) Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee are to be determined by a majority of the votes of members of the Executive or sub-committee present at the meeting.

- b) Each office bearer and committee member present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- c) Subject to Clause 19, the Executive Committee may act despite any vacancy on the Executive Committee.
- d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee.

Part 4 Meetings

28 Use of technology at committee meetings

- a) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- b) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

29 Annual general meetings – holding of

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 venue to be determined by the Executive Committee

30 Annual general meetings – calling of and business at

- a) The annual general meeting of The League is, subject to the Act and to Clause 28, to be convened on such date and at such place and time as the Executive Committee thinks fit.
- b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - ii) to receive from the Executive Committee reports on the activities of The League during the last preceding financial year,
 - iii) to elect office-bearers of The League.
 - iv) to receive and consider the statement which is required to be submitted to members under the Act.
- c) An annual general meeting must be specified as such in the notice convening it.

31. General Meetings

- a) The League shall meet at least six (6) times each year at such a place and time the Executive may determine. Committees and Sub-committees should meet at least three (3) times each year.
- b) Business to be transacted at a General meeting shall be
 - i) Apologies
 - ii) Minutes of Previous Meeting
 - iii) Business arising from minutes
 - iv) Correspondence and action thereon
 - v) Treasurer's Report
 - vi) Reports – other
 - vii) Notice of motion
 - viii) General Business
- c) Reports to be submitted at meetings will include
 - i) President's Report, including any meetings attended on behalf of the League
 - ii) Treasurer's Report
 - iii) Secretary's Report
 - iv) Senior Vice President's Report
 - v) Junior Vice President's Report
 - vi) Registrar/Recorder's Report
 - vii) Publicity Officer's Report
 - viii) Health + Safety Officer's Report
 - ix) Umpires' Co-ordinator's Report
 - x) Rules, Protests + Disputes Committee Report
 - xi) Canteen Manager / Licensee's Report
 - xii) Child Protection Officer's Report
- d) Committee or Sub-committee meetings may be convened by the President, or by any member of that committee with at least twenty four (24) hours notice
- e) For any meeting called in accordance with Clause 30.4, the general nature of business must also be given. Only this business can be dealt with unless members present at the meeting unanimously agree to treat further business as urgent

32. Special general meetings – calling of

- a) The Executive Committee may, whenever it thinks fit, convene a special general meeting of The League.
- b) The Executive Committee must, on the requisition in writing of at least 30 per cent of the total number of members, convene a special general meeting of The League.
- c) A requisition of members for a special general meeting:
 - i) must state the purpose or purposes of the meeting, and
 - ii) must be signed by the members making the requisition, and
 - iii) must be lodged with the Secretary, and
 - iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- d) If the Executive Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- e) A special general meeting convened by a member or members as referred to in clause 31(d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee and any member who consequently incurs expenses is entitled to be reimbursed by The League for any expense so incurred.

33 Notice

- a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of The League, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of The League, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 32(a), the intention to propose the resolution as a special resolution.
- c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in

the case of an annual general meeting, business which may be transacted under Clause 29(b).

- d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

34 Procedure

- a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- b) two thirds (2/3) of eligible voting members but one of those members must be either the President, Senior Vice President or Secretary (being members entitled under these rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a general meeting.
- c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - i) If convened on the requisition of members, is to be dissolved, and
 - ii) In any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place
- d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

35 Presiding member

- a) The President or, in the President's absence, the Senior Vice President, is to preside as chairperson at all meetings of the League.
- b) If the President and the Senior Vice President are absent or unwilling to act, the members present must elect one of their own number to preside as chairperson at the meeting.

36 Adjournment

- a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of The League stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- c) Except as provided in clauses 35 (a) and 35 (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

37 Making of decisions

- a) A question arising at a general meeting of The League is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of The League, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- b) At a general meeting of The League, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- c) If a poll is demanded at a general meeting, the poll must be taken;
 - i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

38 Special resolution

A resolution of The League is a special resolution if it is passed by a majority which comprises at least three-quarters of such members of The League as, being entitled under these rules so to do, vote in person at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

39 Voting

- a) On any question arising at a general meeting of The League a member has one vote only.
- b) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- d) A member or proxy is not entitled to vote at any general meeting of The League unless all money due and payable by the member or proxy to The League has been paid, other than the amount of the annual subscription payable in respect of the then current year.

40 Appointment of proxies

- a) Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- b) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

41 Use of technology at general meetings

- a) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- b) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 By-Laws

42 Insurance

The League may effect and maintain insurance.

43 Funds – source

- a) The funds of The League are to be derived from fees (including fines) and annual subscriptions of members, donations and, subject to any resolution passed by The League in general meeting, such other sources as the Executive Committee determines.
- b) All money received by The League must be deposited as soon as practicable and without deduction to the credit of The League's bank account.
- c) The League must, as soon as practicable after receiving any money, issue an appropriate receipt.

44 Funds – management

- a) Subject to any resolution passed by The League in general meeting, the funds of The League are to be used in pursuance of the objects of The League in such manner as the Executive Committee determines.
- b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 of President, Secretary and Treasurer.

45 Alteration of objects and rules

- a) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of The League.
- b) Proposals to repeal, alter or add to the Rules of this constitution are to be forwarded in writing to the Secretary.
- c) To repeal, alter or add to the Rules of this Constitution will be dealt with at the AGM under Section 29, 31 and 32. To repeal, alter or add to the Rules of this Constitution, twenty-one (21) days notice shall be given by the Secretary to all office bearers, Life Members and members. Said alterations need to be carried by three-quarters majority of members present at such a meeting.
- d) All alterations of the rules shall be forwarded by the Secretary to all office-bearers, Life Members and members of the League within fourteen (14) days of same being adopted

46 Common seal

The Common Seal of the League shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Executive Committee. The stamping of the Common Seal shall be witnessed by the signatures of two (2) of President, Secretary and Treasurer.

47 Custody of books

Except as otherwise provided by these rules, the Treasurer must keep in his or her custody or under his or her control all books of account. Other documents relating to The League are to be held by the Secretary.

48 Inspection of books

The records, books and other documents of the League, having regard to confidentiality considerations and the Privacy Act - as amended, an extract of the member register showing the name of the Members shall be available for inspection (but not copying) by Members, upon reasonable request

49 Service of notices

- a) For the purpose of these rules, a notice may be served on or given to a person:
 - i) by delivering it to the person personally, or
 - ii) by sending it by pre-paid post to the address of the person, or
 - iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- b) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was

sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

50 Public Officer

- a) The Committee shall ensure that a person is appointed as Public Officer
- b) The Public Officer may be an Office Bearer, member or any other person regarded as suitable by the Committee.
- c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is at least eighteen (18) years old and a resident of New South Wales.
- d) The Public Officer shall be deemed to have vacated their position to the following circumstances:
 - i) Death
 - ii) Resignation
 - iii) Removal by the Committee or at a General Meeting
 - iv) Bankruptcy or financial insolvency
 - v) Mental Illness
 - vi) Residency outside of NSW
- e) When the vacancy occurs in the position of Public Officer the Committee shall, within fourteen (14) days notify the Department of Fair Trading and appoint a new Public Officer
- f) The Public Officer is required to notify the Department of Fair Trading by the prescribed form of the following circumstances and within the time limits specified by the Act
 - i) Appointment
 - ii) A change of residential address
 - iii) A change in the League's objects or rules
 - iv) A change in membership of the committee
 - v) Of the League's financial affairs
 - vi) A change of the League's name

51 Public Statements

Only the President, Vice-President and Secretary shall have the power to make public statements regarding any aspect of the League. However the Committee may appoint any other person to make public statements concerning the League's activities.

52 Winding Up

- a) Subject to this clause, the League may be wound up in accordance with the provisions of the Act.
- b) The liability of a member to contribute towards the payment of the debts and liabilities of the League or the costs, charges and expenses of the winding up of the League is limited to the amount, if any, unpaid by the member in respect of membership of the League as required by Clause 13.
- c) 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 somebody 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.

53 Matters not Covered

Any matters not covered by the Constitution shall be resolved by reference to the Associations Incorporation Act (1984) (NSW) or any other act under which the League may be incorporated from time to time.

Appendix 1

APPLICATION FOR MEMBERSHIP OF THE LEAGUE

I / we
(Full name of applicant)

of.....
(Address)

Phone: Mobile:

Email:.....

hereby apply to become a member of Macarthur Baseball League Inc ("the League"). In the event of my/the Club's admission as a member, I/we agree to be bound by the rules of the League for the time being in force and acknowledge and agree to:

- Observe and enforce the constitution and rules of the League
- Respect the aims and objectives of the League
- Represent the best interests of the League and its members
- Observe codes of conduct in force from time to time
- Not divulge privileged or private information
- Pay all fees, dues and/or subscriptions on or before their due date
- Advise change of contact details, e.g. address, telephone, & email to the Secretary
- relinquish all equipment, documents and records belonging to the League at the end of each season and/or before leaving the League

.....
Signature of applicant / Authorised signatory Date

(Authorised signatory position:)

.....
Signature of applicant / Authorised signatory Date

(Authorised signatory position:)

NOTE: Applications on behalf of clubs should be made in the name of the club. Signatures should be endorsed with the signatory's name and their position within the applicant club.

Appendix 2

FORM OF APPOINTMENT OF PROXY

I,.....Of
(Name of Member) *(Address)*

being a member of MACARTHUR BASEBALL LEAGUE INCORPORATED

hereby appoint of
(Full name of proxy)

.....
(Personal address or club name)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of The League (annual general meeting or special general meeting, as the case may be) to be held on the

..... day of
(Month and Year)

and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....
Signature of member appointing proxy *Name*

.....
Date

NOTE: A proxy vote may not be given to a person who is not a member of the League.

Appendix 3

NOMINATION FOR POSITION OF OFFICE BEARER

Macarthur Baseball League Incorporated

I,.....

(Full name of nominator)

Being a member of the League, hereby nominate

.....

(Full name of nominee)

For the position of

.....

(Position nominated)

.....
Signature of nominator

.....
Date

I,

(Full name of seconder)

being a member of the League, second the nomination.

.....
Signature of seconder

.....
Date

I,

(Full name of nominee)

being a member of the League, accept the nomination for the position of:

.....

(Position nominated)

.....
Signature of nominee

.....
Date

Office use only:

Date received: / / . By: