

**GREATER WESTERN  
BASEBALL ASSOCIATION  
INCORPORATED**

**CONSTITUTION**

(ISSUED AUGUST 1999, proposed revision April 2012)

The rules of the GREATER WESTERN BASEBALL ASSOCIATION INC contained herein are in accordance with Section 11 and contain those matters specified in Schedule 1 of the Associations Incorporation Act, 1984.

Signed:.....  
Applicant

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## **Part 1 - PRELIMINARY**

### **1. Name**

The name of the Association shall be the **GREATER WESTERN BASEBALL ASSOCIATION INCORPORATED** (referred to hereafter as "the Association").

### **2. Association Colours**

The Association colours will be registered as Grey, Blue and Maroon.

### **3. Objects of The League**

The League is a Regional Association representing its members to other organisations of like mind (as determined by the League) and is responsible for the administration of the sport of baseball within its membership. The objects for which The League is established and maintained are to:

- a. provide for the conduct, encouragement, promotion and administration of baseball throughout its membership;
- b. ensure the maintenance and enhancement of The League and baseball, its standards, quality and reputation for the benefit of the Members and baseball
- c. at all times act on behalf of and in the interest of the Members and baseball
- d. apply the property and capacity of The League towards the fulfilment and achievement of these Objects
- e. review and/or determine any matters relating to baseball among its members which may arise, or be referred to it, by any Member
- f. act as arbiter on all matters pertaining to the conduct of baseball among its members, including disciplinary matters
- g. pursue commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of baseball among its members
- h. adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in baseball
- i. represent the interests of its Members and of baseball generally in any appropriate forum
- j. 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
- k. encourage and promote competitions free of performance-enhancing drugs

1. undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects

#### 4. Definitions

- A. In this Constitution unless the contrary intention appears, these words shall have the following meanings::
- i. **“Act”** means the Associations Incorporation Act (1984) (NSW) or any other act under which The League may be incorporated from time to time.
  - ii. **“Affiliated Club”** means a club or organisation (whether incorporated, unincorporated or otherwise) which is affiliated to The League.
  - iii. **“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.
  - iv. **“Delegate”** means the person elected or appointed from time to time by an Affiliated Club to act for and on behalf of that Affiliated Club and represent the Affiliated Club at League Meetings or otherwise.
  - v. **Director-General** means the Director-General of the Department of Fair Trading.
  - vi. **“Financial Year”** means the year commencing 1<sup>st</sup> April and ending 30<sup>th</sup> March in any calendar year
  - vii. **“General Meeting”** means the annual or any special general meeting of The League.
  - viii. **“Individual Member”** means a natural person who is a registered financial individual member of The League or of an Affiliated Club, and includes Players
  - ix. **“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
  - x. **“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
  - xi. **“Players”** means those Individual Members who participate as players in baseball competitions conducted by The League
  - xii. **“Seal”** means the common seal of The League
  - xiii. **“Secretary”** means
    - a. the person holding office under these rules as Secretary of The League, or
    - b. if no such person holds that office – the public officer of The League
  - xiv. **“Special Resolution”** means a resolution passed:

- a. at a General Meeting of The League of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Member in accordance with this Constitution; and
  - b. by at least three quarters of votes of those Members who, being entitled to vote, vote in person or by proxy at the meeting
- xv. **Special General Meeting** means a general meeting of The League other than an annual general meeting.
- xvi. **the Act** means the *Associations Incorporation Act 1984*.
- xvii. **the regulation** means the *Associations Incorporation Regulation 1999*.

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.

## Part 2 - MEMBERSHIP

### 5. Membership qualifications

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

- i. the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of The Association at any time after incorporation of The Association under the Act,

Or

- ii. the person is a club or organisation operating in the sport of baseball or teeball and who accepts the objects and rules of the Association. Such members are known as affiliated clubs

B. the person is a natural person:

- i. who has been nominated for membership of The Association as provided by Rule 5, and
- ii. who has been approved for membership of The Association by the Executive Committee of The Association.

## **6. Nomination for Membership**

- A. Clubs and organisations wishing to become members of the Association shall apply to the Executive for membership, nominating one (1) delegate. A nomination of a person for membership of The Association, other than a Player:
- i. must be made by a member of The Association in writing in the form set out in Appendix 1 to these rules, and
  - ii. must be lodged with the Secretary of The Association.
- 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. The Executive is not required to supply reasons for accepting or rejecting an application for membership.
- 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 (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- D. the Secretary must, on payment by the nominee of the amounts referred to in clause 10 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 Association.

## **7. Cessation of Membership**

- A. Membership shall cease upon death, resignation, expulsion or failure to pay any outstanding membership fees within one (1) month of the due date or another date as set by the Executive.

## **8. Membership entitlements not transferable**

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

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

## **9. Resignation of membership**

- A. A member of The Association is not entitled to resign that membership except in accordance with this rule.

- B. A member of The Association who has paid all amounts payable by the member to The Association in respect of the member's membership may resign from membership of The Association 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 Association ceases to be a member under clause (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.

## **10. Register of Members**

- A. The Secretary of The Association must establish and maintain a register of members of The Association specifying the name and address of each person who is a member of The Association together with the date on which the club, organisation or 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 Association and must be open for inspection, free of charge, by any member of The Association at any reasonable hour.
- C. A member of The Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Executive Committee, that other amount.

## **11. Fees and subscriptions**

- A. A member of The Association must, on admission to membership, pay to The Association 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 (a), a member of The Association must pay to The Association 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 (b), before 1st April in each calendar year, or
  - (ii) if the member becomes a member on or after 1st April in any calendar year – on becoming a member and before 1<sup>st</sup> April in each succeeding calendar year.

## **12. Members' Liabilities**

- A. The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees if any as required by rule 10.



### **13. Resolution of internal disputes**

- A. Disputes between members (in their capacity as members) of The Association, are to be referred to the Executive Committee in the first instance for resolution.
- B. Disputes between individual members and The Association, or disputes among members which remain unresolved by the Executive Committee in accordance with Rule 12.a., are to be referred to a general meeting of The Association in the first instance for resolution.
- C. Disputes between members (in their capacity as members) of The Association, and disputes between members and The Association, which remain unresolved in accordance with Rule 12.b., are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- D. At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

### **14. Disciplining of Members**

#### **A. Suspensions and Disqualifications**

- i. In the event of any member Club, organisation, team member or official violating the constitution of the Association or neglecting to comply with the directions of the Association, such Club, organisation or person(s) shall be liable to suspension by, and during the pleasure of, the Association or duly elected committee appointed to adjudicate on such matters.
- ii. Any member Club, organisation, team member or official whilst under suspension, shall forfeit all rights and privileges held under the Association rules. Such Club's delegates shall cease to serve on the Association and shall be debarred from taking part in any activity held under the auspices of the Association.
- iii. No member of the Association shall take part in any activity in which such disqualified or suspended Club, organisation or person plays.
- iv. If at any meeting, of which due notice has been given to the effect that a Club or organisation has been rendered unworthy to belong to the Association and is passed by at least two-thirds (2/3) majority of the members, such Club or organisation shall cease to belong to the Association.
- v. No Association member shall participate in any activity for which sanction has been refused by the Association or participate with or against any Association or Organisation, Club or person(s) under suspension,
- vi. The Secretary of the Association shall immediately notify all Secretaries of all suspensions and disqualifications imposed by the Association,

#### **B. Defaults**

- i. Failure by any Club or person to return articles which are the property of the Association, or to pay Association dues of all kinds (including fees, subscriptions, levies and fines provided for in the Association's rules; insurance fees, tickets for Association

functions issued to a member Club, organisation or person, and tickets issued by the Association through the Association Secretary) may be considered reasonable subjects for posting a Club, organisation or person as a defaulter. Such declaration of default shall be made if payment of dues or the return of articles to the Association is not made within fourteen (14) days from the date of issue of a notice of demand to the said Club or person.

- ii. Such Club or person shall be deemed to continue in default until such time as the amount due is paid, or articles concerned are returned, to the Secretary of the Greater Western Baseball Association Inc.
- iii. Any member of a Club or organisation in default shall have the right to obtain a clearance from the Association Executive upon such payment on a pro-rata basis of the monies owed by such Club or organisation.

#### **15. Right of appeal of disciplined member**

- A. A member may appeal to The Association in a general meeting against a resolution of the Executive Committee under rule 13, 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 (a), the Secretary must notify the Executive Committee, which is to convene a general meeting of The Association to be held within 28 days after the date on which the Secretary received the notice.
- D. At a general meeting of The Association convened under clause (c):
  - (i) no business other than the question of the appeal is to be transacted, and
  - (ii) no business other than the question of the appeal is to be transacted, and
  - (iii) the Executive Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (iv) 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 Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART 3 – THE COMMITTEE’S**

### **16. MANAGEMENT BY COMMITTEE**

- A. The Association shall have its affairs controlled and managed by the Executive and Office Bearers, collectively known as the Management Committee, each of whom is to be elected at the annual general meeting of The Association under Rule 17.
- B. The Executive of The Association are to be:
  - (i) the President
  - (ii) the Vice President
  - (iii) the Treasurer, and
  - (iv) the Secretary, who shall also be the public officer.
- C. The Office Bearers shall include the Co-ordinators of each League operating within GWBA
  - i. Junior League
  - ii. Senior League

Each member of the Management 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.

- D. In the event of a casual vacancy occurring in the membership of any committee, the Executive Committee may appoint a member of The Association 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.
- E. No affiliated Club or organisation shall be represented on the Management Committee by more than one (1) person.
- F. Should a vacancy occur that cannot be filled on the Management Committee in accordance with rule 16E said vacancy may be filled which results in two (2) members of any one Affiliated Club or Organisation being members of the Management Committee, PROVIDED ALWAYS no affiliated club or organization shall be represented on the Executive by more than one (1) person.
- G. Should a vacancy occur that cannot be filled on the Management Committee in accordance with rule 16F. said vacancy may be filled which results in more than two (2) members of any one Affiliated Club or Organisation being members of the Management Committee, PROVIDED ALWAYS that the person so elected is deemed NOT to be a voting member.

## **17. Powers of the Management Committee**

The Management Committee of The Association, subject to the Act, the Regulations and these rules and to any resolution passed by The Association in general meeting:

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

## **18. Election of members**

- A. Nominations of candidates for election as Executive and office-bearers of The Association
  - i. must be in writing, signed by the nominator and nominee,
  - ii. must reach the Secretary of the Association no later than 7 days prior to, the date fixed for the holding of the Annual General Meeting.
  - iii. must indicate which positions are being nominated for
- B. Verbal nominations will be taken at the Annual General Meeting for any position for which a written nomination has been received, any verbal nomination must be seconded and accepted by the nominee before any vote can be taken for the nominated position.
- C. If only one nomination for any position is received, the nomination must be carried by a majority of votes.
- D. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies. The Executive of the Association will (in accordance with the rules and regulations of this constitution) fill such vacancies.
- E. The ballot for the election of Management Committee of the Association is to be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.

## **19. Management Committee**

The Management Committee shall consist of the following positions.

- A. **President**
  - i. shall act as chairperson at each meeting of the Association.
  - ii. shall oversee the entire operation of the association
  - iii. shall act on behalf of the Association in dealings with Baseball NSW board, CEO of

BNSW, Australian Baseball Federation and relevant government bodies

- iv. shall prepare a business plan with the assistance of the various leagues and executive of the Association
- v. Prepare an annual report for BNSW

**B. Vice President**

- i. shall act on behalf of the President in the President's absence.
- ii. shall purchase, maintain and keep a register of all uniform's and equipment owned by the Association.
- iii. shall obtain written quotes from any prospective supplier, and have all purchases approved by the GWBA Executive prior to any purchases being placed. The Association will not be liable for any un-approved purchases.
- iv. If the President and the Vice-President are absent from a meeting, or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson at the meeting

**C. Secretary**

- i. must, as soon as practicable after being appointed as Secretary, lodge notice with The Association of his or her address.
- ii. It is the duty of the Secretary to keep and publish minutes of:
  - (a) all appointments of office-bearers and members of the Committee,
  - (b) the names of members of the Committee present at Committee meeting or general meetings, and
  - (c) all proceedings at Committee meetings and general meetings.
- iii. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- iv. shall keep records of the business of the Association, including the rules, register of members, and a file of correspondence.
- v. shall conduct all correspondence on behalf of the Association
- vi. shall table all correspondence at the relevant Association meetings.
- vii. this position will also act as the Association's Public Officer in accordance with the requirements of the Associations Incorporation Act, 1984 (and as outlined further in Rule 34).
- viii. shall assist the President to prepare a business plan and annual reports
- ix. Shall assist the Registrar in performing their duties at the commencement of each season

**D. Treasurer**

- i. The Treasurer shall ensure that correct books and accounts are kept showing the financial

affairs of the Association.

- ii. shall ensure that all money received by the Association is paid into an account in the Association's name within seven (7) days of receipt, and issue receipts and or invoices for such payment's as required.
- iii. Payments shall be made through a petty cash system or by cheque, signed by two (2) of three (3) signatories authorised by the Executive (preferably the President, Secretary and Treasurer). No two (2) members of the same household shall be signatories.
- iv. Major or unusual expenditures shall be authorised in advance by the Executive or at a general meeting (not including payments for statutory obligations such as GST, recurring annual affiliation fee's due to be paid etc.,).
- v. The Treasurer shall collate and prepare budget's for all of the Associations activities (eg Junior and Senior competitions, Development prrograms etc) for approval by the Committee
- vi. Submit fee structures to the Association Committee for approval for member participation in Association activities such as Junior and Senior competitions, based on budgets submitted by the relevant standing committee.
- vii. A statement of the financial position of the Association shall be prepared and tabled at each general meeting, and at other times as the Executive may direct.
- viii. These records shall be held in the custody of the Treasurer and shall be available for inspection, free of charge, by a member of The Association at any reasonable hour.

#### **E. League Co-ordinator's**

- i. Shall represent the League at all GWBA meetings and shall have the right to vote on behalf of the league in matters pertaining to their respective league
- ii. Shall represent the Association at all relevant BNSW meetings, eg Junior Co-ordinator to attend all BNSW Junior League Standing Committee meetings, Senior Co-ordinator to attend the BNSW Senior League standing committee meetings, etc.
- iii. Submit monthly written reports to the Association delegates meeting
- iv. Submit an Annual report on the activities of the League to the Executive for inclusion in the AGM report
- v. Prepare an annual business plan for the League including (but not limited to) recruitment, development and retention of players and officials). Plan to be submitted to the Executive Committee for approval prior to submitting to the member clubs and organizations
- vi. Prepare a budget, to include (but not limited to) presentation costs, umpire fees for finals where applicable, participation fees, known sponsorships etc., for submission to the Association Treasurer prior to each playing season, for approval by the Executive.
- vii. Chair all meetings conducted by the League, including (but not limited to), grading meetings, coaches meetings etc

- viii. If required the co-ordinator may request for up to two (2) additional volunteers be appointed to the League by the Executive to assist in carrying out the duties of the League. No more than one (1) person from a member club or organization can be elected / appointed to the League.
- ix. Assist the Executive to prepare and publish a competition and finals draw for each playing season during the year
- x. Assist the Executive in organising presentations at an approved venue including organising suitable certificates, trophies and awards for players and officials subject to Executive Approval.

## **20. STANDING COMMITTEES**

- A. The following standing committees shall each consist of a Chairperson and up to 2 committee members, who shall be appointed each year by the Executive of the Association. Members of these committee's do not have voting rights at General meeting's of the Association
- B. As a minimum the Chairperson of each Standing Committee shall be appointed as soon as reasonably possible after the AGM. Nominations for all positions will be called for prior to and at the AGM and submitted to the Executive for consideration. The Executive will be free to appoint the best person for each role, irrespective if they were nominated or volunteered at the AGM or not.
- C. The chairperson of each committee will be required to submit to the Treasurer a summary of their expected annual expenditure and income, where applicable, for inclusion in the Associations annual budget. All expenditure must first be approved by the Executive.
- D. The standing Committees are
  - i. **Development Committee**
    - a. Will oversee the development of players at all levels, including but not limited to Junior State Cup, Association Cup, Little League, Girls tournaments, Coasties Cup etc
    - b. shall be charged with the Organisation of appropriate clinics, trials and tournaments on behalf of the Association;
    - c. Will oversee the selection of representative players for each and every League required
    - d. actively seek and obtain nominations for, and the preliminary selection of coaches and official's for all Association representative teams and squads. Final selection of candidates shall be subject to the approval of the Executive.
  - ii. **Judiciary Committee**
    - a. Uphold the Constitution and By-Laws of the Association and its Leagues at all times
    - b. shall investigate, adjudicate and report to the Association on all protests and reported incidents or infringements by players or any other team members and officials within the competitions of the Association, and any other matters

deemed appropriate at the discretion of the Association and delegated accordingly.

- c. Make recommendations to amendment of rules of GWBA, including but not limited to the recommended mandatory penalties for any breach of GWBA rules

iii. **Registrar / Recorder Committee**

- a. Supervise and keep records of the annual registration of players and team officials for all competitions of the Association.
- b. Notify the Treasurer within 7 days of registration of new players and any fines incurred by the Association members
- c. Shall be the Associations “trusted nominee” to manage and maintain the player / officials data base as held by BNSW and the ABF
- d. Ensure the results of competition games, tournaments and representative matches played are true and correct.
- e. Match results and standing’s of teams during the competitive season are to be compiled and posted on The Associations Web site each week and circulated to local newspapers for publishing
- f. maintain records and statistics for any approved end of season awards by the Association.

iv. **Umpires Committee**

- a. Shall appoint umpires to all games conducted by the Association, especially final’s series. If no umpire is available, notify the home / hosting club that they are to provide their own umpires
- b. Appoint umpires to all representative games hosted by GWBA
- c. Appoint umpires to all tournament squads where required by the tournament rules
- d. Put together a programme to recruit, develop and retain umpires for GWBA leagues and it’s member clubs and organisations.

v. **Scorers Committee**

- a. Put together a programme to recruit, develop and retain scorers for GWBA leagues and it’s member clubs and organisations
- b. Assist the Development Committee in recruiting and making preliminary selection of scorer’s for all Association representative teams and squads, subject to Executive approval.

vi. **Technical Committee**

- a. Take submissions from members of GWBA and it’s committee’s in relation to the playing rules for any Leagues operating under GWBA.
- b. Make recommendations to the Management Committee for any amendments to the playing rules for any Leagues operating under GWBA.



## 21. Casual Vacancies

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

- A. dies, or
- B. ceases to be a member of The Association, 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 20, or
- F. becomes a mentally incapacitated person, or
- G. is absent without the consent of the Executive Committee from 3 consecutive meetings of the Committee.

## 22. Removal of member

- A. The Executive shall have the authority to suspend, discharge or otherwise discipline any Club, Association official, umpire or other person whose conduct is considered detrimental to the best interests of the Association.
- B. Any Club or individual that is suspended, removed or otherwise disciplined by the Executive shall have the right to appeal such action, upon payment of a deposit (to be decided each year by the Executive), before a majority of the members of the Association at a general or special meeting called for that purpose
- C. The Association in a general meeting may by resolution remove any member of the 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.
- D. If a member of the Committee to whom a proposed resolution referred to in clause (c) 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 Association, the Secretary or the President may send a copy of the representations to each member of The Association 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.

## 23. Permits

- A. The Committee shall consider, grant, refuse or otherwise deal with all applications for permits in connection with baseball under the jurisdiction of the Greater Western Baseball Association Inc, and report to the Association particulars of all permits dealt with.
- B. The Committee shall revise and hear any appeal in connection with the granting or refusal of any permit.

- C. Any member obtaining a permit illegally, or playing in any way contrary to the rules regarding permits, shall be dealt with by the Committee.

## **24 Meetings and Quorum**

- A. The Management Committee shall meet as often as necessary to conduct the business of the Association and not less than 11 occasions during the Association's financial year.
- B. Additional meetings of the Management Committee may be convened by the President or by any member of the Executive Committee.
- C. Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon such as but not limited to oral, electronic or written.
- D. Any 3 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- E. No business is to be transacted by the Management Committee 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.
- F. 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.
- G. The Management Committee may function validly provided that its number is not reduced below the quorum. Should Committee numbers fall below the quorum the Committee members may act only to appoint new Committee members.

## **25 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 association 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 rule may, while the delegation remains un-revoked, 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 rule, 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 rule 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 rule, otherwise such committees shall be dissolved at the Annual General Meeting following appointment
- G. A sub-committee may meet and adjourn, as it thinks proper.

## **26 Voting and Decisions**

- A. Questions arising at meetings of the Committee's or any Sub-committee appointed by the Executive Committee shall be decided by the majority of votes of members of the Committee or Sub-committee present at the meeting.
- B. Each member present at a meeting of the Executive, Management Committee or of any standing committee or 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. Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee, Management Committee, standing 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 Committee or sub-committee.

## PART 4 – GENERAL MEETING

### 27. Annual General Meetings – holding of

An Annual General Meeting of the Association shall be held each year no later than the last day of April, subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

### 28 Annual General Meetings – calling of and business at

- A. The annual general meeting of The Association is, subject to the Act and to Rule 25, 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. confirmation of the minutes of the last Annual General Meeting and any recent general meeting;
  - ii. receipt of the Executive Committee's report upon the activities of the Association in the last financial year, including reports from the co-ordinator of each League, the chairperson of each standing committee and each sub-committee created during the financial year.
  - iii. receipt and consideration of a statement from the Treasurer which is not misleading and gives a true and fair view for the last financial year of the Association's
    - a. income and expenditure
    - b. assets and liabilities
    - c. mortgages, charges and other securities
    - d. trust properties;
  - iv. election of Executive members and Office Bearers;
  - v. correspondence;
  - vi. general business
- C. An annual general meeting must be specified as such in the notice convening it

### 29. Special General Meetings – calling of and business at

- A. The Executive may, whenever it thinks fit, convene a Special General Meeting of the Association.
- B. A Special General Meeting must be convened by the Executive within twenty-one (21 ) days of receiving a written request to do so from at least five (5) members of the Association.

- 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 (4) 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 Association for any expense so incurred.

### **30. Notice**

- A. At least fourteen (14) days notice of all general meetings shall be given to members specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- B. In the case of general meetings where a special resolution is to be proposed, notice of the meeting shall be given to members at least twenty-one (21) days before the meeting specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 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 26. 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.

### **31. 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. One half (1/2) of the members, entitled to vote, present in person (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.

- 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 5) is to constitute a quorum.

### **32. 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 (1) and (2), 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.

### **33. Making of decisions**

- A. A question arising at a general meeting of The Association is to be determined on a show of hands, unless before or on the declaration of the show of hands a poll (secret ballot) 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 Association, 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 Association, 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.

- D. Decisions shall be made by a simple majority except for those matters which must be decided by special resolution where a three-quarter (3/4) majority is required.

### **34. Special Resolutions**

- A. A special resolution must be passed by a general meeting of the Association to effect the following changes:
- i. a change of the Association's name;
  - ii. a change of the Association's rules;
  - iii. a change of the Association's objects;
  - iv. an amalgamation with another Incorporated Association;
  - v. to voluntarily wind up the Association and distribute its property;
  - vi. to apply for registration as a Company or a Co-operative.
- B. A special resolution shall be passed in the following manner:
- i. a notice must be sent to all members that a general meeting is to be held to consider a special resolution;
  - ii. the notice must give details of the proposed special resolution and give at least twenty-one (21 ) days notice of the meeting;
  - iii. a quorum must be present at the meeting;
  - iv. at least three-quarters (3/4) of those present must vote in favour of the resolution;
  - v. in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the NSW Department of Fair Trade for permission to pass the resolution in some other way.

### **35 Voting**

- A. Each member Club or Organisation and each member of the Executive shall be entitled to one (1) vote only on any question arising at a general meeting of The Association. (eg If an Executive member is a life member, they are only entitled to one vote only – not one for each position held).

- B. Each member Club or Organisation may only vote on matters pertaining to the Junior or Senior League's, if they have a minimum of one team participating in that league eg, to vote on a Junior League matter, the club or organization must have a team participating in the Junior League
- C. All votes shall be given personally and there shall be no voting by proxy.
- D. 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.
- E. A member is not entitled to vote at any general meeting of The Association unless all money due and payable by the member to The Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **PART 5 - MISCELLANEOUS**

### **36. Public Officer**

- A. The Association shall ensure that a person is appointed as Public Officer, who is eighteen (18) years of age or over and a resident of New South Wales.
- B. The Public Officer shall be deemed to have vacated their position in the following circumstances:
  - i. Death;
  - ii. Resignation;
  - iii. Removal by the Executive or at a general meeting;
  - iv. Bankruptcy or financial insolvency;
  - v. Mental illness;
  - vi. Residency outside New South Wales.
- C. When a vacancy occurs in the position of Public Officer the Executive shall within fourteen (14) days notify the NSW Department of Fair Trade by the prescribed form and appoint a new Public Officer.
- D. The Public Officer is required to notify the NSW Department of Fair Trade by the prescribed form in the following circumstances:
  - i. his/her appointment (within 14 days);
  - ii. a change of his/her residential address (within 14 days);
  - iii. a change in the Association's objects or rules (within 1 month);



- iv. a change in the membership of the Committee (within 14 days);
- v. of the Association's financial affairs (within 1 month after the Annual General Meeting);
- vi. a change in the Association's name (within 1 month).

E. The Public Officer shall be the Secretary of The Association.

### **37. Life Membership**

- A. All members who are eligible for Life Membership must be nominated to the Executive who shall approve or reject the nomination. If approved, the name shall be put to the Annual General Meeting for approval or rejection.
- B. The privilege of Life Membership shall allow the holder to attend at any Annual General Meeting or Special General Meeting of the Association and is also entitled to vote at such meetings. Life members are able to stand for office.
- C. The election of Life Members shall be only decided by a vote equal to a three quarter ( $\frac{3}{4}$ ) majority of the members present at the Annual General Meeting and who are eligible to vote.
- D. Nominees for Life Membership shall have a minimum of five (5) years service over seven (7) continuous years with the Association. Service will include service prior to Incorporation. Applications nominating persons for Life Membership must be in writing, signed by at least two (2) members of the Association, and be received twenty-one (21) days prior to the date of the Annual General Meeting.

### **38. Insurance**

- a. The Association shall effect and maintain insurance as is required by the Associations Incorporation Act, 1984, together with any other insurance which may be required by law or regarded as necessary by the Association.

### **39. Funds - source**

- A. The funds of the Association shall be derived from the fees of members, donations, grants, sponsorships and other such sources approved by the Executive Committee.
- B. All money received by the Association is to be deposited without deduction into an account in the Association's name within seven (7) days of receipt.
- C. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt

**40. Funds – management**

- A. Subject to any resolution passed by The Association in general meeting, the funds of The Association are to be used in pursuance of the objects of The Association in such manner as the Committee determines.
- B. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 of 3 members of the Executive Committee. No two (2) members of the same household shall be signatories.

**41. Alteration of objects and rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of The Association.

**42. Common Seal**

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

**43. 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 records, books and other documents relating to The Association.

**44. Inspection of books**

The records, books and other documents of The Association must be open to inspection, free of charge, by a member of The League at any reasonable hour.

**45. Service of notices**

- A. For the purpose of these rules, service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two (2) members of the Executive. 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.

C. The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with Sections 53 and 55B of the Associations Incorporation Act, 1984.

#### **46. Other**

- A. No member Club(s) of the Association shall enter teams in any intrastate, interstate or international competition or trial without prior approval of the Association.
- B. Only the President and Secretary shall have the power to make public statements regarding any aspect of the Association, The Executive may appoint a specific person who shall have power to make public statements on behalf of the Association.
- C. The competition rules of the Association, Harrasment policy, child protection policy and standing committee guidelines form the By-Rules of the Association and are to be read in conjunction with this Constitution.

## CROSS REFERENCE GUIDE TO SCHEDULE 1 REQUIREMENTS

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