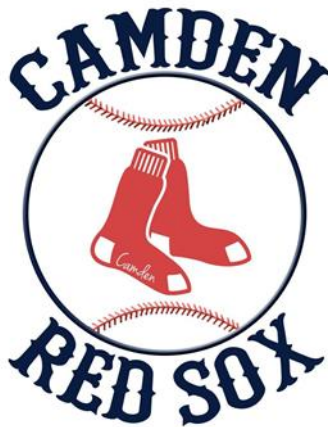


CAMDEN RED SOX BASEBALL CLUB INCORPORATED

Constitution



Revised 2nd May 2017

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Part 1 – Objects Powers & Interpretation

1. Name of the Organisation

The name of the organisation is Camden Red Sox Baseball Club Incorporated (“the Club”).

2. Objects of the Club

The Club is an affiliated club (as defined by the Macarthur Baseball League “MBL” constitution) representing its members to the MBL and is responsible for the administration of the sport of baseball within its membership and in compliance with the requirements of the MBL. The objects for with the Club is established and maintained are to:

- a) participate as a member of the MBL or any other league through and by which the sport of baseball can be conducted, encouraged, promoted, advanced and administered, and to do so via affiliation with the MBL, for such time as the MBL is the sole NSWBL-affiliated body within the Macarthur region of NSW;
- b) provide for the conduct, encouragement, promotion and administration of baseball throughout its membership;
- c) ensure the maintenance and enhancement of the Club and baseball, its standards, quality and reputation for the benefit of the member of baseball;
- d) at all times promote mutual trust between the Club, the MBL, NSWBL and the Australian Baseball Federation “ABF” and the members in pursuit if 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 Club towards the fulfilment and achievement of these objectives;
- 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 the MBL;
- k) adopt and implement appropriate policies as formulated by the MBL, 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 baseball general 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;
- 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 objectives.

3. Definitions

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

Act means the Association Incorporation Act (1984) (NSW) or any other act under which the Club may be incorporated from time to time.

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

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

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

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 Club. Such Competition Rules shall have the force in law of By-Laws of the Club.

Delegate means the person elected or appointed from time to time

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

Director-General means the Director-General of the Department of Services, Technology and Administration.

Financial Year means the year commencing 1st May and ending 30th April.

General Meeting means any ordinary meeting of the Club.

Individual Member means any natural person who is a registered financial individual member of the Club or of an affiliated Team and includes players.

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

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

MBL means Macarthur Baseball League Incorporated.

Member means an Affiliated Team for the time being of the Club under Part 2 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 MBL, or any other competition that the Club should

register an Affiliated Team with, or who participate as a representative of the Club in any representative competition.

Secretary means:

- i) the person holding office under this constitution as secretary of the association, or
- ii) if no such person holds that office - the public officer of the association.

Special Resolution means a resolution passed:

- i) at a General, Special or Annual General Meeting of the Club of which 21 days' notice, accompanied by notice of the intention to propose a special resolution, has been given to the Member in accordance with this constitution; and
- ii) by at least half the votes of those Members who, being entitled to 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 2009. as amended or any other act under which the Club may be incorporated from time to time.

the Regulation means the Associations Incorporation Regulation 2010. as amended or any other Regulation of the Act under which the Club may be incorporated from time to time.

b) In this Constitution:

- i) a reference of 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, financial members who have attended at least 3 of the previous years General Meetings and all Life Members who have attended at least 3 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 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 generally

A person is qualified to be a Member of the Club 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 Club at any time after incorporation of the Club under the Act, or
- b) the person is a natural person;
 - i) who has applied for membership of the Club as provided by Clause 7, and
 - ii) who has been approved for membership of the Club by the Executive Committee of the club, or
 - iii) a player as herein defined.

Such members are known as Individual Members.

c) Life Membership

- i) Life Members of the Club are entitled to all the privileges enjoyed by the Executive Committee and shall be presented with the Club's jacket.
- ii) Any member of the Club who has rendered distinguished service to baseball may be recommended for Life Membership of the Club.
- iii) A notice of recommendation for Life Membership of the Club must be in the hands of the Club Secretary at least 28 days prior to a special meeting or AGM of the Club 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 Club.
- v) To be elected a Life Member, a member must obtain the affirmative vote of three quarters of the members present and eligible to vote at the special general meeting or AGM of the Club. Voting for the 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 Club 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 vote on a secret ballot of the members of the Club.
- 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 Club, other than a Player:
 - i) must be made by a Member of the Club in writing in the form set out in Appendix 1 to this constitution, and
 - ii) applications must be proposed and seconded by current and financial members of the Club, and
 - iii) must be lodged with the Secretary of the Club.
- 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 Club 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 this constitution by a Member as entrance fee and annual subscription.
- d) The secretary must, on payment by the nominee of the amounts referred to in sub clause 7 (c) (ii) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a Member of the Club.

8. Cessation of membership

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

- a) dies, or
- b) resigns membership, or
- c) is expelled from the Club, or
- d) in the case of Individual Members who are members of the Executive Committee of the Club, 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 Team.

9. Membership entitlements not transferable

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

- 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 Club is not entitled to resign that membership except in accordance with this rule.
- b) A member of the Club who has paid all amounts payable by the member of the Club in respect to the member's membership may resign from membership of the Club 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 Club 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 the members recording the date on which the member ceased to be a member.

11. Register of members

- a) The public officer of the Club must establish and maintain a register of members of the Club specifying the name and postal or residential address of each person who is a member of the Club 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 Team.
- b) The register of members must be kept at the principle place of administration of the Club.
- c) Having regard to confidentiality considerations and the Privacy Act – as amended, an extract of the register showing the name of the Member shall be available for inspection (but not copying) by Members, upon reasonable request.

12. Fees and subscriptions

- a) A member of the Club must, on admission to membership, pay to the Club a fee of \$10 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 sub clause 12 (a), a member of the Club must pay to the Club an annual membership fee of \$5 or, if some other amount is determined by the Executive Committee, that other amount:
 - i) except as provided by sub clause 12 (b) (ii), before 1st September in each calendar year, or
 - ii) if 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 Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by clause 12.

14. Resolution of disputes

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

15. Disciplining of members

- a) A complaint may be made to the Executive Committee by any person that a member of the Club:
 - i) has either refused or persistently refused, or neglected or persistently neglected to comply with a provision or provisions of this constitution, or
 - ii) has willfully acted in a manner prejudicial to the interests of the Club.
- 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 refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- d) The Executive Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club 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 and the expulsion or suspension is warranted in the circumstances.
- e) If the Executive Committee expels or suspends a member, the Club 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.
- f) 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 Club confirms the resolution under clause 16 (e), whichever is the later.

16. Right of appeal of disciplined member

- a) A member may appeal to the Club 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 Club 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 sub clause 16 (a), the Club Secretary must notify the Executive Committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the Club Secretary received the notice.
- d) At a general meeting of the Club convened under sub 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 Club passes a special resolution in favor 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 Club shall be:

- a) Club Patron
- b) President
- c) Vice President
- d) Club Secretary
- e) Assistant Secretary
- f) Treasurer
- g) Assistant Treasurer
- h) Registrar
- i) Assistant Registrar
- j) Public Officer
- k) Publicity Officer
- l) Health & Safety Officer
- m) Member Protection Information Officer
- n) Child Protection Officer
- o) Canteen Coordinator
- p) Coaching Coordinator
- q) Senior Coordinator
- r) Junior Coordinator
- s) Scorer's Coordinator
- t) Umpire's Coordinator
- u) Fundraising Coordinator
- v) Uniform Coordinator
- w) Equipment Coordinator
- x) Grounds Manager

18. Powers of the committee

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

- a) is to control and manage the affairs of the Club, and
- b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Club, 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 Club.

19. Constitution and membership

- a) The Executive Committee is to consist of:

- i) the President
- ii) the Vice President
- iii) the Club Secretary
- iv) the Treasurer
- v) the Registrar

each of whom is to be elected at the AGM of the Club under clause 20.

- b) Each member of the Executive Committee is, subject to this constitution, 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 Club 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 Club within 14 days after ceasing to hold office.
- e) A committee member may hold up to 2 offices (other than both the president and vice-president offices).

20. Election of office bearers

- a) Nominations of candidates for election as office-bearers of the Club or as ordinary committee members must be made in writing, on the form specified in Appendix 3 and must be delivered to the Club Secretary at least 7 days before the date fixed for the holding of the AGM at which the election is to take place.
- b) If insufficient nominations are received to fill all vacancies of either the Executive Committee or the ordinary 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 either the Executive Committee or ordinary committee are to be taken as 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 of the election of the Executive Committee and ordinary committee is to be

conducted at the AGM in such usual and proper manner as the Executive Committee may direct.

21. Secretary

- a) The Secretary of the Club must, as soon as practicable after being appointed as Club Secretary, lodge notice with the Club 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 committee, and
 - ii) the names of members of the committee present at a committee meeting or a general meeting, and
 - iii) all proceedings at committee meetings and general meetings.
- c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22. Treasurer

It is the duty of the Treasurer of the Club to ensure:

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

23. Casual vacancies

For the purpose of this Constitution, a casual vacancy in the office of a member of the committee occurs if the member:

- a) dies, or
- b) ceases to be a member of the Club, 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 Club 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 3 consecutive meetings of the committee, or
- h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

24. Removal of committee members

- a) The Club in 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.

- b) If a member of the committee to whom a proposed resolution referred to in sub clause 24 (a) relates makes representations in writing to the Club Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the Club Secretary or the President may send a copy of the representations to each member of the Club 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. Committee meetings and quorum

- a) Meetings of the committee may be convened by the President or any other member of the Executive Committee.
- b) Oral or written notice of a meeting of the committee must be given by the Club Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the 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 constitute a quorum for the transaction of the business of a meeting of the committee.
- e) A quorum for any sub-committee of the Club 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, Vice President or Club Secretary, (being members entitled under this constitution 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 the committee of the Club 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 Club 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 clause 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 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 committee or sub-committee present at the meeting.
- b) Each member present at a meeting of the 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 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 meetings

28. Annual general meetings - holding of

- a) The Annual General Meeting of the Club shall be held with 90 days of the completion of the summer baseball season.

29. Annual general meetings - calling of and business at

- a) The annual general meeting of the Club is, subject to the Act and to clause 23, 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 association during the last preceding financial year,
 - iii) to elect office-bearers of the Club and ordinary committee members,
 - iv) to receive and consider any financial statement or report required to be submitted to members under the Act.
- c) An annual general meeting must be specified as such in the notice convening it.

30. General meetings

- a) The Club shall meet at least six (6) times each year at such a place and time the Executive Committee may determine.
- b) Business to be transacted at a General meeting shall be:
 - i) Apologies
 - ii) Minutes of the previous meeting
 - iii) Business arising from minutes
 - iv) Correspondence and action thereon
 - v) President's report
 - vi) Vice President's report
 - vii) Secretary's report
 - viii) Treasurer's report
 - ix) Registrar's report
 - x) Reports – other
 - xi) Notice of motion
 - xii) General Business
- c) Committee or sub-committee meetings may be convened by the President, or any other member of the Executive Committee, or member of the affected sub-committee with at least forty eight (48) hours notice.
- d) For a meeting called in accordance with clause 30 (c), the general nature of the

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.

31. Special general meetings - calling of

- a) The Executive Committee may, whenever it thinks fit, convene a special general meeting of the association.
- 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 Club.
- 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 Club 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 Club 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 Club for any expenses so incurred.

32. Notice

- f) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Club 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.
- g) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Club 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.
- h) 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 32 (a).
- i) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Club Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

33. Quorum for general meetings

- a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- b) Two thirds (2/3) of the eligible voting members but one of those members must be either the President, Vice President or Club Secretary (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of the 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) are to constitute a quorum.

34. Presiding member

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

35. 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 Club Secretary must give written or oral notice of the adjourned meeting to each member of the Club 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.

36. Making of decisions

- a) A question arising at a general meeting of the Club is to be determined by either:
 - i) a show of hands, or
 - ii) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a

written ballot.

- b) If the question is to be determined by a show of hands, 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 Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

37. Special resolutions

A resolution of the Club is a special resolution if it is passed by a majority which comprises at least three quarters (3/4) of such members of the Club as, being entitled under this constitution to do so, vote in person at a special 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 this constitution.

38. Voting

- a) On any question arising at a general meeting of the Club a member has one vote only.
- b) 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.
- c) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.
- d) A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.
- e) Voting can only be conducted in person at the time of the meeting, via postal ballot received 2 days prior to the vote date, or via email 2 days prior to the vote date.

39. Appointment of proxies

- a) Each member is entitled to appoint another member as proxy by notice given to the Club 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.
- c) Proxy voting is only permitted at special general meetings and annual general meetings.

Part 5 – By-Laws

40. Insurance

The Club may effect and maintain insurance.

41. Funds – source

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

42. Funds – management

- a) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the Club 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 two (2) of either the President, Club Secretary or Treasurer.

43. Change of name, objects and constitution

- a) The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the Club.
- b) Proposals to repeal, alter or add to the clauses of this constitution are to be forwarded in writing to the Club Secretary.
- c) To repeal, alter or add to the clauses of this constitution will only be dealt with at a special general meeting or annual general meeting under clauses 29, 31 and 32. To repeal, alter or add to the clauses of this constitution, twenty-one (21) days notice shall be given by the Club Secretary to all office bearers, Life Members and members. Said alterations need to be carried by three quarters (3/4) majority of members present at such a meeting.
- d) All alterations of the clauses of this constitution shall be forwarded by the Club Secretary to all office bearers, Life Members and members of the Club within fourteen (14) days of same being adopted.
- e) An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

44. Custody of books

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

45. Inspection of books

The records, books and other documents of the Club, having regard to the 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.

46. Service of notices

- a) For the purpose of this constitution, 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 this constitution, 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.

47. 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 New South Wales
- 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 Club's objects or rules
 - iv) A change in the membership of the committee
 - v) Of the Club's financial affairs
 - vi) A change in the Club's name

48. Public Statements

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

49. Winding Up

- a) Subject to this clause, the Club may wind 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 Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of the membership of the Club as required by clause 13.
- c) If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any assets or property, the same shall be paid to or distributed amongst the members of the Club but shall be given or transferred to somebody or bodies having objects similar to the objects of the Club and which prohibits the distribution of its or their income and property among its or their Members to an extent as least as great as imposed on the Club 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 Club 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.

50. Matter not Covered

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

Appendix 1 - Application for membership of the Club

I,
[full name of applicant]

of
[address]

Phone..... Mobile.....

Email:.....

hereby apply to become a member of the Camden Red Sox Baseball Club Inc ("the Club").
In the event of my admission as a member, I agree to be bound by the constitution of the Club for the time being in force and acknowledge and agree to:

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

.....
Signature of applicant Date

I,
[full name]

a member of the association, nominate the applicant for membership of the association.

.....
Signature of proposer Date

I,

[full name]

a member of the association, second the nomination of the applicant for membership of the association.

.....
Signature of seconder

.....
Date

Appendix 2 – Form of appointment of Proxy

I,
[full name of applicant]

of
[address]

Hereby appoint.....of

.....
[address]

being a member of the Club, as my proxy to vote for me on my behalf at the General Meeting of the Club (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

.....
Date

.....
[full name]

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

Appendix 3 – Nomination for position of Office Bearer

I,

[full name of nominator]

Being a member of the Club, hereby nominate

.....

[Full name of nominee]

For the position of

.....

[Position nominated]

.....

[Signature of the nominator]

[Date]

I,.....

[Full name of seconder]

Being a member of the Club, second the nomination.

.....

[Signature of seconder]

[Date]

I,.....

[Full name of nominee]

Being a member of the Club, accept the nomination for the position of:

.....

[*Position nominated*]

.....

[*Signature of nominee*]

[*Date*]

Office use only:

Date received: / / . By:.....