

# Constitution



**BASEBALL**  
CANBERRA

**ACT BASEBALL ASSOCIATION  
INC**

This revised Constitution and Rules of the ACT Baseball Association Incorporated was adopted by resolution at a General Meeting of the Association on 19 May 2025 and takes effect from 20 June 2025.

Signed:

**Paul Allen**  
Public Officer

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## CONSTITUTION

### ACT BASEBALL ASSOCIATION INC

#### 1. DEFINITIONS AND INTERPRETATIONS

##### 1.1 Definitions

In this Constitution unless the context requires otherwise:

**Act** means the *Associations Incorporation Act 1991* (ACT) as amended from time to time and includes any regulations made under the Act and any exemption or modification to the Act that applies to the Association.

**ACT** means the Australian Capital Territory.

**ACTBUA** means the ACT Baseball Umpires Association Incorporated.

**Association** means ACT Baseball Association Inc (ABN 21 819 302 494).

**AGM** or **Annual General Meeting** means a general meeting of Members of the Association required to be held by the Association in each calendar year under the Act.

**Appointed Director** means a Director appointed under **clause 15.11**.

**BA** means the Australian Baseball Federation Limited (ACN 639 940 435).

**Baseball** means the "sport" of **Baseball** in all of its forms, disciplines and variations, including as recognised and regulated by the ABF and WBSC from time to time.

**CEO** means a person appointed as chief executive officer or general manager of the Association by the Directors and:

- (a) if a chief executive officer has not been appointed and a general manager has been appointed by the Directors, all references to CEO in this constitution will be taken to refer to the general manager; and
- (b) if neither a chief executive officer or general manager have been appointed by the Directors, all references to "CEO" in this constitution will be taken to refer to the Directors and/or Public Officer and any function or power of the CEO or obligation on the CEO (under this constitution) may be performed by a Director or the Public Officer.

**Chair** means the person elected as the chair or commissioner of the Association under **clause 17.7(a)**.

**Club** means a club admitted as a Member to the Association under **clause 6.7**

**Committee** means a committee established by the Directors under **clause 21.1**.

**Constitution** means this constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended from time to time and includes any regulations made under the Corporations Act

and any exemption or modification to the Corporations Act that applies to the Association.

**Deputy Chair** means the person elected as the deputy chair or deputy commissioner of the Association under **clause 17.7(a)**.

**Director** means a director of the Association and includes Elected Directors and Appointed Directors.

**Directors** mean, as the case requires, all or some of the Directors acting together as a board in accordance with their powers and authority under this Constitution.

**Elected Director** means a Director elected under **clause 15**.

**FAR Committee** means the Finance, Audit and Risk Committee established by the Directors under **clause 21.4**.

**First Appointed Directors** mean the persons referred to in **clause 15.2(b)**.  
**First Elected Directors** mean the persons referred to in **clause 15.2(a)**

**General Meeting** means a general meeting of Members and includes the AGM.

**Individual Member** means a person admitted to the Association as an individual member under **clause 6.7**.

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

**Junior Member** means a person admitted to the Association as a Junior Member under **clause 6.6**.

**Life Member** means a person admitted to the Association as a life member under **clause 6.5**.

**Member** means a member of the Association under **clause 6**.

**Nominations Committee** means the Nomination Committee established by the Directors under **clause 15.5**.

**Objects** mean the objects of the Association in **clause 2**.

**Official Position** means, in connection with a body corporate or organisation, a person who:

- (a) holds a position, whether elected or appointed, as president, commissioner, deputy president, deputy commissioner, secretary, treasurer, director or equivalent of that body corporate or organisation; or
- (b) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

**Public Officer** means a person appointed as public officer under clause 20.

**Policy** means a policy made under **clause 22.1(a)**.

**Registration** means registration or affiliation of an Individual Member, Junior Member or a Club, such registration being in the form of a signed application form, whether in hard copy or by electronic means of acceptance and, in the case of Individual Members and Junior Members, their consent to membership of the Association as required by **clause 6.3. Registered** has a corresponding meaning.

**Sporting Power** means that power delegated to the Association by the BA for the exclusive control and management of Baseball in the ACT.

**Special Resolution** has the same meaning as that given to it in the Act.

**Stakeholder Forum** means a forum convened by the Directors under **clause 14**.

**State** means the States of Australia, which shall be deemed to include each of the Northern Territory and the Australian Capital Territory.

**Statutes and Regulations** mean the statutes and regulations including Policies of the BA in force from time to time.

**Virtual Meeting** means a meeting held by telephone, video or any other technology (or any combination of these technologies), that permits each Director at a meeting of Directors or each Voting Member at a meeting of members to communicate with any other participant.

**Voting Member** means, in relation to a General Meeting, those Members present and entitled to vote in accordance with **clause 6.1**.

**WBSC** means the World Baseball Softball Confederation.

## 1.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law

or the provision, whether by a State or the Commonwealth or otherwise;

- (i) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

### **1.3 The Act**

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (b) The model rules created under the Act are displaced by this Constitution and accordingly do not apply to the Association.

### **1.4 Severance**

If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, to the extent necessary, so as to be valid and enforceable. If the rule or phrase cannot be so read down, it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

## **2. OBJECTS**

BA is the sole sporting authority entitled to make and enforce regulations for the encouragement and control of Baseball in Australia as granted to it by the WBSC. So that the above authority may be exercised in a fair and equitable manner, BA has drawn up the Statutes and Regulations governing Baseball in Australia.

The Association, is a member of the BA and as such, acquiesces in and is bound by the Statutes and Regulations. The Association has been recognised by the ABF and delegated by the ABF with exercising the Sporting Power for ACT.

The Objects of the Association shall be to:

- (a) either independently or with others, conduct, encourage, promote, advance, control and manage all levels of Baseball in the ACT and its area of jurisdiction;

- (b) arrange and control Baseball competitions in the ACT and its area of jurisdiction;
- (c) arrange and control, in conjunction with the Australian Baseball Federation where necessary, international and interstate Baseball competition in the ACT and its area of jurisdiction;
- (d) uphold the laws, rules and regulations of Baseball approved by the BA, with such alterations and additions as, from time to time, the Association may consider necessary.
- (e) adopt and exercise the Sporting Power as the state sporting organisation for Baseball in the ACT and to act as the state member for the ACT in accordance with the BA Constitution, the Statutes and Regulations;
- (f) adopt, formulate, issue, interpret and amend Policies for the regulation of Baseball in the ACT;
- (g) to support and encourage integrity, ethics and values that promote community confidence in Baseball in the ACT;
- (h) prevent and address threats to the integrity of Baseball in the ACT and support and encourage a national approach to matters relating to the integrity of Baseball in the ACT;
- (i) encourage the provision and development of appropriate facilities for participation in Baseball;
- (j) maintain and enhance standards, quality and reputation of Baseball for the collective and mutual benefit and interests of members and Baseball;
- (k) promote the sport of Baseball for commercial, government and public recognition and benefits;
- (l) be the only body entitled to prepare and enter ACT teams in national Baseball competitions;
- (m) promote, control, manage and conduct State Baseball events, competitions and championships in the ACT;
- (n) encourage and promote widespread participation in Baseball and physical activity;
- (o) ensure that all Baseball in the ACT is carried on in a manner that secures and enhances the safety of participants, officials, spectators and the public;
- (p) use and promote the Intellectual Property;
- (q) have regard to the public interest in its operations; and
- (r) undertake other actions or activities necessary, incidental or conducive to advance these Objects.

### **3. POWERS**

Solely for furthering the Objects under **clause 2**, the Association, in addition to the Sporting Power and any other powers it has under the Act, has the legal capacity and powers of a Incorporated Association as set out in the ACT.

### **4. INCOME, PROPERTY AND FINANCIAL YEAR OF THE ASSOCIATION**

#### **4.1 Sole Purpose**

The income and property of the Association will only be applied towards the promotion of the Objects of the Association.

#### **4.2 Payments to Members**

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let to the Association by them.

#### **4.3 Financial Year of the Association**

The financial year of the Association commences on 1 June and ends on 31 May each year.

### **5. AMENDMENT OF ASSOCIATION CONSTITUTION**

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution or except where required under the BA Constitution.

### **6. MEMBERSHIP**

#### **6.1 Minimum number of Members**

The Association must have at least 4 Members.

#### **6.2 Categories of Members**

Members of the Association shall fall into one of the following categories:

- (a) Clubs, which subject to this Constitution shall have the right to receive notice of, attend and vote at General Meetings;
- (b) ACTBUA, which subject to this Constitution shall have the right to receive notice of, attend and vote at General Meetings;
- (c) Life Members, that, subject to this Constitution, shall have the right to receive notice of and attend, but not vote, at General Meetings;
- (a) Junior Members, that are not entitled to receive notice of, attend or vote at General Meetings; or

- (b) Individual Members, that are not entitled to receive notice of, attend or vote at General Meetings; or
- (c) such other category of Member as may be created by the Directors. Any category of Member created by the Directors under this **clause 6.2(c)** may not be granted voting rights.

### **6.3 Admission of Members**

A person will become a Member, and the Directors will direct the Public Officer to record their name, street address, email address and date on which they became a Member, in the register of Members kept by the Association, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the Member has submitted an application, which is accepted by the Directors, in which the Member undertakes to:

- (a) be bound by this Constitution, the Statutes and Regulations and the Policies (including Policies specific to the relevant category of Membership);
- (b) pay the fees and subscriptions determined to apply to the Member under **clause 10**; and
- (c) support the Association in the encouragement and promotion of its Objects.

The Association may at its discretion refuse to accept a Member and shall not be required or compelled to provide any reason for such rejection.

### **6.4 Clubs**

- (a) Unless otherwise determined by the Association and subject always to **clause 6.3** at the time of adoption of this Constitution, the first Members of the Association will be those Clubs that are currently recognised by the Association.
- (b) Each Club will:
  - (i) have objects that align with those of the Association as stated in **clause 2** and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation;
  - (ii) adopt, enforce and apply consistently, the Constitution and Policies of the Association and the Statutes and Regulations;
  - (iii) at all times act for and on behalf of the interests of the Association, the Members and Baseball;
  - (iv) be responsible and accountable to the Association for fulfilling its obligations under the Association's strategic plan as revised from time to time;
  - (v) provide the Association with copies of its audited accounts (if applicable), annual report and associated documents immediately following its Annual General Meeting;
  - (vi) be bound by this Constitution and the Policies and the Statutes and Regulations;

- (vii) act in good faith and loyalty to maintain and enhance the Association and Baseball, its standards, quality and reputation for the collective and mutual benefit of the Members and Baseball;
- (viii) at all times operate with and promote mutual trust and confidence between the Association and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
- (ix) maintain a database of all officials and members Registered with it in accordance with the Policies and provide a copy to the Association upon request from time to time by the Directors in such means as may be required;
- (x) if the Club is not already incorporated, incorporate within 12 months of becoming a Member of the Association;
- (xi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Baseball and its maintenance and development; and
- (xii) advise the Association as soon as practicable of any serious administrative, operational, governance or financial difficulties, assist the Association in investigating those issues and cooperate with the Association in addressing those issues in whatever manner, including by:
  - (A) allowing the Association to appoint an administrator to conduct and manage its business and affairs; or
  - (B) allowing the Association itself to conduct all or part of the business or affairs of the relevant Club,
 and on such conditions as the Association considers appropriate.

(c) Constitutions (or Model Rules) of Clubs

- (i) Each Club shall take all steps necessary to ensure its constituent documents conform, and amendments conform, with this Constitution and the Policies, subject to any prohibition or inconsistency in any legislation applicable to that Club.
- (ii) The constituent documents and any proposed amendments to the constituent documents of each Club shall be subject to the approval of the Association.
- (iii) It shall be the duty of the Association to approve, without delay, such constituent documents and proposed amendments to constituent documents as may be submitted by the Club provided that the said constituent documents and proposed amendments conform to this Constitution or the Policies.
- (iv) If the constituent documents do not conform to this Constitution or the Policies, the Club shall, without delay, take

all steps necessary to address the inconsistency so that those documents conform to this Constitution and the Policies.

- (v) For the avoidance of doubt, if any inconsistency remains between the constituent documents of a Club (including its constitution and policies, however named) and this Constitution or the Policies, this Constitution and the Policies shall prevail to the extent of that inconsistency.
- (vi) The constituent documents of a Club must require the Club to:
  - (A) advise the Association as soon as practicable of any serious administrative, operational or financial difficulties the Club is having;
  - (B) assist the Association in investigating those issues; and
  - (C) cooperate with the Association in addressing those issues in whatever manner, including by allowing the Association to appoint an administrator to conduct and manage the Club 's business and affairs, or to allow the Association itself to conduct all or part of the business or affairs of the Club and on such conditions as the Association considers appropriate.
- (d) The Directors may develop and implement Policies which may set out the membership criteria to be met by Clubs and the privileges and benefits of Club membership in addition to those set out in this Constitution.

## **6.5 Life Members**

- (a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to Baseball in the ACT.
- (b) Any Member may forward a proposed nomination to the Directors for its consideration.
- (c) On the nomination of the Directors, any individual may be elected as a Life Member at any AGM by Special Resolution, subject to that individual completing an application in accordance with **clause 6.3**.
- (d) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) A Life Member Policy that will set out:
  - (i) the categories of Life Membership which exist;
  - (ii) the criteria to be met by each category of Life Member; and
  - (iii) the privileges and benefits of each category of Life Member in addition to those set out in this Constitution.
- (f) A person may be posthumously recognised as a Life Member.
- (g) Subject to **clause 6.3**, at the time of adoption of this Constitution, the first Life Members of the Association shall be the persons listed in Schedule 1 to this Constitution.

## **6.6 Junior Members**

- (a) No individual shall be Registered with the Association as a Junior Member except in accordance with this **clause 6.6**. The Association may at its discretion refuse to accept a person as a Junior Member and shall not be required or compelled to provide any reason for such rejection.
- (b) Subject to **clause 6.6(a)**, individuals who are under the age of 18 and over the age of 5 may apply to become a Junior Member of the Association and are subject to the provisions of this Constitution.
- (c) In addition to the effect of membership set out in **clause 6.3**, a Junior Member must comply with this Constitution and the Policies and support the Association and the Objects.
- (d) A Junior Member is entitled to any benefits of membership prescribed to apply to Junior Members respectively in the Policies.

## **6.7 Individual Members**

- (a) No individual shall be Registered with the Association as an Individual Member except in accordance with this **clause 6.7**. The Association may at its discretion refuse to accept a person as an Individual Member and shall not be required or compelled to provide any reason for such rejection.
- (b) Subject to **clause 6.7(a)**
  - (i) individuals may apply to become an Individual Member of the Association; and
  - (ii) an incorporated entity may apply to become a Club Member of the Association,and is subject to the provisions of this Constitution.
- (c) In addition to the effect of membership set out in **clause 6.8**, an Individual Member must comply with this Constitution and the Policies and support the Association and the Objects.
- (d) An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members respectively in the Policies.

## **6.8 Effect of Membership**

A Member acknowledges and agrees that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Policies;
- (b) they must comply with and observe this Constitution and the Policies and any determination or resolution which may be made or passed by the Directors;
- (c) neither membership nor this Constitution gives rise to any proprietary right of Members in, to or over any of the Association or its property or assets; and

- (d) this Constitution and the Policies are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Baseball.

## **6.9 General**

- (a) The Association must keep a register of all Members in which shall be entered such information as is required under the Act from time to time. .
- (b) No Member whose membership ceases has any claim against the Association or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must treat all staff, contractors and representatives of the Association with respect and courtesy at all times.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association or Baseball, or both.

## **6.10 Limited Liability**

Members have no liability in that capacity except as set out in **clause 27**.

## **7. CESSATION OF MEMBERSHIP**

### **7.1 Cessation**

A person ceases to be a Member on:

- (a) Resignation, subject to **clause 7.2**;
- (b) death;
- (c) the termination of their membership according to this Constitution or the Policies;
- (d) a body corporate being dissolved or otherwise ceasing to exist; and
- (e) without limiting the foregoing:
  - (i) in the case of Members who are not Clubs, that Member no longer meeting the requirements for membership according to **clause 6**; and
  - (ii) in the case of Members who are Clubs, that Member ceasing to be a Member in accordance with **clause 7**.

Where a Club ceases to be a Member in accordance with this Constitution or the Act, the Individual Members and Junior Members of that Club may continue to be recognised by the Association to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Directors.

## **7.2 Resignation**

- (a) Subject to **clause 7.2(b)**, for the purposes of **clause 7.1(a)**, a Member may resign as a member of the Association by giving 14 days written notice to the Directors.
- (b) A Member must not resign, and notice given under **clause 7.2(a)** is invalid, where the Member is at the time of notice being given, subject to disciplinary proceedings under **clause 8**, including proceedings under a Policy. For the purposes of this clause, "subject to disciplinary proceedings" includes where a complaint or allegations have been made against, but not yet conveyed to, a Member.
- (c) Where a Club seeks to resign as a member of the Association the written notice must be accompanied by a copy of the special resolution passed by the Club's members resolving that the Club resign from the Association.

## **7.3 Forfeiture of Rights**

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Association or the Directors for damages or otherwise, or claim upon its property including the Intellectual Property.

## **8. GRIEVANCES AND DISCIPLINE OF MEMBERS**

### **8.1 Jurisdiction**

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Association whether under the Policies or under this Constitution.

### **8.2 Discipline of Members**

- (a) The Directors may make or adopt a Policy or Policies:
  - (i) for the investigation, hearing, determination and reporting of:
    - (A) complaints by a Member that feels aggrieved by a decision or action of the Association (or a Club); and
    - (B) disputes between Members relating to the conduct or administration of Baseball; and
  - (ii) for the discipline of Members.

### **8.3 Establishing a Disciplinary Committee**

Where the Directors are advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any resolution or determination of the Directors or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and the interests of the Association and/or Baseball, or another Member; or

- (c) brought themselves, another Member, the Association or baseball into disrepute,

the Directors may by resolution establish a disciplinary committee to convene to hear a matter against any Member and to determine what action, if any, to take against that Member (**Disciplinary Hearing**), and that Member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in this Constitution and the Policies. The Directors may prescribe additional disciplinary procedures in Policies consistent with this **clause 8**.

#### **8.4 Provisional Suspension**

- (a) Upon establishing a disciplinary committee in accordance with **clause 8.2** the Directors may by resolution provisionally suspend the Member subject to the Disciplinary Hearing until such time as the disciplinary committee makes a finding.
- (b) The disciplinary committee may lift a provisional suspension prior to making a finding at the Disciplinary Hearing.

#### **8.5 Disciplinary Committee Members**

The members of the disciplinary committee:

- (a) may be Members or anyone else; but
- (b) must not be biased against, or in favour of, the Member concerned.

#### **8.6 Notice of Alleged Breach**

- (a) Where a disciplinary committee is established the Association shall serve on the Member a notice in writing:
  - (i) setting out the alleged breach of the Member and the grounds on which it is based;
  - (ii) stating that the Member may address the disciplinary committee at the Disciplinary Hearing;
  - (iii) stating the date, place and time of that Disciplinary Hearing; and
  - (iv) informing the Member that they may do one or more of the following:
    - (A) attend that Disciplinary Hearing; and
    - (B) give the disciplinary committee prior to or at that meeting a written statement regarding the alleged breach.

#### **8.7 Determination of Disciplinary Committee**

- (a) The disciplinary committee shall ensure that the Disciplinary Hearing accords with the principles of natural justice by ensuring that:
  - (i) the Member has the opportunity to be heard and to call witnesses; and

- (ii) due consideration is given to any written statement submitted by the Member or a witness,

before determining whether the alleged breach occurred.

- (b) If the disciplinary committee determines there was a breach under **clause 8.2**, it will determine what penalty (if any) shall be given to the Member and give notice of this to the Directors.
- (c) The penalties able to be given to the Member by the disciplinary committee include:
  - (i) expel a Member from the Association; or
  - (ii) suspend a Member from membership of the Association or accessing certain privileges of membership for a specified period; or
  - (iii) fine a Member; or
  - (iv) impose such other penalty, action or educative process as the disciplinary committee sees fit; or
  - (v) such other penalties as set out in a Policy.

## **8.8 Appeal**

- (a) An appeal tribunal may be appointed by the Directors to hear and adjudicate on any appeal lodged by a Member against the decision of the disciplinary committee. The Directors may prescribe additional appeal procedures in Policies consistent with this clause 8.
- (b) The Directors will appoint an appeal tribunal to determine an appeal lodged in accordance with the provisions of clause 8.8.
- (c) A request for an appeal against a decision of the disciplinary committee must be forwarded to the CEO in writing in accordance with any requirements in this Constitution and any Policies. The appeal tribunal will consider the appeal in accordance with the principles of natural justice as broadly outlined in **clause 8.7**.

## **9. GRIEVANCE PROCEDURE**

- (a) The grievance procedure set out in this clause applies to disputes under this Constitution between a Member and:
  - (i) another Member; or
  - (ii) the Association.
- (b) The parties to the dispute must meet (which may, if agreed by the parties, take place by using any technology that allows the parties to clearly and simultaneously communicate with each other) and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the Association may refer the dispute to alternative dispute resolution (subject to the parties agreement as to costs) or an external body.

- (d) The Directors may prescribe additional grievance procedures in Policies consistent with this **clause 9**.

## **10. FEES AND SUBSCRIPTIONS**

### **10.1 Membership Fee**

- (a) The Directors must determine from time to time:
  - (i) the amount (if any) payable by an applicant for membership;
  - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members;
  - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
  - (iv) the payment method and the due date for payment.
- (b) Each Member must pay to the Association the amounts determined under this **clause 10** in accordance with **clause 10.1(a)(iv)**.

### **10.2 Non-Payment of Fees**

The right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 10** is in arrears for longer than 45 days.

### **10.3 Deferral or reduction of subscriptions**

- (a) The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:
  - (i) there are reasonable grounds for doing so;
  - (ii) the Association will not be materially disadvantaged as a result; and
  - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.
- (b) If the Directors defer or reduce a subscription or other amount payable by a Member under this **clause 10.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Directors.

## **11. GENERAL MEETINGS**

### **11.1 Annual General Meeting**

AGMs of the Association are to be held:

- (a) according to the Act;
- (b) at a date and venue determined by the Directors; and
- (c) at least once each year in accordance with the Act.

### **11.2 Power to convene General Meeting**

- (a) The Directors may convene a General Meeting as they think fit and must do so if required by the Act.
- (b) The Voting Members may convene a General Meeting in accordance with the Act.

### **11.3 Notice of a General Meeting**

- (a) Notice of a General Meeting of Members must be given:
  - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Association; and
  - (ii) in accordance with **clause 25** and the Act.
- (b) At least 45 days prior to the proposed date of the AGM, the Association will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
  - (i) all information required to be included in accordance with the Act;
  - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
  - (iii) where applicable, any notice of motion received from any Voting Member or Director in accordance with the Act; and
  - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

### **11.4 No other business**

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

### **11.5 Cancellation or postponement of General Meeting**

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Members according to the Act;
- (b) the Directors at the request of Voting Members; or
- (c) a court.

### **11.6 Written notice of cancellation or postponement of General Meeting**

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under the Act.

### **11.7 Contents of a notice postponing a General Meeting**

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

### **11.8 Number of clear days for postponement of General Meeting**

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 12.8** or the Corporations Act.

### **11.9 Business at postponed General Meeting**

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

### **11.10 Proxy at postponed General Meeting**

Where:

- (a) by the terms of an instrument appointing a proxy that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting(s) to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies the Association in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

### **11.11 Non-receipt of notice**

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

### **11.12 Right to appoint a proxy**

- (a) A Voting Member entitled to attend a General Meeting of the Association is entitled to appoint a person as their proxy to attend the meeting in their place.

- (b) A proxy may be revoked by the appointing Member at any time by notice in writing to the Association.

### **11.13 Form of proxy**

The instrument appointing a proxy may be in form determined by the Directors from time to time provided that it complies with the requirements under the Act.

### **11.14 Authority given by appointment**

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy:
  - (i) to agree to a General Meeting being convened by shorter notice than is required by the Act or by this Constitution;
  - (ii) to speak to any proposed resolution; and
  - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy on how to vote on those resolutions, the appointment is taken to confer authority:
  - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
  - (ii) to vote on any procedural motion; and
  - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
  - (i) at the postponed or adjourned meeting; or
  - (ii) at the new venue.
- (d) An appointment of a proxy may be a standing proxy — that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a proxy may provide for the Chair to act as the proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (g) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

## **12. PROCEEDINGS AT GENERAL MEETING**

### **12.1 Number for a quorum**

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is five (5).

### **12.2 Requirement for a quorum**

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

### **12.3 Quorum and time**

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the chair determines.

### **12.4 Adjourned meeting**

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those Voting Members then present shall constitute a quorum.

### **12.5 Chair to preside over General Meetings**

- (a) The Chair is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
  - (i) the Deputy Chair (if any);
  - (ii) a Director (or other person) chosen by a majority of the Directors present;
  - (iii) the only Director present; or
  - (iv) a representative of a Voting Member that is entitled to vote and is chosen by a majority of the Voting Members present.

### **12.6 Conduct of General Meetings**

- (a) The chair:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and

(iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.

(b) A decision by the chair under this **clause 12.6** is final.

### **12.7 Adjournment of General Meeting**

(a) The chair may, with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

(b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.

(c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

### **12.8 Notice of adjourned meeting**

(a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.

(b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

### **12.9 Questions decided by majority**

Subject to the requirements of the Corporations Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

### **12.10 Equality of votes**

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

### **12.11 Declaration of results**

(a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

(b) A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.

(c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

### **12.12 Poll**

(a) If a poll is properly demanded in accordance with the Corporations Act or by the chair of the meeting, it must be taken in the manner and at

the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.

- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

#### **12.13 Objection to voting qualification**

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
  - (i) may not be raised except at that meeting; and
  - (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

#### **12.14 Chair to determine any poll dispute**

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made is final.

#### **12.15 Electronic voting**

Voting by electronic communication at General Meetings may be permitted from time to time in such instances as the Directors may determine and shall be held in accordance with procedures prescribed by the Directors.

### **13. VOTES OF MEMBERS**

#### **13.1 Votes of Members**

- (a) At a General Meeting, on a show of hands or on a poll, each of the Voting Members shall have the votes set out in this **clause 13.1**.
- (b) Each Voting Member will receive one vote.
- (c) No Member other than Voting Members shall be entitled to vote at General Meetings.

#### **13.2 Election of Directors**

- (a) Elections for Elected Directors shall be by ballot in accordance with this **clause 13.2** at the relevant General Meeting on papers prepared by the CEO.
- (b) The ballot for an election to fill one or more Elected Director positions will be conducted in accordance with the following procedure:
  - (i) if at the close of nominations for an election to fill one or more Elected Director positions the number of eligible nominees is equal to or less than the number of positions to be filled, then an ordinary resolution must be passed to elect each nominee. If the resolution fails, the position will be considered vacant; and

- (ii) if at the close of nominations for an election to fill one or more Elected Director positions there are more eligible nominees than the number of positions to be filled, a ballot will be conducted as a poll and the eligible nominee/s who receives the highest number of votes will be elected to fill the Elected Director positions. If two or more nominees get the same number of votes and at the relevant time, there is only one Elected Director position to be filled then the CEO is to draw the name of one of those nominees by lot. That nominee is to be elected as an Elected Director.

### **13.3 Resolutions not in General Meeting**

- (a) If all Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Association held at the time on which the document was signed by the last Member entitled to vote.
- (b) For the purposes of **clause 13.3(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Members entitled to vote, are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (c) Email or other form of visible or other electronic communication under the name of a Member is deemed to be a document in writing signed by that Member for the purpose of this clause.

## **14. STAKEHOLDER FORUM**

### **14.1 Power to convene Stakeholder Forums**

The Directors may from time to time convene a Stakeholder Forum to proactively engage and collaborate with Members. At a minimum, a Stakeholder Forum is to be held within five (5) weeks of the end of the summer competitions and eight (8) weeks before the start of the summer competitions.

### **14.2 Notice of Stakeholder Forums**

- (a) The Directors may determine the notice, if any, provided to Members (or categories of Members) for a proposed Stakeholder Forum, including the period and method of notice.
- (b) The notice may include the purpose and intent of a particular Stakeholder Forum, including any proposed items for discussion, in addition to the purposes outlined in **clause 14.1**.

### **14.3 Conduct of a Stakeholder Forum**

- (a) The format of proceedings at a Stakeholder Forum shall be at the discretion of the Directors.
- (b) The Directors shall determine who shall chair the Stakeholder Forum, including who shall lead or facilitate particular discussion items.
- (c) There is no quorum requirement for a Stakeholder Forum unless the Terms of Reference approved by the Director, require it.

- (d) Items for discussion which were not included in the notice issued under **clause 14.2** (if any) may, with the permission of the chair, be raised for discussion.
- (e) Directors are not bound by any resolution passed at the Stakeholder Forum.

## **15. DIRECTORS**

### **15.1 Number of Directors**

- (a) There must be not less than five (5) Directors and not more than seven (7) Directors.
- (b) Subject to **clause 15.1(a)**, not more than four Directors are to be elected by the Members (Elected Directors), and not more than three Directors are to be appointed under **clause 15.11**.

### **15.2 Transitional provisions**

- (a) The First Elected Directors and year elected are:
  - Lisa Hansen (2023)
  - Logan Tudor (2024)
  - Darren Kimmorley (2024)
- (b) The First Appointed Director(s) are:
  - Hayley McIntyre (2024)
  - Erni Rauter (2025)

### **15.3 Eligibility**

- (a) For the period from the date of this Constitution a person that:
  - (i) is an employee of the Association, BA, a Club; or
  - (ii) holds an Official Position with the BA or a Club; or
  - (iii) was a Director of the Association and **clause 15.9** applies; or
  - (iv) was CEO of the Association at any time within the period beginning three years prior to the date of his/her proposed appointment or election as a Director,

(each a disqualifying position) may not hold office as a Director.
- (b) A Director that accepts a disqualifying position must notify the other Directors of this fact immediately and is deemed to have vacated office as a Director.
- (c) A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days.

- (d) No person shall be eligible to stand for an Elected Director position if, during the proposed term of office, they would be in breach of **clause 15.9**.
- (e) The Directors may determine position or role descriptions or necessary qualifications for Director positions.
- (f) The Directors and Nominations Committee must use reasonable endeavours to ensure gender balance of Directors and that the gender composition of Directors is in accordance with any equity policy adopted by the Directors.

#### **15.4 Nominations Committee**

- (a) A Nominations Committee shall be formed, the role of which shall include the task of identifying candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies. The Nominations Committee has the power to determine that a nomination is unsuitable for further consideration by the Association, the Directors or the Members (as applicable) but only if this decision is unanimous.
- (b) The Nominations Committee shall comprise three persons, all appointed by the Directors including an independent chair that is not a Director, a Member representative and a Director or Director representative. The complete and specific duties, functions and rules of the Nominations Committee are defined in the Nominations Committee terms of reference.
- (c) The Nominations Committee must utilise a skills and diversity matrix as part of its assessment of nominees for Director vacancies.
- (d) When assessing nominees for Director vacancies, the Nominations Committee must comply with **clause 15.3(f)**.

#### **15.5 Nomination for election**

- (a) At least 45 days prior to the proposed date of the Annual General Meeting, at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Director position, the Association will request from Members nominations (that comply with this **clause 15.5**) for elections to positions falling vacant, that must be received no later than 28 days prior to the AGM.
- (b) Any Member, Director or Committee may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM.
- (c) A nomination must:
  - (i) be in the form required by the Directors; and
  - (ii) signed by the nominator and nominee.

#### **15.6 Term of office of Directors generally**

Subject to **clauses 15.2, 15.8, 15.9** and **15.10**, an Elected Director will hold office for a term of three years.

### **15.7 Office held until end of meeting**

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to the requirement of this Constitution, including **clause 15.9**, is eligible for re-election.

### **15.8 Elected Director elected at General Meeting**

- (a) At a General Meeting:
  - (i) at which an Elected Director retires; or
  - (ii) at the commencement of which there is a vacancy in the office of an Elected Director,there will be a vote of the Members conducted in accordance with **clause 13.2** to fill the vacancy by electing someone to that office.
- (b) Subject to **clauses 15.8(c)** and **15.9**, an Elected Director elected under this **clause 15.8** takes office at the end of the meeting at which they are elected for a period of three years.
- (c) An Elected Director elected under **clause 15.8(a)(ii)** is elected for the remainder of the term of office for the position that they are filling.

### **15.9 Maximum consecutive years in office for Directors**

- (a) Subject to clause 15.9(c), a Director must not serve more than nine (9) consecutive years as a Director, including where one or more of the years is as an Appointed Director.
- (b) For the purpose of **clause 15.9(a)**, where service:
  - (i) by a person as a Director under this Constitution is for a period less than three years:
    - (A) if the service is less than one year, it will be treated as one full year;
    - (B) if the service is between one year and two years, it will be treated as two full years;
    - (C) if the service is between two years and three years, it will be treated as three full years; and
  - (ii) by a person as a Director takes place immediately before the adoption of this Constitution, the number of consecutive years of service by that person before the adoption of this Constitution will be treated as service towards **clause 15.9(a)**, rounded up to the nearest full year.
- (c) A Director who has served the maximum number of years in accordance with **clause 15.9(a)** shall not be eligible to be a Director for three years following the completion of their maximum term.

### **15.10 Casual vacancy in ranks of Elected Directors**

- (a) The Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 15.14**) in the rank of the Elected Directors.

- (b) A person appointed under **clause 15.10(a)** holds office for the remainder of the vacating Director's term and, subject to this Constitution, they may offer themselves for re- election.

#### **15.11 Appointed Directors**

- (a) In addition to the Elected Directors, the Directors may themselves appoint up to three (3) persons to be Directors because of their special business acumen and/or technical skills and/or their diversity and lived experience. These persons will be known as the "Appointed Directors". The first Appointed Directors are set out in **clause 15.2(b)**.
- (b) Subject to **clause 15.9**, an Appointed Director holds office for a term determined by the Directors not to exceed three years, and the appointment will be on such other terms as the Directors determine.
- (c) A person may only serve six consecutive years as an Appointed Director but, subject to the other requirements of this Constitution, in particular **clause 15.9**, are otherwise eligible to be elected to an Elected Director position.
- (d) Subject to this Constitution, the Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 15.14**) in the rank of the Appointed Directors on whatever terms the Directors decide.

#### **15.12 Remuneration of Directors**

Subject to **clause 15.13**, a Director must not be paid for services as a Director but, with the approval of the Directors and subject to the Act, may be:

- (a) paid by the Association for services rendered to it other than as a Director; and
- (b) reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:
  - (i) travelling to or from meetings of the Directors, a Committee or the Association; or
  - (ii) otherwise engaged in the affairs of the Association.

#### **15.13 Honorarium**

The Association may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

#### **15.14 Vacation of office**

The office of a Director becomes vacant when the Act says it does and also if the Director:

- (a) dies;
- (b) is removed by Special Resolution;
- (c) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally;

- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) resigns from office by notice in writing to the Association;
- (f) is an employee of the Association or a Voting Member;
- (g) holds an Official Position with a Voting Member;
- (h) after reasonable consideration by the Directors it determines a Director:
  - (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Association and/or Baseball; or
  - (ii) has brought themselves, the Association or Baseball into disrepute,

provided the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made;
- (i) is absent at three consecutive Directors' meetings without leave of absence from the Directors; or
- (j) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest.

#### **15.15 Alternate Director**

A Director cannot appoint an alternate.

### **16. POWERS AND DUTIES OF DIRECTORS**

#### **16.1 Directors to manage the Association**

The Directors are to manage the Association's business and may exercise those of the Association's powers that are not required, by the Act or by this Constitution, to be exercised by the Association in General Meeting.

#### **16.2 Specific powers of Directors**

Without limiting **clause 16.1**, the Directors may exercise all the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person.

#### **16.3 Time, etc**

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may at their absolute discretion extend that time, period or date as they think fit.

#### **16.4 Appointment of an attorney**

The Directors may appoint any person to be the Association's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

## **16.5 Provisions in a power of attorney**

A power of attorney granted under **clause 16.4** may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

## **16.6 Delegation of powers**

- (a) Without limiting **clause 19.4** the Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of the Association or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
  - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
  - (ii) may be either general or limited in any way provided in the terms of the delegation;
  - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
  - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

## **16.7 Code of Conduct and Board Charter**

The Directors must:

- (a) adopt a code of conduct for Directors and a board charter; and
- (b) periodically review the code of conduct and board charter in light of the general principles of good corporate governance.

## **16.8 Strategic Plan**

The Directors must develop and adopt a strategic plan as revised from time to time.

## **17. PROCEEDINGS OF DIRECTORS**

### **17.1 Director's meetings**

- (a) Subject to **clause 17.1(b)** the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least five times in each calendar year.

## **17.2 Questions decided by majority**

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

## **17.3 Chair's casting vote**

The chair of the meeting will not have a casting vote.

## **17.4 Quorum**

Four (4) Directors present in person and or via technology as determined by the Directors constitutes a quorum.

## **17.5 Effect of vacancy**

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

## **17.6 Convening meetings**

- (a) A Director may, and the CEO or Public Officer must on the request of a Director, convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone or electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Association in person or by post or by telephone or electronic means.
- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of Directors.

## **17.7 Election of Chair and Deputy Chair**

- (a) The Directors must, at the first Directors' meeting after the AGM, annually elect from their number a Chair and Deputy Chair (or equivalent) by a majority vote. The Chair may also be referred to as the Commissioner. The Deputy Chair may also be referred to as the Deputy Commissioner.
- (b) The Directors must ensure that no one gender is elected to both the Chair and Deputy Chair (or equivalent) positions.
- (c) The Director elected to be Chair and Deputy Chair (or equivalent) under **clause 17.7(a)** will, subject to remaining a Director, remain

Chair and Deputy Chair (or equivalent) for such period as the Directors determine.

- (d) Despite **clause 17.7(b)**, if:
  - (i) there is no person elected as Chair; or
  - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
  - (iii) the Chair is unwilling to act,the Deputy Chair or equivalent will be chair of the meeting.
- (e) A Director elected as Chair or Deputy Chair (or equivalent) may be re-elected as Chair or Deputy Chair (or equivalent), so long as they remain a Director.

### **17.8 Circulating resolutions**

- (a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. An email or document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 17.8(a)** and is taken to be signed when received by the Association in legible form.
- (c) The resolution is passed when the last Director signs.

### **17.9 Validity of acts of Directors**

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

### **17.10 Directors' Interests**

- (a) A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Act, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Directors must complete an annual statement of interests which must be updated from time to time to satisfy the requirements in **clause 17.10(a)**.
- (c) Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Directors' meeting papers related to the matter and must absent himself or herself from discussion of such matter and shall not be

entitled to vote in respect of such matter unless otherwise determined by the Directors.

- (d) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (e) The Association shall maintain a register of declared interests.

#### **17.11 Minutes**

The Directors must cause minutes of meetings to be made and kept in accordance with the Act.

### **18. VIRTUAL MEETINGS OF THE ASSOCIATION**

#### **18.1 Virtual Meeting**

- (a) A General Meeting or a Directors' Meeting may be held by means of a Virtual Meeting, provided that:
  - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and
  - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Virtual Meeting in so far as they are not inconsistent with the provisions of this **clause 18**.

#### **18.2 Conduct of Virtual Meeting**

The following provisions apply to a Virtual Meeting of the Association:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must be distinguishable to the chair;
- (d) a person may not leave a Virtual Meeting by disconnecting their telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Virtual Meeting unless that person has previously notified the chair of leaving the meeting;

- (f) each person must take all reasonable steps to ensure the meeting cannot be overheard by third parties during commercially sensitive or confidential discussions; and
- (g) a minute of proceedings of a Virtual Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

## **19. CHIEF EXECUTIVE OFFICER**

### **19.1 Appointment of a CEO**

The Directors may appoint a CEO and review their performance in accordance with a CEO performance review process adopted by the Directors.

### **19.2 Powers, duties and authorities of a CEO**

- (a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.
- (c) The CEO shall have custody of the books, documents and securities of the Association.

### **19.3 Suspension and removal of a CEO**

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office.

### **19.4 Delegation by Directors to a CEO**

The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Association. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Association;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate their powers and responsibilities to employees or internal management committees of the Association; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

### **19.5 CEO to attend meetings**

The CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Association, all meetings of the Directors and any Committees and may speak on any matter but does not have a vote.

## **20. PUBLIC OFFICER**

### **20.1 Appointment of a Public Officer**

- (a) There must be a Public Officer who is to be appointed by the Directors under the Act.
- (b) In addition to the manner in which the office of public officer becomes vacant under the Act, the Directors may suspend or remove the Public Officer from that office.
- (c) The Public Officer holds office on the terms and conditions and with the powers, duties and authorities, determined by the Act and the Directors.

## **21. COMMITTEES**

### **21.1 Committees**

The Directors may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants) with best endeavors to ensure at all times that no one gender constitutes more than 50% of the total number of Committee members (on any single Committee) and may vary or revoke any delegation.

### **21.2 Powers delegated to Committees**

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

### **21.3 Committee meetings**

Unless otherwise determined by the Directors, committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

### **21.4 Finance Audit Risk (FAR) Committee**

- (a) A FAR Committee must be established by the Directors.
- (b) The composition, duties and functions of the FAR Committee shall be defined in the FAR Committee terms of reference which must include an external independent Certified Practicing Accountant or Chartered Accountant as Chair that is not a Director.

## **22. POLICIES**

### **22.1 Making and amending Policies**

- (a) In addition to any policy of the BA, the Directors may from time to time make policies:
  - (i) that are required to be made under this Constitution; and
  - (ii) that, in their opinion, are necessary or desirable for the control, administration and management of the Association's affairs and may amend, repeal and replace those policies.

- (b) The Policies referred to in **clause 22.1(a)** will take effect three (3) days after the service of the Policy on the Member and shall be in force and effect on that date.

## **22.2 Effect of Policies**

A Policy:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;
- (c) must not be inconsistent with a policy of the BA;
- (d) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- (e) may be overruled if a resolution to that effect is passed by the Voting Members at a General Meeting.

## **23. INSPECTION OF RECORDS**

- (a) A Member may inspect any books or document of the Association (including registers kept by the Association) in accordance with the Act.
- (b) A Member may access and obtain copies of documents of the Association in accordance with the Act by providing a written request to the CEO.

## **24. ACCOUNTS**

### **24.1 Accounting Records**

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

### **24.2 Transactions**

All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors determine from time to time.

### **24.3 Auditor**

A properly qualified auditor(s) shall be appointed by the Directors where required under the Act and otherwise may be appointed by the Directors. The remuneration of such auditor(s) fixed and duties regulated in accordance with the Act.

## **25. SERVICE OF DOCUMENTS**

### **25.1 Document includes notice**

In this **clause 25**, document includes a notice.

### **25.2 Methods of service on a Member**

The Association may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to an email other electronic address nominated by the Member.

### **25.3 Methods of service on the Association**

A Member may give a document to the Association:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) by sending it to an email other electronic address nominated by the Association.

### **25.4 Post**

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the fourth business day after the date of its posting.

### **25.5 Electronic transmission**

If a document is sent by email other electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the email other electronic transmission; and
- (b) have been delivered on the business day following its transmission.

## **26. INDEMNITY**

### **26.1 Indemnity of officers**

- (a) This **clause 26** applies to every person who is or has been:
  - (i) a Director, CEO or Public Officer of the Association; and
  - (ii) to any other officers, employees, former officers or former employees of the Association or of its related bodies corporate as the Directors in each case determine.

Each person referred to in this paragraph (a) is referred to as an "Indemnified Officer" for the purposes of the rest of **clause 26**.

- (b) The Association will indemnify each Indemnified Officer out of the property of the Association against:

- (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Association or of a related body corporate of the Association; and
- (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Association or of a related body corporate of the Association,

unless:

- (iii) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
- (iv) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

## **26.2 Insurance**

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the Association or of a related body corporate of the Association including a liability for legal costs, unless:

- (a) the Association is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Association paid the premium, be made void by statute.

## **26.3 Deed**

The Association may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 26.1** on the terms the Directors think fit (as long as they are consistent with **clause 26**).

## **27. WINDING UP**

### **27.1 Contributions of Members on winding up**

- (a) Each Voting Member may be required to contribute to the Association's property if the Association is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
  - (i) payment of the Association's debts and liabilities contracted before their membership ceased;
  - (ii) the costs of winding up; and
  - (iii) adjustment of the rights of the contributories among themselves,

and the amount is not to exceed \$1.00.

- (c) No other Member shall be required to contribute to the Association's property if the Association is wound up.

## **27.2 Excess property on winding up**

- (a) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
  - (i) having objects similar to those of the Association; and
  - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

## **27.3 Obligations of Association - Administrative, Operational or Financial Difficulties**

The Association shall advise BA as soon as practicable after any serious administrative, operational or financial difficulties the Association is having, assist BA in investigating those issues and cooperate with BA in addressing those issues in whatever manner, including by allowing BA to appoint an administrator to conduct and manage the Association's business and affairs, or to allow the BA to conduct all or part of the business or affairs of the Association on such conditions as BA considers appropriate.

## **28. SOURCE OF FUNDS**

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

## **29. COMMON SEAL**

- (a) If the Association has a common seal it shall:
  - (i) be kept in the custody of the CEO; and
  - (ii) not be affixed to any instrument except by the authority of the Directors and the affixing of the common seal shall be attested by the signatures of two Directors.
- (b) A Director may not sign a document to which the seal of the Association is fixed where the Director is interested in the contract or arrangement to which the document relates.

## **SCHEDULE 1**

### Life Members (at date of Constitution)

- 1973 David VICKERS (dec);
- 1983 Ray MARLIN (dec);
- 1983 Reg VENABLES (dec);
- 1983 Mike WATSON;
- 1983 Mark STOWERS;
- 1984 Ed ALBRECHT (dec);
- 1986 Laurel SAYERS;
- 1996 Glennis McDONALD;
- 1996 Bev WILLIAMS;
- 1998 Ron BARNES;
- 1998 Jan ALBERTS;
- 2000 Greg NICOLSON;
- 2000 Chris DAVISON;
- 2002 Greg KENT;
- 2002 Xavier MUNOZ (dec);
- 2005 Bill O'MALLEY;
- 2012 Ken McINNES (dec);
- 2015 Theo VASSALAKIS; and
- 2016 Vicki BEARD.