



**NORTHERN DISTRICTS BASEBALL CLUB INC.
CONSTITUTION**

NDBC is affiliated with Baseball South Australia



TABLE OF CONTENTS

1. NAME OF ASSOCIATION	4
2. DEFINITIONS AND INTERPRETATION	4
3. OBJECTS OF THE CLUB.....	6
4. POWERS OF THE CLUB	7
5. MEMBERS.....	7
6. CESSATION OF MEMBERSHIP	10
7. DISCIPLINE	11
8. SUBSCRIPTIONS AND FEES.....	12
9. POWERS OF THE COMMITTEE	12
10.COMPOSITION OF THE COMMITTEE	13
11.ELECTED COMMITTEE MEMBERS.....	13
12.APPOINTED COMMITTEE MEMBERS.....	15
13.VACANCIES ON THE COMMITTEE	15
14.MEETINGS OF THE COMMITTEE.....	16
15.EXECUTIVE	18
16.DELEGATIONS	18
17. ANNUAL GENERAL MEETING	18
18.SPECIAL GENERAL MEETINGS.....	18
19.ATTENDANCE AND VOTING AT GENERAL MEETINGS	19
20.NOTICE OF GENERAL MEETING	19
21.BUSINESS.....	20
22.PROCEEDINGS AT GENERAL MEETINGS	20
23 VOTING AT GENERAL MEETINGS.....	21
24.DISPUTE RESOLUTION PROCEDURE	21
25.RECORDS AND ACCOUNTS	22
26.AUDITOR.....	22
27.APPLICATION OF INCOME	22
28. WINDING UP	23
29.DISTRIBUTION OF ASSETS ON WINDING UP	23
30.CONSTITUTION	24
31.REGULATIONS	24
32.NOTICE	25
33.PATRONS AND VICE PATRONS	25
34.INDEMNITY	25

35. TRANSITIONAL PROVISIONS.....	26
36. UNIFORM.....	26
37. BY-LAWS.....	26
38. NON-MANAGEMENT COMMITTEE POSITIONS.....	28
39. JUNIOR ELITE SUPPORT POLICY.....	29
40. PLAY-BALL FUND.....	29

ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

Northern Districts Baseball Club

1. NAME OF ASSOCIATION

The name of the incorporated association is "Northern Districts Baseball Club"

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 1985 (SA)*.

"Annual General Meeting" means a meeting of the kind described in clause 17(a).

"Executive Committee" means the senior committee members as described in clause 10.

"Committee" means the body consisting of the Committee Members and constituting the committee for the purposes of the Act.

"Constitution" means this constitution of the Club.

"Committee Member" means a member of the Committee and includes Elected Committee Members and Appointed Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

"Elected Committee Member" means a committee member appointed under clause 11.

"Financial year" is the period of 12-month period commencing on 1 May each year and ending on 30 April the following year.

"General Meeting" means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

"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 Club or any activity of or conducted, promoted or administered by the Club in South Australia.

“Life Member” means an individual appointed as a life member of the Club.

“Member” means a registered and financial member of the Club.

“Membership year” is the period of registration as described in clause 5.

“Objects” means the objects of the Club in clause 2.

“Ordinary Member” means a person admitted as an ordinary member of the Club.

“Ordinary Resolution” means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Committee or a committee of the Committee, a resolution passed by a majority of those present, entitled to vote and voting.

“Regulation” means a rule, regulation, by-law or policy made by the Committee under this Constitution.

“Special General Meeting” means a general meeting of Members convened in accordance with clause 18.

“Special Resolution” means a resolution passed at General Meeting of the Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

“Sport” means the sport of Baseball

“BSA” means the South Australian Baseball League

“NDBC” means the Northern Districts Baseball Club

“Digital media” and communication means any online, digital based communication platform or program including email and texts or chat portals.

WWCC means a state Working With Children Check

Dispute means a disagreement or conflict between members or parties of relative interest to ‘the club’ where outcomes may negatively affect the clubs ‘purpose’.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Committee or a sub-committee of the Committee, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4 The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CLUB

The Objects of the Club are to:

- (a) encourage, promote and advance the Sport throughout South Australia;
- (b) enter teams of Members in competitions;
- (c) affiliate with BSA;
- (d) maintain and enhance the reputation of the Sport and the standards of play and behaviour of Members; and
- (e) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE CLUB

For furthering the Objects, the Club has:

- (a) the specific rights, powers and privileges conferred on it by section 25 of the Act.

5. MEMBERS

5.1 Categories of Members

The Members of the Club consist of:

- (a) Life Members; and
- (b) Senior Playing Members. (18 years old and over)
- (c) Junior Playing Members (Under the age of 18)
- (d) Social Members (18 years old and over)

5.2 Admission of Members

- (a) A candidate for membership must register through the BSA member registration portal.
 - (i) Completion of the application by the Members through the BSA portal (league fee payment mandatory);
 - (ii) Failure to complete in full payment of 'club fee's' will designate the member as 'unfinancial'.
 - (iii) An unfinancial member may at the discretion of the committee lose in part any club entitlements but is still bound to comply with BSA and or Club policies.
- (b) The application must:
 - (i) contain full particulars of the name and address and contact details of the applicant; and

- (ii) contain any other information prescribed by Regulation for an application for membership.
- (iii) Agree in full upon registration to abide by the policies of the club and BSA.

5.3 Discretion to accept or reject application

- (a) The Committee Members may vote to accept or reject a membership application at a Committee meeting whether the applicant has complied or has not met the requirements in clause 5.
- (b) The Committee are not compelled to provide any reason for rejection.

5.4 Playing / Honorary Life Members

Playing / Honorary Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the NDBC.

- (a) A person may be appointed a Playing / Honorary Life Member only by special resolution put to an Annual General Meeting by the Committee.
 - (i) One (1) Honorary Life Member maybe appointed each year
- (b) Any Member may recommend a person for Honorary Life Membership by notice to the Committee 21 days prior to the AGM. A recommendation made under this clause must include a written submission outlining the history of services of the nominee. The Committee vote on any recommendation at a general meeting to forward nominations for **majority approval** by members in attendance of that year's AGM.
- (c) A member is eligible to be bestowed Playing Life Membership by recommendation of the Committee at the AGM when they have either played ten (10) consecutive seasons or two hundred and 50 (250) senior games for the club or has participated in an official capacity (scoring, coaching or umpiring). **And must be financial.**
 - (i) Two (2) Playing Life Members maybe appointed each year
- (d) A Playing / Honorary Life Member has all the rights of an Ordinary Member.
- (e) A Playing Life Member is eligible for discounted Club Playing fees as set by the voted committee annually.
- (f) Any Playing Life Member upgraded to Honorary Life Member who continues to play is deemed as 'exceptional' club service and will

have their 'Club' fees ONLY void for each season they continue to play.

5.5 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Club and BSA with respect and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of both the Club and the Sport; and
- (c) not act in a manner unbecoming of a Member or prejudicial to the objectives, best interests or reputation of the Club, BSA or the Community.

Behavioural standards will be applied to face to face communication, telephone, phone message, email and or any other form of Digital media.

All forms of violence, intimidation or bullying will not be tolerated either physical, sexual or emotional.

5.6 Register of Members

- (a) The Club must keep and maintain a register of Members in accordance with the Act.
- (b) In addition to the information required by the Act, the Register may contain such other information as the Committee considers appropriate.
- (c) Members must provide the Club with the details required by the Club to keep the register complete and up to date.

5.7 Effect of Membership

- (a) This constitution constitutes a contract between each of the members and NDBC and each member is bound by this constitution and the regulations outlined in this document.
- (b) Each Member is also bound by the rules, policies, by-laws and regulations of governing competitions in which the Club Member participates.
- (c) Each member is entitled to vote at any General meeting unless deemed unfinancial by the committee.

- (d) Junior members are NOT entitled to vote but one (1) parent or guardian has this entitlement nominated to them.
- (e) Membership lasts for a full 12-month period know as 'Membership Year" from the date of BSA registration/ BSA capitation fee payment.
- (f) Social membership lasts for the 12-month period from date of Club fee payment
- (g) The membership period ensures Insurance needs are met;
- (h) And that all membership policies can be upheld / enforced for the12-month period.
- (i) This membership includes member participation in any affiliated leagues e.g. Winter and or Masters baseball competitions.

6. CESSATION OF MEMBERSHIP

6.1 General

A Member ceases to be a Member of the Club if:

- (a) the Member resigns from membership in accordance with clause 6.2; or
- (b) the Member is expelled from the Club under clause 6.3.
- (c) the Member fails to renew BSA or Club membership

6.2 Notice of Resignation

A Member may resign from membership of the Club on one month's notice in writing to the Club. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Club.

6.3 Expulsion for breach

- (a) Subject to clause 6.3(c) but despite anything contained in any regulation made under clause 7(a), the committee may expel a member from membership of the club if, in the opinion of the Executive committee, the member has materially breached any of its obligations under this constitution or the regulations.
- (b) The Executive committee may, in its discretion, convene a judiciary committee under clause 7(c) to hear and determine an allegation that a member has materially breached one or more of its obligations under this constitution or the clubs/ league policies and the judiciary committee will make is recommendations to the management committee about the appropriate consequences of its findings. The committee may rely on the findings and

recommendations of the judiciary committee or decide to apply its own consequences if they deem, they are more appropriate.

- (c) A member may not be expelled under clause 6.3 **Error! Reference source not found.** unless the Member has been afforded natural justice.

6.4 Return of Property

A Member who ceases to be a Member must not thereafter use any property of the Club (including, without limitation, its Intellectual Property) and must immediately return to the Club all of the Club's documents, records or other property in the possession, custody or control of the former Member.

6.5 Membership may be Reinstated

- (a) Nothing in this clause 6 prevents a former Member from applying for readmission of Membership but, in considering the readmission application the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under this clause 6 may be reinstated at the discretion of the Committee without an application having been made under clause 6.5(a), with such conditions as it deems appropriate.

6.6 Refund of Membership Fees

Membership fees or subscriptions paid by the former Member may, at the Committee's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

7. DISCIPLINE

- (a) The Committee may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members or Participants.
- (b) A Regulation made under clause 7(a) may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 7(a);
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties;

- (iv) and otherwise prescribe the procedures for dealing with cases falling under clause 7(a).
- (c) Despite any Regulation made under clause 7(a), the Committee may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- (d) All proceedings relating to cases falling under clause 7(a) must be conducted according to the rules of natural justice.

8. SUBSCRIPTIONS AND FEES

- (a) The Committee will:
 - (i) fix annual membership subscriptions/ fee's;
 - (ii) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.
- (b) On admission to membership a new Member must pay the current full year's subscription unless the Committee agrees to accept payment in instalments.
- (c) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members if the Committee is satisfied that there are special reasons to do so.
- (d) The Committee may suspend any player at their discretion from the Club if any member's subscriptions, fees or levies remain unpaid.
- (e) The Committee may refuse any player at their discretion from receiving any Club Perpetual or Team based trophies if any Member's subscriptions, fees or levies remain unpaid.

9. POWERS OF THE COMMITTEE

9.1 General powers of Committee

- (a) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee which may exercise the powers of the Club for that purpose.
- (b) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Club as a whole, having regard to the Club's position in the structure of the Sport in South Australia and their role in supporting the Sport's reputation in the State.

9.2 Limitation

The Committee may not cause the Club to disaffiliate from the BSA without an Ordinary Resolution of the Members in Special General Meeting.

10. COMPOSITION OF THE COMMITTEE

10.1 Composition of the Committee

The Committee will comprise:

- (a) 5 Elected Executive voting Committee Members elected under clause 11; to include President, Vice-President, Secretary, Treasurer, Junior Coordinator,
- (b) Up to 5 General voting Committee members to include Registrar, Child Protection Officer, Game Day Coordinator, Fundraising and Events Manager, Equipment/Ground Officer.
- (c) Up to 8 Non-voting General Committee Members to include Schools liaison officer, Umpire coordinator, Scorer coordinator, Grants Officer, Sponsorship officer, Canteen Manager, Bar manager, Social Media Officer, CV-19 officer.

10.2 Portfolios

- (a) The Committee may allocate portfolios to Committee Members as seen fit and appropriate.
- (b) Any allocated portfolios are to be documented and voted by the committee at any general meeting.
- (c) Portfolio allocation is extended to all Club teams, team reporting, correspondence and communication as deemed necessary, to ensure coaches, players and guardians have an avenue reporting back to the Committee.

11. ELECTED COMMITTEE MEMBERS

11.1 Nominations

- (a) The Committee must call for nominations for Elected Committee Member at least thirty (30) days prior to the Annual General Meeting.
- (b) The Committee may, when it calls for nominations, indicate which portfolios on the Committee it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

11.2 Form of Nomination

Nominations must:

- (a) be in writing or email;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee and or financial member
- (d) be delivered to the Club not less fourteen (14) days before the date fixed for the Annual General Meeting.

11.3 Elections

- (a) If the number of nominations received for the Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, nominations for the remaining Elected Committee Member positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (c) If at any stage the number of nominations for the Committee exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (d) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Committee from time to time or if the Committee has not made a determination, by the method determined by the chairperson of the Annual General Meeting.
- (e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies under clause 13.1.

11.4 Term of Appointment for Elected Committee Members

- (a) Subject to clause 11.4(b), the term of office of each Elected Committee Member begins at the conclusion of that Annual General Meeting at which their election occurs and ceases at the following Annual General Meeting at which point the meeting chair declares all positions vacant.
- (b) If the law requires the Elected Committee Member to have a particular qualification or clearance (for example WWCC), the Elected Committee Member's term will not begin until the qualification or clearance has been established.
- (c) Subject to clause 11.4 (a), the term of office of each Elected Committee Member ends at the conclusion of the second Annual

General Meeting following their election, but the Elected Committee Member is, subject to clause 11.4(d), eligible for re-election.

- (d) Following the adoption of this Constitution, no person who has served as an elected Executive committee member for a period of six (6) consecutive full terms is eligible for election as an elected Executive committee member, until the next Annual General Meeting following the date of conclusion of their last term as an elected Executive committee member.

12. GENERAL COMMITTEE MEMBERS

12.1 Appointment of General Committee Members

The Elected Executive Committee Members may appoint as many as deemed necessary to fill the requirements of general committee members.

12.2 Qualifications for General Committee Members

In appointing General Committee Members, the Elected Committee Members should have regard to which personal skills and experience the Committee thinks will complement the Committee composition.

12.3 Term of Appointment

- (a) The term of office of each General Committee Member ends at the conclusion of the second Annual General Meeting following their appointment
- (b) A General Committee Member whose term of office ends is eligible for re-appointment.

13. VACANCIES ON THE COMMITTEE

13.1 Casual Vacancies

Any vacancy occurring in the position of Elected Committee Member may be filled by the remaining Elected Committee Members. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces. Any voting rights entitlement for that position shall transfer to the casual vacancy.

13.2 Grounds for Termination of Committee Member

The office of a Committee Member becomes vacant if the Committee Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) suffers from mental or physical incapacity;
- (d) is disqualified from office under section 30 of the Act;
- (e) resigns his or her office by notice in writing to the Club;
- (f) is absent without the consent of the Committee from meetings of the Committee held during a period of three (3) months;
- (g) holds any office of employment with the Club;
- (h) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest;
- (i) in the case of an Appointed Committee Member, is removed from office by the Elected Committee Members;
- (j) is removed by the Members in General Meeting; or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

If a Committee Member is removed by resolution of the Members, the Committee Member cannot be reappointed to the Committee as an Appointed Committee Member without a further resolution of Members authorising the appointment.

13.3 Committee May Act

If there are any vacancies on the Committee, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee members to a number sufficient to constitute a quorum.

14. MEETINGS OF THE COMMITTEE (COMMITTEE MEETINGS)

14.1 Committee to Meet

- (a) The Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.

- (b) Any Committee Member may at any time convene a meeting of the Committee on reasonable notice to the other Committee Members.

14.2 Attendance by Telephone

A Committee Member may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

14.3 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each Committee Member has one (1) vote on any question. The chair does not have a casting vote.

14.4 Resolutions not in Meeting

- (a) Subject to clause 14.4(d), the Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Committee Member signs.
- (b) For the purposes of clause 14.4(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of an email or electronic transmission.
- (d) A resolution may not be passed under clause 14.4(a) if, before it is circulated for voting under clause 14.4(a), the Committee resolves that it can only be put at a meeting of the Committee.
- (e) A resolution passed under this clause must be recorded in a minuted document.

14.5 Quorum

Members Quorum's are required to constitute a meeting:

- (a) Committee Meetings Fifty percent (50%) of the current elected 'voting' committee Members are to be present.
- (b) **Annual General Meetings or Special Meetings 30 financial members are to be present to constitute a meeting 'quorum'.**

14.6 Chairperson

The President will act as chair of any Committee meeting or General Meeting at which he or she is present and unless the Committee decides

otherwise is the nominal head of the Club. If the chairperson is not present or is unwilling or unable to preside at a Committee meeting the remaining Committee Members must appoint another Committee Member to preside as chair for that meeting only.

14.7 Committee Members' Interests

The Committee Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Committee Member has an interest.

15. EXECUTIVE

The Committee may, from time to time, employ a Chief Executive and or other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Committee determines.

16. DELEGATIONS

The Committee may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Committee that are specified in the instrument of delegation, other than:

- (a) this power of delegation; and
- (b) a function that is a function imposed on the Committee by the Act, by any other law, or by resolution of the Club in General Meeting.

17. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.
- (b) All General Meetings other than the Annual General Meeting will be regarded as Special General Meetings.
- (c) 30 days' notice of an Annual General Meeting must be given to members.
- (d) The Annual General Meeting must be held 2 weeks prior to BSA' Annual General Meeting.

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meetings may be held if;

The Executive Committee thinks fit to convene a Special General Meeting of all Club Members.

Or a financial club member requests a Special General Meeting.

18.2 Requisition of Special General Meetings

- (a) The Executive Committee must be within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) Any requisition for a Special General Meeting must be signed by requisitioning Member, state the purpose of the meeting and be sent to the Executive Committee. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- (d) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

19. ATTENDANCE AND VOTING AT GENERAL MEETINGS

- (a) Any Member is entitled to attend General Meetings.
- (b) Each Committee Members is expected to attend all General Meetings.
- (c) Non-attendance by any member required 24 hours notification 'apologies' to the President or Secretary.

20. NOTICE OF GENERAL MEETING

- (a) 7 days' notice of a General Meeting must be given to Committee members.
- (b) A notice of a General Meeting must specify the place, day and time of the meeting and state the nature and order of the business to be transacted at the meeting.
 - (i) An agenda must be set 48 hours prior to the meeting
 - (ii) Members are entitled to request specific agenda items.

21. BUSINESS

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 21(a), is special business.
- (c) No business other than that stated on the Agenda for a General Meeting may be transacted at that meeting unless approved by Executive Committee.

22. PROCEEDINGS AT GENERAL MEETINGS

22.1 Quorum

Members Quorum's are required to constitute a meeting.

- (a) Any Special or Annual General Meetings requires Twenty percent (20%) of Financial members present.

22.2 Chairperson to preside

The chairperson of the Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:

- (a) in relation to any election for which the chairperson of the Committee is a nominee; or
- (b) where the chairperson of the Committee has a conflict of interest.

If the chairperson of the Committee is not present or is unwilling or unable to preside, the Members present must appoint another Committee Member to preside as chair for that meeting only.

22.3 Adjournment of meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (i) if the meeting was convened on the requisition of Members under clause 18.2, the meeting will lapse; and
 - (ii) in any other case, those Members present will constitute a quorum.

- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in clause 22.3(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

22.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of Members present at the meeting.

22.5 Recording of Determinations

A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

23. VOTING AT GENERAL MEETINGS

23.1 Members entitled to vote

Each Member is entitled to one (1) vote at General Meetings.

23.2 Chairperson may not exercise casting vote

The chair of a General Meeting does not have a casting vote.

24. DISPUTE RESOLUTION PROCEDURE

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - (i) another Member; or
 - (ii) the Club.

- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (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 parties must, within ten (10) days after the scheduled meeting, refer the dispute to the peak body this club is affiliated with, [RSO / SSO], who may refer the matter to an external agency, including the State Sport Dispute Centre, for resolution.
- (d) The Committee may prescribe additional grievance procedures in Regulations consistent with this Rule 24.
- (e) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

25. RECORDS AND ACCOUNTS

The Club must comply with its obligations under of the Act in respect of accounts, records and minutes.

26. AUDITOR

- (a) A qualified and independent auditor must be appointed at each Financial year and documented in Annual reports as current Club auditor
- (b) Any vacancy occurring during the year in the office of Auditor must be filled by the Committee.
- (c) The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Club.
- (d) The Auditor must co-sign end Treasurers report published in Annual reports

27. APPLICATION OF INCOME

27.1 The income and property of the Club must be applied solely towards the promotion of the Objects.

27.2 Except as prescribed in this Constitution or the Act, no portion of the income or property of the Club may be paid or transferred, directly or indirectly or

whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.

27.3 Subject to clause 27.42, nothing in clauses 27.23 prevents a payment in good faith to any Member:

- (a) in accordance with clauses 3 and 27.1 where that Member is a not-for-profit entity with a similar purpose to the Club;
- (b) for any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
- (c) for goods supplied to the Club in the ordinary and usual course of operation;
- (d) for interest on money borrowed from any Member;
- (e) for rent for premises demised or let by any Member to the Club;
- (f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.

27.4 No payment made under clause 27.34 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

28. WINDING UP

Subject to this Constitution, the Club may be wound up or deregistered in accordance with the Act.

29. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Club and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under clause 29(a) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

30. CONSTITUTION

30.1 Alteration of Constitution

- (a) Subject to clause 30.1(b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened Annual General Meeting.
- (b) If, in the opinion of the Committee, it is necessary to amend this Constitution:
 - (i) to achieve or maintain affiliation of the Club with the BSA;
 - (ii) to comply with the BSA constitution and regulations; or
 - (iii) to achieve or maintain a particular tax status,the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

31. REGULATIONS AND POLICES

31.1 Committee to formulate Regulations and Policies

The Committee may make and amend rules, regulations, policies (Regulations) for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and the Sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- (a) the conduct of club competitions or events (including but not limited to the rules of competition and codes of conduct);
- (b) the conduct of meetings;
- (c) the resolution of disputes;
- (d) discipline of Members for breaches of this Constitution or the Regulations; and
- (e) any other matter in respect of which this Constitution authorises the Committee to make Regulations or which the Committee considers is necessary or appropriate for the good governance of the Club and its affairs.

The Regulations must be consistent with the Constitution, BSA constitution and any regulations made by the BSA.

31.2 Regulations Binding

All Regulations are binding on the Club and all Members.

31.3 Publication of Regulations

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations will be communicated to Members firstly via email and by a notice on the Club's website or publication which is published by or on behalf of the Club and which is circulated by the Club to the Members.

32. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last address or email.
- (b) Any notice required or authorised by this Constitution to be given to the Club may be served by delivering it personally to the Club at its registered office or by sending it through the post in envelope addressed to the Club.
- (c) A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.
- (d) A notice served by email or other electronic means will be taken to have been received by the Member 8 hours after it was sent.

33. PATRONS AND VICE PATRONS

The Club at its Annual General Meeting may appoint annually on the recommendation of the Committee a chief patron and as many vice patrons as it considers necessary, subject to approval of that person or persons.

34. INDEMNITY

- (a) Every Committee Member and employee of the Club is entitled to be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- (b) The Club must indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission:
 - (i) in the case of a Committee Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Club; and

- (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Club.

35. TRANSITIONAL PROVISIONS

35.1 Continuing Membership

Each person who is a Member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Committee, is the category most appropriate for that Member.

35.2 Committee Members

For the purpose of determining when the term ends for each Committee Member in office on the day on which this Constitution is adopted, time served in the Committee Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

35.3 Regulations deemed applicable

All rules, by-laws, policies and regulations of the Club in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with or have been replaced by this Constitution.

36. UNIFORM

36.1 The Colours of the Club uniform shall be predominantly red tops with white pants for all Home and Away Games.

36.2 For Divisions 1, 2 and 3 black tops with white pants will be worn for Away games unless BSA request a change due to jersey 'clash'.

36.3 All Women's team will wear Red tops and wear Grey pants.

36.4 A maximum twice annually the Division1 team could wear upon approval by the Committee a 'white' Throwback Historical top in line with any formal celebration or recognition of a club historical matter.

37. JUNIOR PLAY-BALL FUND

The Play-ball fund 'Purpose' is to assist Junior players and or Junior player families with financial support under the guidelines described below. NDBC is dedicated to promote the inclusion into the sport of baseball those that may otherwise struggle to fully reach their potential through financial constraints or difficulties.

37.1 The 'Play-ball fund' bank account is kept separate from NDBC main accounts and its value reported annually in the Annual report.

37.2 All fund totals are managed and reported by the NDBC Treasurer.

37.3 Play-ball fund 'execution of payments' is within the rights to 'approve for use' of the current elected committee by way of 'majority vote' at any General Committee meeting.

37.4 Funds shall be used for a Junior player(s) and or family with monetary support for the following:

1. fees,
2. equipment,
3. uniform,
4. travel support,
5. as deemed appropriate for Junior assistance by the 'NDBC Committee'

38. BY-LAWS

38.1 President

- The President shall chair all committee meetings of the club unless the Management committee appoints a chairperson in case of a special subcommittee or in a event where the President is deemed not to be a suitable chairperson.
- The President shall have a deliberate as well as a casting vote at all meetings. The casting vote may only be used when there is an equality of votes after the President has cast their deliberate vote.
- The President shall represent the club and be the public voice of the club unless otherwise decided by a special meeting of the Management Committee.
- President to attend all Management Committee meetings were possible and BSA Presidents meetings when required

38.2 Vice-President

- The Vice President shall chair all meetings of the club where the President is not present, and the Management Committee has not appointed another chairperson
- The Vice President shall put forward recommendations to the Management Committee for changes and support functions that will enhance senior baseball at NDBC.
- The Vice President is to attend all Management Committee meetings were possible and if required to stand in for the President at any SABL meetings when required

38.3. Secretary

- The Secretary shall be the public officer of the club.
- The Secretary shall maintain an accurate register of the current financial members of the NDBC club and their contact details and addresses
- The Secretary shall ensure they keep a accurate record of all Management Committee meetings and distribute those recorded minutes within two weeks from the date of the minuted meeting
- The Secretary shall keep a record of all incoming and outgoing correspondence and forward them to the appropriate Management Committee member.
- All correspondence is to be reported to the sitting members of the Management Committee members at the next scheduled committee meeting.
- The Secretary is to attend all Management Committee meetings were possible

38.4. Treasurer

- The Treasurer shall receive all incoming monies and issue any relevant receipts that may be required.
- The Treasurer shall keep an accurate record of NDBC finances and be able to supply a 'summary' report to the Management Committee at each scheduled General Committee meeting and also required to supply a annual financial report to the club appointed Auditor.
- The Annual Financial Statement that is supplied at the annual AGM shall show the figures for the current financial year and those of the previous year, the figures can be rounded to the nearest dollar amount for the presentation of the report.
- The Treasurer shall attend all Management Committee meetings were possible.

38.5 Junior Coordinator

- The Junior Coordinator shall oversee all of NDBC junior sporting program.
- The Junior Coordinator shall be the initial contact for the Management Committee for all junior team coaches, junior players or players parents for any grievances that may need to be discussed at a Management committee level.

- The Junior Coordinator shall also recommend to the NDBC Management Committee changes and support functions to enhance the club's junior program.
- The Junior Coordinator shall attend all Management Committee meeting when possible and also attend and represent the interest of NDBC at BSA Junior meetings.

Non- Management Committee Positions

38.6. Operations Manager

- The Operations Manager shall attend and represent the interests of NDBC at SABL Operations meetings and report back to the Management Committee at the next scheduled meeting.
- The Operations Manager shall attend all Management Committee meetings when possible

38.7. Equipment / Grounds Officer

- The Equipment / Ground Officer shall store, maintain and issue NDBC equipment
- The Equipment / Ground Officer Shall recommend to the Management Committee what playing or grounds equipment NDBC should acquire or is needed by the club.
- The Equipment and Grounds Officer shall attend all Management Committee meetings when possible.

38.8. Bar / Function Manager

- The Bar / Function Manager is required to maintain and keep a accurate record of NDBC bar stock
- The Bar / Function Manager is required to maintain records relating to private functions that have been held recently in the clubrooms or any upcoming private functions to be held in the clubrooms.
- The bar / Function Manager must be able to supply a current up to date bar report to the Management Committee at each scheduled Management Committee meeting
- The Bar /Function Manager shall attend all Management Committee meetings when possible.

38.9. Grants Officer

- The Grants Officer shall attend all Management Committee meetings when possible

- The Grants Officer shall apply for any grants that are in the best interests of NDBC in a timely and professional manner
- The Grants Manager will notify the Management committee of all grants that have been applied for on behalf of the club.
- The Grants Officer shall attend all Management Committee meetings when possible.

38.10. Child Protection Officer

- The CPO shall attend all Management Committee meetings when possible.
- The CPO shall undertake the following Play By The Rules training - Child Protection Harassment and Discrimination
- The CPO shall gain knowledge of the Baseball Australia National Integrity Framework: Child Safeguarding Policy.
- The CPO shall ensure all adults in roles working with young people have an up to date Working With Children Check, that their certificate is uploaded to their RevSport members account.
- The CPO shall deliver advice and awareness on Child Safe policies and procedures within the club including to the committee, volunteers and all adults in roles working with young people.
- The CPO will ensure the Keeping Children Safe in Recreation and Sport booklet is emailed or a hard copy handed out to committee members and all adults in roles working with young people.
- The CPO shall be a first point of contact for any issues regarding the safety of young people at the club.

38.11. General Committee Members

- General Committee Members are required to help out with club functions and may be required to fill a committee position if one becomes vacant before the next scheduled AGM.
- The General Committee Members shall attend all Management Committee meetings when possible.

39. JUNIOR ELITE PLAYER SUPPORT

39.1 Player selected to play in BSA 'Charter' team shall receive

- (a) The amount of \$50 deducted (or refunded) from the current seasons Club fees'
- (b) The amount of \$50 deducted from the following seasons Club fees'

39.2 Player selected to play in BSA 'State' team shall receive

- (c) A direct payment of \$100 from the Club to the Players family
- (d) The amount of \$50 deducted (or refunded) from the current seasons Club fees'
- (e) The amount of \$50 deducted from the following seasons Club fees'

39.3 Player selected to play in BA (Baseball Australia) 'National' team shall receive

- (f) A direct payment of \$200 from the Club to the Players family
- (g) The amount of \$50 deducted (or refunded) from the current seasons Club fees'
- (h) The amount of \$50 deducted from the following seasons Club fees'