

ASSOCIATION INCORPORATION ACT 1985 (SA)

South Australian Baseball Scorers Association Incorporated

Constitution

Adopted on 8 June 2022

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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

SOUTH AUSTRALIAN BASEBALL SCORERS ASSOCIATION INCORPORATED

1. NAME OF ASSOCIATION

The name of the association is South Australian Baseball Scorers Association Incorporated (**Association**).

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 held once a year and of the kind described in **clause 7**.

Baseball means the sport of baseball.

Baseball Australia means Australian Baseball Federation Limited, sometimes referred to as Baseball Australia, ABF, ABL or BA - the national governing body for baseball in Australia (or its successor).

Baseball SA means the South Australian Baseball League Incorporated, sometimes referred to as Baseball South Australia, Baseball SA, SABL or BSA – the state governing body for baseball in South Australia (or its successor).

CABS means Council of Australian Baseball Scorers - the National Scoring Oversight Committee for baseball in Australia (or its successor).

Committee means the body consisting of the Committee Members, who are effectively the management body and who are entrusted to manage the affairs of the Association.

Constitution means this constitution of the Association.

Committee Member means a member of the Committee and includes Elected 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 8**.

Financial year means the year ending on the next 31 March following incorporation and thereafter a period of 12 months commencing on 1 April and ending on 31 March each year.

General Meeting means any general meeting of Members other than the Annual General Meeting or Special General Meeting.

Individual Member means a registered, financial member of the Association.

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 in the region.

Life Member means an Individual Member appointed as a life member of the Association under **clause 5.3**.

Meeting means either an Annual General Meeting, Special General Meeting or General Meeting.

Member means a member for the time being of the Association under **clause 5**.

Notice means a communication required by this Constitution or a Regulation to be given by the Association to a Member, or by a Member to the Association.

Objects means the objects of the Association in **clause 3**.

President means the person elected as President of the Association for the time being.

Regulations means any regulations, by-laws or other rules made by the Committee under **clause 10.4**.

Special General Meeting means a meeting (other than a General Meeting or Annual General Meeting) to discuss extraordinary issues.

Special Resolution means a special resolution defined in the Act.

WBSC mean World Baseball Softball Confederation – the international governing body for baseball (or its successor).

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 other genders;
- (e) references to 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 any legislative authority having jurisdiction);
- (h) a reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- (i) any doubt arising as to the application or meaning of any clause or wording therein shall be decided by a vote at a General Meeting, which decision shall be final and conclusive.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The objects of the Association are to:

- (a) conduct, encourage, promote, advance, develop and administer the art of scoring as an integral component of Baseball;
- (b) act, at all times, on behalf of, and in the interest of, the Members of the Association and Baseball;
- (c) affiliate and otherwise liaise with Baseball SA (and Baseball Australia and CABS where applicable) and comply with the constitutions, regulations and rules of these bodies to further these Objects;
- (d) adopt and implement such policies as may be developed by Baseball SA, Baseball Australia or CABS, including (as relevant and applicable) member protection, anti-doping, health and safety, player and child welfare, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Baseball;
- (e) abide by, promulgate, enforce and secure uniformity in the application of the rules of Baseball as accepted or made by Baseball SA and Baseball Australia;
- (f) abide by, promulgate, enforce and secure uniformity in the application of scoring Baseball as accepted or made by CABS or other like organisation;
- (g) advance the operations and activities of the Association;
- (h) maintain and enhance the reputation of the Association and Baseball and the standards and behaviour of Members in Baseball;
- (i) promote at all times mutual trust and confidence between the Association, Baseball SA, Baseball Australia, CABS and the Members in pursuit of these Objects;
- (j) promote the economic and community service success, strength and stability of the Association, the Members and Baseball;
- (k) use and protect the Intellectual Property appropriately;
- (l) pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the Association;
- (m) have regard to the public interest in the operations of the Association;
- (n) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects;

- (o) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve; and
- (p) promote the health and safety of Members and all other participants in Baseball.

4. POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by section 25 of the Act to further the objects of the Association.

5. MEMBERSHIP

5.1 Categories of Members

The Members of the Association shall consist of:

- (a) **Individual Members**, who subject to this Constitution and being financial, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings;
- (b) **Life Members**, who subject to this constitution, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings;
- (c) Such new categories of Members as may be created by the Committee. Any new category of Member created by the Committee cannot be granted voting rights without the approval of the Association in a Meeting.

5.2 Life Members

- (a) Life membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Committee as detailed in the Regulations.
- (c) A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Committee.
- (d) A Life Member has the right to receive notice of Meetings and to be present, to debate and to vote at Meetings.
- (e) A Life Member cannot be required to pay fees or subscriptions to the Association.

5.3 Application for Membership

- (a) Subject to this **clause 5**, an applicant candidate for membership may apply to the Committee in writing.
- (b) The application may:
 - (i) be in a form approved by the Committee;
 - (ii) contain full particulars of the name and address and contact details of the applicant; and
 - (iii) contain any other information prescribed by Regulation for an application for membership.

5.4 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application for membership whether or not the applicant has complied with the requirements in this **clause 5**. The Association shall not be required or compelled to provide a reason for accepting or rejecting the application.
- (b) Where the Association accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association. The Committee shall amend the register accordingly as soon as practicable.
- (c) Where the Association rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected.

5.5 Renewal

- (a) Members (other than Life Members) must renew their membership annually in accordance with the procedures set down by the Association or in the Regulations from time to time.
- (b) Any Member (other than Life Member) who does not renew their membership within three (3) months of the annual renewal date shall cease to be a Member as at the renewal date.

5.6 Deemed Membership

- (a) All Members which or who are, prior to the operation of this Constitution, Members of the Association, shall be deemed Members from the time of the operation of this Constitution.
- (b) Members shall provide the Association with such details as are reasonably required by the Association under this Constitution within one month of the operation of this Constitution.
- (c) Any Members of the Association, prior to the operation of this Constitution, who are not deemed Members under **clause 5.6(a)** shall be entitled to carry on such functions equivalent to their previous functions as are provided for under this Constitution.

5.7 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Association, Baseball SA, Baseball Australia and all those involved with Baseball with respect, decency and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of the Association, Baseball SA, Baseball Australia and Baseball;
- (c) not act in a manner:
 - (i) unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association, Baseball SA, Baseball Australia or Baseball; or
 - (ii) that is likely to bring the Association, Baseball SA, Baseball Australia or Baseball into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Association, Baseball SA, Baseball Australia or Baseball and its maintenance and development; and

- (d) recognise the Association as the authority for scoring of Baseball in South Australia and CABS as the authority for scoring of Baseball nationally;
- (e) recognise Baseball SA as the authority for Baseball in South Australia and Baseball Australia as the authority for Baseball nationally;
- (f) adopt and implement such policies as may be developed by the Association;
- (g) have regard to the Objects in any way pertaining to Baseball;

5.8 Association to Keep Register

Subject to the Act, confidentiality considerations and privacy laws:

- (a) the Association must keep and maintain a register of Members, which shall contain, at least;
 - (i) the full name, address, category of membership, accreditation level (if applicable) and date of entry to membership of each Member and Committee Member; and
 - (ii) where applicable, the date of termination of membership of each previous Member.
- (b) the Register may contain such other information as the Committee considers appropriate;
- (c) members must provide the Association with the details required by the Association to keep the register complete and up to date; and
- (d) members shall provide notice of any change and required details to the Association within one month of such change.

5.9 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objects, in such manner as the Committee considers appropriate.

5.10 Effect of Membership

Each Member acknowledges and agrees that:

- (a) this Constitution forms a contract between the Member and the Association and that they are bound by this Constitution and the Regulations and policies of the Association (as well as the constitutions, regulations and policies of Baseball SA and Baseball Australia, where applicable);
- (b) they shall comply with and observe this Constitution and the Regulations and policies of the Association and also any determination, resolution or decision, which may be made or passed by the Committee or other entity with delegated authority on behalf of the Association;
- (c) they are subject to the jurisdiction of the Association, Baseball SA and Baseball Australia (where applicable);
- (d) the Constitution and the Regulations and policies of the Association are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Baseball and Baseball scoring in South Australia.

5.11 Resignation of Membership

- (a) A Member who has paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one month's notice in writing to the Association, subject to the clauses below.
- (b) Once the Association receives notice of resignation of membership given under this **clause 5.11 (a)**, it must make an entry in the register that records the date on which the Member who or which gave notice ceased to be a Member.

5.12 Discontinuance of Membership for Breach

- (a) Membership of the Association may be discontinued by the Committee upon breach of any clause of this Constitution or the Regulations or the policies of the Association. This includes, but is not limited to, the failure to pay any monies owed to the Association, disciplinary matters, and the failure to comply with the Regulations or any resolutions or determinations made or passed by the Committee or any duly authorised committee.
- (b) Membership shall not be discontinued by the Committee under **clause 5.12(a)** without the Committee first giving the relevant Member sufficient opportunity to explain the breach and/or remedy the breach.
- (c) A Member may not be expelled unless the Member has been afforded natural justice in accordance with the Act and procedural fairness generally.
- (d) Where a Member fails, in the Committee's view, to adequately explain or remedy the breach, that Member's membership shall be discontinued under **clause 5.12(a)**. The Association shall give written notice of the discontinuance to the Member. The register shall be amended to reflect any discontinuance of membership under this **clause 5.12** as soon as practicable.

5.13 Member to Re-Apply for Membership

A Member whose membership has been discontinued under **clauses 5.5(b) or 5.11 or 5.12**:

- (a) may seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted as a Member at the discretion of the Committee.

5.14 Forfeiture of Rights

- (a) A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property.
- (b) Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

5.15 Membership May be Reinstated

Membership which has been discontinued under this **clause 5** may be reinstated at the discretion of the Committee, with such conditions of membership as the Committee deems appropriate.

5.16 No Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member are not refundable. All outstanding fees or subscriptions remain payable and are recoverable as debts owed to the Association by the Member upon discontinuance.

5.17 Subscriptions and Fees

- (a) The Committee may:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Association; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.
- (b) The Committee may fix subscriptions, fees or levies at different rates for different categories of membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- (c) On admission to membership, a new Member must pay the current full year's subscription.
- (d) 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 of the same category if the Committee is satisfied that there are special reasons to do so.
- (e) Any Member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a Member of the Association, provided that the Committee may reinstate such a person's membership on such terms as it thinks fit.

6. DISCIPLINE AND DISPUTE RESOLUTION

6.1 Regulations

- (a) The Committee may make Regulations governing the hearing, determination and penalties (where appropriate) of internal disputes, protests or complaints made by or against Members or participants or the Association or disciplinary matters generally or any other matter involving the enforcement of this Constitution or the Regulations or policies of the Association against Members or participants or the Association (including, but not limited to, matters which involve Members acting in a manner unbecoming of a Member or prejudicial to the Objects or interests of the Association and/or Baseball or Members bringing other Members, the Association and/or Baseball into disrepute).

6.2 Natural Justice and Procedural Fairness

All proceedings relating to matters falling under **clause 6.1** must be conducted according to the rules of natural justice in accordance with the Act and procedural fairness generally.

6.3 Process

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - (i) another Member; or
 - (ii) the Association.
- (b) Any disputes between Members and Baseball SA, Baseball Australia or CABS are to be dealt with by Baseball SA, Baseball Australia or CABS, where applicable.

- (c) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred and who is involved in the dispute.
- (d) 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.
- (e) 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 Baseball SA or the State Sport Dispute Centre to resolve the dispute in accordance with **clause 6.1**.
- (f) The Committee may prescribe additional grievance procedures in Regulations under **clause 6.1**.

7. MEETINGS

7.1 Types

The Meetings that can be convened where Members have the opportunity to express opinions and vote on various matters are:

- (a) **General Meetings** - which may be held on a regular basis;
- (b) **Annual General Meetings** - which 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; and
- (c) **Special General Meetings** - which are special meetings that are convened to discuss extraordinary issues.

7.2 Attendance

Unless this Constitution expressly provides otherwise, all Members (including the Committee) are entitled to attend Meetings and are entitled to vote at Meetings.

7.3 Notice

- (a) Notice of Meetings must be given to Members by the means authorised in **clause 10.5**.
- (b) A notice of a Meeting must specify the place, day and hour of the Meeting and state the nature of the business to be transacted at the Meeting.
- (c) At least seven (7) days' notice of a Meeting must be given to those Members entitled to receive notice.

7.4 Business

- (a) The ordinary business to be discussed at the Annual General Meeting includes, but is not limited to, the consideration and approval of financial and other accounts and the reports of the Committee, the election of Committee Members and any amendments to this Constitution.
- (b) All business that is discussed at a Special General Meeting or an Annual General Meeting, other than those matters referred to in **clause 7.4(a)**, is special business.

7.5 Meetings by Electronic Means

- (a) Subject to **clause 7.6**, a Meeting may be held where one or more of the Members is not physically present at the meeting, provided that:

- (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
- (ii) notice of the meeting is given to all the Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution;
- (iii) The minutes of the meeting records that it was conducted by electronic means.

7.6 Quorum

- (a) No business may be discussed or transacted at a Meeting unless a quorum is present at the time when the Meeting proceeds to business.
- (b) Subject to **clause 7.8(b)(ii)**, a quorum for Annual General Meetings and Special General Meetings is 10% of Members.
- (c) Subject to **clause 7.8(b)(ii)**, a quorum for General Meetings is five (5) Members.
- (d) Any Member who is not financial is not eligible to vote and will not be included in the count of persons for the purpose of determining a quorum.

7.7 President to Preside

- (a) The President will, subject to this Constitution, preside as chairperson at every Meeting except:
 - (i) in relation to any election for which the President is a nominee; or
 - (ii) where the President has a conflict of interest.
- (b) If the President 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.

7.8 Adjournment

- (a) If within half an hour from the time appointed for the 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.
- (b) 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 7.12**, the Meeting will lapse and will not be adjourned or reconvened; and
 - (ii) in any other case, those Members present will constitute a quorum.
- (c) 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.
- (d) 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.

- (e) Except as provided in **clause 7.8(d)**, it is not necessary to give any notice of an adjournment or the business to be discussed or transacted at any adjourned Meeting.

7.9 Voting Procedure

- (a) At any Meeting a resolution put to the vote of the Meeting will be decided on a show of hands unless a poll is demanded by:
 - (i) the chairperson; or
 - (ii) five (5) Members present and entitled to vote at the Meeting.
- (b) Each Member is entitled to one (1) vote at Meetings.
- (c) Every question or ballot, except those matters which require a special resolution, will be decided by a simple majority of votes cast.
- (d) The chairperson may exercise a casting vote at Meetings.
- (e) No Member of the Association shall be entitled to vote or take any part in proceedings of the Association should their subscriptions or any part thereof or other moneys due to the Association be in arrears at the time of the Meeting.

7.10 Recording of Determinations

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

7.11 Special General Meetings

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

7.12 Requisition of Special General Meetings by Members

- (a) On the requisition in writing of not less than 15 Members, the Committee must, within one month after the receipt of the requisition (and provided notice is given in accordance with **clauses 7.3 and 10.5**), convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Association. 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 convened 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 the 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 Association.

8. MANAGEMENT

8.1 Deemed Committee

The members of the administrative or governing body (by whatever name it is called) of the Association in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution, and thereafter the positions of Committee shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

8.2 General powers of the Committee

- (a) The Committee constitutes the committee for the purposes of the Act.
- (b) Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Committee, which may exercise the powers of the Association for that purpose.
- (c) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Association and Members as a whole, having regard to the Association's position and role in the structure and reputation of the Sport in the Region and South Australia.
- (d) The Committee may not cause the Association to disaffiliate from Baseball SA or Baseball Australia or CABS in any way unless decided by resolution of the Members at a Meeting.

8.3 Composition of the Committee

The Committee will comprise of:

- (a) The President;
- (b) up to six (6) Elected Committee Members, but no fewer than three (3) Elected Committee Members, who must all be Members and who shall be elected under **clause 8.5**; and

8.4 Portfolios

The Committee may allocate portfolios to Committee Members.

8.5 Nominations for President and Elected Committee Members

- (a) The Committee may call for nominations for President and Elected Committee Members at least twenty-one (21) 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.
- (c) Nominations may be in writing and may be in the prescribed form (if any) provided for that purpose.
- (d) Nominations must be consented to by the nominee by either signed/written consent prior to the Annual General Meeting or by verbal consent at the Annual General Meeting.

8.6 Elections

- (a) Regardless the number of written nominations received for the Committee, the chairperson will call for any further verbal nominations from the floor of the Annual General Meeting.

- (b) If the number of nominations received for the Committee is equal to the number of vacancies to be filled, or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall individually be declared elected only if approved by the majority of Members present and entitled to vote at the Annual General Meeting.
- (c) If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting.
- (d) Voting shall be conducted in such a manner and by such a method as determined by the Committee.
- (e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant position(s) will be deemed casual vacancies under **clause 8.9**.
- (f) If a person nominated at the Annual General Meeting is not individually approved by the majority of Members under **clause 8.6(b)**, he or she will not be entitled to take office until approved by the Members at an Annual General Meeting.

8.7 Term of Appointment for Committee Members

Committee Members shall be elected for a term of one (1) year.

8.8 Chairperson

The President will act as chairperson of the Committee and at any Committee meeting at which they are present. If the President is not present or is unwilling or unable to preside at a Committee meeting, the remaining Committee Members shall appoint another Committee Member to preside as chair for that meeting only.

8.9 Casual Vacancies

Subject to **clause 8.6** any casual vacancy occurring in the position of Committee Member may be filled by the remaining Committee Members from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Committee Member's term under this Constitution.

8.10 Duties of Committee Members

Committee Members must act in accordance with Part 4, Division 3A of the Act.

8.11 Grounds for Termination of Committee Member

- (a) The office of a Committee Member becomes vacant if the Committee Member:
 - (i) dies;
 - (ii) becomes bankrupt, or is otherwise deemed to become an insolvent under administration pursuant to the Act;
 - (iii) suffers from mental or physical incapacity;
 - (iv) cannot obtain or retain office under section 30 of the Act;
 - (v) resigns his or her office by notice in writing to the Association;
 - (vi) is absent without the consent of the Committee from meetings of the Committee held during a period of four (4) months;
 - (vii) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest (and which amounts to a conflict of interest);

- (viii) is removed by the Members in General Meeting; or
- (ix) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

8.12 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 or to resolve to wind up the Association (and thereafter undertake such process).

8.13 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) and in accordance with principles of good governance. 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.

8.14 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by resolution of the Committee Members. Each Committee Member has one (1) vote on any question.

8.15 Circulatory Resolutions

- (a) A resolution in writing, signed or assented to by a simple majority of the Committee Members shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Committee Members.
- (b) A resolution may not be passed under **clause 8.15(a)** if, before it is circulated for voting under **clause 8.15(a)** the Committee resolves that it can only be put at a meeting of the Committee.
- (c) A resolution passed under this clause must be recorded in the minute book.

8.16 Meetings by Electronic Means

- (a) Without limiting the power of the Committee to regulate its meetings as it thinks fit, and subject to **clause 8.17**, a meeting of the Committee may be held where one or more of the Committee Members is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution;
 - (iii) The minutes of the meeting records that it was conducted by electronic means.

8.17 Quorum

- (a) At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is:
 - (i) if the number of Committee Members then in office is an even number, half of the number of Committee Members plus one; or
 - (ii) if the number of Committee Members then in office is an odd number, half of the number of Committee Members rounded up to the next whole number.

8.18 Conflict of Interest

- (a) 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.
- (b) Any declaration made or any disclosure by a Committee Member in accordance with **clause 8.18(a)** must be recorded in the minutes of the relevant Meeting.

8.19 Delegations

- (a) The Committee may, by instrument in writing, create or establish or appoint special committees, individuals and consultants to carry out such duties and functions. The Committee will also determine what powers these entities are given.
- (b) The Committee may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Committee by the Act or any other law, or this Constitution or by resolution of the Association in a Meeting.
- (c) A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (d) The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee. The entity exercising delegated powers shall make decisions in accordance with the Objects. It shall promptly provide the Committee with details of all material decisions and shall provide any other reports, minutes and information as the Committee may require from time to time.
- (e) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function. These may be specified in the delegation.
- (f) By instrument in writing, the Committee may at any time revoke wholly or in part any delegation made under this clause and it may amend or repeal any decision made by such body or person under this clause.

8.20 Appointment of Public Officer

- (a) There must be a Public Officer who is to be appointed by the Committee Members.
- (b) The Committee may suspend or remove the Public Officer from that office.

9. RECORDS AND ACCOUNTS

9.1 Accounts to be Kept

- (a) The Association must keep such accounting records as correctly record and explain the transactions and financial position of the Association.
- (b) The Association shall prepare and make available to the Members an annual financial report comprising an annual profit and loss statement, a balance sheet as at the end of the financial year and a Committee Member's report.

9.2 Transaction Accounts

- (c) The Association shall open and keep at least one transaction account as the Committee may from time to time determine, and all monies belonging to the Association shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of those account(s) of the Association.
- (d) No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Association unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Committee for such purposes. All extraordinary and capital expenditure must be unequivocally ratified by the Committee.

9.3 Application of Income

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (c) Nothing in **clauses 9.3(a)** or **9.3(b)** shall prevent payment to any Member for:
 - (i) any services actually rendered to the Association, including but not limited to the scoring of Baseball games or supervision of tournaments organised by Baseball SA, Baseball Australia, the WBSC or any like sporting organisation, whether state, national or international; or
 - (ii) goods supplied to the Association in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Association; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association.

provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction and there is no conflict of interest in making the payment.

10. ADMINISTRATION

10.1 Winding Up

The Association may be wound up in a manner provided for in the Act.

10.2 Distribution of Assets and Property on Winding Up

- (a) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to one or more other organisations with objects similar to the Objects of the Association.
- (b) The organisation(s) is to be determined by the Members in a Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a justice of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

10.3 Amendment of Constitution

This Constitution shall not be amended except by Special Resolution of the Members.

10.4 Regulations

- (a) The Committee may formulate, issue, adopt, interpret, and amend such Regulations for the proper advancement, management and administration of the Association and the advancement of the purposes of the Association and the scoring of Baseball in South Australia as it thinks necessary or desirable.
- (b) Such regulations must be consistent with this Constitution and any policy directives of the Committee.
- (c) Such regulations must be consistent with the constitutions of Baseball SA and Baseball Australia (and any regulations and policy directives made by them) to the extent that they are binding on the Association.
- (d) All Regulations are binding on the Association and all Members.
- (e) All clauses, rules, by-laws and Regulations of the Association in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and Regulations are not inconsistent with, or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.
- (f) Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of correspondence approved by the Committee and prepared and issued by the Committee. The matters in the bulletins are binding on all Members.

10.5 Notice

- (a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice.
- (b) Notices will be sent by electronic mail (email) to the Member's registered email address.
- (c) Where a notice is sent by email, service of the notice shall be deemed to be effected on the day on which it was sent.
- (d) Notices given to the Association are subject to **clauses 10.5(a) and (b)**.

10.6 Indemnity

- (a) The Committee Members of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Committee Member in defending any proceedings, whether civil or criminal.
- (b) The Association shall indemnify its Committee Members against all damages and losses (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission except wilful misconduct performed or made while acting on behalf of and with the authority, express or implied, of the Association.

10.7 Authority to Trade

The Association is authorised to trade in accordance with the Act.

10.8 Transitional Provisions

(a) Continuing Membership

Each Member that is a Member of the Association on the day on which this Constitution is adopted will automatically be admitted to membership as a Member.

(b) 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.

(c) Regulations deemed applicable

All rules, by-laws, policies and Regulations of the Association in force at the date of the adoption 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.

10.9 Status and Compliance of Association

(a) Recognition of Association

The Association is a member of Baseball SA and is recognised by Baseball SA as the entity responsible for the delivery of scoring of Baseball in South Australia. Subject to compliance with this Constitution and the constitution of Baseball SA, the Association shall continue to be so recognised and it shall administer scoring of Baseball in South Australia in accordance with the Objects.

(b) Constitution of the Association

This Constitution will align with the objects of Baseball SA and will support the constitution of Baseball SA, subject always to the Act.

(c) Operation of the Baseball SA Constitution

- (i) The Association will take all reasonable steps to ensure this Constitution supports the constitution of Baseball SA, subject always to the Act; and
- (ii) The Association shall provide a copy of this Constitution and all amendments to this Constitution to Baseball SA.

Constitution Version Control

Date Constitution Amended	Clause(s) Amended	Description of Amendment(s)	Date of AGM/SGM Amendment was passed