

CONSTITUTION OF THE GOODWOOD BASEBALL CLUB INCORPORATED

1. NAME

The name of the club shall be "Goodwood Baseball Club Incorporated".

2. INTERPRETATIONS

The "League" shall mean the South Australian Baseball League Incorporated and shall extend to include the controlling body for the time being in the State of South Australia.

The "Club" shall mean the Goodwood Baseball Club Incorporated.

The "Member" shall mean any person registered as a member of the Goodwood Baseball Club Incorporated and shall extend to include Office Bearers, Officers, Life Members, Honorary Members, Senior and Junior Members, Voting Associate Members, Non-voting Associate Members, Honorary Associate Members and Temporary Members.
This section to be read in conjunction with Section 4.

3. OBJECTS

The objects for which the club are formed are:-

- a) To establish and carry on a Club for the purpose of the promotion, control and encouragement of the game of baseball.
- b) The formation of a team and/or teams to compete in the League and/or other baseball matches under the auspices of the League or any other matches whether in South Australia or interstate, which may be expedient to the Club, provided however, that it shall not in any way violate the Constitution of the League.
- c) To apply for, hold and exercise the rights and privileges of any licences or permits that may be granted under the Licensing Act, 1997 of the State of South Australia or any Act amending the same or in substitution therefore, or any other kind of licence which licence may be granted under any such Act for the time being in force.
- d) To afford to its members and their guests, facilities for social communication and the usual privileges, advantages and conveniences of a club including privileges as regards the supply of liquor and the licensing laws.

4. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

Application for membership must be made to the Club via the appropriate means, electronic registration, paper form or other, as may be determined by the Committee of Management from time to time and must be accompanied by the required fee if applicable.

Submission of an application/registration of membership with or without fee as required does not constitute membership until the Committee of Management approves such application.

The Club shall consist of:-

- a) The Office Bearers of the Club for the time being;
- b) Officers;

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- c) Life Members;
- d) Honorary Members;
- e) Senior Members;
- f) Junior Members;
- g) Voting Associate Members;
- h) Non-Voting Associate Members
- i) Honorary Associate Members;
- j) Temporary Members

The Office Bearers, Officers and Members are defined as follows:-

a) OFFICE BEARERS:

- i) Patrons - not more than two
- ii) President
- iii) Secretary
- iv) Finance & Administration Director
- v) Membership & Registration Director

b) OFFICERS:

- i) Junior Development Director
- ii) Operations Director

(Refer Club By-Laws for Position Descriptions.)

c) LIFE MEMBERS: A Life member of the club is any member recommended by two thirds of the majority of the Committee of Management and approved by a three-fourths majority at the next Annual General Meeting or Extraordinary General Meeting of those present and entitled to vote in consideration of special services rendered to the Club, provided however that not more than two life members shall be elected in any one year. Life Members shall, during the continuance of their lives be entitled to all rights and privileges of membership without payment of club fees.

Life Members will be presented with a medallion suitably inscribed and approved by the Committee of Management.

d) HONORARY MEMBERS: An Honorary Member of the Club shall be any person granted special membership of the Club by the Committee of Management. An Honorary Member shall enjoy the amenities of the Clubrooms and shall have full voting rights if over the age of eighteen years. This section includes Non- Playing Coaches, #1 Ticket Holder and Vice Patrons.

e) SENIOR MEMBERS: Who shall be eighteen years of age or over, and paying such fees being relevant fees fixed from time to time by the Committee of Management for such Senior Members. Such members shall be entitled to all the privileges of the club and shall have full voting rights if over the age of eighteen years. This section shall include all Management Committee Members and all playing coaches of the Club.

f) JUNIOR MEMBERS: Who shall be under eighteen years of age, paying the relevant fees fixed from time to time by the Committee of Management for Junior Members. Such members shall be entitled to all the privileges of the club with the exception of voting.

g) VOTING ASSOCIATE MEMBERS: A voting associate member is a member paying the relevant fees fixed from time to time by the Committee of Management and shall be entitled

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to all the privileges of the club with the exception of playing and shall have full voting rights if over the age of eighteen years.

h)NON-VOTING ASSOCIATE MEMBERS: A non-voting associate member is a member paying the relevant fees fixed from time to time by the Committee of Management and shall be entitled to all the privileges of the club with the exception of playing and shall have no right to vote at any meeting. Any team coach or manager who does not qualify for the sub sections a),b),c),d) or e) of this section, shall be granted non-voting associate membership.

i) HONORARY ASSOCIATE MEMBERS: An Honorary Associate Member of the Club shall be any person granted special membership of the club by the Committee of Management. An Honorary Associate Member shall enjoy the amenities of the Clubrooms but shall not have the privilege of playing or voting rights. This section includes volunteers.

j) TEMPORARY MEMBERS: The following persons shall be Temporary Members of the Club:-

League officials and players, officials, members and spectators of any other Baseball Club affiliated with the League who visits the club on any day for the purpose of playing against the Club.

Unless the Committee by resolution determines otherwise, the period of such temporary membership shall not extend beyond the day of competition as the case may be.

Notwithstanding anything in this rule contained, the Committee or it's duly appointed representative shall have the right at any time to refuse Temporary Membership and shall not be bound to give any reason for so doing.

6. RIGHTS AND LIABILITIES OF MEMBERS

a) (i) The property of the Club shall belong to the Members for the time being.

(ii) No Member shall, by reason of his/her Membership have any transmissible or assignable interest in the property of the Club, whether by operation of the law or otherwise.

b) On a Member ceasing to be a member for any reason at all, his/her interest shall survive, accrue and belong to the other Members of the Club for the time being.

c) No Member shall be entitled under these rules to derive profit, benefit or advantage that is not shared equally by every Member of the Club.

d) No Member shall secure any pecuniary profit from the transactions of the Club.

e) The Club in its corporate name shall be entitled to sue a Member for any moneys due to the Club or for any fine imposed as for a simple contract debt to the Club.

f) (i) The **termination** of a Member's membership shall not affect the right of the Club to recover from him/her any subscription, debt, sum or thing and the rules shall, for the purpose of such recovery, by him/her deemed to be a bond.

(ii) Such right shall exist notwithstanding that the Member's failure to pay or deliver was the subject matter of a complaint.

g) Every member (including a Member against whom a complaint is made) shall, upon notice being given to him/her, attend before the Committee of Management as and when directed by the said Committee and shall answer all questions put to him/her on behalf of the said committee in relation to any complaint or enquiry or in relation to any other matter into which the said Committee is duly enquiring.

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h) The Committee of Management may require a Member to make his/her statement by a Statutory Declaration.

7. ANNUAL GENERAL MEETING

The Annual General Meeting of the Club shall be held during the month of June in each year at such time and place the Committee of Management determine.

8. ORDER OF BUSINESS

The order of the business at the Annual General Meeting of the Club, unless otherwise ordered by a resolution of the club, shall be as follows:-

- a) Notice of Meeting
- b) Roll call of Members entitled to vote.
- c) Adoption of Minutes of Previous Annual General Meeting and Extraordinary General Meeting (if any).
- d) (i) Presentation of and adoption of the President's Annual Report.
(ii) Presentation of Secretary's, Finance & Administration Director's and Membership & Registration Director's Annual Reports, Financial Statements and Balance Sheet.
- e) Election of Office Bearers and Officers
- f) Election of Auditor
- g) General Business – election of Vice Patrons and presentation of reports from other Office Bearers.

9. EXTRAORDINARY GENERAL MEETINGS

The Secretary of the Club, upon being authorised so to do by the resolution of the Management committee, or on the written request of not less than fifteen Members of the Club who by their classes of membership have voting rights, shall within one calendar month, call an Extraordinary General Meeting of the Club. The object of such a Meeting shall be expressed in such resolution or requisition.

10. ADJOURNMENT OF MEETINGS

The Chairman may, with the consent of the Meeting, adjourn the same from time to time and from place to place.

11. NOTICES

At least fourteen days' notice shall be given to all Members of the Club prior to the Annual General Meeting or Extraordinary General Meeting of the Club, and the posting or delivering of such notices to the address in the Member's Register shall be sufficient proof of due delivery. Such notice shall state the time and place of such meeting in the case of Extraordinary Meeting, shall state the object for which the Meeting is called.

12. THE PRESIDENT

The President of the Club shall preside at all meetings of the Club. In the absence of the

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President, the Vice President shall chair, the Vice President being elected by the Management Committee at the first committee meeting after the AGM, from the current Management Committee members.

13. VOTING

The mode of voting shall, unless otherwise provided in these Rules, be by a show of hands, except if a ballot be demanded by a Member of the Meeting at which such voting is to take place.

No Member of the Club shall be entitled to vote or take any part in proceedings of the Club should his/her subscriptions or any part thereof or other moneys due to the Club be in arrears at the time of the Meeting at which such voting or proceedings are taking place.

14. CASTING VOTE

At all Annual General, Extraordinary General, Management Committee and Sub-Committee Meetings, the Chairperson shall have a deliberating vote on all motions. Should voting be equal, the Chairperson shall then also have a casting vote.

15. QUORUM

A number equal to twenty five per cent of Members who by their classes of membership have voting rights shall form a Quorum at all Annual General Meetings and Extraordinary General Meetings of the Club; and a number in excess of fifty percent of the elected Members shall form a Quorum at any other Committee or Sub-Committee, the teams Selection Committee being at all times excepted.

16. NOMINATION OF OFFICIALS

1) At least 30 days before the Annual General Meeting all financial Members must be notified of the date of the Annual General Meeting and the closing date for nominations for Office Bearers and Officers positions.

2) Candidates for election to any Office Bearers or Officers positions must be nominated in writing by one Member and seconded by another.

3) Nominations with the candidate's consent thereto in writing shall be given to the Secretary at least 21 days before the time fixed for the Annual General Meeting.

Members are to be notified of all nominations at least 14 days before the Annual General Meeting.

4) If more candidates are nominated than there are vacancies to be filled, there shall be a Ballot at the AGM.

5) Regardless the number of nominations the Chairperson will call for any further verbal nominations from the floor. He/she shall then call for verbal nominations to fill any vacancy and in the event of more than the required number, conduct an election by ballot to fill any vacancy.

6) If at the conclusion of the Annual General Meeting there are unfilled vacancy/ies, these may be filled by appointment by the Committee of Management.

7) A candidate may withdraw his/her nomination at any time before the closing date for nominations.

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17. MANAGEMENT

- a) The Management of the Club shall be vested in a Committee of Management comprising the Office Bearers and Officers listed in Clause 4, excluding Patrons.
- b) The Committee of Management shall meet a minimum of 12 times in a calendar year at the time and place most expedient to the majority of the Committee, and at such other times as shall from time to time be determined. All Committee Members shall be advised in advance of such meetings.
- c) Any Member of the Committee absenting himself/herself from two consecutive Meetings without notice to the Secretary shall be deemed to have vacated his/her office, provided that such Members shall have the right to be nominated again to fill such vacancy on the Committee.
- d) If any case arises which is, or in the opinion of the Committee is, not provided for by these Rules, it shall be determined by such Committee of Management in such a manner as it shall think fit and its decision shall be final.
- e) The Committee of Management shall have power at any time and from time to time to fill any casual vacancy occurring in the Offices of the Club and every person so chosen shall only retain office until the following Annual General Meeting.
- f) The Committee of Management may from time to time make, vary and rescind by-laws regulating the affairs of the Club, subject always to the Rules, which in the case of conflict shall prevail. The Secretary shall keep a separate record specifically for that purpose, of all By-laws duly adopted and any amendments or rescindment thereto. Such record shall be available for the perusal of any Member upon request.

g) Rescission of Resolution

No resolution which has been passed at a Meeting of Management shall be rescinded or varied, except under the following conditions:-

- i) Notice of intention to move such rescission or variation shall be given at a Meeting of the Committee of Management at least two weeks previous and such motion to rescind or vary shall not be carried by a majority of less than two-thirds of the members present. Any Committee Member absent when notice of intent is given shall be advised by the Secretary in writing, of such notice of intent, within seven days.
- ii) No motion, the effect of which, if carried, would be to rescind or vary previous motion shall, if negatived, be again brought forward during the current year unless a motion, specially giving leave to bring such matter forward, to be passed by a majority of not less than two thirds of the total number of persons entitled to vote thereat.

18. AUDIT

The accounts of the Club shall be audited before the Annual General Meeting of the Club by the Honorary Auditor appointed at the previous Annual General Meeting. The Financial Year of the Club shall end on the 31st day of March in each year.

19. MEMBERSHIP YEAR

Annual subscriptions shall become due and payable on the first day of September in every year and shall be for the period ending 31st day of August in the following year. Any Member unfinancial on the 31st of October (unless granted extension by the Management) shall cease to have any privileges of the Club.

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20. SELECTION COMMITTEE

The Operations Director shall appoint the Selection Committee for all Club competitions, and the constitution of such Selection Committee shall be decided by the Committee of Management.

21. COACHING

- a) The Committee of Management shall appoint the Senior Coach (who shall be Coach of the highest senior team); and also at its discretion a Baseball Manager who shall work in conjunction with all Coaches.
- b) The Baseball Manager shall assist the Senior Coach by passing on coaching ideas and methods considered beneficial to all grades. He shall be responsible to the Operations Director and the Management Committee.
- c) The Management Committee shall appoint the coach/es for each team on recommendation of the Operations Director.
- d) The Management Committee may pay such fees for coaching as may be from time to time considered expedient.
- e) When the Senior Coaching position becomes vacant the position shall be advertised as and where necessary.

22. SUBSCRIPTION

The Annual Subscriptions payable shall be fixed by the Management Committee.

23. COLOURS

The Club colours shall be any combination of Red, White, Black or Grey as determined by the Management Committee.

24. LICENSING ACT REQUIREMENTS

The Committee of Management shall be required to inform all Members of their responsibilities under the Licensing Act and shall police all matters under the said Act. The Licensing Act, as amended from time to time, shall be incorporated as a By-law of the club.

25. DISCIPLINARY POWER

If any Member, in the opinion of the Committee of Management:-

- a) Commits a breach of any rules, or suffers or permits himself/herself to be a party to any breach or takes part in any transaction involving any breach;
- b) Fails to pay any debts;
- c) Is convicted of any offence, on the Club premises, against the laws relating to gaming and wagering or licensing or is guilty, on the Club premises, of any breach or attempted breach of such laws or induces any servant of the Club to commit such breach;

He/she may be suspended or fined or expelled from the Club upon a vote of not less than two thirds majority of the Committee of Management present at the time of the decision concerning such member, provided, however, that any Member accused of such misconduct shall have seven days' notice of any charge that may be brought against him or her. In the

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event of such member not attending or forwarding an explanation, the case shall be decided "ex parte". Any Member so expelled shall cease to have any right or interest in the Club or its properties.

26. DISSOLUTION OF OR CHANGE OF NAME OF THE CLUB

- a) Dissolution of or Change of Name of the Club must be by Special Resolution, with a minimum of 21 days written notice and 75% of members voting must agree.
- b) The secretary of the Club, upon receipt of a written request of not less than twenty five Members of the Club who by their classes of Membership have voting rights, to dissolve or change the name of the club, shall call an Extraordinary General Meeting of the Club to discuss such requisition.
- c) At least 21 day's notice shall be given to Members of such meeting and the business to be transacted thereat.
- d) In the event of a resolution for the dissolution of the Club being carried, all property, both real and personal after all debts have been satisfied will be dealt with by the Management Committee at the time.

27. ALTERATION OF RULES

These rules may be added to, repealed or amended by resolution at any Annual General Meeting or Extraordinary General Meeting upon due notice in accordance with these rules. No such motion shall be duly carried unless it is passed by a majority of not less than three fourths of those Members present who by their classes of Membership have voting rights.

28. INTERPRETATION OF RULES

- a) (i) If any circumstances arise for which no provision is made by the rules or
(ii) If there arises any reasonable doubt as to the interpretation of the rules in any circumstances or
(iii) If there is any reasonable doubt as to the correct procedure to be adopted on any occasion.

The Committee of Management having regard to the rules existence, may decide the matter and may direct what shall be done in each particular instance or may interpret the rules or direct what shall be done in a particular case.

- b) These rules shall be construed so as not to conflict with any laws from time to time in force relating to the supply of liquor, gaming and wagering or any other matter and, in as far as the rules so may conflict, they shall be deemed to be repealed or amended, but only so far as may be necessary to make them in accord with such laws.

29. BY-LAWS

The Committee of Management may make, repeal and amend By-laws (not inconsistent with these rules) providing for:-

- a) The internal Management and wellbeing of the Club.
- b) The regulation of the affairs of the Club.
- c) The regulation of the admission of Members, their resignation, expulsion and discipline.
- d) The regulation of the rights and duties and conduct of Members on the Club's premises.

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30. HONORARIUMS

The Committee of Management may grant Honorariums to any Officers of the Club, or other member of the Club, provided, however, that notice of intention to submit a motion to grant such Honorariums has been given at the previous meeting of the Committee of Management.

31. INDEMNITY

The Club shall indemnify any Seal Holder or Officer against any liability incurred by such Seal Holder or Officer in doing or intending to do, any such act as Agent or Servant for or in the interest of the Club.

32. PUBLIC OFFICER

The Secretary will hold the position of Public Officer.

33. BANKING

The Committee of Management shall cause to be opened such a banking account or banking accounts in the name of the Goodwood Baseball Club Incorporated with such Financial Institutions as it shall from time to time consider expedient and such account or accounts shall function under the directions of the Committee of Management of the Club and cheques shall be signed by any two of the President and/or Secretary and/or Finance & Administration Director or other persons as nominated and agreed by the Committee of Management.

34. OTHER FUNDS

a) The Committee of Management shall deposit in a separate account from that in which Club revenue is deposited, any moneys donated to the Club for a specific purpose. The Donor of such moneys shall indicate to the Committee of Management the specific purpose for which such donation is being made and no variation to the Donor's wishes will be made without written approval of such Donor.

b) Any withdrawal papers relating to such account shall be signed by the honorary Treasurer and the Donor.

c) In the event of the Donor not being able to sign such withdrawal papers (e.g. through death, lunacy incapacitation, etc.) the Donor's Legal Representative for the time being shall sign in lieu of such Donor until such fund is expended.

35. COMMON SEAL

a) The Common Seal shall be in the possession of the Secretary and shall have inscribed thereon the name of the Club.

b) The Common Seal shall not be affixed to any document binding the Club in any way of obligation unless with the authority of the Committee and in the presence of the President, Secretary and Treasurer who shall sign such document as follows:-

**CONSTITUTION OF THE GOODWOOD BASEBALL CLUB
INCORPORATED**

DATED the 25th day of July 2018.

GIVEN under the COMMON SEAL
of the GOODWOOD BASEBALL CLUB
INCORPORATED pursuant to decision of the
Committee



COMMON SEAL

DATED the 25th July 2018
in the presence of

KALE MCBAIN
PRESIDENT NAME

[Signature]
SIGNATURE

Susan Harris Evans
SECRETARY NAME

[Signature]
SIGNATURE

Tracey Curran
FINANCE & ADMINISTRATION DIRECTOR NAME

[Signature]
SIGNATURE