

Castle Hill Baseball Club Inc. Constitution
Amended by the Executive Committee 11 October 2018

PART I
PRELIMINARY

1. NAME

- 1.1. The name of the Club shall be: Castle Hill Baseball Club Inc.
- 1.2. The name of the Club may also be known in the abbreviated form of Knights Baseball Club.
- 1.3. Club colours shall be Kelly Green and White.

PART II
DEFINITIONS

2. DEFINITIONS

In the interpretation of these Rules, the following words and expressions shall have the meanings hereinafter specified, unless the context requires otherwise:

- 2.1. "ACT" means the Association Incorporation Act, 1984, as amended.
- 2.2. "Club" means the Castle Hill Baseball Club Inc.
- 2.3. "Auditor" means such auditor or firm as is appointed at a General Meeting of the Club to audit the Club's financial records.
- 2.4. "Committee" means the members, for the time being, of the Executive Committee of Management of the Club constituted in accordance with these Rules.
- 2.5. "Sub-Committee" means the members of the general committee.
- 2.6. "Financial Member" means a Member whose subscriptions are not more than 90 days in arrears and, in the case of a player member, has also paid his or her registration and insurance fees by the due date set by the Club in each baseball season or such later date as the Committee may resolve.
- 2.7. "Financial year" means the period commencing 1st April in any year and ending on 31st March in the following year.
- 2.8. "Majority" means a simple majority of all members present and eligible to vote in accordance with these Rules.
- 2.9. "Member" means, unless otherwise specified, ordinary members, player members, parent members, life members and player life members.
- 2.10. "Rules" means the Rules of the Club as set out herein, as amended.

- 2.11. "Secretary" means:
 - a. the person holding office under the Rules as Secretary of the Club: or
 - b. where no such person holds that office - the Public Officer of the Club
- 2.12. "Special General Meeting" means a general meeting of the Club other than an Annual General Meeting.
- 2.13. "Standing General Committee" means any one of the standing general referred to in rule 18.1.
- 2.14. "The Regulation" means the Associations Incorporation Regulation, 1985, as amended.
- 2.15. In these Rules -
 - 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 a function is a duty, a reference to the performance of the duty;
 - c. words importing the singular number only include the plural and vice versa;
 - d. words importing the masculine gender only include the feminine gender and vice versa.
- 2.16. The Provisions of the Interpretation Act, 1987, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under that Act.

3. OBJECTS OF THE CLUB

Its objects are:

- 3.1. to encourage develop and teach the principles of, and the playing of, baseball in all its facets in the Hills Shire of Sydney in the State of New South Wales and /or elsewhere;
- 3.2. to take over any assets and liabilities of any nature as may appear to be incidental or conducive to the objects of the Club or any of them;
- 3.3. to promote, hold, take part in and exercise control of competitions, sporting events, trials and social events in conjunction with baseball ;
- 3.4. to enter into any affiliation or alliance with any other body having objects compatible with those of this Club or calculated to benefit the interests of the Club or its Members;
- 3.5. to act in conjunction with and to appoint representatives to any association, company, club or body either in Australia or abroad;
- 3.6. to purchase, take on, lease or exchange, or otherwise acquire any lands, buildings, easements, rights of way or property - real or personal - which may be requisite with any of the objects of the Club, and to sell, demise, mortgage, give in exchange, or dispose of the same;
- 3.7. to seek, obtain, acquire and hold any rights, licenses, concessions, privileges, official powers or other authorities for the purpose of enabling the Club to carry any of its objects into effect;
- 3.8. to provide within the Hills Shire of Sydney in the State of New South Wales and/or elsewhere any baseball grounds and to maintain the same for baseball or other purposes of the Club and to provide club houses, pavilions, workshops, sheds or other

conveniences as may be required by the Club, and to furnish and maintain the same, and to permit the same or other property of the Club to be used by Members and other persons either gratuitously or for payments;

- 3.9. to purchase, hire, make or provide and maintain all kinds of equipment, vehicles, furniture, implements, tools, machinery, utensils, papers, periodicals and all other things required or which may be conveniently used in connection with the objects of the Club, the baseball grounds, club houses and other premises of the Club by persons frequenting the same, whether Members of the Club or not;
- 3.10. to buy, procure, prepare, make, supply, sell or deal in all kinds of chattels, equipment, services and all apparatus used in connection with baseball and all kinds of refreshments required or used by Members of the Club or other persons frequenting the baseball grounds, club houses, premises or events of the Club;
- 3.11. to invest the monies of the Club, not immediately required, upon such securities as are permitted by law as trustee investments as may from time to time be determined;
- 3.12. to raise and borrow money by any means lawful, whether specifically provided by these Rules or not, to further any of the objects of the Club;
- 3.13. to raise funds by means of subscriptions, fees, advertising, donations and levies from or on Members, and to take such steps by personal or written appeals, public meetings, social gatherings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club in the shape of donations, advertising, sponsorship, subscriptions or other receipts;
- 3.14. to undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Club;
- 3.15. to print and publish any newspapers, website media, periodicals, books, programs or leaflets that the Club may think desirable for the promotion of its objects;
- 3.16. to provide instructions to train managers, scorers, coaches, umpires and other personnel to teach the ideals and principles of baseball and for that purpose to hire, employ or obtain the services of qualified instructors and other qualified personnel;
- 3.17. to provide the facilities within the State of New South Wales to train managers, scorers, coaches, umpires and other personnel to obtain a license or licenses or endorsements to obtain the service of qualified instructors;
- 3.18. to prosecute or defend any suits, applications and proceedings before any court or tribunal whatsoever as may be deemed necessary or expedient in the interests of the Club or its Members;
- 3.19. to do all such other lawful things as may appear to be incidental or conducive to the above objects or any of them.

PART III MEMBERSHIP

4. MEMBERS

- 4.1. Ordinary members shall consist of any person with an interest in baseball or as may from time to time be admitted to membership under these Rules.

- 4.2. A player member is a person who undertakes to play and does play baseball (subject to any injury or disability) for a team sponsored and/or financed by the Club and is admitted to membership under these Rules.
- 4.3. A parent member is a person who is not an ordinary member or a player member and who has a son or daughter or is the guardian of a person under the age of 18 years who is a Player Member of the Club.
- 4.4. Every Member (including Honorary Members) shall be bound to further, to the best of his or her ability, the objects, interests and standing of the Club and shall observe the rules and regulations of the Club in force from time to time.

5. ADMISSION OF MEMBERS

- 5.1. All nominations for ordinary membership must be nominated by a proposer and a seconder who are ordinary members of the Club and to whom the candidate is personally known.
- 5.2. Life membership for any Member who has served the Club in an outstanding manner for a period of at least 5 years may be nominated to the CHBC Secretary. Such recommendation may only be ratified and approved by the current CHBC President and former CHBC President and CHBC secretary. The president, former president and the secretary must all agree to the nominee being awarded life membership of the club. Life members may be entitled to any privileges as deemed appropriate by the Club.
- 5.3. Each player member is accepted as a member by completing a player registration form as required by the Club at the beginning of every baseball season. Such registration form shall be on the form provided by the Registrar or otherwise by the Committee and signed by the player member "If the player is eighteen years or older" or, if the player member is unable to sign, the parent or guardian of the player member and shall, in all cases, be lodged with the Registration Office on or before the due date set down by the Club, accompanied by the nominated registration fee for the particular baseball season, which fee shall be set from time to time by the Club.

- 5.4. Any registration from not returned to the Registrar prior to the return date to be set from time to time by the Club, shall render the player member ineligible to play for the Club during that particular Baseball season provided that in certain circumstances the Committee or the delegate of the Committee, in the Committee's or delegate's sole discretion, may extend the time for lodgment in relation to any player member who has not registered by the due date.
- 5.5. To be accepted as a player Member a person must be approved by the Committee. If the person is listed on the team sheet they are deemed accepted by the Committee.
- 5.6. A parent member must have their name recorded in the Club's records associated with the Player. Their listing in the Club's records is deemed to be acceptance by the Committee.
- 5.7. Any person elected to the Committee or as an Officer Bearer of the Club who is not a Player Member or a Parent Member is automatically elected as an ordinary member.

6. NOMINATION FEES, SUBSCRIPTION AND REGISTRATION FEES

- 6.1. The nomination fee payable by a Member under these Rules shall be NIL or, where some other amount has been determined by the Committee, that amount so determined.
- 6.2. Registration and insurance fees shall be set by the Committee from time to time and shall be payable by player members only in accordance with the registration provisions set out in rules 5.8 and 5.9 hereof.
- 6.3. The Club's fees for Life Members are NIL and Player Life Members are Baseball NSW and Baseball Australia capitation costs.

7. PAYMENT OF FEES

- 7.1. The first subscription fee, if applicable, shall be payable on election or on otherwise becoming a Member (other than an Honorary Member).
- 7.2. In the case of a nomination fee not being paid within 28 days of lodgment of the nomination form and failing a satisfactory explanation, the Committee may determine that the nominee shall not be entitled to resubmit a nomination within 90 days of the date of lodgment.
- 7.3. In the case of a subscription fee not being paid within 28 days of election to membership and failing a satisfactory explanation, the election may be cancelled and the candidate's name removed from the register of members. The candidate shall not be entitled to submit a nomination for election within 90 days of the date his name was removed from the register.
- 7.4. Unless the Committee otherwise resolves, no player member shall be eligible to play baseball for the Club in any baseball season if he or she is not a Financial Member of the Club.

8. CESSATION OF MEMBERSHIP

- 8.1. A person ceases to be a Member of the Club if the person:

- a. dies;
- b. resigns that membership; or
- c. is expelled or suspended from the Club; or
- d. unless the Committee otherwise resolves, being a player member, plays for another club or association whilst a Member of the Club; or
- e. unless the Committee otherwise resolves, being a player member, has not paid his or her registration fees to the Club on or before the due date for payment of the same set by the Club in each baseball season.

9. MEMBERS ENTITLEMENTS NOT TRANSFERABLE

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

- a. is not capable of being transferred or transmitted to another person; and
- b. terminates upon cessation of the person's membership.

10. RESIGNATION OF MEMBERS

10.1. A Member of the Club is not entitled to resign that membership except in accordance with this rule.

10.2. A Member of the Club who has paid all amounts payable by the Member to the Club in respect of the Member's membership may resign from membership of the Club by first giving notice (being not less than one month or not less than such other period as the Committee may determine) in writing to the Secretary of the Member's intention to resign and, upon the expiration of the period of the notice, the Member ceases to be a Member.

10.3. Where a Member of the Club ceases to be a Member pursuant to rule 10.2 and in every other case where a Member ceases to hold membership, the Secretary shall make the appropriate entry in the register of members recording the date on which the Member ceased to be a Member.

11. REGISTER OF MEMBERS

11.1. The Club shall establish and maintain a register of active members of the Club specifying the name and address of each person who is a Member of the Club.

11.2. The register of members shall be kept by the Public officer of the Club. All access will be subject to the Privacy Act.

12. MEMBER'S LIABILITIES

12.1. The liability of a Member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the Member in respect of membership of the Club as required by Rules 6 and 7.

13. RESOLUTION OF INTERNAL DISPUTES

13.1. Disputes between Members (in their capacity as Members) of the Club and disputes between Members and the Club are to be referred to the Committee for mediation and, if not resolved,

then to a community justice centre for mediation in accordance with the Community Justices Centres Act, 1983.

14. DISCIPLINING MEMBERS

14.1. Where the Committee is of the opinion that a Member of the Club:

- a) has brought the game of baseball or the name of the Club into disrepute. In this regard a majority decision of the Committee of the Club shall be sufficient in deciding if a Member has so acted; or
- b) has not conducted him or herself in accordance with the principles of the Club and the constitution of the Hills Junior Baseball Association and Sydney Metropolitan Baseball League and any other baseball competition in which the club nominates playing sides; or
- c) has persistently and willfully acted in a manner prejudicial to the interests of the Club; or
- d) has persistently refused or neglected to comply with a provision or provisions of these Rules or the Code of Conduct; or
- e) has been guilty of conduct derogatory to the character of a Member;
the Committee may, by resolution –
 - i. expel the Member from the Club; or
 - ii. suspend the Member from membership of the Club for a specified period.

14.2. A resolution of the Committee under rule 16.1 is of no effect unless the Committee, at a meeting held not earlier than fourteen (14) days and not later than 28 days after service on the Member of a notice under rule 14.3, confirms the resolution in accordance with this Rule.

14.3. Where the Committee passes a resolution under rule 16.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member -

- a) setting out that resolution of the Committee and the grounds on which it is based;
- b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
- c) stating the date, place and time of that meeting; and
- d) informing the Member that the Member may do either or both of the following:
 - i. attend and speak at the meeting;
 - ii. submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

14.4. At a meeting of Committee held as referred to in rule 14.3, the Committee shall

- a) give to the Member an opportunity to make oral representations;
- b) give due consideration to any written representations submitted to the Committee by a Member at or prior to the meeting; and
- c) by resolution determine whether to confirm or revoke the resolution.

14.5. Where the Committee confirms the resolution under rule 14.4, the Secretary shall, within seven (7) days after that confirmation, by notice in writing, inform the Member of the fact and of the Member's right of appeal under rule 15.

14.6. A resolution confirmed by the Committee under rule 14.4 does not take effect:

- a) until expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
- b) where within that period the Member exercises the right of appeal, unless and until the Club confirms the resolution pursuant to rule 14.4

15. RIGHT OF APPEAL OF DISCIPLINED MEMBERS

- 15.1. A Member may appeal to the Club in general meeting against a resolution of the Committee which is confirmed under rule 14.5, within 7 days after notice of the resolution is served on the Member by lodging with the Secretary a notice to that effect.
- 15.2. Upon receipt of a notice from a Member under rule 15.1, the Secretary shall notify the Committee which shall convene a general meeting of the Club to be held within one (1) month after the date on which the Secretary received the notice.
- 15.3. At a general meeting of the Club convened under rule 15.2:
 - a) the committee and the Member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - b) the Members present in person shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 15.4. If at the general meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART IV THE COMMITTEE

16. POWERS, ETC., OF COMMITTEE

- 16.1. The Committee shall be called the Executive Committee of the Club and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Club in general meeting:
 - a) shall control and manage the affairs of the Club;
 - b) may exercise all such functions as may be exercised by the Club other than those functions that are required by these Rules to be exercised by a general meeting of Members of the Club; and
 - c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

17. CONSTITUTION AND MEMBERSHIP

- 17.1. Upon approval of this Constitution under the Act, the Executive and General Committee of the Club shall continue in office until the next Annual General Meeting following the approval of this Constitution at which time all positions shall be declared vacant and there shall be an election of the Committee pursuant to this Constitution. Each member of the Committee shall be eligible for re-election after declaring the position vacant.
- 17.2. The Committee shall consist of -
 - a) the office-bearers of the Club; and

- b) three ordinary members, each of whom shall be elected at the Annual General Meeting of the Club pursuant to rule 19.

17.3. The office-bearers of the Club shall be:

- a) the President
- b) the Vice President - Juniors
- c) the Vice President - Seniors
- d) the Secretary
- e) the Treasurer

17.4. Each member of the Committee shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election but is eligible for re-election.

17.5. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

17.6. Subject to these Rules, the roles and duties of each office bearer are to be determined by the Committee from time to time.

18. STANDING GENERAL COMMITTEE

18.1. A Member cannot be a member of more than 2 standing General Committee roles and cannot hold more than 2 positions in any one General Committee role.

18.2. The functions and powers of each General Committee shall be those approved from time to time at an Annual General Meeting.

- 18.3. Subject to these Rules, the roles and duties of each member of a Standing Sub-Committee are to be determined by the Standing Sub-Committee from time to time.
- 18.4. A standing Sub-Committee may meet and adjourn as it thinks proper.
- 18.5. Rules 17.3 and 17.4 shall apply equally to members of a Standing Sub-Committee as if the reference therein to "Committee" were a reference to "Standing Sub-Committee".

19. ELECTION OF EXECUTIVE and/or GENERAL COMMITTEE MEMBERS

- 19.1. Nominations of candidates for election as office-bearers of the Club or as members of the Executive Committee or General Committee:
 - a) shall be made in writing,
 - b) signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - c) Approved by the majority of the Executive Committee
- 19.2. If the number of nominations received is equal to the number of vacancies to be filled for each position, the persons nominated can be deemed to be elected.
- 19.3. If insufficient nominations are received to fill any vacancies on the Committee or Standing Sub-Committees, further nominations for the unfilled positions shall be received at the Annual General Meeting.
- 19.4. If insufficient further nominations are received, any vacant positions remaining on the Committee or Standing Sub-Committees shall be deemed to be casual vacancies.
- 19.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 19.6. The ballot for the election of office-bearers and members of the Committee and Standing Sub-Committees shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

20. SECRETARY

- 20.1. The Secretary of the Club shall, as soon as is practicable after being appointed as Secretary, lodge notice with the N.S.W Office of Fair Trading and any affiliates of his or her address.
- 20.2. It is the duty of the Secretary to:
 - a) keep minutes of
 - 20.2.a.1. all appointments of office-bearers and members of the Committee and Standing Sub-Committees;
 - 20.2.a.2. the names of members of the Committee present at a committee meeting or a general meeting; and
 - 20.2.a.3. all proceedings at committee meetings and general meetings.
 - b) present the annual report;
 - c) conduct all correspondence and file all documents connected with the Club;
 - d) have control of the property of the Club
 - e) lodge required documents with the NSW Office of Fair Trading as required by the Act.
- 20.3. Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

21. TREASURER

- 21.1. It is the duty of the Treasurer of the Club to ensure that -

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

22. CASUAL VACANCIES

22.1. For the purposes of these Rules, a casual vacancy in the office of a member of the Committee or a Standing Sub-Committee occurs if the member -

- a) dies;
- b) ceases to be a member of the Club;
- c) becomes an insolvent under administration within the meaning of Corporations Law;
- d) resigns office by notice in writing given to the Secretary;
- e) is removed from office under rule 23;
- f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- g) is absent without the consent of the Committee or Standing Sub-Committee from all meetings of the Committee or Standing Sub-Committee (as the case may be) held during a period of 6 months.

23. REMOVAL OF MEMBER

23.1. The Club in a general meeting may by resolution remove any member of the Committee or a Standing Sub-Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another member to hold office until the expiration of the term of office of the member so removed.

23.2. Where a member of the Committee or a Standing Sub-Committee to whom a proposed resolution referred to in rule 25.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or publish on the Club's website or, if they are not so sent or published, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24. MEETINGS AND QUORUM

24.1. The Committee shall meet at least 4 times in each period of 12 months at such place and time as the Committee may determine.

24.2. Additional meetings of the Committee may be convened by the President or by any office bearer of the Club.

24.3. Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.

24.4. Notice of a meeting given under rule 26.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at

the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

24.5. 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:

- a) 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;
- b) 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 and such notice specifies that Committee Members are not required to be present in person;
- c) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes of the interruption, the meeting shall be deemed to have terminated;
- d) any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Committee Member is there present, and if no Committee Member is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

24.6. Any 3 office bearers of the Club constitute a quorum for the transaction of the business of a meeting of the Committee.

24.7. No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week (or such earlier date as may be agreed).

24.8. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

24.9. At a meeting of the Committee -

- a) the President or, in the President's absence, the Vice-President Juniors or Seniors shall preside; or
- b) if the President and the Vice-President Juniors or Seniors are absent or unwilling to act, such one of the remaining office-bearers of the Club as may be chosen by the members present at the meeting shall preside.

25. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

25.1. The Committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such Member or Members of the Club as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than -

- a) this power of delegation; and
- b) a function which is a duty imposed on the committee by the Act or by any other law.

- 25.2. A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 25.3. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of the delegation.
- 25.4. Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- 25.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- 25.6. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 25.7. A sub-committee may meet and adjourn as it thinks proper.

26. VOTING AND DECISIONS

- 26.1. Questions arising at a meeting of The Committee, of a Standing Sub-Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee, Standing Sub-Committee or sub-committee present at the meeting.
- 26.2. Each member present at a meeting of the Committee, of a Standing Sub-Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 26.3. A resolution in writing, signed or assented by, electronic mail or other form of visible or other electronic communication (eg. Facebook, Team App, etc) or published on the club's website by all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of the Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Committee Members.
- 26.4. Subject to rule 24.5, the Committee may act notwithstanding any vacancy on the Committee.
- 26.5. Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee, by a Standing Sub-Committee or by a subcommittee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee, the Standing Sub-Committee or sub-committee.

PART V GENERAL MEETINGS

27. ANNUAL GENERAL MEETINGS - HOLDING OF

- 27.1. With the exception of the first Annual General Meeting of the Club, the Club shall, at least once in each calendar year and within the period of 6 months after the expiration of each Financial Year of the Club, convene an Annual General Meeting of its Members.
- 27.2. Rules 27.1 have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

28. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 28.1. The Annual General Meeting of the Club shall, subject to the Act and rule 27, be convened on such date and at such place and time as the Committee thinks fit.
- 28.2. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be -
- a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - b) to receive from the Committee reports upon the activities of the Club during the last preceding Financial Year;
 - c) to receive the financial statement;
 - d) to elect office-bearers of the Club and members of the Committee and the Standing Sub-Committees;
 - e) to deal with any business or motion of which due and proper notice has been given in accordance with these Rules;
 - f) if required, determine the level of subscription and nomination fees to be payable by Members;
 - g) to deal with such other business as may be accepted by a majority of members present at the meeting; and
 - h) to receive and consider the statement which is required to be submitted to Members pursuant to section 26(6) of the Act.
- 28.3. An Annual General Meeting shall be specified as such in the notice convening it.

29. SPECIAL GENERAL MEETINGS - CALLING OF

- 29.1. 31.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- 29.2. The Committee shall, on the requisition in writing of not less than five per cent (5%) of the total number of members, convene a Special General Meeting of the Club.
- 29.3. A requisition of members for a Special General Meeting -
- a) shall state the purpose or purposes of the meeting;
 - b) shall be signed by the members making the requisitions;
 - c) shall be lodged with the Secretary; and
 - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 29.4. If the Committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- 29.5. A special General Meeting convened by a member or members as referred to in rule 29.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

30. VISITORS

- 30.1. The Committee may admit or exclude visitors from any meeting as it sees fit. Any visitor may address the meeting upon invitation from the Chairman with the consent of the majority of the members present, but no visitor shall have the right to vote.

31. NOTICE

- 31.1. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or hand delivery to each member at that member's address appearing in the register of members or published in the official publication of the Club and or its website, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 31.2. Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice in writing to be sent to each member or published in the manner provided in rule 31.1 specifying, in addition to the matter required under rule 33.1, the intention to propose the resolution as a special resolution. Notice in the Line Drive, on the club's website or Club's Facebook page or similar Club Journal will be deemed as a notification to all members.
- 31.3. No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 28.2.
- 31.4. A Member desiring to bring any business or motion before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

32. PROCEDURE

- 32.1. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 32.2. Five (5) members present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 32.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 32.4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

33. PRESIDING MEMBER

- 33.1. The President or, in the President's absence, the Vice-President Juniors, shall preside as chairperson at each general meeting of the Club.
- 33.2. If the President and the Vice-President Juniors are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

34. ADJOURNMENT

- 34.1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 34.2. Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 34.3. Except as provided in rules 34.1 and 34.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35. MAKING OF DECISIONS

- 35.1. A question arising at a general meeting of the Club shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 35.2. At a general meeting of the Club, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- 35.3. Where a poll is demanded at a general meeting, the poll shall be taken –
 - a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

36. SPECIAL RESOLUTION

- 36.1. A resolution of the Club is a special resolution if -
 - a) it is passed by a majority which comprises not less than three-quarters of such members of the Club as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or
 - b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

37. VOTING

- 37.1. Upon any question arising at a general meeting of the Club a member has one vote only.
- 37.2. All votes shall be given personally or by proxy but no Member may hold more than 5 proxies.
- 37.3. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 37.4. A parent member may only exercise a vote on behalf of and instead of the associated player member. For this purpose the parent Member is deemed to have the automatic proxy of the associated player Member.
- 37.5. Regardless of the number of player members associated with a parent member, each parent member can cast only one vote.

37.6. A Member or proxy is not entitled to vote at any general meeting of the Club unless all money due and payable by the Member or proxy to the Club has been paid, other than the amount of the annual subscription payable in respect of the then current year.

38. APPOINTMENT OF PROXIES

38.1. Each ordinary, Life or Player Member over the age of 18 years shall be entitled to appoint another ordinary member, Life or Player Member over the age of 18 years as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

38.2. A player Member that has an Associated Parent Member can only give their proxy to their Parent member

38.3. The notice appointing the proxy shall be in such form as the Committee may decide from time to time.

PART VI MISCELLANEOUS

39. INSURANCE

39.1. The Club shall effect and maintain insurance pursuant to section 44 of the Act.

39.2. Insurance, other than that provided by any affiliated associations, is the sole responsibility of each individual player or associated parent/guardian.

39.3. The Club will accept no liability beyond any legal negligence for any death, injury or mishap however occasioned, whether it occurs on the field during competition games, at practice or any social function.

40. FUNDS - SOURCE

40.1. The funds of the Club shall be derived from the annual subscription of Members, donations, sponsorship, advertising, hire fees, levies on Members and, subject to any resolution passed by the Club in general meeting, such other sources as the Committee determines.

40.2. All money received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's bank account.

41. FUNDS - MANAGEMENT

41.1. Subject to any resolution passed by the Club in general meeting and subject to these Rules, the funds of the Club shall be used in pursuance of the objects of the Club in such manner as the Committee determines.

41.2. The assets and income of the Club shall be applied solely in the furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club

41.3. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Committee or employees of the Club, being members or employees authorised to do so by the Committee.

41.4. Such surplus funds as may exist from time to time may be invested in a fund approved by the Committee.

41.5. Funds which are surplus to the Club's requirements at the conclusion of the Financial Year shall be retained for use in promoting the objects of the Club or meeting the Club's future obligations.

41.6. Unless, in the discretion of the Committee, circumstances exist warranting reimbursement of the Member's direct expenses incurred in attending to the business of the Club, the Club shall not disburse or distribute any funds to Members by way of profit, gain, dividend or similar means whatsoever.

41.7. The Committee shall spend club funds as required to maintain facilities and conduct club operations. Any authorisations of club funds should only occur after receiving 2 quotes for the required works.

42. ACCOUNTS

42.1. Accounts properly recording all money received and expended by, or on behalf of the Club, and the circumstances under which such money has been received or expended by or on behalf of the Club, and a register of the assets and liabilities of the Club shall be retained by the Club and shall be available for examination by a member as prescribed in Rule 47.

42.2. Financial statements carried to the last day of June in each calendar year shall be prepared and submitted to the Club's auditors for examination and report.

42.3. The audited accounts can be made available, upon request, to the members not less than three days prior to the Annual General Meeting.

43. LEVIES

43.1. The Club may, at any time, make a levy on any class of members of the Club for the purpose of meeting particular expenses or expenditure of the Club.

43.2. Any such levy or levies shall -

- a) be determined and apportioned solely by the Committee;
- b) be calculated on the basis of expenses or expenditure incurred by the class of Members in pursuance of the objects of the Club;
- c) become payable at such time and place as may be determined by the Club;
- d) be reported to Members at the next succeeding Annual General Meeting as part of the Committee's reports required under Rule 28.2(b).

44. CUSTODY OF BOOKS, ETC.

44.1. Except as otherwise provided by these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

45. INSPECTION OF BOOKS ETC.

45.1. The records, books and other documents of the Club shall be open to inspection, free of charge; by a member of the Club at any reasonable hour provided that at least 48 hours prior notice of such requirement for inspection is given to the Secretary.

46. SERVICES OF NOTICES

- 46.1. For the purposes of these Rules, a notice may be served by or on behalf of the Club upon any Member either personally or by email or by sending it by post to the Member at the Member's address shown in the register of members or by publication in the official publication of the Club.

47. SURPLUS PROPERTY

- 47.1. In the event of the winding up or the cancellation of the incorporation of the Club, the Members shall pass a special resolution nominating an incorporated association as the association in which it is to vest its surplus property pursuant to section 53(2) of the Act.
- 47.2. In the event of the Club being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation (per 35.1) with similar purposes which is not carried on for profit or gain of its individual members.
- 47.3. The incorporated association so nominated shall be one which fulfils the requirements specified in section 53(2) (a) -(c) of the Act.

48. INDEMNITY

- 48.1. If any prosecution, action or suit at law is commenced against any member of the Executive Committee or of the General Committee or any other officer, servant or agent of the Club for anything done by them in the proper discharge of their duties such person or persons shall be indemnified by the Club for all damage, costs and expenses which may be incidental to, or result from such prosecution, action or suit at law and the Club shall be empowered to apply the property and funds of the Club for such purposes.
- 48.2. No member of the Executive Committee or of the General Committee or other officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other member of the Executive Committee or General Committee or other officer or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of title of any property acquired by order of the Committee for or on behalf of the Club in or upon which any money of the Club shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her respective office or in relation thereto, unless the same shall happen through his own act or willful default.

49. CODE OF CONDUCT

- 49.1. The Code of Conduct shall be binding on all Members of the Club. All Members must comply with the terms of the Code of Conduct.

50. AFFILIATION

- 50.1. Affiliations shall be made each year to the Hills Junior Baseball Association and Sydney Metropolitan Baseball League and through them to Baseball NSW Limited. The whole or any part of its constitution shall form part of these Rules. In the event of any inconsistency between these Rules and the constitution of the Hills Junior Baseball Association then the latter shall prevail.

PART V11
ADDITIONAL RULES APPLICABLE TO CHARITIES

51. APPLICATION OF PART

51.1. This Part applies where the Club is registered under or is exempted from registration by or under the Charitable Collections Act, 1934.

52. PAYMENT, ETC., OF OFFICE BEARERS AND MEMBERS

52.1. A Member of the Committee shall not be appointed to any salaried office of the Club or of any office of the Club paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Club to any member of the Committee except:

- a) Repayment of out-of-pocket expenses
- b) Interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Club's bankers for money lent to the Club
- c) Reasonable and proper rent for premises let to the Club
- d) Honorariums endorsed at an Annual General Meeting, and
- e) Umpires' fees

53. VACATION OF OFFICE

53.1. Without limiting the operation of rule 22, the office of a member of the Committee shall become vacant if –

- a) the member holds an office of profit in the Club; or
- b) the member is directly or indirectly interested in any contract or proposed contract with the Club.

54. NOTIFICATION OF PROPOSED ALTERATIONS OF RULES

54.1. A proposed alteration of the Rules or of the statement of objects of the Club shall be notified to the Minister administering the Charitable Collections Act, 1934, in the manner required by the regulations under that Act.

55. COMPLIANCE WITH CHARITABLE COLLECTIONS ACT, 1934.

55.1. The Club shall comply with such of the provisions of the Charitable Collections Act, 1934, and the regulations there under as are applicable to it.