



**BLACKBURN ORIOLES**  
**BASEBALL CLUB** EST. 1963

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# **BLACKBURN ORIOLES**

# **BASEBALL CLUB INC.**

## Constitution

**Registration No:** A17259M  
**ABN:** 74 955 786 584

**Blackburn Orioles Baseball Club Inc.**

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## **PART ONE: PRELIMINARY**

### **1. NAME OF THE CLUB**

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The name of the incorporated association (referred herein as 'the Club'), shall be Blackburn Orioles Baseball Club Incorporated. The Club will be identified by the colours of Red, Black and White.

### **2. PURPOSES OF THE CLUB**

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The purposes of the Club shall be, subject to the general control and direction of the Committee:

- i. To achieve with good people and great baseball. This is done by creating good people first and great baseball will follow.
- ii. Grow and advance the game of baseball in the Blackburn area and the wider community;
- iii. Development of individual and team skills and performance to the maximum extent practicable;
- iv. Provide a safe and quality experience for all members including those playing, volunteering or spectating;
- v. act on behalf of and in the interest of its members and members of the local community including those that use the facilities where we play;

### **3. FINANCIAL YEAR OF THE CLUB**

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The financial year of the Club is each period of 12 months ending on the 30<sup>th</sup> April of a given year.

### **4. DEFINITIONS**

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In this Constitution, unless the contrary intention appears;

**Act** means the Associations Incorporation Reform Act 2012 (Vic) or any other act under which the Association may be incorporated from time to time.

**Affiliate** means a club affiliated with, or a member of, a Baseball Association.

**Baseball Association** means a baseball association that administers a baseball competition, which is the Victorian Baseball Summer League run by Baseball Victoria.

**By-Law** means any by-law, regulation or policy made by the Board under *Rule 29*.

**Club** means the Blackburn Orioles Baseball Club Inc.

**Delegate** means the person elected or appointed from time to time by a Member Body to act for and on behalf of that Member Body and represent the Member Body at General Meetings or otherwise.

**Executive** means a member of the Committee appointed and ratified in accordance with this Constitution.



**General Meeting** means the annual or any special general meeting of the Association.

**Life Member** means an individual upon whom life membership of the Association has been conferred under *Rule 7.1*.

**Member** means a member of the Club as defined under *Rule 7* of this Constitution.

**Official** means any administrator, coach, umpire, team manager, scorer, statistician or other person who has a position as an official in the sport of baseball.

**President** means the President of the Club as determined in accordance with *Rule 23.2*.

**Register** means the Register of the Members in *Rule 10*.

**Seal** means the common seal of the Club.

**Secretary** means the secretary of the Club as determined in accordance with *Rule 23.3*.

**Special Resolution** means a special resolution of the Members passed at a General Meeting of the Association in accordance with the Act.

## 5. INTERPRETATIONS

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In this Constitution:

- i. a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- ii. words importing the singular include the plural and vice versa;
- iii. words importing any gender include the other genders;
- iv. headings are for convenience only and shall not be used for interpretation;
- v. words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- vi. references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- vii. 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;
- viii. 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); and
- ix. expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.



## **PART TWO: MEMBERSHIP**

### **6. MINIMUM NUMBERS OF MEMBERS**

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The Club must have at least five (5) members.

### **7. CATEGORIES OF MEMBERSHIP**

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The Club shall consist of the following categories of membership:

#### **7.1 Life Members**

- i. Life Members are any person who has rendered distinguished service to the Club and baseball, where such service is deemed to have provided assistance above and beyond for the advancement of the Club and baseball;
- ii. Guidelines for the nominations and election of Life Membership of the Club shall be followed from the 'Blackburn Baseball Life Membership Guide';
- iii. Upon election, a Life Member shall be entitled to all privileges of Club Membership without further payment of subscription or levies as outlined in *Rule 9*.

#### **7.2 Playing Members**

Playing Members shall be those who participate in two or more games with the Club in any one season, at least 18 years of age at the time of the relevant General Meeting and a financial member of the Club.

#### **7.3 Junior Members**

- i. Junior Members shall be those who participate in two or more games with the Club in any one season, under 18 years of age at the time of the relevant General Meeting and a financial member of the Club;
- ii. In the case of a Junior Member who is too young to vote at a General Meeting, a parent or guardian is entitled to vote to one (1) vote on the behalf of the junior member. A grant of such right for each Junior Member is accumulative on the parent or guardian so that a parent or guardian of multiple Junior Members may be granted multiple votes (but not more than one vote for each Junior Member).

#### **7.4 Non-Playing / Social Members**

Non-Playing / Social Membership is open to those persons, at least 18 years of age at the time of the relevant General Meeting, who do not take an active part in Sport, but wish to have an interest in the Club. Social Members who are financial members of the Club's supporter group (The Brewers) are granted the right to vote at relevant General Meetings.



### **7.5 Honorary Members**

Honorary Members shall not be entitled to vote at any General Meetings of the Club. Those entitled to vote at General Meetings shall include only Life Members, Playing and Non-Playing Members and Juniors as listed.

## **8. MEMBERSHIP OF THE CLUB**

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### **8.1 Membership Application**

An application to become a member of the Club by an individual shall be:

- i. In writing on the form prescribed by BV and/or BA (which may also occur through an online registration platform), from the applicant or their nominated representative and lodged with the club; and
- ii. Accompanied by the appropriate fee, if any.

### **8.2 Consideration of Membership**

- i. As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application;
- ii. The Club may accept or reject an application depending on whether the applicant has complied with the requirements in item 8 or not (even after registration through the online platform, if applicable), and shall be required or compelled to provide any reason for such acceptance or rejection;
- iii. Where the Club accepts an application, the applicant shall, subject to notification to BV, become a member of the Club;
- iv. Membership of the Club shall be deemed to commence upon acceptance of the application by the Club. The Register shall be updated accordingly as soon as practicable;
- v. Where an application for Membership is made to transfer from another Baseball Club, Membership shall be deemed to commence upon the latter of:
  - a. acceptance of the application by the Club; and
  - b. clearance from the other Baseball Club and BV.
- vi. If the Club rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Club. No reasons for rejection need to be given.

### **8.3 Renewal of Membership**

Members must re-apply for membership of the Club in accordance with the procedures set down by the Club from time to time. Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.



#### **8.4 Rights of Members**

- i. Members acknowledge and agree that:
  - a. this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
  - b. they shall comply with and observe this Constitution, the Regulations the By-Laws of the Game, the Playing Conditions of the Game, the Regulations, the By-Laws of the Club and the Regulations;
  - c. by submitting to this Constitution, the By-Laws of the Game, the Playing Conditions of the Game, the BV Regulations and the By-Laws of the Club they are subject to the jurisdiction of the Club;
  - d. this Constitution and Regulations are necessary and reasonable for promoting the Objects of the Club; and
  - e. they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Committee.
- ii. Members may by virtue of membership of the Club and subject to this Constitution:
  - a. express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
  - b. make proposals or submissions to the Committee;
  - c. engage and participate in any activity approved, sponsored or recognised by the Club;
  - d. conduct any activity approved by the Club;
  - e. receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
  - f. vote at a General Meeting; and
  - g. be provided access to the minutes of General Meetings and other documents of the Club as defined under *Rule 34(ii)*.
- iii. A right, privilege or obligation of a person by reason of their membership of the Club:
  - a. is not capable of being transferred or transmitted to another person; and
  - b. terminates upon the cessation of membership whether by death, resignation or otherwise.

#### **9. SUBSCRIPTIONS AND FEES**

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- i. The Annual Subscriptions and any other fees payable by Members or categories of Members to the Club, the benefits which apply and manner of payment shall be determined by the Committee following the Annual General Meeting in each calendar year and will generally be consistent with the Annual Subscriptions and other fees set by BV or the relevant Baseball Association.
- ii. The date on which Annual Subscriptions and any other fees payable by Members or categories of Members shall be payable to the Club will be determined by the Committee





and will generally be consistent with the dates for payment of Annual Subscriptions and other fees set by BV or the relevant Baseball Association.

- iii. The Committee and BV are empowered to prevent any Member who has not paid their Annual Subscription or any other fees from exercising their rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.

## **10. CLUB MEMBER REGISTER**

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- i. The club shall keep and maintain a Register of Members in which each member's full name, address, category of membership, date of entry and any other relevant information is maintained.
- ii. Members shall provide notice of any change and required details to the Club within one month of such change.
- iii. Inspection of the Register will only be available as required by the Act, and be made available for inspection by members upon written request.

## **11. DISCONTINUATION OF MEMBERSHIP**

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### **11.1 Discontinuation by Notice**

- i. A Member having paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving notice in writing to the Club of resignation or withdrawal.
- ii. Upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member may resign by notice in writing with immediate effect.
- iii. Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

### **11.2 Discontinuation by Breach**

- i. Membership of the Club may be discontinued by the Executive Committee, or BV as the applicable Baseball Association upon breach of any rule of this Constitution, including but not limited to the failure to pay any monies owed to the Club, failure to comply with the By-Laws or any resolution or determination made or passed by the Board or any duly authorised committee.
- ii. Membership shall not be discontinued by the Executive Committee under *Rule 11.2(i)* without the Executive Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- iii. Where a member fails, in the Board's view to adequately explain or remedy the breach, that Member's membership may be discontinued under *Rule 11.2(i)* by the Club giving written notice of the discontinuance.



**11.3 Discontinuance by Failure to Pay Subscription**

- i. A Member is taken to have resigned if the Member's annual subscription is outstanding after the date on which subscription fees fall due and payable or where no annual subscription is payable:
  - a. the Secretary has made a written request to the Member to confirm that he or she wishes to remain a member; and
  - b. the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a member.
- ii. Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

**11.4 Forfeiture of Rights**

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

**11.5 Amendment to the Register**

Where a membership is discontinued for any reason, an entry, recording the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable in accordance with *Rule 10*.

**11.6 Reinstatement**

Membership which has been discontinued under this *Rule 11* may be reinstated at the discretion of the President, upon such conditions as it deems appropriate.

**12. DISCIPLINE OF MEMBERS**

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- i. Where the Board is advised of an allegation or considers that a member has allegedly:
  - a. breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the By-Laws of the Game, the Playing Conditions of the Game, the BV Regulations, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
  - b. acted in a manner unbecoming of a member or prejudicial to the Objects and interests of the Club and/or baseball, or another Member; or



- c. brought themselves, another Member, the Club or baseball into disrepute, the Board may by resolution, establish a disciplinary Committee to convene to hear a matter against any Member and to determine what action, if any, to take against that Member (Disciplinary Hearing), and that Member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in this Constitution.
- ii. After establishing a disciplinary Committee, the Board may by resolution provisionally suspend the Member in question, subject to the Disciplinary Hearing, until such time as the disciplinary Committee makes a finding.
- iii. The members of the disciplinary committee may be Members or anyone else but must not be biased against, or in favour of, the Member concerned.
- iv. The disciplinary committee must serve on the Member not later than 14 days before the Disciplinary Hearing a notice in writing stating the alleged breach, the date, place and time of the Disciplinary Hearing and that the Member may address the Disciplinary Hearing either in person or through a written statement.
- v. When determining whether the alleged breach occurred, the disciplinary Committee must ensure that the Member has the opportunity to be heard and to call witnesses and that due consideration is given to any written statement submitted by the Member or a witness.
- vi. Where the disciplinary committee determines there was a breach, it will determine what penalty (if any) shall be given to the Member and give notice of this to the Executive Committee. The disciplinary Committee may impose any penalty it sees fit.
- vii. A determination of the disciplinary Committee is final and binding on the Member and there is no right of appeal available to any further body under this Constitution.
- viii. A Member who is the subject of disciplinary proceedings must not initiate a grievance procedure under *Rule 13* in relation to the matter which is subject of the disciplinary proceedings until the disciplinary procedure has been completed.

### **13. GRIEVANCE**

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- i. The grievance procedure set out in this rule applies to disputes under this Constitution between:
  - a. a Member and another Member; or
  - b. a Member and the Club.
- ii. All grievances relating to the Club shall be made in writing to the Secretary who will assist in coordinating a meeting of the parties to discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- iii. If the parties are unable to resolve the dispute or if a party fails to attend a scheduled meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.



- iv. The mediator must be a person chosen by agreement between the parties; or in the absence of agreement:
  - a. in the case of a dispute between a Member and another Member, a person appointed by the Board; or
  - b. in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria.
- v. A Member can be a mediator. The mediator cannot be a member who is a party to the dispute.
- vi. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- vii. The mediator, in conducting the mediation, must:
  - a. give the parties to the mediation process every opportunity to be heard; and
  - b. allow due consideration by all parties of any written statement submitted by any party; and
  - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- viii. The mediator must not determine the dispute.
- ix. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART THREE: GENERAL MEETINGS**

### **14. ANNUAL GENERAL MEETINGS**

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- i. The Club shall, in each calendar year, convene an Annual General Meeting of its members.
- ii. The Annual General Meeting shall be held on such day as the Executive Committee determines, but between seasons and within at least five (5) months of the end of the Financial Year.
- iii. In addition to any business required to be transacted at the Annual General Meeting under the Act, the business of the Annual General Meeting must include:
  - a. To confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - b. To receive from the Committee reports including financial statements of the Club during the last preceding financial year;
  - c. Election of the Executive Committee and General Committee; and
  - d. any other business of which notice is given in accordance with this Constitution.
- iv. The Annual General Meeting shall be in addition to any other general meeting held in the same year.



**15. SPECIAL GENERAL MEETINGS**

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- i. All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- ii. The Executive Committee may, whenever it thinks fit, convene a Special General Meeting and, where, but for this rule more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- iii. The Committee shall, on the requisition in writing of members representing not less than twelve (12) members who would be entitled to vote, convene a Special General Meeting.
- iv. The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- v. If the Executive Committee does not cause a Special General Meeting to be held within one (1) month after the date which the requisition is sent to the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- vi. A Special General Meeting convened by members in pursuance of these rules shall be convened in the same manner, or as nearly as possible as that, in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

**16. NOTICE OF GENERAL MEETINGS**

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- i. The Secretary of the Club shall provide notice of every General Meeting to every Member entitled to receive notice, at the address appearing in the Register kept by the Club.
- ii. A notice of General Meeting should state the place, date and time of the General Meeting and the nature of the business to be transacted at the meeting.
- iii. At least twenty-one (21) days' notice before the date fixed for holding a General Meeting of the Club, shall be provided to each member of the Club entitled to receive notice, together with:
  - a. The agenda or nature of business for the meeting;
  - b. Nominations for candidates to be elected at the General Meeting;
  - c. Any notice of motion received from members.

**17. BUSINESS OF A GENERAL MEETING**

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- i. All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.



- ii. No business other than that set out in the notice convening a General Meeting shall be transacted at the meeting.
- iii. A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary who, shall include that business in the notice calling the next General Meeting after the receipt of the notice.
- iv. No items 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 when the meeting is considering that item.

## **18. PROCEEDINGS OF A MEETING**

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### **18.1 Quorum**

- i. A quorum for General Meetings of the Club shall be at least twelve (12) members entitled to vote at that General Meeting, represented personally.
- ii. If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
  - a. if convened upon the requisition of Members, shall be dissolved; and
  - b. in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place or any date, time and place determined by the chairperson

and 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 lapse.

### **18.2 Chairperson**

- i. The President, or in their absence, the Secretary shall preside as chairperson at each General Meeting of the Club except:
  - a. In relation to any election for which the chairperson is a nominee; or
  - b. Where a conflict of interest exists.
- ii. If the President and Secretary are absent from the General Meeting, the Executive Committee shall nominate a Committee Member to preside as Chairperson at the Meeting.

### **18.3 Adjourned Meetings**

- i. The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so, directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- ii. When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.



- iii. Except as provided in *Rule 18.3(ii)* it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

## **19. VOTING AT A GENERAL MEETING**

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### **19.1 Voting Entitlements**

- i. Each Member entitled to vote as set out in *Rule 7* shall have one vote at General Meetings which, subject to this Constitution, shall be:
  - a. exercised by the Member in person; or
  - b. exercised by a proxy vote as outlined under *Rule 19.4*.
- ii. Subject to this rule, votes at a General Meeting shall be given in person by those present and entitled to vote or by way of Absentee Vote;

### **19.2 Voting Procedure**

- i. All questions arising at a General Meeting shall be determined on a show of hands;
- ii. Unless a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or lost, and an entry to that effect in the Minutes of the General Meeting is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- iii. Where a vote at a General Meeting is equal, the Chairperson may exercise a second or casting vote.

### **19.3 Requesting a Vote or Poll**

If at a meeting a poll on any question is demanded by:

- i. The Chairperson; or
- ii. not less than three (3) members;

it shall be taken at the meeting in such manner either at once or as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the General Meeting on that topic.

### **19.4 Proxy Voting**

- i. Proxy voting shall be permitted at General Meetings in accordance with these rules, provided that the member appoints another member as their proxy, by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting;
- ii. Postal voting shall not be permitted at General Meetings.



## **SECTION FOUR: THE COMMITTEE**

### **20. CLUB COMMITTEE**

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#### **20.1 Powers of the Committee**

- i. The affairs of the Club shall be managed by the Committee constituted under *Rule 20.2* and *Rule 20.3*.
- ii. Subject to this Constitution and the Act, the Committee:
  - a. Shall control and manage the business and affairs of the Club;
  - b. May exercise all such powers and functions that are required by these rules to be exercised by General Meetings of the members of the Club; and
  - c. Subject to these rules, has the power to perform all such acts and things that appear to the Committee to be essential for the proper management of the business and affairs of the Club.

#### **20.2 Executive Committee**

The Executive Committee shall comprise of at least the following:

- i. President;
- ii. Secretary; and
- iii. Treasurer.

#### **20.3 General Committee**

In addition to the Executive Committee, the Club shall comprise of the following General Committee positions:

- i. Senior Baseball Coordinator;
- ii. Junior Baseball Coordinator; and
- iii. Up to ten (10) other General Committee members.

#### **20.4 Term of Office**

- i. Each member of the Committee shall, subject to these rules, take office from the conclusion of an Annual General Meeting at which they are elected until their position is declared vacant at the Annual General Meeting next after the date of their election.
- ii. Any of the positions of President, Secretary or Treasurer should not be held by the same person for a continuous period greater than five (5) years. If, however, no other nominations for the position are received, the incumbent can re-nominate for the position. They must be re-elected at an Annual General Meeting in accordance with *Rule 21.2*.





## **21. ELECTION OF THE COMMITTEE**

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### **21.1 Nominations**

- i. At least thirty (30) days prior to the proposed date of the Annual General Meeting, the Club shall call for nominations from Members for any Committee positions falling vacant. All Members shall be notified of the call for nominations in a manner determined by the Executive.
- ii. Nominations of candidates for the election to any Committee position falling vacant shall:
  - a. Shall be made in writing, signed by two members of the Club and accompanied by the written consent of the candidate; and
  - b. Shall be delivered to the Secretary of the Club not less than seven (7) days before the date fixed for holding the Annual General Meeting.
- iii. Candidates must be aged at least eighteen (18) years of age at the date of the election and reside in Australia;

### **21.2 Election to the Committee**

- i. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected.
- ii. If insufficient nominations are received for any Committee position:
  - a. the candidates nominated, subject to declaration by the Chairperson, shall be deemed to be elected; or
  - b. the remaining positions will be deemed casual vacancies as per *Rule 22.2*.
- iii. If the number nominations received is greater to the number of vacancies to be filled, a secret ballot shall be prepared containing the names of the candidates in alphabetical order for each separate vacancy. The person who receives the most votes, subject to declaration by the Chairperson, shall be deemed to be elected;
- iv. Elections shall be conducted at the Annual General Meeting by secret ballot or by such method as is prescribed by the Executive from time to time.

## **22. VACANCY ON THE COMMITTEE**

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### **22.1 Vacancy of a Committee Member**

- i. For the purposes of this Constitution and in addition to the circumstances (if any) in which a committee position becomes vacant by virtue of the Act, the position becomes vacant if a Committee Member:
  - a. ceases to be a Member of the Club
  - b. has been expelled or suspended from membership (without further recourse under this Constitution);
  - c. resigns from their position in writing to the Club;



- d. is absent from three consecutive meetings of the Committee without having providing reasonable excuse for such absence;
- e. is removed from their position in accordance with this Constitution;
- f. due to health reasons, is unable to conduct their duties according *Rule 23*; or
- g. dies;

## **22.2 Casual Vacancy**

In the event of a casual vacancy in any Committee position, the Committee may appoint any Club Member (who is at least 18 years of age) to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.

## **23. DUTIES OF THE COMMITTEE**

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### **23.1 General Duties**

All members of the Committee shall:

- i. As soon as practicable after being elected or appointed to the Committee, become familiar with this Constitution and the Act.
- ii. Attend, as far as possible, all meetings of the Committee; and
- iii. be responsible for ensuring that the Club complies with the Act and that individual committee members comply with this Constitution.

### **23.2 President**

The President shall:

- i. as far as possible, preside at all meetings of the Committee. They shall have the authority on every question or order;
- ii. provide leadership and responsibility for the club and the committee; and
- iii. be responsible for ensuring the club sets and meets its goals and objectives, administered according to the Club Rules and completes all legal and compliance obligations.

### **23.3 Secretary**

The Secretary shall:

- i. Keep a true and correct record of all meetings and resolutions passed by the Committee at all duly constituted meetings;
- ii. Perform the clerical duties of the Club and carry out all directions given at properly constituted meetings;
- iii. Act as a delegate (or find a suitable replacement) to attend any other meetings held by Associations to which the Club is affiliated; and



- iv. Co-ordinate and organise the collation of the Club's Annual Report. Upon completion distribute to the members of the Club and other relevant bodies which require this report.

#### **23.4 Treasurer**

The Treasurer shall:

- i. receive all money paid to, or received by the Club and issue receipts for those monies in the name of the Club, or duly authorise another member to do so under supervision;
- ii. make any payments authorised by the Club or by a General Meeting of the Club from the Club's funds in accordance with *Rule 27*;
- iii. ensure that the financial records of the Club are kept and distributed in accordance with the Act;
- iv. coordinate the preparation of the financial statements of the Club and their submission to the Annual General Meeting of the Club;
- v. ensure that at least the two other Committee Members (the Executive Committee or other appropriately nominated General Committee member) have access to the accounts and financial records of the Club; and
- vi. keep in their custody or under their control:
  - a. the financial records for the current financial year; and
  - b. any other financial records as authorised by the Committee.

#### **23.5 Senior Baseball Coordinator**

The Senior Baseball Coordinator shall:

- a. recommend to the Committee coaches and managers for each side;
- b. ensure each side is issued with all necessary equipment to participate in the game;
- c. where necessary, organise umpires and rosters for such duties;
- d. act on behalf of the senior playing and coaching group at Committee Meetings;
- e. support with the registration of all senior playing members of the Club;
- f. shall form a selection committee comprising of:
  - Club Coach (Chairman);
  - Captains/Managers of each Senior Side; and
  - One (1) independent member.
- g. In conjunction with the Club Coach, provide a report of the senior playing season for the Club's Annual Report.

#### **23.6 Junior Baseball Coordinator**

The Junior Baseball Coordinator shall:

- a. determine the coaches and managers for each junior side;



- b. ensure each side is issued with all necessary equipment to participate in the game;
- c. where necessary, organise umpires and rosters for such duties;
- d. act on behalf of the junior playing and coaching group at Committee Meetings;
- e. support with the registration of all junior playing members of the Club;
- f. be responsible for any other matters affecting junior players; and
- g. provide a report of the junior playing season for the Club's Annual Report.

### **23.7 General Committee**

General Committee shall:

- a. have at least one member who takes on the role of (or acts on behalf of) grounds and equipment manager. This person is responsible for:
  - ensuring the grounds are kept in good condition;
  - organising and co-ordinating working bees (as required) for the Club;
  - ensuring the grounds are marked for the games scheduled to played on them; and
  - ensuring the pavilion is maintained in a clean state at all times and arrange any maintenance thereto;
- b. have at least one member who takes on the role of (or acts on behalf of) canteen and bar manager. This person is responsible for:
  - ensuring the canteen is stocked (food/drink ordering, managing stock);
  - ensuring the canteen is staffed when required (either by them or via a roster); and
  - ensuring the Club meets and maintains its relevant food safety and beverage service regulations;
- c. act in the best interest of the Club and its members.

### **23.8 Sub-Committees**

Other sub-committees may be appointed by the Committee to carry out such activities as the Committee may decide. The chairman or representatives of each sub-committee shall report to the Committee regularly on the activities of their sub-committees.

### **23.9 Club Coach**

The Committee (or duly appointed Sub-Committee) may call for applications for Club Coach by public notice and/or other means considered appropriate. From the respondents to such advertisements, the Senior Baseball Coordinator (or relevant Chair of the duly appointed Sub-Committee) may recommend one or more persons, to be ratified by the Committee, to act as Coach(es) at a salary or honorarium to be decided by the Committee. Such coach(es) would be responsible to the Committee for the proper coaching and training of teams representing the Club as per a contract.



## **24. MEETINGS**

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### **24.1 Committee Meetings**

- i. The Committee shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- ii. Unless all Committee Members agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with *Rule 24.1(iv)*, not less than seven days written notice of a Committee meeting shall be given to each Committee Member.
- iii. Written notice of each Committee meeting, specifying the general nature of the time, date and place of the Committee meeting and the business to be transacted, shall be served on each Committee Member by delivering it in person or by e-mail to each Committee Member's last notified contact details.
- iv. In cases of urgency, a meeting can be held without notice being given in accordance with *Rule 24.1(ii)* provided that as much notice as practicable is given to each Committee Member by the quickest means practicable and a quorum is available in accordance with *Rule 24.2*.
- v. Any resolution made at an urgent Board meeting must be passed by an absolute majority of the Committee.

### **24.2 Quorum at Meetings**

- i. At meetings of the Committee, the number of Committee Members whose presence is required to constitute a quorum shall be a minimum of five (5) Committee Members, one (1) of whom must be an Executive Committee Member.
- ii. No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.

### **24.3 Chair of Meetings**

- i. The President, or in their absence, the Secretary shall preside as chairperson at each General Meeting of the Club except:
  - a. In relation to any election for which the chairperson is a nominee; or
  - b. Where a conflict of interest exists.
- ii. If the President and Secretary are absent from the General Meeting, the Executive Committee shall nominate a Committee Member to preside as Chairperson at the Meeting.



#### **24.4 Proceedings of the Meetings**

- i. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, of demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- ii. Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of equality of votes in any question, the chairperson presiding may exercise a second or casting vote.
- iii. Voting by proxy is not permitted.
- iv. Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one (1) 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;
  - c. in the event that a failure in communications prevents *Rule 24.4(iv)(a)* from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors 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 *Rule 24.4(iv)(a)* is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated;
- v. A Committee Member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- vi. A Committee Member with such a material personal interest must not:
  - a. be present while the matter is being considered at the meeting; and
  - b. must not vote on the matter.
- vii. A Committee Member, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Committee Member is interested. If the Committee Member votes, the vote shall not be counted.

#### **24.5 Minutes of Meetings**

- i. The Committee must ensure that minutes are taken and kept of each Committee meeting in accordance with the Act.
- ii. As a minimum, the minutes must record:



- a. the business considered at the meeting;
- b. any resolution on which a vote is taken and the result of the vote; and
- c. any interest declared under *Rule 24.4(v)* or *Rule 24.4(vi)*.

## **SECTION FIVE: CLUB FINANCES**

### **25. FUNDS, RECORDS AND ACCOUNTS**

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#### **25.1 Source of Funds**

The Committee will determine the sources from which the funds of the Club are to be or may be derived and the manner in which such funds are to be managed.

#### **25.2 Management of Funds**

- i. The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- ii. The Committee may authorise one Committee member to expend funds on behalf of the Club up to a specified limit without requiring approval from the Committee for each item on which the funds are expended. This may be as a part of a designated duty in accordance with *Rule 23*.
- iii. All funds of the Club must be deposited into the financial account of the Club no later than five working days after the receipt.
- iv. With the approval of the Committee, one Committee member may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction. This may be as a part of a designated duty in accordance with *Rule 23*.

#### **25.3 Recording of Funds**

- i. The Club shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of the Club and the Board. These records and minutes shall be produced as appropriate at each Board or General Meeting.
- ii. All records and minutes kept in accordance with *Rule 25.3(i)* shall be kept in the care and control of the Committee in accordance with *Rule 34*.

#### **25.4 Submission and Acceptance of Funds**

The Board shall submit to the Members at the Annual General Meeting the statements of account of the Club in accordance with this Constitution and the Act.

### **26. APPLICATION OF INCOME**

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- i. The income and property of the Club shall be applied solely towards the promotion of the Objects of the Club as set out in this Constitution.



- ii. No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- iii. Nothing in this *Rule 26* shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:
  - a. any services actually rendered to the Club whether as an employee or otherwise;
  - b. goods supplied to the Club in the ordinary and usual course of operation;
  - c. interest on money borrowed from any Member;
  - d. rent for premises demised or let by any Member to the Club; or
  - e. any out-of-pocket expenses incurred by the Member on behalf of the Club,provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## **27. CLUB PAYMENTS**

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- i. All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Committee members (with at least one member to be an Executive Committee Member) or in such manner as the Committee determines.
- ii. No member of the Club shall have the power to purchase or negotiate on behalf of the Club without the consent of the Committee.

## **28. AUDITOR**

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An Honorary Auditor who shall not be an Executive Committee member of the Club may be appointed by the members at a General Meeting on a yearly basis. The Honorary Auditor shall have access to all books, accounts, and other documents relating to the affairs of the Club at all reasonable times, and may call on the Committee for information or explanation which they may require in relation to the Club's business. The yearly statement of receipts and expenses shall be audited before submission to the Annual General Meeting.

## **PART SIX: MISCELLANEOUS**

### **29. BY-LAWS**

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- i. The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Club, the advancement of the Objects and baseball in the Greater Melbourne area and anywhere else that the Club operates in from time to time as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the BV constitution, the BA constitution and any regulations or By-Laws made by BV or BA. If any By-Laws are inconsistent with the BV or BA constitution and regulations, the By-Laws shall be null and void and will be inapplicable to the extent of that inconsistency.
- ii. All By-Laws made under this rule shall be binding on the Club and Members of the Club.





- iii. Notwithstanding any other rule of this Constitution, the transitional arrangements set out at *Rule 30* shall apply from the date of adoption of this Constitution.

### **30. TRANSITIONAL ARRANGEMENTS**

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- i. Notwithstanding any other Rule of this Constitution, the transitional arrangements set out in this *Rule 30* shall apply from the date of adoption of this Constitution.
- ii. The members of the governing or managing body (by whatever name it is called) of the Club in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval and thereafter the positions of the Committee shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- iii. All clauses, rules, By-Laws and regulations of the Club in force at the date of the approval of this Constitution insofar as such clauses, rules, By-Laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws.
- iv. All individuals who are, prior to the approval of this Constitution, Members of the Club shall be deemed Members of the Club from the time of approval of this Constitution under the Act. All such Members shall provide the Club with such details as may be required by the Club under this Constitution within one month of the approval of this Constitution under the Act.

### **31. NOTICES**

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- i. Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by electronic mail (e-mail) or post to the Member's registered email or address.
- ii. Where a notice is sent by e-mail, service of the notice shall be deemed to be affected by upon receipt of a confirmation report confirming the e-mail message was received at the e-mail address to which it was sent.
- iii. Where a notice is sent by the post, service of the notice shall be deemed to be affected at the time the letter would have been delivered in the ordinary course of post.

### **32. SEAL OF THE CLUB**

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- i. The Club may have a Seal upon which its corporate name shall appear in legible characters.
- ii. The Seal shall not be used without the express authorisation of the Committee. Every use of the Seal shall be recorded in the Club's minute book. Two (2) Executive Committee members must witness every use of the Seal, unless the Committee determines otherwise.
- iii. The Seal of the Club shall be kept in the custody of the Secretary.

### **33. REGISTERED ADDRESS**

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The registered address of the Club is:

- i. the address determined from time to time by resolution of the Board; or



- ii. if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

#### **34. CUSTODY OF RECORDS**

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- i. Except as otherwise provided in this Constitution, the Committee shall designate a Director to keep in his or her custody or control all books, minutes, documents and securities of the Club.
- ii. If requested by a Member, the Board must permit such Member to inspect:
  - a. the rules of the Club;
  - b. the minutes of each General Meeting, including financial statements submitted at the General Meeting.
- iii. Upon written request and payment of a fee determined by the Board from time to time, a Member may obtain a copy of the documents listed at *Rule 34(ii)*.
- iv. If requested by a member and subject to the Act, the Committee must permit such Member to inspect the register of members.
- v. Subject to the Act and rules *Rule 34(ii)* and *Rule 34(iv)*, no Member is entitled to inspect or copy the financial records, accounts, books, securities, minutes of Committee meetings or other relevant documents of the Club, unless authorised in writing by the Committee.

#### **35. ALTERATION OF CONSTITUTION**

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The Constitution of the Club shall not be altered except by Special Resolution in accordance with the Act, and in compliance with all other procedures under the Act (if any). If amended the Constitution must remain consistent with the BV Constitution and the amended constitution must be submitted to BV.

#### **36. DISSOLUTION**

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- i. The Club may be wound up voluntarily by Special Resolution.
- ii. In the event of the Club being wound up, the liability of the Members shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- iii. If, upon winding up or dissolution of the Club, there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some other organisation, having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Club by this Constitution. Such other organisation will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter.