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# CONSTITUTION

Softball Queensland Inc.

Dated: 23 June 2010

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SOFTBALL QUEENSLAND INC

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Affiliated with Softball Australia Ltd.

## TABLE OF CONTENTS

|     |   |    |
|-----|---|----|
| 1.  | NAME OF ASSOCIATION .....                           | 2  |
| 2.  | DEFINITIONS AND INTERPRETATION .....                | 2  |
| 3.  | OBJECTS OF THE ASSOCIATION .....                    | 3  |
| 4.  | POWERS OF THE ASSOCIATION .....                     | 3  |
| 5.  | MEMBERSHIP .....                                    | 4  |
| 6.  | REGISTER OF MEMBERS .....                           | 9  |
| 7.  | CESSATION OF MEMBERSHIP .....                       | 10 |
| 8.  | DISCIPLINE .....                                    | 12 |
| 9.  | FEES AND OTHER CAPITATIONS .....                    | 14 |
| 10. | BOARD OF DIRECTORS .....                            | 16 |
| 11. | MEETINGS OF THE BOARD .....                         | 19 |
| 12. | EXECUTIVE COMMITTEE .....                           | 21 |
| 13. | GENERAL MANAGER .....                               | 22 |
| 14. | GENERAL MEETINGS .....                              | 23 |
| 15. | ANNUAL GENERAL MEETING .....                        | 26 |
| 16. | FINANCE AND ACCOUNTS .....                          | 27 |
| 17. | BY – LAWS .....                                     | 29 |
| 18. | COMMON SEAL AND DOCUMENTS .....                     | 29 |
| 19. | WINDING UP AND DISTRIBUTION OF SURPLUS ASSETS ..... | 29 |
| 20. | INDEMNITY .....                                     | 29 |
| 21. | ALTERATION OF RULES .....                           | 30 |
| 22. | TRANSITIONAL PROVISIONS .....                       | 30 |

**ASSOCIATIONS INCORPORATION ACT 1981 (Qld)**

**CONSTITUTION**

of

**SOFTBALL QUEENSLAND INCORPORATED**

**1. NAME OF ASSOCIATION**

The name of the Association is Softball Queensland Incorporated.

**2. DEFINITIONS AND INTERPRETATION**

**2.1 Definitions**

In this Constitution unless the contrary intention appears:

**“Act”** means the *Associations Incorporation Act 1981 (Qld)*.

**“Associate Member”** means any body corporate or person with subordinate status (less than full membership), who has limited rights, privileges and benefits as a member of the Association

**“Annual General Meeting” and “AGM”** mean the General Meeting of the Association.

**“Association”** means Softball Queensland Incorporated.

**“Board”** means the body consisting of the Directors.

**“Board Nominated Director”** means a Director elected pursuant to Rule 10.

**“By-Laws”** means any By-Laws made by the Board under Rule 17.

**“Capitation”** means any fee, levy, subscription, impost or other dues.

**“Constitution”** means this Constitution of the Association.

**“Delegate”** means the person(s) appointed from time to time to act for and on behalf of a District Softball Association and to represent the District Softball Association at General Meetings.

**“Director”** means a member of the Board and includes any person acting in that capacity from time to time elected in accordance with this Constitution but does not include the General Manager.

**“District Softball Association”** means any properly constituted incorporated association administering softball competition and activities in a defined geographic district of the state of Queensland and being a full member of the Association.

**“Event”** means and includes any;

- (a) Queensland State Championship organised or conducted by the Association.
- (b) competition, series or game conducted by the Association.
- (c) promotional or other activity as determined by the Board

**“Executive Committee”** means the President, Vice President and the Director with portfolio responsibility for financial management.

**“Financial year”** means the year ending on the next 30 April following incorporation and thereafter a period of 12 months commencing on 1 May and ending on 30 April each year.

**“General Manager”** means the General Manager of the Association for the time being appointed under this Constitution.

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

**“ISF”** means the International Softball Federation.

**“Intellectual Property”** means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association.

**“Life Member”** means an individual appointed as a Life Member of the Association under Rule 5.

**“Member”** means a member for the time being of the Association under Rule 5.

**“Member Organisation”** means District Softball Association, Satellite Softball Organisation and any body corporate that is an Associate Member pursuant to Rule 5.6.1 (e).

**“Membership Fees”** means that amount payable to the Association in return for membership thereof.

**“Objects”** means the objects of the Association in Rule 3.

**“Officer”** means, in connection with this Association or member organisation, a person who holds a position, whether elected or appointed, as president, vice president, secretary, treasurer, employee, director or equivalent of that organisation.

**“Register”** means the register of the Association referred to in Rule 6.

**“Registration Fee”** means that amount payable by an individual person who is a registered participant of a District Softball Association.

**“SAL”** means Softball Australia Limited.

**“Satellite Softball Organisation”** means a legal entity which conducts structured softball activities or competitions

**“Seal”** means the common seal of the Association.

**“Softball”** means “softball” as recognised by ISF from time to time and includes all of its variations and modifications and Softball for athletes with disabilities.

**“Special Resolution”** means a special resolution defined in the Act.

**“Treasurer”** means the Director with portfolio responsibility for financial management.

**“Voting Members”** means District Softball Associations and Directors.

## **2.2 Interpretation**

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes By-Laws 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
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

## **2.3 Severance**

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

## **2.4 The Act**

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

## **2.5 Colours and Emblem**

The colours of the Association shall be maroon and white and an emblem embodying those colours or any of them together with any other colour which is deemed appropriate shall be adapted to a design approved by the Board in general meeting provided that the Association's emblem for the time being will be a Maltese Cross at the centre of which is an enlarged representation of a softball (showing upper and lower horizontal stitching) all of which is semi-circled from above by the words " Softball Queensland Inc".

### **3. OBJECTS OF THE ASSOCIATION**

The objects of the Association shall be:

- a) to act as the sole Queensland affiliated member of Softball Australia Limited.
- b) to conduct, encourage, promote, advance, control and manage all levels of Softball in Queensland interdependently with members and others;
- c) to adopt, formulate, issue, interpret and amend by-laws, rules and regulations for the control and conduct of Softball in Queensland;
- d) to encourage the provision and development of appropriate facilities for participation in Softball;
- e) to maintain and enhance standards, quality and reputation of Softball for the collective and mutual benefit and interests of members and Softball;
- f) to promote the sport of Softball for commercial, government and public recognition and benefits;
- g) to be the only body entitled to prepare and enter or endorse Queensland teams in softball competitions;
- h) to promote, control, manage and conduct Softball events, competitions and championships; and
- i) to undertake other actions or activities necessary, incidental or conducive to advance these objects including, but not limited to:
  - the use and protection of the Intellectual Property
  - administrative actions and penalties imposed by the Association or its members or Softball Australia Limited and its members.

### **4. POWERS OF THE ASSOCIATION**

The Association has the power to undertake any activity that furthers the objects of the Association as set out in Rule 3. The Association also has the power to undertake any activity provided to it through the Act.

## **5. MEMBERSHIP**

### **5.1 Admission of Members**

- 5.1.1 Membership of the Association shall be retained on an annual basis between those dates determined from time to time by the Association.
- 5.1.2 A member will become a Member of the Association only upon meeting the criteria applicable to the relevant category of membership as set out in the Rules and By-Laws of the Association, provided the Member (with the exception of Board and Life Members) has signed an application which is accepted by the Board, and agreeing:
- a) that this Constitution constitutes a contract between them and the Association and that they are bound by this Constitution (including By-Laws specific to the relevant category of Membership);
  - b) that they shall comply with and observe this Constitution and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
  - c) that by submitting to this Constitution they are subject to the jurisdiction of the Association and Softball Australia Limited;
  - d) that the Constitution is necessary and reasonable for promoting the Objects and particularly the advancement and protection of Softball in Queensland;
  - e) to support the Association in the encouragement and promotion of its Objects;
  - f) to pay, by the due date, to the Association such fees, capitations, levies, imposts or other invoices as may be fixed by the Board from time to time determined to apply to the Member category; and
  - g) to recognise the Association as the authority for Softball in Queensland and Softball Australia Limited as the national authority for Softball.

### **5.2 Categories of Members**

Members of the Association shall fall into one of the following categories:

- a) District Softball Associations;
- b) Directors;
- c) Life Members; and
- d) Associate Members

### **5.3 District Softball Associations**

- 5.3.1 District Softball Associations, the number of which shall be unlimited, subject to this Constitution, will:
- 5.3.1.1 be incorporated in Queensland;
  - 5.3.1.2 have the right to receive notice of General Meetings and be represented by a Delegate who shall be present and able to debate and vote on behalf of the District Softball Association at General Meetings;
  - 5.3.1.3 have objects that align with those of the Association as stated in Rule 3 and do all that is reasonably necessary to enable the Objects to be achieved;
  - 5.3.1.4 organise and control inter-club softball competition within its own district;
  - 5.3.1.5 manage its own affairs within such guidelines as the Association may from time to time prescribe;
  - 5.3.1.6 be entitled to refer to the Association for determination any questions or disputes arising within its district pertaining to softball competition or administration;
  - 5.3.1.7 be eligible (subject to compliance with the Constitution of the Association) to participate in all competitions and events conducted or endorsed by the Association;

- 5.3.1.8 be eligible to receive financial assistance from the Association where, in its absolute discretion, the Association is prepared to make the same available to its members or any of them for any purpose associated with the administration and playing of softball in Queensland;
  - 5.3.1.9 ensure that its own constitution expressly provides that its member clubs and/or participants will be subject in all respects to the provisions and requirements of the Constitution for the time being of the Association and its committees and will submit to the jurisdiction of the Association and its committees in all matters pertaining to discipline and the imposition of penalties for any breach of the said Constitution of the Association;
  - 5.3.1.10 effectively promulgate and enforce the Constitution of the Association;
  - 5.3.1.11 at all times act for and on behalf of the interests of the Association, the Members, and Softball;
  - 5.3.1.12 be responsible and accountable to the Association for fulfilling its obligations pursuant to the Association's strategic plan as revised from time to time;
  - 5.3.1.13 provide the Association with copies of its audited accounts, annual report and other such documents as described in the Association By-Laws at the time designated in the By-Laws;
  - 5.3.1.14 act in good faith and loyalty to maintain and enhance the Association and Softball, its standards, quality and reputation for the collective and mutual benefit of the Members and Softball;
  - 5.3.1.15 at all times operate with and promote mutual trust and confidence between the Association and the Members and work cooperatively with each in the pursuit of the Objects;
  - 5.3.1.16 maintain a database of all clubs, officials and members registered with it in accordance with the By-Laws and provide a copy to the Association annually or upon request from time to time by the Board in such means as may be agreed;
  - 5.3.1.17 not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Association and of Softball and its maintenance and development; and
  - 5.3.1.18 advise the Association as soon as practicable of any serious operational, administrative or financial difficulties, assist the Association in investigating those issues and cooperate with the Association in addressing those issues, as mutually agreed.
- 5.3.2 Where an application for membership or renewal of membership of the Association by a District Softball Association is rejected, the applicant may lodge with the General Manager a written notice of intention to appeal against its rejection. Upon receipt of such notice of appeal the General Manager shall place the appeal on the agenda for determination at a Special General Meeting. Two (2) delegates from the applicant association shall be permitted to attend such meeting for the purpose of making submissions on behalf of the applicant. Upon conclusion of submissions, the Members in General Meeting shall make a determination on the appeal by a majority of votes of the Members present, eligible to vote and voting and such determination shall be final and binding. Proxy votes are inadmissible.
- 5.3.3 The By-Laws will set out any additional conditions, privileges and benefits of membership relevant to District Softball Associations.
- 5.3.4 For the avoidance of doubt, if any inconsistency remains between the constituent documents of a District Softball Association and this Constitution, this Constitution shall prevail to the extent of that inconsistency.



## **5.4 Directors**

Directors, the number of which shall be limited as per Rule 10 who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.

## **5.5 Life Members**

- 5.5.1 Life Members, the number of which shall be unlimited, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights.
- 5.5.2 Life membership may be conferred upon any person who has rendered distinguished and meritorious service, in a voluntary capacity, to the Association over a period of not less than ten (10) consecutive years.
- 5.5.3 The election of a Life Member shall be by secret ballot and a seventy-five percent (75%) majority of those person at the Annual General Meeting, entitled to vote and voting, shall be required for the election to be successful.
- 5.5.4 Upon acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- 5.5.5 A Life Member is not required to pay a membership fee to the Association by reason of only being an Association Life Member.

## **5.6 Associate Members**

- 5.6.1 Associate Members to include, but not be limited to:
  - a) Any Satellite Softball Organisation;
  - b) Any incorporated softball club affiliated with a District Softball Association or Satellite Softball Organisation;
  - c) Individual Persons who are registered members of a District Softball Association, a Satellite Softball Organisation or their affiliated club;
  - d) Individual Persons who are registered participants of an Event;
  - e) any body corporate, other than a body corporate referred to in subparagraph a) and b) above or any natural person, other than a Director and Life Member, directly contributing to the conduct, administration, promotion or development of softball in some reasonable way and who applies for and is admitted to Associate Member status of the Association at the discretion of the Board;
  - f) Honorary Members including, but not limited to, Softball Queensland Inc Hall of Fame Members.
- 5.6.2 Associate Membership may be granted by the Board in respect of an application made under Rule 5.6 on such terms and conditions as the Board may see fit.
- 5.6.3 Associate Membership may be suspended or cancelled by the Board provided that the Board complies with the procedures set out in the relevant By-Law.
- 5.6.4 The By-Laws will set out:
  - 5.6.4.1 the categories of Associate Membership which exist;
  - 5.6.4.2 the conditions of membership which must be met by each category of Associate Member;
  - 5.6.4.3 the privileges and benefits of each category of Associate Member which, shall not include the right to receive notice, attend or to vote at, General Meetings; and
  - 5.6.4.4 the procedure for suspending or cancelling Associate Membership.

## **6. REGISTER OF MEMBERS**

**6.1** The Association shall keep and maintain a register in which shall be recorded details of:

- a) all current members of the Association; and
- b) in the case of each District Softball Association and Satellite Softball Organisation, including the full name, address, category of membership, colours and emblem and date of entry to membership; and
- c) where applicable, the date of cessation and reinstatement of a membership; and
- d) any other details determined from time to time by the Board or by the Association in general meeting.

6.1.1 District Softball Associations, Satellite Softball Organisations, Directors and Life Members shall provide notice of any change and required details to the Association within one month of such change.

### **6.2 Inspection of register**

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any Life Member or Director, shall be available for inspection (but not copying) by a Member District Softball Association or its delegate, upon receipt reasonable notice of desire to inspect provided that such inspection shall be made at such venue as is nominated by the General Manager, and at his/her discretion, in the presence of the General Manager or such other person as is nominated by the General Manager.

### **6.3 Use of register**

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

## **7. CESSATION OF MEMBERSHIP**

**7.1** A member ceases to be a Member on:

- a) resignation;
- b) death;
- c) the termination of their Membership according to the Rules and/or the By-Laws;
- d) dissolution or otherwise ceasing to exist;
- e) failing to renew or re-register with the Association.

### **7.2 Outstanding Payment**

Upon cessation of membership for whatever reason, the Member remains responsible for payment of all fees, levies or imposts due by such member to the Association at the time of cessation.

### **7.3 Notice of Resignation**

7.3.1 A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one months notice in writing to the Association of such resignation or withdrawal.

7.3.2 A District Softball Association or Satellite Softball Organisation, may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the members of that association. A copy of the relevant minutes of the District Softball Association or Satellite Softball Organisation meeting showing that the Special Resolution has been passed by the members must be provided to the Association.

7.3.3 Upon the Association receiving notice of resignation of membership given under Rule 7, an entry in the Register shall be made recording the date on which the Member gave notice to cease membership.

### **7.4 Discontinuance for breach**

7.4.1 With the exception of District Softball Associations, membership of the Association may be discontinued by the Board upon breach of any clause or failure to comply with the Rules, By-Laws or any resolutions or determinations made or passed by the Board or any delegated authority, including as a result of disciplinary action.

7.4.2 Membership shall not be discontinued by the Board under Rule 7.4.1 without the Board first giving the Member the opportunity to explain the breach and/or remedy the breach.

7.4.3 Where a Member fails to adequately explain the breach to the Board, that Member's membership shall be discontinued under Rule 7.4.1 by the Association giving written notice of the discontinuance and date thereof to the Member. The register shall be amended to reflect any discontinuance of membership under Rule 7.4 as soon as practicable.

### **7.5 Failure to renew membership**

Membership of the Association may be discontinued by the Board if the District Softball Association or Associate Member has not renewed their membership within one month of the renewal date. Cessation of membership will be deemed to occur at the renewal date. The register shall be amended to reflect any discontinuance of membership under this Rule 7.5 as soon as practicable.

### **7.6 Member to Re-Apply**

A Member whose membership has been discontinued under Rules 7.4 and 7.5 must seek renewal or re-apply for membership in accordance with this Constitution and may be re-admitted at the discretion of the Board.

## **7.7 Termination of Membership of District Softball Associations**

### **7.7.1 Sanctions for Discipline of District Softball Associations**

Without limiting matters that may be referred to in the By-Laws, any District Softball Association that is determined by the Board to have:

- 7.7.1.1 breached, failed, refused or neglected to comply with a provision of these Rules, the By-Laws or any other resolution or determination of the Board or any duly authorised committee including but not limited to the failure to pay any monies owed to the Association within eight (8) weeks of falling due; or
- 7.7.1.2 acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association and/or Softball; or
- 7.7.1.3 prejudiced the Association or Softball or brought the Association or Softball into disrepute

shall be liable for the sanctions set out in that By-Law, including termination of Membership (which shall only take place in accordance with the procedure set out in Rule 7.7).

- 7.7.2 No recommendation can be made by the Board under Rule 7.7 unless all avenues of appeal available to the relevant District Softball Association under the By-Laws have been exhausted.
- 7.7.3 Subject to compliance with Rule 7.7.2 (and the By-Laws), the Board may recommend to a General Meeting to terminate the membership of a District Softball Association.
- 7.7.4 Upon recommendation from the Board under Rule 7.7.2, a General Meeting may, by Special Resolution, terminate the membership of a District Softball Association.

## **7.8 Forfeiture of Rights**

- 7.8.1 A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property.
- 7.8.2 Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.
- 7.8.3 Where a District Softball Association ceases to be a Member it shall also forfeit immediately all representation rights at General Meetings and all benefits, advantages, privileges and services of Association membership.

## **7.9 Reinstatement of Membership**

Membership which has ceased under Rule 7 may be reinstated at the discretion of the Board, with such conditions as the Board deems appropriate.

## **7.10 Refund of Membership Fees**

Membership fees paid by the discontinued Member will not be refunded.

## **7.11 General**

- 7.11.1 No Member, whose membership ceases, has any claim against the Association or the Board for damages or otherwise arising from cessation or termination of membership.
- 7.11.2 A membership is non-transferable. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

## **8. DISCIPLINE**

### **8.1 General Discipline Provisions**

- 8.1.1 All Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association whether under the By-Laws or under these Rules.
- 8.1.2 The Association shall ensure that at all times players and officials participating, in any capacity whatsoever, in softball activities conducted, procured or sanctioned by the Association achieve and maintain in connection with those activities a standard of conduct which is not and is not likely to be prejudicial or injurious to the interests or reputation of softball within Queensland or elsewhere or inconsistent with the objects of the Association.
- 8.1.3 Each Member Organisation, shall ensure that at all times players and officials participating, in any capacity whatsoever, in softball activities within its jurisdiction achieve and maintain in connection with those activities a standard of conduct which is not and is not likely to be prejudicial or injurious to the interests or reputation of softball within that jurisdiction or elsewhere or inconsistent with the objects of the Member or the Association.
- 8.1.4 Each Member Organisation has the right to delegate the power of hearing and determining charges to a disciplinary tribunal established by that organisation in accordance with its own rules. Alternatively, each Member Organisation has the right to delegate the power of hearing and determining charges to a Commissioner or to the Tribunal in accordance with the provisions of any relevant By-Law of the Association.
- 8.1.5 In the absence of an appropriate delegation pursuant to Rule 8.1.4, the Member Organisation will be deemed to have delegated the power of hearing and determining charges to a Commissioner or to the Tribunal in accordance with the provisions of any relevant By-Law of the Association.
- 8.1.6 The Association shall establish:-
- a) the Appeals Committee ("Appeals Committee");
  - b) the Association Tribunal ("Tribunal"); and
  - c) the position of Commissioner ("Commissioner").
- 8.1.7 The Association may delegate the power of hearing and determining charges to a Commissioner or to the Tribunal with a right of appeal to the Appeals Committee, in accordance with the provisions of any relevant By-Law of the Association.
- 8.1.8 The Board shall appoint suitably qualified persons, none of whom shall be a serving member of the Board for the time being, to serve on the Appeals Committee and/or Tribunal and/or to be Commissioners to carry out their respective functions pursuant to any relevant By-Law of the Association.
- 8.1.9 The Board may make a By-Law or By-Laws:
- a) for the hearing and determination of grievances by any Member who feels aggrieved by a decision or action of the Association (or a District Softball Association or Associate Member); and disputes between Members relating to the conduct or administration of Softball;
  - b) for the discipline of Members;
  - c) for the termination of Members (except in respect of District Softball Associations).
- 8.1.10 A Commissioner or Tribunal dealing with a matter referred to the Commissioner or Tribunal pursuant to Rule 8.1.4 or Rule 8.1.7 shall impose upon any person guilty of conduct contrary to that referred to in Rule 8.1.2 or Rule 8.1.3 a penalty commensurate with the seriousness of the offence in accordance with the provisions of any relevant By-Law of the Association.
- 8.1.11 Without limiting the effect of Rule 8.1.10 a Member Organisation or the Association or the Tribunal or a Commissioner may decline to impose a penalty in circumstances where the association, Tribunal or Commissioner, as the case may be, considers that the conduct of which the relevant player or official is guilty, was of a minor or trifling nature.

- 8.1.12 Where a penalty is imposed upon any player or official guilty of conduct contrary to that referred to in Rule 8.1.2 and/or Rule 8.1.3 the person upon whom the penalty is imposed will be deemed to have committed within the district of each Member Organisation the same offence at the same time and, where the penalty imposed requires the performance or the discharge of an obligation, whether positive or negative (including but by no means limited to the payment of a fine or the service of suspension), the person upon whom the penalty is imposed shall not be permitted to participate in any other softball activity conducted or sanctioned by any member of the Association or by the Association itself whether within the district or elsewhere until the penalty has been performed, discharged or served.

## **8.2 Right of Hearing**

- 8.2.1 No penalty or punishment referred to in Rule 8 will be imposed upon any member of the Association or other person without that member or person being afforded an opportunity of being heard in its, his or her defence.
- 8.2.2 Where the Board proposes to terminate the membership of a person or association pursuant to Rule 7, the General Manager shall give to such person or association reasonable notice in writing of the proposed action and a representative of the Board will prosecute the charges before the Tribunal.
- 8.2.3 All actions for expulsion of a member from the Association shall be initiated by the Board in accordance with the following procedure.
- 8.2.3.1 The Board shall determine the charges and refer such charges to the General Manager for processing.
- 8.2.3.2 The General Manager shall notify the Chairman of the Tribunal and the Chairman shall:
- (a) convene a meeting of the Tribunal;
  - (b) notify the member of the date and time of the scheduled meeting;
  - (c) require the member, or in the case of a member being an association, their duly appointed representatives of the member to appear before the Tribunal at the scheduled meeting to answer the charge/s to be laid on behalf of the Board. Notification of the member pursuant to paragraph (b) hereof shall be in writing and shall afford the member reasonable notice of the charges and of the date, time and place of the Tribunal meeting.
- 8.2.4 The hearing before the Tribunal and any subsequent appeal shall proceed in accordance with any relevant By-Law of the Association for the conduct of Tribunal hearings and appeals to the Appeals Committee.

## **8.3 Appeals To The Association**

- 8.3.1 A person or association aggrieved by the decision of a Member Organisation in disciplinary or expulsion proceedings may appeal to the Association against such decision.
- 8.3.2 An appeal against the decision of a Member Organisation as aforesaid shall be treated as if it were an appeal from a decision of the Tribunal and shall be processed in accordance with the provisions of any relevant By-Law of the Association for the conduct of appeals to the Appeals Committee.

## **9. FEES AND OTHER CAPITATIONS**

### **9.1 District Softball Association Membership and Registration Fees**

- 9.1.1 The annual membership fee is determined by the Members at the Annual General Meeting.
- 9.1.2 The annual registration fee is that amount payable by each individual person who is a registered participant in a District Softball Association.
- 9.1.2.1 The Board may increase the annual registration fee by:
- a) CPI for the previous Financial Year; or
  - b) more than CPI provided that the Members pass a resolution at a General Meeting in favour of the increase.
- 9.1.2.2 Any increase in the annual registration fee made pursuant to Rule 9.1.2.1 will take effect from the first day of the next fixture season conducted by each District Softball Association immediately following the AGM at which the fee was set.
- 9.1.3 Within one (1) month of the Annual General Meeting, the updated Schedule of Fees Policy 1 will be distributed to the District Softball Associations.
- 9.1.4 No later than eight (8) weeks after the start of each fixture season, each District Softball Association shall remit to the Association the register containing details of its members and participants together with the aggregate of all registration fees due and payable to:
- a) the Association in respect of individual players and officials participating in softball competition within that district; and
  - b) Softball Australia Ltd in respect of the individual players and officials participating in softball competition in that district.
- 9.1.5 Without limiting in any way the effect of Rule 9.1.4, where any person joins a club or District Softball Association after the date upon which the relevant District Softball Association has submitted to the General Manager the registration fees referred to in Rule 9.1.4, as the case may be, the relevant District Softball Association shall not be relieved of the obligation to register details of that person with the Association, and the secretary of the relevant association shall submit promptly the register in respect of each such person together with a remittance for the registration fees due to Softball Australia Limited and the Association in respect of that person.

### **9.2 Capitations**

- 9.2.1 The Board shall determine from time to time all fees, levies and other dues, excluding those in Rule 9.1, payable to the Association by each Member or any class of Member, by any individual person or entity for services rendered, including but not limited to:
- a) the amount (if any) payable by an Associate Member applicant for membership relevant to their category of membership;
  - b) the amount payable by participants in any softball activities and competitions;
  - c) the amount payable for purchase of any product, resources and participation in any course, forum and workshop;
  - d) any other amount (including any levies) to be paid by each Member, or any class of Members, whether of a recurrent or any other nature.
- 9.2.2 The Board shall determine the due date for payments to the Association of all fees and capitations.

### **9.3 Non-Payment of Fees and Other Capitations**

Subject to Rule 9.4, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any fees or other amount determined is in arrears greater than 90 days.

#### **9.4 Deferral or Reduction of Fees and Other Capitations**

- 9.4.1 The Board may defer the obligation of a Member to pay a fee or other capitation, or reduce (including to zero) the fee or capitation payable by a Member, if the Board is satisfied that:
- a) there are reasonable grounds for doing so;
  - b) the Association will not be substantially disadvantaged as a result; and
  - c) the Member agrees to pay the deferred or (if greater than zero) the reduced fee or capitation within a time fixed by the Board.
- 9.4.2 If the Board defers or reduces a fee or capitation payable by a District Softball Association, that association will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Board.



## **10. BOARD OF DIRECTORS**

### **10.1 Functions and Powers of the Board**

- 10.1.1 Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board. In particular, the Board as the governing body for Softball in Queensland shall be responsible for acting on State and local issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout Queensland, and shall govern Softball in Queensland in accordance with this Constitution and in particular the Objects.
- 10.1.2 The Board has the authority to interpret the Rules and By-Laws of the Association and to determine any question upon which such Rules and By-Laws are silent;
- 10.1.3 The Board may create, establish or appoint special committees, individual officers and consultants to carry out such duties and functions, as the Board determines from time to time.
- 10.1.4 The Board may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), individual officers and consultants and may vary or revoke any delegation.
- 10.1.5 A Committee, individual officer and consultant must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board.
- 10.1.6 Powers delegated to and exercised by a Committee, individual officer or consultant, are taken to have been exercised by the Board.

### **10.2 Composition of the Board**

- 10.2.1 The Board shall comprise the following persons:
- (a) The President;
  - (b) The Vice-President;
  - (c) Between Three (3) and Five (5) Directors elected pursuant to Rules 10.5.1(b) and 10.5.2(b);
  - (d) Up to two (2) Board Nominated Directors elected pursuant to Rule 10.5.1 (c) and 10.5.2 (b);
- 10.2.2 Subject to there being sufficient candidates nominated from the Country Zone, at least two of the persons referred to in subparagraphs (a), (b) and (c) of Rule 10.2.1, shall be elected from the Country Zone.
- 10.2.3 For the purposes of Rule 10.2.2 the Country Zone shall be defined as that area extending outside an arc from Noosa Heads through Helidon to Tweed Heads.
- 10.2.4 A Director cannot also be a Delegate or an employee of the Association.

### **10.3 Nominations for Election**

- 10.3.1 Nominations for Director positions shall be called for no later than 12 weeks prior to the Annual General Meeting.
- 10.3.2 Any Voting Member may nominate, in respect of each vacancy in the position of Director which is the subject of an election at the next AGM, one person for each position.
- 10.3.3 A nomination must be:
- in writing;
  - on the prescribed form (if any) provided for that purpose;
  - signed by the nominator and nominee; and
  - delivered to the Association not less than eight weeks (8) prior to the Annual General Meeting.
- 10.3.4 Late nominations will not be accepted.

- 10.3.5 Retiring members of the Board shall be eligible for re-election without any requirement that they be nominated thereto but if a retiring member wishes to seek re-election that member must notify the General Manager in writing not later than eight (8) weeks prior to the Annual Council Meeting.

#### **10.4 Term of Office**

- 10.4.1 Directors elected under Rule 10.5 shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or removal of Directors, Directors shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- 10.4.2 The President and three Board Members elected in 2009 prior to approval of this Constitution under the Act, shall continue in those positions until the end of their current term in 2011 following such adoption of this Constitution.
- 10.4.3 The Vice-President and two Board Members elected in 2010 prior to approval of this Constitution under the Act, shall continue in those positions until the end of their current term in 2012 following such adoption of this Constitution.

#### **10.5 Elections**

- 10.5.1 On a Bi Annual basis, commencing on 2011, at an Annual General Meeting of the Association elections will be conducted to fill the following offices:
- (a) President;
  - (b) Two (2) or Three (3) Directors; and
  - (c) One Board Nominated Director
- 10.5.2 On a Bi Annual basis, commencing in 2012, at an Annual General Meeting of the Association elections will be conducted to fill the following offices:
- (a) Vice President;
  - (b) One (1) or Two (2) Directors; and
  - (c) One Board Nominated Director
- 10.5.3 All persons elected pursuant to Rules 10.5.1 or 10.5.2 shall retain their appointment until the next Bi Annual Council Meeting following at which they shall retire.
- 10.5.4 If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members present, entitled to vote and voting.
- 10.5.5 If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under Rule 10.5.4, the positions will be deemed casual vacancies under Rule 10.6.
- 10.5.6 For the election of Directors, voting shall take place by secret ballot. The Chairman shall appoint a Returning Officer and two (2) Scrutineers for that purpose and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting.

#### **10.6 Vacancies On The Board**

- 10.6.1 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant:
- Where there are insufficient nominations to fill all vacancies on the Board, or if a person is not approved by the majority of Members under Rule 10.5.4 at the Annual General Meeting;
- Or if the Director:
- dies;
  - becomes bankrupt or makes any arrangement or composition with their creditors generally;

- becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- resigns their office in writing to the Association;
- holds any office of employment with the Association;
- is removed from office in accordance with Rule 10.7 or
- is removed by Special Resolution at a General Meeting of the Association.

10.6.2 Where a vacancy occurs within the term of a Director and the number of Directors reduces to less than five (5):

- a) where the remaining period of the term is nine months or less, the Board may appoint a suitably qualified person to fill the vacancy.
- b) where the remaining period of the term is more than nine months, the vacancy will be notified and nominations sought.

## **10.7 Removal of Director**

10.7.1 A Director may be removed from office in the following circumstances:

- is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest;
- in the opinion of the Board (but subject always to this Constitution):
  - (a) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
  - (b) has brought the Association into disrepute.
  - (c) has breached a Code of Ethics/Conduct

10.7.2 A Director may not be removed from office without first being afforded the opportunity to be heard in his or her defence at the meeting.

10.7.3 The question of removal shall be determined by resolution passed by the Directors at such Board Meeting.

10.7.4 No Director who is removed from his/her position as such, pursuant to Rule 10.7, or as the case may be, shall have any right of appeal against such removal.

10.7.5 Unless otherwise resolved at a General Meeting, a Director removed in accordance with Rule 10.7 cannot be re-elected as a Director within four (4) years of their removal or finding of tribunal if longer.

## **10.8 Board May Act**

In the event of a vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

## **11. MEETINGS OF THE BOARD**

### **11.1 Frequency of Meetings**

- 11.1.1 The Board shall meet as often as is deemed necessary in every calendar year but at least once every three (3) months for the dispatch of business, and subject to this Constitution, may adjourn and otherwise regulate its meetings as it thinks fit.
- 11.1.2 Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that 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.

### **11.2 Special Meetings of the Board**

- 11.2.1 A special meeting of the Board shall be convened by the President upon receipt of the written request of not fewer than a majority of Directors. Such written request shall clearly state the reasons for convening the special meeting and the nature of the business to be transacted thereat.
- 11.2.2 Upon a special meeting of the Board convened pursuant to Rule 11.2, the President shall cause the General Manager to give the Directors not less than fourteen (14) days notice of meeting. Such notice to clearly state the nature of the business to be transacted thereat.

### **11.3 Quorum**

- 11.3.1 At every meeting of the Board a simple majority of the number of Directors shall constitute a quorum.
- 11.3.2 If a quorum is not present within one-half hour after the time appointed for commencement of a Board meeting, then such meeting shall be deemed a meeting of the Executive Committee provided that if a quorum of the Executive Committee also is not present, then both the Board and the Executive Committee meetings shall stand adjourned to a date to be fixed informally by the members of the Board.
- 11.3.3 If at the adjourned meeting a quorum is not present within one-half ( $\frac{1}{2}$ ) hour of the time appointed for the meeting, the members present shall constitute a quorum.

### **11.4 Decisions of the Board**

- 11.4.1 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a simple majority of Directors present, entitled to vote and voting. That is to say that, where there is any abstention by any Director present at the meeting, regard will be had only to those votes actually cast when determining in whose favour a majority exists.
- 11.4.2 A determination of a majority of Directors shall for all purposes be deemed a determination of the Board.
- 11.4.3 All Directors shall have one (1) vote on any question. Where voting is equal, the Chair may not exercise a casting vote.
- 11.4.4 Where the voting on any question is deadlocked, the question shall be deemed resolved in the negative.

### **11.5 Minutes**

The General Manager shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting to be maintained to be open for inspection at all reasonable times by any financial member who previously applies to the General Manager for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Board shall be signed by the Chair of that meeting or the Chair of the next succeeding Board meeting verifying their accuracy.

## **11.6 Resolutions not in Meetings**

The Board may make resolutions outside a scheduled meeting provided that the resolution is in writing, signed or assented to by all Directors using a visible or other electronic communication. Such shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.

## **11.7 President to Chair**

The President shall chair every meeting of the Board and, in the absence of the President, the Vice-President shall be Chair provided that if the Vice President also is absent then the members may elect by simple majority one of their number to chair the meeting.

## **11.8 Directors' Interests**

11.8.1 A Director shall declare their interest in any:

- contractual matter;
- selection matter;
- disciplinary matter;
- financial matter; or
- any other management or administrative matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by consensus of the Board, or if this is not possible, the matter shall be adjourned or deferred.

11.8.2 The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

11.8.3 A Director is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be void unless approved by the Board.

11.8.4 A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 11.8.2 as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

11.8.5 Any declaration made, any disclosure or any general notice given by a Director in accordance with Rule 11.8 must be recorded in the minutes of the relevant meeting.

## **11.9 Validity of Actions**

No actions of the Board or any committee, delegated authority or person acting as a member of the Board or the Committees shall be invalid because of any defect in the appointment of any such persons, or any such subsequent disqualification of such persons.

## **12. EXECUTIVE COMMITTEE**

### **12.1 Composition of the Executive**

12.1.1 The Executive Committee shall comprise the following persons:

- (a) The President;
- (b) The Vice President;
- (c) The Director with portfolio responsibility for financial management.

12.1.2 One (1) other Director shall be appointed by the Board to be a substitute Executive Committee member in the event that any of the persons referred to in Rule 12.1.1 is unable to attend a meeting of the Executive Committee.

### **12.2 Powers of the Executive**

The exercise of the power and the functions delegated by the Board will be the responsibility of the Executive of the Board.

### **12.3 Frequency of Meetings**

The Executive Committee shall meet at such times as are nominated by the President upon the request of any other member of the Executive Committee.

### **12.4 Quorum**

The quorum for an Executive Committee meeting shall be three.

### **12.5 Resolutions**

All matters arising for resolution at any meeting of the Executive Committee shall be determined by a unanimous vote of members present.

## **13. GENERAL MANAGER**

### **13.1 Appointment of General Manager**

A General Manager may be appointed by the Board, based on a recommendation from the Executive Committee, for such term and on such conditions as the Board thinks fit.

13.1.1 The person known and appointed to the position of General Manager immediately prior to approval of this Constitution under the Act shall continue in that position following such approval, subject to any contractual arrangements.

### **13.2 General Manager To Act**

The General Manager shall act as and carry out the duties of Secretary and Public Officer of the Association and shall administer and manage the Association in accordance with the Act and this Constitution.

### **13.3 Specific Duties**

13.3.1 The General Manager shall be the:

- (a) Secretary of the Association in accordance with requirements of the Act;
- (b) custodian of all the Association's property;
- (c) Returning Officer for any elections and resolutions by postal ballot of the Association;

and shall:

- (d) as far as practicable attend all Board and General Meetings and may speak on any matter, but does not have a vote at such meetings;
- (e) prepare the agenda for all Board and General Meetings;
- (f) record and prepare minutes of the proceedings of all Board meetings and General meetings; and
- (g) regularly report on the activities of, and issues relating to, the Association.

13.3.2 Where the Association does not have a General Manager, the Association Secretary or other appointed Officer, will, subject to confirmation by the Board, assume the functions of the General Manager under this Constitution.

### **13.4 Powers, Duties and Authorities of the General Manager**

13.4.1 The General Manager holds office on the terms and conditions (including as to remuneration) determined by the Executive Committee and reports directly to the President.

13.4.1.1 Subject to the terms and conditions of the appointment, the Board may suspend or remove the General Manager from that office.

13.4.2 The Board determine the powers and authorities of the General Manager.

13.4.3 The General Manager has the power to perform all such things as appear necessary or desirable for the proper management and administration of the Association including the implementation of the strategies and plans approved by the Board.

13.4.4 The exercise of those powers and authorities by the General Manager is subject at all times to the control of the Board.

13.4.5 No resolution passed by the Association in General Meeting shall invalidate any prior act of the General Manager or the Board which would have been valid if that resolution had not been passed.

13.4.5 The General Manager may in consultation with the Board, as appropriate, employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the General Manager determines.

## **14. GENERAL MEETINGS**

**14.1** Every general meeting of the Association, other than the Annual General Meeting, shall be deemed a Special General Meeting and shall be held in accordance with this Constitution.

**14.2** The General Manager shall convene a General Meeting of the Association:

- (a) when directed to do so by the Board; or
- (b) upon the written requisition of not fewer than 50% of the members for the time being of the Board; or
- (c) upon the written requisition of not fewer than 40% of District Softball Associations.

**14.3** The requisition for a General Meeting shall:

- (i) state the object(s) of the meeting;
  - (ii) state any notice(s) of motion;
  - (iii) be signed by the Members making the requisition;
  - (iv) be sent to the Association;
- and
- (v) may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

**14.4** The General Manager shall cause a General Meeting to be held within seven (7) weeks after the date on which the requisition is received by the Association.

14.4.1 If the General Manager does not cause a Special General Meeting to be held within seven (7) weeks after the date on which the requisition is received to the Association, 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.

14.4.2 A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

### **14.5 Notice of Meeting**

14.5.1 The General Manager shall cause notice of every General Meeting to be given in writing to every Voting Member and Life Member.

14.5.2 No other person shall be entitled as of right to receive notices of General Meetings.

14.5.3 The notice of General Meeting shall be forwarded not fewer than four (4) weeks prior to the meeting and shall specify the place and day and hour of meeting.

### **14.6 Agenda and Business to be Transacted**

14.6.1 Not later than two (2) weeks prior to the date of the General Meeting, the General Manager shall forward to all Members entitled to attend the meeting:

- (i) the agenda for the meeting stating the business to be transacted; and
- (ii) any notice of motion received.

14.6.2 At any special meeting of the Association no business other than the business for which the meeting was requisitioned shall be transacted at that meeting or any adjournment thereof.

### **14.7 Delegate**

Each District Softball Association shall ensure that the General Manager has received, not later than five (5) days prior to any general meeting of the Association, its written confirmation as to:

- (a) whether or not its delegate will be attending the meeting; and
- (b) the name of its delegate.



## **14.8 Quorum**

- 14.8.1 Subject to Rule 14.8.3, at all general meetings of the Association the number of members required to constitute a quorum shall be sixty percent (60%) of the number of Voting Members and no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 14.8.2 If a quorum is not present within one-half hour after the time appointed for commencement of a general meeting, then:
- (a) in the case of the Annual General Meeting or any Special General Meeting convened by the Board for the purpose of hearing an appeal against rejection of an application for membership or termination of membership, the meeting shall stand adjourned to the same time of the same day of the following week, at the same place or, alternatively, to such other time of such other day and at such other place as the Board may determine; and
  - (b) in any other case the meeting shall lapse.
- 14.8.3 If a quorum is not present within one-half hour of the time appointed for commencement of an adjourned general meeting, the members present shall constitute a quorum.

## **14.9 Adjournment of Meeting**

The Chair 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 save and except the business left unfinished at the meeting from which the adjournment occurred. Where a meeting is adjourned for thirty (30) days or more, the General Manager shall ensure Voting Members and Life Members receive not fewer than fourteen (14) days written notice of the adjourned meeting. It shall not be necessary for notice to be given of any business remaining to be transacted at an adjourned meeting and, save as aforesaid, it shall not be necessary for any notice or adjournment of a meeting to be given.

## **14.10 Meeting Chair**

The President shall preside as chair at every General Meeting except:

- (a) in relation to any election for which the chair is a nominee; or
- (b) where a conflict of interest exists; or
- (c) if the President is not present within fifteen (15) minutes after the time appointed for commencement of the meeting or is absent or unwilling to act and a quorum exists, then the Vice-President shall chair the meeting.
  - If the Vice-President is not present within fifteen (15) minutes after the time appointed for commencement of the meeting or is absent or is unwilling to act, then the members present and entitled to vote shall elect one of their number to chair the meeting.

## **14.11 Members Entitled to Vote**

- 14.11.1 Each Director and each Delegate of a District Softball Association, and no other person, shall be entitled to one (1) vote at General Meetings.
- 14.11.2 No Delegate shall be entitled to vote at any General Meeting unless:
- (a) the General Manager has been notified in writing prior to the meeting that such person has been appointed the Delegate;
  - (b) that District Softball Association has paid their membership fee for the current year as at the date of the meeting.
- 14.11.3 Where voting at General Meetings is equal the Chair may not exercise a casting vote.
- 14.11.4 A Voting Member may take part and vote in a general meeting in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 14.11.5 A Voting Member who participates in a meeting mentioned in Rule 14.11.4 is taken to be present at the meeting.

## **14.12 Voting Procedure**

- 14.12.1 Save where otherwise specifically required by provisions of the Act or by any other rule of the Association, every question, matter or resolution shall be determined by a simple majority of votes of members present, entitled to vote and voting. Abstentions shall be disregarded for all purposes, that is to say that, whether or not a majority of votes exists will be determined by counting only those votes cast by members present and entitled to vote and voting.
- 14.12.2 For the election of Officers and Life Members and in any instance where not less than twenty five (25%) of the members present and entitled to vote demand a ballot, voting shall take place by secret ballot.
  - 14.12.2.1 The chair shall appoint a Returning Officer and two (2) Scrutineers for that purpose and the result of the ballot as declared by the chair shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 14.12.3 In all other cases voting shall take place by a show of hands or a division of members.
- 14.12.4 Except where Rule 5.3.2 applies, a Director or Delegate (as the case may be) shall vote in person but may vote by proxy with the leave, and only with the leave, of the chair of the meeting, who shall not refuse leave unreasonably, provided that, in any event, a proxy vote may be cast only with respect to a resolution to which the instrument applies. Each valid instrument shall be deemed also to confer authority to demand or join in demanding a secret ballot.
  - 14.12.4.1 The instrument appointing a proxy will be invalid unless the same indicates the manner in which the proxy is required to vote in respect of each resolution to which the instrument applies. Each valid instrument shall be deemed also to confer authority to demand or join in demanding a secret ballot.
  - 14.12.4.2 Without limiting the effect of Rules 14.12.4 and 14.12.4.1, the instrument appointing a proxy shall be deposited with the chairman of the meeting prior to the appointor leaving the meeting.

## **14.13 Recording of Determinations**

- 14.13.1 Unless a poll is demanded under Rule 14.12, a declaration by the chair that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.
- 14.13.2 If a poll is duly demanded under Rule 14.12 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

## **14.14 Minutes**

The General Manager shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every General Meeting to be maintained to be open for inspection at all reasonable times by any financial member who previously applies to the General Manager for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every General Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding General Meeting; provided that the minutes of any Annual General Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding General Meeting or Annual General Meeting.

## **15. ANNUAL GENERAL MEETING**

**15.1** An Annual General Meeting of the Association shall be held in accordance with the Act and this Constitution and on a date no later than three months after the end of the financial year.

### **15.2 Notice of AGM**

15.2.1 The General Manager shall cause notice of the Annual General Meeting to be given in writing to all Members entitled to attend.

15.2.2 The Auditor shall also be entitled to receive notice of the Annual General Meeting, which shall be sent to their last notified address.

15.2.3 The notice shall be forwarded not fewer than twelve (12) weeks prior to the meeting and shall:

- i) specify the place and day and hour of meeting;
- ii) call for nominations for those positions in respect of which elections will be held;
- iii) call for notices of motion and items for inclusion on the agenda; and
- iv) the closing date for items (ii) and (iii) above to be submitted.

### **15.3 Agenda**

15.3.1 Not later than two (2) weeks prior to the date of the Annual General Meeting, the General Manager shall forward to all Members entitled to attend the meeting:

- (i) the agenda for the meeting stating the business to be transacted
- (ii) a copy of the Auditor's Report and statements of account;
- (iii) any notice of motion received from Voting Members;
- (iv) the nominations for those positions in respect of which elections will be held; and
- (v) every other document required under the Act (if any).

### **15.4 Business to be Transacted**

15.4.1 The business to be transacted at the Annual General Meeting includes but is not limited to:

- (a) receipt and confirmation of minutes of previous Annual General Meeting (where necessary);
- (b) receipt of the annual report of the Association;
- (c) receipt of the fully audited Balance Sheet and Financial Statements together with the auditor's report for adoption;
- (d) amendments or alterations to the Rules and By Laws of the Association;
- (e) determination of the annual registration fees for the coming year;
- (f) election of the Association Patron/s, Auditor and persons to those positions more particularly described in Rule 10.5; and
- (g) election of life members (where applicable).

## **16. FINANCE AND ACCOUNTS**

### **16.1 Application of Income**

- 16.1.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 16.1.2 Except as prescribed in this Constitution or the Act:
- (a) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
  - (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Officer.
- 16.1.3 Nothing in Rules 16.1.1 or 16.1.2 shall prevent payment in good faith of or to any Member for:
- (a) any services actually rendered to the Association whether as an employee, Director or otherwise;
  - (b) goods supplied to the Association 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 Association; or
  - (e) any out-of-pocket expenses incurred by the Member on behalf of the Association; and
  - (f) 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.

### **16.2 Financial Year**

The financial year of the Association shall commence on the first day of May each year and shall terminate on the thirtieth day of April the following year.

### **16.3 Financial Reports**

- 16.3.1 Proper accounting and other records shall be kept in accordance with the Act and shall be kept in the care and control of the General Manager.
- 16.3.2 The General Manager will submit a copy of the financial reports to each meeting of the Board for their consideration.

### **16.4 Funds and Accounts**

- 16.4.1 The funds of the Association shall be banked in the name of the Association in an account with such bank as the Board shall determine from time to time and shall be dealt with at the discretion of the Board.
- 16.4.2 All monies received by or on behalf of the Association shall be banked as soon as practical after receipt thereof.
- 16.4.3 The amount of petty cash to be held from time-to-time and all expenditure shall be approved and ratified in accordance with the relevant By-Law.
- 16.4.4 All accounts for payment must be approved and ratified in accordance with the relevant By-Law. Payment may be made by an approved negotiable instrument including cheque, credit card or electronic funds transfer. All cheques shall be endorsed "not negotiable". A negotiable instrument issued by the Association must be signed by any two of the following Association members:-
- (a) the President;
  - (b) the Vice President;
  - (c) the Treasurer;
  - (d) the General Manager

- 16.4.5 No officials shall sign a cheque or other negotiable instrument for or on behalf of the Association, unless the name of the payee and the amount to be paid is already endorsed in full on the document prior to the signature being placed thereon.

#### **16.5 Auditor**

- 16.5.1 A properly qualified auditor or auditors shall be appointed by the Association in General Meeting and may be removed by the Association in General Meeting.
- 16.5.2 The Association's auditor shall examine and audit periodically all of the accounts and books of the Association and shall prepare a report for each Annual Council Meeting of the Association.

#### **16.6 End of Financial Year Reports**

- 16.6.1 As soon as is practical after the end of each financial year of the Association, the Director who chairs the finance committee shall cause the preparation of a report containing particulars of:
- (a) the income and expenditure of the Association during that financial year; and
  - (b) the assets and liabilities of the Association at the close of that financial year including details of all mortgages, charges and securities encumbering in any way the property of the Association and any guarantees provided by the Association.
- 16.6.2 The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year. The Auditor shall submit a report to the Board at the conclusion of the audit process.
- 16.6.3 The Board shall submit the Auditor's Report, including the statements of account of the Association, to the Members at the Annual Council Meeting in accordance with this Constitution and the Act.
- 16.6.4 The statements of account when approved or adopted by an Annual Council Meeting shall be conclusive except as regards any error discovered in them within three months (3) after such approval or adoption.

## **17. BY-LAWS**

- 17.1 The Board may formulate, issue, adopt, interpret and amend from time to time, By-Laws not inconsistent with these Rules for the proper advancement, management and administration of the Association, its Objects and Softball in Queensland as it thinks necessary or desirable.
- 17.2 Such By-Laws must be consistent with the Constitution, the SAL constitution, any By-Laws made by SAL and any policy directives of the Board.
- 17.3 The Board shall not make any By-Laws for the purpose of amending in any way the amounts or levels of any registration fees set or determined by the Association at its Annual General Meeting except where the impost is levied subsequent to a General Meeting by SAL, or by an increase in the insurance premiums.

## **18. COMMON SEAL AND DOCUMENTS**

- 18.1 The Board shall provide for safe custody of the common seal of the Association such common seal to be used only by authority of the Board and every instrument to which the common seal is affixed shall be signed by two officers of the Association.
- 18.2 The Board also shall provide for the safe custody of all books, instruments of title and securities belonging to the Association or to which the Association is a party or in which the Association is otherwise interested and no such items shall be destroyed without the authority of the Board.
- 18.3 Without limiting in any way the effect of Rule 18.2, all documents having any relevance to the taxation affairs of the Association shall be retained by the Board in safe custody for not fewer than eight (8) years after the end of the financial year in which they were created or acquired or for such longer period as the Commissioner of Taxation or any other relevant revenue authority shall require or recommend.

## **19. WINDING UP AND DISTRIBUTION OF SURPLUS ASSETS**

- 19.1 Subject to this Constitution the Association may be wound up in accordance with the Act.
- 19.2 If upon winding up or dissolution of the Association there remains after payment and 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 another organisation or organisations having objects similar to the Association and which prohibits the distribution of its or their income and property among its or their Members to an extent at least the same extent as is provided for in these Rules. Such organisation is to be determined by the Members in General Meeting at or before the time of dissolution, or failing any such determination by the members in a general meeting, in accordance with the Act.

## **20. INDEMNITY**

No association or person shall possess any claim or right of action at law or in equity against the Association, any of its officers, or any other person appointed pursuant to Rule 16.5, or representative team or talent camp officials arising out of any act, matter or thing done or omitted to be done by any such officer or other person in the bona fide performance of his/her duty or the bona fide exercise of any power invested in any such officer or other person by the Rules or By-Laws of the Association, and each and every member of the Association including each and every member of any affiliated association shall indemnify and hold indemnified every officer and other person hereinbefore referred to against all claims, demands, charges, liabilities, costs, losses or damages which such officer or other person may become liable in resisting any action brought contrary to the provisions of this Rule.

## **21. ALTERATION OF RULES**

**21.1** Subject to the Act, these Rules may be amended, repealed or added to at any time and from time to time by a special resolution at any General Meeting of the Association by a seventy-five per cent (75%) majority of the votes of members present, entitled to vote and voting.

21.1.1 Abstentions shall be disregarded for all purposes, that is to say that, whether or not a majority of votes exists will be determined by counting only those votes cast by members present and entitled to vote and voting.

**21.2** However an amendment, repeal or addition is valid only if it is registered by the chief executive.

**21.3** These Rules shall be deemed to have repealed all previous Rules of the Association but, save and except as may be specifically provided herein, these Rules shall not affect any right, duty or liability in respect of any act, matter or thing done or commenced, acquired or imposed pursuant to any previous Rules of the Association.

## **22. TRANSITIONAL PROVISIONS**

**22.1** The Constitution current as at 10 July 2010 is repealed.

**22.2** Any appointment made or motion passed under the Constitution hereby repealed, if in force at the commencement of this Constitution, shall continue in force as far as practical as if moved and passed under this Constitution.