

# **Gold Coast Baseball Association Inc.**



## **CONSTITUTION**

[www.gcba.baseball.com.au](http://www.gcba.baseball.com.au)

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# Constitution

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## 1. NAME

The name of the Incorporated Association is **GOLD COAST BASEBALL ASSOCIATION INC.**

## 2. INTERPRETATIONS

- 2.1 **Act** - means the Associations Incorporation Act 1981.
- 2.2 **Association** - throughout this constitution the word "Association" shall mean the Gold Coast Baseball Association Inc.
- 2.3 **Club** – means an affiliated club
- 2.4 **Members** - constituting the Association shall be: Ordinary Members, Affiliated Players, Affiliated Non-Playing Members, Honorary Members and Honorary Life Members.
- 2.5 **Secretary** - means the person holding the office of Secretary under the rules.
- 2.6 **Treasurer** - means the person holding the office of Treasurer under the rules.
- 2.7 **Management Committee** – means the members elected or appointed in accordance with the relevant sections of this constitution.
- 2.8 A word or expression that is not defined in this constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 3. OBJECTS

The objects of the Association are:

- 3.1 Promoting, organising and administering baseball in the Gold Coast Region, in an organised and safe environment.
- 3.2 Servicing the education and development needs of its members.
- 3.3 Ensuring adequate baseball facilities for all members and affiliates are provided.
- 3.4 To uphold the laws and regulations of the game of baseball as defined in the current rulebook of the Australian Baseball Federation with such alterations and additions as from time to time that Baseball Queensland Inc or Gold Coast Baseball Association Inc may consider necessary, including any disciplinary regulations that are adopted or may be adopted from time to time.

## 4. POWERS

- 4.1 The Association has, in the exercise of its affairs, all the powers of an individual.
- 4.2 The Association may, for example:
  - (a) Enter into contracts, and
  - (b) Acquire, hold, deal with and dispose of property, and
  - (c) Make charges for services and facilities it supplies, and
  - (d) Do other things necessary or convenient to be done in carrying out its affairs.
- 4.3 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

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### **5. CLASSES OF MEMBERSHIP**

- 5.1 The membership of the Association shall consist of any of the following classes of members:
- (a) Ordinary Members - shall be those clubs who are accepted for affiliation with the Association. Affiliated clubs shall be entitled to elect one (1) delegate to represent senior players of that club and one (1) delegate to represent the junior players of that club. Each delegate (Voting Delegate) shall be entitled to exercise one (1) vote at the Annual General Meeting and Special General Meetings that may be called from time to time.
  - (b) Affiliated Players - shall be those persons who are accepted as a member of an Affiliated Club. Affiliated players shall not be eligible to vote at any Annual General Meeting or Special General Meeting unless they are also the elected Voting Delegates for their club.
  - (c) Affiliated Non-Playing Members - shall be non-playing members of an affiliated club. Affiliated Non-Playing Members shall not be eligible to vote at any Annual General Meeting or Special General Meeting of the Association unless they are also the elected Voting Delegates for their club.
  - (d) Honorary Members - shall be individuals or organisations appointed by the Management Committee in accordance with the By-laws of the Association. Honorary members shall not be eligible to vote at any Annual General Meeting or Special General Meeting of the Association unless they are also the elected Voting Delegates for their club.
  - (e) Honorary Life Members - shall be individuals or organisations appointed by the Management Committee in accordance with the By-Laws of the Association. Honorary Life Members shall not be eligible to vote at any Annual General Meeting or Special General Meeting of the Association unless they are also the elected Voting Delegates for their club.
- 5.2 The number of members shall be unlimited.
- 5.3 Ordinary members, not other classes of members, of the Association shall only be entitled to vote at Special General Meetings or Annual General Meetings of the Association.
- 5.4 Every applicant for any class of membership of the Association shall be proposed by one (1) member of the Association and seconded by another member. Affiliated players and affiliated non-playing members shall be granted membership in accordance with the requirements of their Club.
- 5.5 The application for membership shall be made in writing, signed by the applicant and the applicant's proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

### **6. MEMBERSHIP FEES**

- 6.1 The membership fee for each class of membership shall be such sum as the Management Committee shall from time to time at any General Meeting so determine.
- 6.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

### **7. ADMISSION AND REJECTION OF MEMBERS**

- 7.1 Any application for any class of membership shall be considered by the Management Committee at any meeting, who shall thereupon determine upon the admission or rejection of the applicant.
- 7.2 Any applicant who receives a majority of the votes of the Management Committee present at the meeting at which such application is being considered shall be accepted as member to the class of membership applied for.
- 7.3 Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection. Provided that the

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notification of affiliated players and affiliated members shall be via their clubs, in accordance with the By-laws of the Association.

### **8. TERMINATION OF MEMBERSHIP**

- 8.1 A member may resign from the Association at any time by giving notice in writing to the Secretary.
- 8.2 Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 8.3 If a member -
  - (a) In the case of an individual person, is convicted of an indictable offence; or in the case of a club or of an individual person; or
  - (b) Fails to comply with any of the provisions of these rules; or
  - (c) Has membership fees in arrears for a period of two (2) months or more; or
  - (d) Conducts himself or herself in manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether the member's membership shall be terminated.
- 8.4 The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

### **9. APPEALS AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 9.1 A club or person whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notification thereof, lodge with the Secretary written notice of the person's intention to appeal against the decision of the Management Committee.
- 9.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three (3) months of the date of receipt by the Secretary of such notice, at any General meeting of the Management Committee to determine the appeal.
- 9.3 At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Management Committee who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- 9.4 The appeal shall be determined by the vote of the members present at such meeting.
- 9.5 Where a person or club, whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fees paid.

### **10. REGISTER OF MEMBERS**

- 10.1 The Secretary shall cause a register to be kept in which shall be entered the names and residential addresses of all persons, and the postal addresses of all Clubs, admitted to membership of the Association and the dates of their admission.
- 10.2 Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the Ordinary Members may require from time to time.

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- 10.3 The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.
- 10.4 The approved database managed by the Registrar shall be acknowledged as the current register of members.

## **11. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

- 11.1 A member of the association must not—
- (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 11.2 Subrule (11.1) does not apply if the use or disclosure of the information is approved by the association.

## **12. APPOINTMENT OR ELECTION OF SECRETARY**

- 12.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
- (a) a member of the association elected by the association as secretary; or
  - (b) any of the following persons appointed by the management committee as secretary—
    - i. a member of the associations management committee;
    - ii. another member of the association;
    - iii. another person.
- 12.2 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within one (1) month after the vacancy happens.
- 12.3 If the management committee appoints a person mentioned in rule 12.1(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 12.4 However, if the management committee appoints a person mentioned in rule 12.1(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- 12.5 If the management committee appoints a person mentioned in rule 12.1(b)(iii) as secretary, the person does not become a member of the management committee.
- 12.6 In this rule— casual vacancy, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office within their term.

## **13. REMOVAL OF SECRETARY**

- 13.1 The management committee of the association may at any time remove a person appointed by the committee as the secretary.

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- 13.2 If the management committee removes a secretary who is a person mentioned in rule 12.1(b)(i), the person remains a member of the management committee.
- 13.3 If the management committee removes a secretary who is a person mentioned in rule 12.1(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 12.5, the person remains a member of the management committee.

### **14. FUNCTIONS OF SECRETARY**

- 14.1 The secretary's functions include, but are not limited to—
- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
  - (b) keeping minutes of each meeting; and
  - (c) keeping copies of all correspondence and other documents relating to the association; and
  - (d) maintaining the register of members of the association.

### **15. MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

- 15.1 The Management Committee of the Association shall consist of a:
- (a) President
  - (b) Vice President
  - (c) Secretary
  - (d) Treasurer
  - (e) Registrar
  - (f) Junior Operations Co-ordinator (responsible for chairing Junior Competition Sub Committee)
  - (g) Senior Operations Co-ordinator (responsible for chairing Senior Competition Sub Committee)
  - (h) Events / Calendar Co-ordinator
  - (i) Projects Officer
- 15.2 A member of the management committee, other than a secretary appointed by the management committee under rule 12(1)(b)(iii), must be a member of the association.
- 15.3 At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- 15.4 A member of the association may be appointed to a casual vacancy on the management committee under rule 18.

### **16. ELECTING THE MANAGEMENT COMMITTEE**

- 16.1 A member of the management committee may only be elected as follows—
- (a) any 2 members of the association may nominate another member (the candidate) to serve as a member of the management committee;
  - (b) the nomination must be—
    - i. in writing; and
    - ii. signed by the candidate and the members who nominated him or her; and



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- iii. given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
  - (c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 16.2 A person may be a candidate only if the person—
- (a) is an adult; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act.
- 16.3 A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted on the Association website or distributed by other form of electronic media used by the association from time to time for at least 7 days immediately preceding the annual general meeting.
- 16.4 If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 16.5 The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
- (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance—the amount of the insurance.

## 17. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 17.1 A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 17.2 The resignation takes effect at—
- (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice—the later time.
- 17.3 A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 17.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 17.5 A member has no right of appeal against the members removal from office under this rule.
- 17.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## 18. VACANCIES ON THE MANAGEMENT COMMITTEE

- 18.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 18.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.

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- 18.3 However, if the number of committee members is less than the number fixed under rule 21.1 as a quorum of the management committee, the continuing members may act only to—
- (a) increase the number of management committee members to the number required for a quorum; or
  - (b) call a general meeting of the association.

## 19. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 19.1 Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- 19.2 The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act. Note—The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.
- 19.3 The management committee may exercise the powers of the association—
- (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the association may from time to time decide.
- 19.4 For rule 19.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- (a) the financial institution for the association; or
  - (b) if there is more than one (1) financial institution for the association—the financial institution nominated by the management committee.

## 20. MEETINGS OF THE MANAGEMENT COMMITTEE

- 20.1 Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 20.2 The management committee must meet at least once every four (4) months to exercise its functions.
- 20.3 The management committee must decide how a meeting is to be called.
- 20.4 Notice of a meeting is to be given in the way decided by the management committee.

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- 20.5 The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 20.6 A committee member who participates in the meeting as mentioned in rule 20.5 is taken to be present at the meeting.
- 20.7 A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 20.8 A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 20.9 The president is to preside as chairperson at a management committee meeting.
- 20.10 If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

## 21. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- 21.1 At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 21.2 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 21.3 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 21.4 If, at an adjourned meeting mentioned in rule 21.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## 22. SPECIAL MEETING OF MANAGEMENT COMMITTEE

- 22.1 If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 22.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 22.3 A request for a special meeting must state—
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- 22.4 A notice of a special meeting must state—
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- 22.5 A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

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### **23. MINUTES OF MANAGEMENT COMMITTEE MEETINGS**

- 23.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are recorded.
- 23.2 To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

### **24. APPOINTMENT OF SUBCOMMITTEES**

- 24.1 The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- 24.2 A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 24.3 A subcommittee may elect a chairperson of its meetings.
- 24.4 If the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 24.5 A subcommittee may meet and adjourn as it considers appropriate.
- 24.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 24.7 For the purpose of sub clause 36.1 all Sub Committees shall provide full and accurate minutes of all questions, matters, resolutions and other proceedings of every Sub Committee Meeting to the Secretary as soon as practicable.

### **25. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- 25.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 25.2 Subrule (1) applies even if the act was performed when—
  - (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
  - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

### **26. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

- 26.1 A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 26.2 A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by one (1) or more members of the committee.

### **27. ANNUAL GENERAL MEETINGS**

- 27.1 Each annual general meeting must be held—
  - (a) at least once each year; and
  - (b) within 6 months after the end date of the association's reportable financial year.

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### **28. BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETINGS**

- 28.1 The following business must be conducted at each Annual General Meeting of the Association -
- (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the management committee;
  - (d) appointing an auditor, an accountant or an approved person for the present financial year.

### **29. NOTICE OF GENERAL MEETING**

- 29.1 The secretary may call a general meeting of the association.
- 29.2 The secretary must give at least 14 days notice of the meeting to each member of the association.
- 29.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 29.4 The management committee may decide the way in which the notice must be given.
- 29.5 However, notice of the following meetings must be given in writing—
- (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
    - i. to reject the person's application for membership of the association; or
    - ii. to terminate the person's membership of the association;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- 29.6 A notice of a general meeting must state the business to be conducted at the meeting.

### **30. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

- 30.1 The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus one (1).
- 30.2 However, if all members of the association are members of the management committee, the quorum is the total number of members less one (1).
- 30.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 30.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- 30.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
- (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- 30.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 30.7 If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 30.8 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

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- 30.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **31. PROCEDURE AT GENERAL MEETING**

- 31.1 A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 31.2 A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- 31.3 At each general meeting—
- (a) the president is to preside as chairperson; and
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

### **32. VOTING AT GENERAL MEETING**

- 32.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 32.2 Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 32.3 A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 32.4 The method of voting is to be decided by the management committee.
- 32.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 32.6 If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 32.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **33. SPECIAL GENERAL MEETING**

- 33.1 The secretary must call a special general meeting by giving each member of the association notice in writing of the meeting within 14 days after—
- (a) being directed to call the meeting by the management committee; or
  - (b) being given a written request signed by—
    - i. at least 33% of the number of members of the management committee when the request is signed; or
    - ii. at least 66% of the ordinary members of the association; or
    - iii. at least the number of members of the association equal to double the number of members of the association on the management committee when the request is signed plus one (1); or

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- (c) being given a written notice of an intention to appeal against the decision of the management committee—
  - i. to reject an application for membership; or
  - ii. to terminate a person's membership.
- 33.2 A request mentioned in subrule (1)(b) must state—
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- 33.3 A special general meeting must be held within 3 months after the secretary—
  - (a) is directed to call the meeting by the management committee; or
  - (b) is given the written request mentioned in subrule (1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- 33.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

## 34. PROCEDURE AT SPECIAL GENERAL MEETINGS

- 34.1 The President shall preside as Chairperson, or if there is no President, or if the President is not present within fifteen (15) minutes after the time appointed for the holding of meeting or is unwilling to act, the Vice President shall be the Chairperson or if the Vice President is not present or is unwilling to act then the voting members present shall elect one (1) of their number to be Chairperson of the meeting.
- 34.2 The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- 34.3 Every question, matter or resolution shall be decided by a majority of votes of the voting members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 34.4 No Voting Delegate shall be entitled to vote at any Special General Meeting if their club's annual subscription is more than one (1) month in arrears at the date of the meeting.
- 34.5 Voting shall be by a show of hands or a division of voting members, unless not less than one-fifth of the voting members present demand a ballot, in which event there shall be a secret ballot.
- 34.6 The Chairperson shall appoint 2 voting members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 34.7 A Voting Delegate may vote in person or by proxy or by attorney and on a show of hands every person present shall have one (1) vote and in a secret ballot every voting member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote.

## 35. PROXIES

- 35.1 An instrument appointing a proxy must be in writing and be in the following or similar form—

### **GOLD COAST BASEBALL ASSOCIATION INC:**

*I, \_\_\_\_\_ of, \_\_\_\_\_ being  
a member of the association, appoint  
of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the \*annual / \*special / \*general meeting of the*

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*association, to be held on the                      day of                      20    and at any adjournment of the meeting.*

*Signed this                      day of                      20    .*

*Signature:*

35.2 The instrument appointing a proxy must—

- (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
- (b) if the appointor is a corporation—
  - i. be under seal (if the corporation's rules require a seal to be applied); or
  - ii. be signed by a properly authorised officer or attorney of the corporation.

35.3 A proxy may be a member of the association or another person.

35.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

35.5 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

35.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

35.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form -



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### **GOLD COAST BASEBALL ASSOCIATION INC:**

I, \_\_\_\_\_ of, \_\_\_\_\_ being  
a member of the association, appoint \_\_\_\_\_  
of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) general meeting of the association,  
to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the  
meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ .

Signature: \_\_\_\_\_

*This form is to be used \*in favour of / \*against [strike out whichever is not wanted] the  
following resolutions—*

*[List relevant resolutions]*

## **36. MINUTES OF GENERAL MEETINGS**

- 36.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting (including special and annual) are recorded in writing.
- 36.2 To ensure the accuracy of the minutes—
- (a) the minutes of each general / special general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- 36.3 If asked by a member of the association, the secretary must, within 28 days after the request is made—
- (a) make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- 36.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

## **37. COMPETITION SUB COMMITTEE MEETINGS**

- 37.1 Each club which is a member of the Association shall be represented at Competition Sub Committee Meetings and exercise its voting rights through one (1) Voting Delegate per committee meeting. Where any member club participates only in the senior or only in the junior competition, they shall only be entitled to appoint one Voting Delegate.

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- 37.2 Competition Sub Committee meetings are to be chaired by the relevant Operations Coordinator from the Management Committee who, unless they are also representing their Club as a voting delegate, are not entitled to vote.
- 37.3 If the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting. If that person is also a voting delegate that person is entitled to vote.
- 37.4 At any Competition Sub Committee Meeting the number of ordinary members required to constitute a quorum shall be more than 50%-of the ordinary members of the Association.
- 37.5 No business shall be transacted at any Competition Sub Committee Meeting unless a quorum of Voting Delegates is present at the time when the meeting proceeds to business.
- 37.6 For the purpose of this rule - "Voting Delegates" includes a person attending as a proxy or as representing a club which is a member.
- 37.7 If within half an hour from the time appointed for the commencement of a Competition Sub Committee Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or Association, shall lapse.
- 37.8 In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall form a quorum.
- 37.9 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.
- 37.10 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 37.11 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **38. BY-LAWS**

- 38.1 The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- 38.2 A by-law may be set aside by a vote of members at a general meeting of the association.

## **39. ALTERATION OF RULES**

- 39.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 39.2 However an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

## **40. COMMON SEAL**

- 40.1 The management committee must ensure the association has a common seal.
- 40.2 The common seal must be—
  - (a) kept securely by the management committee; and
  - (b) used only under the authority of the management committee.

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- 40.3 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—
- (a) the secretary; or
  - (b) another member of the management committee; or
  - (c) someone authorised by the management committee.

### **41. FUNDS AND ACCOUNTS**

- 41.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 41.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 41.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 41.4 A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 41.5 If a payment of \$100 or more is made by cheque or electronic funds transfer, the cheque or electronic funds transfer must be signed by any 2 of the following—
- (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- 41.6 However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 41.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 41.8 A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 41.9 All expenditure must be approved or ratified at a management committee meeting.

### **42. GENERAL FINANCIAL MATTERS**

- 42.1 On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 42.2 The auditor must examine the statements prepared under subrule 1, and present a report to the Secretary before the next annual general meeting.
- 42.3 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

### **43. DOCUMENTS**

- 43.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

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### 44. FINANCIAL YEAR

- 44.1 The end date of the Association's financial year is 30th June in each year.

### 45. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- 45.1 This rule applies if the association—
- (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- 45.2 The surplus assets must not be distributed among the members of the association.
- 45.3 The surplus assets must be given to another entity—
- (a) having objects similar to the association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 45.4 In this rule— **surplus assets** see section 92(3) of the Act.