

Constitution for East Torrens Baseball Club Incorporated.



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# CONSTITUTION OF EAST TORRENS BASEBALL CLUB

## 1. NAME

The name of the Club shall be the East Torrens Baseball Club Incorporated.

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In this Constitution unless the contrary intention appears;

“**Club**” shall mean the East Torrens Baseball Club

“**League**” shall mean the South Australian Baseball League Incorporated

“**Committee**” shall mean the Executive Committee of the East Torrens Baseball Club

“**Member**” shall mean any person registered as a member of the East Torrens Baseball Club and shall extend to include Committee Members, Life Members, Player Life Members, Honorary Members, Playing Members and Associate Members

“**Sport**” means the sport of baseball

“**The Act**” means the Associations Incorporation Act 1985 (SA)

### 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 of 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) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, or other means by which it can readily be read and reproduced.

### 2.3 The Act

- a) 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.

### **3. COLOURS AND EMBLEM**

- a) The colours of the club shall be any combination of Navy Blue, Red and White.
- b) The emblem of the club will be as per the cover of this constitution, including an E and a T offset in the font of Stahl Tiffany.
- c) The use of red hanging socks can also be used at the discretion of the committee as a substitute emblem.

### **4. OBJECTS OF THE CLUB**

The Objects of the Club are to:

- a) encourage, promote and improve the Sport;
- b) enter teams in competitions in the Sport;
- c) affiliate with the League;
- d) maintain and enhance the reputation of the Sport and the standards of play and behaviour of members;
- e) to apply for, hold and exercise the rights and privileges of any licences or permits that may be granted under the Licensing Act, 1997 of the State of South Australia or any Act amending the same or in substitution therefore, or any other kind of licence which licence may be granted under any such Act for the time being in force; and
- f) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

### **5. OPERATION**

The Constitution shall be binding on every member and all forms of membership as defined in the Bylaws of the Club.

### **6. POWERS OF THE CLUB**

For furthering the Objects, the Club has:

the specific rights, powers and privileges conferred on it by section 25 of the Act.

### **7. MEMBERSHIPS**

Memberships of the club shall be in accordance with the Bylaws.

### **8. LIFE MEMBERS**

Life members of the club shall be elected in accordance with the Bylaws.

## **9. SUBSCRIPTIONS AND FEES**

The Committee will;

- a) fix annual membership subscriptions and fees;
- b) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and
- c) determine the time for and manner of payment of the subscriptions, fees and levies by members to the Club.

Members shall;

- a) On admission to membership a Member must pay the current full year's subscription unless the Committee agrees to accept payment in instalments.

The Committee;

- a) May waive all or part of a member's subscriptions, fees or levies and may agree terms of payment for a member different from those applicable to other Members if the Committee is satisfied that there are special reasons to do so.

## **10. POWERS OF THE COMMITTEE**

### **10.1 General Powers of the Committee**

Subject to the Act, the Constitution and Bylaws, the administration of the Club will be managed by the Committee which may exercise the powers of the Club for that purpose.

The Committee must perform its functions in the pursuit of the Objects and in the interests of the Club as a whole, having regard to the Club's position in the structure of the Sport in South Australia and their role in supporting the sports reputation in the State.

### **10.2 Limitation**

The Committee may not cause the Club to disaffiliate from the League without an ordinary resolution of the members at a Special General Meeting.

## **11. REGULATIONS**

### **11.1 Committee to Formulate Regulations**

The Committee may make and amend rules, regulations, bylaws, policies or procedures (Regulations) for the proper advancement, management and administration of the Club, the advancement of the objects of the Club and the Sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing;

1. the conduct of the club;

2. the conduct of meetings;
3. the resolution of disputes;
4. discipline of members for breaches of this Constitution or the Regulations; and
5. any other matter in respect of which this Constitution or Bylaws authorise the Committee to make Regulations or which the Committee considers is necessary or appropriate for the good governance of the Club and its affairs.

The regulations must be consistent with the Constitution, the League Constitution and any regulations made by the League.

### **11.2 Regulations Binding**

All regulations are binding on the Club and all its members.

### **11.3 Publication of Regulations**

Regulations and any amendments, alterations or other changes to or interpretations of the regulations may be communicated to members by a notice on the Club's website or in/on any other publication which is published by or on behalf of the Club and which is circulated by the Club to the members.

## **12. DELEGATIONS**

The Committee may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Committee that are specified in the instrument of delegation, other than;

- a) this power of delegation; and
- b) a function that is a function imposed on the Committee by the Act, by any other law, or by resolution of the Club in a General Meeting.

## **13. RECORDS AND ACCOUNTS**

The Club must comply with its obligations under the Act in respect of accounts, records and minutes.

## **14. FINANCE**

The financial affairs of the Club shall be in accordance with the Bylaws.

## **15. ANNUAL GENERAL MEETING**

An Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.

All General Meetings other than the Annual General Meeting will be Special General Meetings.

## **16. SPECIAL GENERAL MEETINGS**

### **16.1 Special General Meetings may be held**

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.

### **16.2 Requisition of Special General Meetings**

- a) On the requisition in writing of not less than ten per cent (10%) of the total number of members, the Committee must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- b) Every requisition for a Special General Meeting must be signed by requisitioning members, state the purpose of the meeting and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the members making the requisitions.
- c) If the Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- d) A Special General Meeting convened by members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the members making the requisition are supplied free of charge with particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

## **17. ATTENDANCE AND VOTING AT GENERAL MEETINGS**

Each member is entitled to attend and vote at General Meetings excluding

1. playing members who are unfinancial at the time of the meeting; or
2. those under the age of sixteen (16) at the time of the meeting.

## **18. NOTICE OF GENERAL MEETINGS**

Notice of every General Meeting must be given to every member by the means authorised in Clause 24.

A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.

At least twenty-one (21) days' notice of a General Meeting must be given to those members entitled to receive notice, together with:

1. the agenda for the meeting;
2. time and place where the General Meeting will take place;
3. any notice of motion received from members entitled to vote.

## **19. BUSINESS**

The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and the election of Committee Members. All other business that is transacted is special business.

## **20. PROCEEDINGS AT GENERAL MEETINGS**

### **20.1 Quorum**

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.

A quorum for General Meetings is twelve (12) members.

### **20.2 Chairperson to preside**

The chairperson of the Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:

- a) in relation to any election for which the chairperson of the Committee is a nominee;
- b) where the chairperson of the Committee has a conflict of interest.

If the chairperson of the Committee is not present or is unwilling or unable to preside, the members present must appoint another Committee Member to preside as chair for that meeting only.

### **20.3 Adjournment of meeting**

If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines.

- a) if the meeting was convened on the requisition of Members under clause 16.2, the meeting will lapse; and



The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

Except as provided in clause 20.3, it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

#### **20.4 Voting Procedure**

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

1. the chairperson; or
2. not less than 3 members.

#### **20.5 Recording of Determinations**

A declaration by the chairperson 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 minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

### **21. VOTING AT GENERAL MEETINGS**

#### **21.1 Members entitled to vote**

Each Member is entitled to one (1) vote at General Meetings.

#### **21.2 Chairperson may not exercise casting vote**

The chairperson of a General Meeting does not have a casting vote.

### **22. DISSOLUTION**

A decision to dissolve the Club can only be made at a Special General Meeting called specifically for that purpose and the motion must be passed by at least three quarters of those present and entitled to vote. In the event of dissolution the Club and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the members but must be distributed to another organisation or organisations which has objects similar to

the objects and a constitution which prohibits the distribution of income and property to members.

The organisation or organisations to whom the distribution is to be made under clause 22 may be determined by the members in a General Meeting at or before the time of dissolution and in default a determination by the members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

## **23. CONSTITUTION**

### **23.1 Alteration of Constitution**

This Constitution may be repealed or altered, or a new provision may be added by Special Resolution passed at a duly convened Special General Meeting.

If, in the opinion of the Committee, it is necessary to amend this Constitution:

- a) to achieve or maintain affiliation of the Club with the League;
- b) to comply with the League constitution and regulations; or
- c) to achieve or maintain a particular tax status,

the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

## **24. NOTICE**

Any notice required or authorised by this Constitution or Bylaws to be given to a member may be served on the member personally or by sending it through the post in a prepaid envelope addressed to the member at the member's last known place of residence or by email or other electronic means or by its insertion on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to its members.

Any notice required or authorised by this Constitution to be given to the Club may be served by delivering it personally to the Club at its registered address or by sending it through the post in a prepaid envelope addressed to the Club at the registered post office or by email to the registered email for the secretary of the Club.

A notice served by post will be taken to have been received by the member on the third working day after it was posted.

A notice served by email or other electronic means will be taken to have been received by the member two hours after it was sent.

## 25. INDEMNITY

Every member of any Committee or other servant of the Club shall be indemnified out of the funds of the Club against all costs, damages, charges and expenses which such persons may incur or become liable to by reason of any act or thing done to them in the discharge or in the purported or intended discharge of their duties.

## 26. TRANSITIONAL PROVISIONS

All rules, bylaws, policies and regulations of the Club in force at the date of the approval of this Constitution are to be deemed regulations and continue to apply unless they are inconsistent with or have been replaced by this Constitution.

Once approved this constitution will replace all other constitutions and their contents.

## 27. VERSION CONTROL

| Date       | Clauses amended     | Description of change                       | General Meeting Date |
|------------|---------------------|---|----------------------|
| 12.06.2019 | All clauses amended | Full rewrite of the 2004 ETPBC Constitution | 12.06.2019           |
|            |                     |   |                      |