

WILLETTON BASEBALL CLUB INC.

CONSTITUTION

As amended and adopted at the Annual General Meeting 27th April 2016.

NAME:

1. The name of the Club shall be Willetton Baseball Club Inc, hereinafter called "The Club".
2. The colours of the Club shall be green, white and gold. The Club's colours shall be worn by all representative teams.

OBJECTS:

3. The objects of the Club shall be:
 - (a) To promote and develop the sports of Baseball, Tee ball, and Softball;
 - (b) To promote and develop good sportsmanship amongst all Members of the Club;
 - (c) To obtain sponsorship to assist with the conduct and promotion of these sports from persons and organisations considered suitable;
 - (d) To do all such other things as are conducive or incidental to the attainment of the above objects, or any of them.
4. The Club may affiliate with the Tee-Ball Association of Western Australia, Baseball WA and the South East Metropolitan Softball Association and any other organization that from time to time may be deemed beneficial or necessary by the Committee.
5. The income and assets of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by the way of profit to the Members of the Club. Provided that nothing herein shall prevent the payment of good faith remuneration to any servant of the club or to any Member thereof in return for any service actually rendered to the club.

DEFINITIONS AND INTERPRETATIONS:

6. In the interpretation of this Constitution the following words and expressions shall have the following meanings unless such meanings are excluded by the subject or context.
 - "Adult" means a person who has attained the age of eighteen (18) years.
 - "Club" means the Willetton Baseball Club Inc.
 - "Club Fixture" means and includes intra-club matches, inter-club matches and practice matches in which a team made up of Playing Members of the Club participates.
 - "Committee" means the Committee for the time being of the Club.
 - "Constitution" means this Constitution as amended from time to time.
 - "Executive Committee" means the Executive Committee for the time being of the Club.
 - "General Meeting" includes Annual General Meeting and Special General Meeting.

“In writing” or “written” means and includes printing or other means of representing words in visible form.

“Member” means a member for the time being of the Club pursuant to this Constitution.

“Parent” shall include any person acting in the place of a parent.

“Voting Member” means a playing member who is an adult, or a parent representing a playing member who is not an adult, or a life member of the Willetton Baseball Club, or an Honorary member.

The masculine gender shall include the feminine gender.

Words importing the singular number shall include the plural number and words importing the plural number shall include the singular number where the context permits.

When a given number of day’s notice is required to be given the day upon which notice is given and the day upon which the event or meeting takes place shall not be counted in such number of days.

When notice in writing is required to be given to each Voting Member of the Club a newsletter or similarly described publication distributed to Members in attendance at scheduled Club Fixtures shall be considered sufficient notice.

MEMBERSHIP:

7. Membership shall be for a period of twelve (12) months commencing on the first (1st) day of September in each year and ceasing on the thirty-first (31st) day of August in the following year.

8. (a) There shall be four (4) classes of membership. Namely:

1. Playing Member;
2. Voting Member;
3. Life Member; and
4. Honorary Member.

(b) Any person who wishes to become a Playing Member of the Club shall complete a registration form as prescribed by the Committee and a defined annual, half yearly, quarterly or monthly subscription fee shall be payable in advance by the 1st playing date of the season, such person shall become a Playing Member of the Club.

(c) A Playing Member who is an adult shall also be a voting Member of the Club. A Playing Member who is not an adult shall be represented by his parents who shall be a Voting Member of the Club.

(d) All applications shall be posted on the noticeboard of the club for a period of not less than seven days before election, provided also that an interval of not less than two weeks shall elapse between nomination and election.

- (e) The maximum number of guests per member per day for the purposes of section 48(4)(b) of the Act is five (5).
- (f) The club shall keep an up to date register of members in respect of each class or membership. The register must be continually available for inspection at the club premises.

9. Each Playing Member of the Club other than those Members admitted pursuant to Sub-Clause

(a) (i) of clause 10 shall pay an annual subscription. The amount of the annual subscription shall be set by the Committee.

10. (a) The Committee may elect as an Honorary Member of the Club any person who:

- i) wishes to become a Playing Member of the Club but in the opinion of the Executive Committee cannot afford to do so; or
- (ii) is an adult who would otherwise not be a Voting Member of the Club, and who wishes to assist in the administration of the Club.

(b) Such persons elected pursuant to sub-clause (a)(i) of this Clause shall have all the rights and obligations of a Playing Member of the Club.

(c) Such persons elected pursuant to Sub-Clause (a)(i) of this clause shall have all the rights and obligations of a Voting Member of the Club.

11. (a) A nomination for Life Member is to be submitted to the Executive Committee and 80% of the committee present agree to the nomination, then Life Membership will be bestowed at the Annual General Meeting or Annual Wind-up.

Life Members will be presented with a plaque upon confirmation of life membership. They will thereafter be accorded full voting rights at the Club's Annual General Meeting (each year). Financial benefits to Life Members in any one year will only be provided when that life member is actively involved with the association during the current or last playing year. The approval and nature of financial benefits will be at the discretion of the committee.

To become eligible for Life Membership a member shall:

(a) have provided exemplary service to the club for a period of ten (10) years which at least five (5) years must have been served on the Executive Committee. That service should be more than the duties expected of the role performed by the nominee.

OR

(b) have given outstanding service to the Club, other than on the Executive Committee for a period of at least fifteen (15) years.

The nomination must be submitted to the Executive Committee and should clearly demonstrate the nature of the service provided to the association by

the person being nominated, should include the length of time that service was provided and should outline the benefits obtained by the association because of that service.

(b) Such persons elected pursuant to Sub-Clause (a) of this Clause shall have all the rights and obligations of a Voting Member of the Club.

(c) A maximum of two (2) new Life Members may be elected in any one year.

12. (a) The Executive Committee may suspend (for any period not exceeding six (6) months as the Executive Committee shall decide) or expel any Member of the Club for any breach or infringement of the rules of the Club or (oral misconduct or dereliction of duty or for any misapplication of the funds of the Club, or for any non-compliance with or disobedience of any order contained in any resolution of the Committee or for conduct in its opinion unworthy of a Member.

(b) Before any Member is suspended, expelled or otherwise punished the Executive Committee shall enquire into his conduct and the Member or his representative shall be given reasonable opportunity to defend, justify and explain such conduct. The Member shall be given four (4) days notice in writing of the time and place at which such inquiry will be conducted.

(c) Should the Member or his representative fail to appear at any inquiry conducted pursuant to sub-Clause (b) of this Clause, the Executive Committee may proceed in that Members absence to conduct said Inquiry and to make its findings as herein empowered.

13. (a) The Voting Members of the Club may invite persons to become Patrons of the Club. Such persons shall be invited only after a resolution to that effect is adopted by a majority of Voting Members present at the Annual General Meeting of the Club.

(b) These persons who accept the invitation made pursuant to Sub-Clause (a) of this Clause shall be Patron of the Club until the next following Annual General Meeting of the Club.

GENERAL MEETINGS:

14. The Voting Members of the Club shall have the power in a General Meeting of the Club to:

- (a) decide any question which may arise affecting the Club; and
- (b) generally control and manage the affairs of the Club.

15. (a) The Annual General Meeting of the Club shall be held during the months of March or April in each year and at such time and place as determined by the Committee.

The meeting shall deal with:

- (1) the Annual Report;
- (2) the Annual Statement of Income and Expenditure and the Balance Sheet;

- (3) the appointment of two (2) Returning Officers who shall not be members of the committee or nominees for election to the Committee;
- (4) the election of the members of the committee;
- (5) the invitation of Patrons;
- (6) the appointment of Auditor;
- (7) Notices of Motion; and
- (8) General Business.

(b) Notice of the Annual General Meeting of the Club shall be given, in writing at least (14) days before the date of the meeting, and shall state the time and place of the meeting. Accidental omission to give notice to any Voting Member shall not invalidate the meeting.

16. (a) The Secretary shall, upon the request of the Chairperson or any two members of the Committee or upon requisition signed by at least (20) of the Voting Members of the Club, summons a Special General Meeting of the Club. The meeting shall be held within thirty (30) days of the receipt by the Secretary of such request.

(b) Notice of Special General Meeting of the Club shall be given in Writing to all Voting Members of the Club at least fourteen (14) days before the date of the meeting. Such notice shall advise the reason for the meeting and shall state the time and place of the meeting. Accidental omission to give notice to any Voting Member shall not invalidate the meeting.

17. At any General Meeting of the Club twenty (20) Voting Members of the Club shall form a quorum. If no quorum is present within fifteen (15) minutes from the time set down for the meeting the meeting shall be adjourned for seven (7) days and if at such adjourned meeting no quorum is again present those present shall be deemed to be a quorum for the purpose of the business to be discussed.

18. (a) Only Voting Members of the Club present in person shall be eligible to vote at a General Meeting of the Club.

(b) The adopting or otherwise of a resolution at any General Meeting of the Club shall be decided by show of hands except whereupon a resolution adopted by one-third of the Voting Members present it is decided to submit the aforementioned resolution to secret ballot.

COMMITTEE

19. (a) The business and affairs of the Club shall, subject to the provisions of this Constitution, be under the control and management of a Committee of Management, herein called "the Committee".

(b) The Committee shall consist of the Chairperson, President Teeball, President Softball, President Baseball, Secretary, Treasurer, Registrar, Vice President Teeball, Vice President Softball, Vice President Junior Baseball, Vice President Senior Baseball, Equipment Officer, Player Development Officer, Grounds Officer, herein called "the members of the Committee".

(c) Only Voting Members of the Club shall be eligible to be Members of the Committee.

(d) Only Members of the Committee present in person shall be eligible to vote at a meeting of the Committee.

(e) A member of the Committee shall vacate his office if he ceases to be a Voting Member of the Club or resigns his office by notice in writing to the Committee. Such office shall become vacant from the conclusion of the next Committee meeting, which shall consider the cessation of membership or acceptance of resignation.

(f) The Committee may declare vacant the office of any member of the Committee who is absent without leave from three (3) consecutive meetings of the Committee.

(g) The retiring Chairperson shall, between the conclusion of his term as Chairperson and the conclusion of the next following Annual General Meeting of the Club, be known as the Immediate Past Chairperson of the Club and shall, unless then a member of the Committee, be ex officio a member of the Committee.

20. (a) Should the Chairperson die, resign or be removed from office the Chairperson's office shall be filled by another member of the Committee appointed by the remaining members thereof, and the member so appointed shall hold office as Chairperson for the remainder of the term which his predecessor was appointed.

(b) Should any other member of the Committee die, resign, be removed from office or be appointed Chairperson pursuant to this Clause, that member's place on the Committee shall be filled by a Voting Member of the Club appointed by the remaining members of the Committee and such Member so appointed shall hold office for the remainder of the term for which his predecessor was appointed.

21. The Committee shall, subject to the control by Members as shown in the minutes of a General Meeting, have the following powers and perform the following duties:

(a) To control and manage the business and affairs of the Club and to transact any business that requires attention;

(b) To do all such acts and things and exercise all powers of the Club, which it considers necessary or expedient for the proper conduct of the business of the Club;

(c) To submit for resolution by the Voting Members at a General Meeting of the Club any matter which the Committee may deem proper and of sufficient importance to be thus submitted or which it may be required in this Constitution to so submit;

- (d) To appoint Members to and to authorise the powers of any Sub-Committee deemed necessary from time to time;
 - (e) To cause to be made an audit of the accounting records of the Club at any time;
 - (f) To submit an Annual Report to the Annual General Meeting of the Club.
22. (a) The Secretary shall summon members of the Committee to meet at such time and place as:
- (i) The Chairperson and Secretary; or
 - (ii) One member of the Executive Committee and two (2) other members of the Committee shall decide.
- (b) Notice of a meeting of the Committee shall be given in writing to all members of the Committee at least three (3) days before the date of such meeting.
23. At any meeting of the Committee 70% of the Committee shall form a quorum. If no quorum is present within fifteen (15) minutes from the time set down for the meeting, such meeting shall be adjourned for seven (7) days and if at such adjourned meeting no quorum is again present those present shall be deemed to be a quorum for the purpose of the business to be discussed.

EXECUTIVE COMMITTEE.

24. The Executive Committee of the Club shall consist of the Chairperson, President Teeball, Vice President Teeball, President Softball, Vice President Softball, President Baseball, Vice President Baseball (junior and senior), Secretary, Treasurer, Registrar, and the Immediate Past Chairperson if he is ex-officio a member of the committee.
25. (a) Should any urgent or confidential matter arise the Executive Committee shall have the power to deal with such matters. Any such matters unable to be resolved by the Executive Committee shall be dealt with at a meeting of the Committee.
- (b) At any meeting of the Executive Committee four (4) members of the Executive Committee shall form a quorum.
- (c) All resolutions made by a meeting of the Executive Committee shall be recorded in the Club minute book.
- (d) Any member of the Executive Committee may attend and vote at any meetings of any authorised Sub-Committee.
- (e) The executive committee shall have the power to make, alter and rescind any by-laws that it considers necessary for the effective administration of the

association, provided that no by-law may be inconsistent with the constitution of the club.

POWER AND DUTIES OF OFFICE BEARERS:

26. The Chairperson shall:

(a) Act as Chairman of any meeting of the Club. The Committee, the Executive Committee and any authorised Sub-Committee at which he is in attendance;

(b) Represent the Club as required; and

(c) Be an authorised signatory of the Club's banking accounts.

27. A President shall:-

(a) In the absence of the Chairperson from any meeting act as Chairman of such meetings; and

(b) Be an authorised signatory of the Club's banking accounts.

28. In the absence of the Chairperson and Presidents from any meeting some other member of the Committee shall be chosen to act as chairman of such meeting.

29. The Chairman of any meeting of the Club, the Committee, the Executive Committee or any authorised sub-Committee shall:

a) Ensure that such meeting is run in accordance with the accepted rules of debate and meeting procedure; and

(b) Have a casting vote in addition to his deliberative vote.

30. The Secretary shall:

(a) Convene all meetings of the Club and the Committee;

(b) Give due notice, as provided for in this Constitution for the calling of all meetings of the Club and the Committee;

(c) Attend all meetings of the Club and the Committee;

(d) Keep a true record of the proceedings of all meetings of the Club and the Committee in the Club minute book;

(e) Attend to, keep and answer all Correspondence and submit it to Committee meetings;

(f) Perform such other duties as may be assigned by a meeting of the Club and any duties necessary to give effect to this Constitution; and

(g) Be an authorised signatory of the Club's banking accounts.

31. The Treasurer shall:

- (a) Keep in appropriate accounting records a correct record of all monies received and expended by the Club together with the date of receipt and expenditure;
- (b) Have charge of the Club accounting records and produce there for inspection at all reasonable times when requested by the Chairperson, Committee or Auditor;
- (c) Examine and present all accounts to be authorised for payment by the Committee and make all authorised payments from the funds of the Club;
- (d) Issue and receive proper receipts for all monies paid to and by the Club;
- (e) Submit the accounting records, accounts and receipts annually or more often as required or directed by the Committee to the Auditor;
- (f) If required, assist the Auditor when he is auditing the accounting records of the Club;
- (g) Prepare an annual Statement of Income and Expenditure and a balance Sheet for submission to the Annual General Meeting of the Club; and
- (h) Be an authorised signatory of the Club's banking accounts.

32. The Registrar shall:

- (a) Keep a complete and accurate personal record of each Playing Member, including the Members surname, given names, home address, date of birth and any other information as may be deemed necessary; and
- (b) Ensure that each person taking part in a Club Fixture is a Playing Member of the Club.

ELECTION OF COMMITTEE

33. (a) Only Voting Members of the Club shall be eligible to be Members of the Committee and to vote at elections for members of the Committee. One parent per family is eligible to vote.
- (b) Members of the retiring Committee shall hold office until the 31st March of that year at which time the newly elected Committee takes its place.
- (c) Nomination for election as a member of the Committee shall be proposed by a Voting Member of the Club.
- (d) Nominations must be in writing signed by the proposer and having the consent of the person nominated endorsed thereon, and be received by the Committee by the close of its official Committee Meeting held immediately prior to the Annual General Meeting.
Nominations for positions where no nomination was received and accepted prior to the Annual General Meeting shall be accepted verbally from the Voting

Members present at the Annual General Meeting, provided that each person nominating is in attendance and consents to such nomination.

(e) Verbal nominations shall not be accepted where an eligible nomination has been received in writing in accordance with 33(d) above.

(f) Should insufficient nominations be received for the number of vacancies those persons nominated and eligible shall be deemed elected from the conclusion of the Annual General Meeting. The Committee may then appoint a Voting Member to fill each position still remaining vacant.

(g) Should nominations equal the number of vacancies those persons nominated and eligible shall be deemed elected from the conclusion of the Annual General Meeting.

(h) Should nominations for any office be received in excess of the vacancies a secret ballot shall be taken, at the Annual General Meeting. Paper shall be given to each Voting Member present at the Annual General Meeting. The Voting Member shall write the name of their selected candidate on the paper. The Returning Officers shall distribute and collect the paper, count the votes and announce the result of the ballot. Those persons elected from the 31st March of that years.

FINANCE:

34. The Financial Year of the Club shall commence on the first (1st) day of April in each year and cease on the thirty-first (31st) day of March in the following year.

35. (a) All monies received by the Club shall be deposited forthwith into the Clubs banking accounts to the credit of the Club.

(b) The funds of the Club shall not be paid, lent or otherwise appropriated for any purpose except in accordance with this Constitution and a resolution of the Committee the Executive Committee or a General Meeting of the Club.

(c) All withdrawals from the Clubs banking accounts shall be ratified by the committee prior to the withdrawal or payment taking place, pursuant to this Constitution.

36. An Annual Statement of Income and Expenditure and a Balance Sheet shall be prepared and submitted to the Annual General Meeting of the Club. The Annual Statement of Income and Expenditure shall show all items of income and expenditure and the Balance Sheet shall show all assets and liabilities of the Club.

37. (a) A person who shall not be a member of the Committee shall be appointed at the Annual General Meeting of the Club to audit the accounting records of the Club at least once each Financial Year and At other times when instructed by the Committee.

(b) The Auditor shall examine and audit the accounting records of the Club and shall have the power to call for all accounts, receipts, minutes book, registers and any other records relating to the affairs of the Club, and shall report thereon to the next Annual General Meeting of the Club or at any time as instructed by the Committee.

COMMON SEAL:

38. The Common Seal of the Club shall be kept in the custody of the Club and shall be affixed to any document only pursuant to a resolution of the Committee or of a General Meeting of the Club and each affixation shall be recorded in a register kept for that purpose.

REPEAL OF AND ALTERATIONS AND ADDITIONS TO THIS CONSTITUTION:

39. This Constitution may be repealed, altered or added to only after resolution to that effect is adopted by 75% of Voting Members present at a General Meeting of the Club. Any intention to move such resolution must be advised with the notice of the meeting.

As soon as is practicable after the making of any proposal for a change to the Constitution or Rules of the Club, the Secretary shall provide to the Director of Liquor Licensing, certified particulars of the change proposed. No effect will be given to the change without the prior approval of the Director.

DISSOLUTION:

40. The Club shall be dissolved if a resolution to that effect is adopted by a three-fourths majority of the Voting Members present at a Special General Meeting called for the purpose. If upon dissolution of the Club there remains after the satisfaction of all its liabilities and debts, any assets whatsoever, the same shall not be paid to or distributed among the Members of the Club but shall be given or transferred to an incorporated association or institution or institutions having objects similar wholly or in part to the objects of the Club and which shall prohibit the distribution of its or their income and assets among its or their members or to some charitable objects which association institution object shall be determined by the Voting Members of the Club at or before the time of dissolution or winding up, or in default thereof or if and insofar as effect cannot be given to such determination then such payment or distribution shall be determined by a Judge of the Supreme Court of Western Australia.

END