



# **BASEBALL**

## QUEENSLAND

# **CONSTITUTION**

**Baseball Queensland Inc**

[www.baseballqld.com.au](http://www.baseballqld.com.au)

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# Constitution

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## 1 GENERAL

### 1.1 NAME

The name of the Incorporated Association shall be "Baseball Queensland Inc." (in this Constitution to be called "Baseball Queensland").

### 1.2 INTERPRETATIONS

- 1.2.1 **Act** - means the Associations Incorporation Act 1981.
- 1.2.2 **Affiliate** – means an Affiliated Club or Other Affiliate.
- 1.2.3 **Association** - throughout this constitution the word "Association" shall mean Baseball Queensland Inc.
- 1.2.4 **Board of Management** – means all of the people who hold elected or appointed positions under clause 3.1.1.
- 1.2.5 **Club** – means an affiliated club
- 1.2.6 **Director** – means a person elected or appointed to the Board of Management.
- 1.2.7 **General meeting** – includes as required Special General Meetings and Annual General Meetings.
- 1.2.8 **Members** - constituting the Association shall be: Ordinary Members, Honorary Members and Honorary Life Members.
- 1.2.9 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.

### 1.3 OBJECTS

- 1.3.1 The Association is the peak body for the administration of the sport of baseball in Queensland. The objects for which the Association is established and maintained are to control, promote, encourage, support and improve the sport of baseball in Queensland, and (including but not limited to):
- a) act in good faith and with loyalty to ensure the maintenance and enhancement of the Association and the sport of baseball, its standards, quality and reputation for the collective and mutual benefit of the Ordinary Members and the sport of baseball;
  - b) operate with and promote, mutual trust and confidence between the Association and act on behalf of, in the interests of, and in conjunction with the Ordinary Members and the sport of baseball in pursuit of these objects;
  - c) affiliate and otherwise liaise with the Australian Baseball Federation ("ABF"), and any other such organisation in the pursuit of these objects;
  - d) represent the interests of its Ordinary Members and the Association in any appropriate forum at a local, state, national or international level;
  - e) give Baseball Queensland such powers as are necessary for the efficient and effective operation of the organisation and the management of the sport in Queensland;
  - f) foster the growth and development of baseball in Queensland, promote, encourage and enable mass participation, through or in association with the Ordinary Members or other entities or of itself;
  - g) promote the health and safety of players, coaches, umpires and officials registered with any Member or other recognised baseball organisation or other entity, through or in association with the Ordinary Members or other entities or of itself;
  - h) encourage players, coaches, umpires and officials registered with any Member or other recognised baseball organisation to realise their potential and athletic abilities by extending to them the opportunity of education and further participation, in the sport of baseball, through or in association with the Ordinary Members or other entities or of itself,

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- i) formulate or adopt and implement appropriate policies, including in relation to member protection, bullying, sexual harassment, equal opportunity, equity, drugs in sport, health, safety, infectious diseases, junior and senior programs, and such other matters as arise from time to time as issues to be addressed in the sport of baseball;
- j) formulate or adopt and implement appropriate strategies to create opportunities for players and other participants (eg coaches, umpires, scorers, administrators, etc) at all levels to reach their potential;
- k) formulate or adopt, implement, maintain, uphold and enforce appropriate rules and regulations regarding the administration, management, participation and development of the sport of baseball;
- l) promote the economic and sporting success, strength and stability of the Association and each Member and to act interdependently with each Member in pursuit of these objects;
- m) strive for governmental, commercial and public recognition of the Association, the Ordinary Members and the sport of baseball;
- n) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Association, the Ordinary Members and the sport of baseball;
- o) collect, distribute and publish information in connection with the sport of baseball and local, state, national and international baseball tournaments and competitions;
- p) promote and control tournaments, competitions and championships at all levels;
- q) use and protect the Intellectual Property of the Association;
- r) formulate or adopt and implement appropriate strategies to work with the Australian Baseball League ("ABL") and the local professional team, administration, players and support staff in pursuit of these objects;
- s) through or in association with the Ordinary Members or other entities or of itself, promote and encourage the development of grounds, playing facilities, clubrooms and other facilities relevant to the safety of participants and promotion of the sport of baseball;
- t) formulate or adopt and implement appropriate strategies to ensure that a high standard of the sport of baseball is maintained;
- u) formulate or adopt and implement appropriate strategies to develop a sense of sportsmanship and a high degree of proficiency in competitors in the sport of baseball;
- v) formulate or adopt and implement appropriate strategies to enable competitors to achieve a high level of physical and mental fitness through the teaching and practice of the sport of baseball;
- w) conduct or commission research and development for improvements in the sport of baseball and baseball equipment generally;
- x) promote, encourage and foster participation by Queensland based and representative teams in baseball games within Queensland, interstate and internationally and to arrange, control and regulate and if necessary finance visits of interstate and international baseball teams to Queensland as well as visits of Queensland baseball teams interstate and overseas;
- y) do all other such things that are conducive or incidental to the attainment of the abovementioned objects or any of them, ensuring always that Baseball Queensland's community responsibilities are achieved or exceeded.

### 1.4 POWERS

1.4.1 Baseball Queensland has the powers of an individual.

1.4.2 Baseball Queensland may, for example:

- a) enter into contracts; and
- b) acquire, hold, deal with and dispose of property; and

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- 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.

## 2 MEMBERS

### 2.1 CLASSES OF MEMBERS

The membership of Baseball Queensland shall consist of any of the following classes of members:

- a) *Ordinary Members* - shall be those incorporated associations whose Constitution's objects state that they will promote the sport of baseball within a region as defined by Baseball Queensland Inc. (Also referred to as Regional Bodies). No association shall be accepted for membership unless it makes itself and its members subject to the provisions of this Constitution and the authority of this association to impose penalties as outlined in this Constitution. The number of Ordinary Members shall be fixed to that number decided by the Board of Management from time to time.
- b) *Honorary Life Members* - The Annual General Meeting of Baseball Queensland may on recommendation of the Board of Management grant Honorary Life Membership to any person who has rendered significant service to Baseball Queensland and to the game of baseball, on a three-quarters majority of the Ordinary Members present and voting at a General Meeting. Honorary Life Members shall not pay any Association fees. Not more than one Honorary Life Membership shall be granted at any Annual General Meeting of Baseball Queensland. Honorary Life Members shall not have the right to vote. Those individuals holding this class of membership shall maintain that membership during their life. The number of Honorary Life Members shall be fixed to that number decided by the Board of Management from time to time.
- c) *Honorary Members* – His/Her Excellency the Governor of the Commonwealth, His/Her Excellency the Governor of the State of Queensland or any distinguished visitor or other person who has rendered important services to baseball, or any other important person, may be granted Honorary Membership by the Board of Management. Honorary Members shall not be eligible to vote at any general meeting of Baseball Queensland or to take part in the management or conduct of Baseball Queensland's affairs. The Board of Management may at any time revoke Honorary Membership of any person without assigning any reason. The number of Honorary Members shall be unlimited.

### 2.2 ADMISSION AND REJECTION OF MEMBERS

- 2.2.1 Baseball Queensland may accept into membership as an Ordinary Member only those associations that conduct business as a Regional Body and whose Constitution is approved by the Board of Management, as determined from time to time by the Board of Management and by the payment of such fees as the Board of Management determines.
- 2.2.2 The application for Ordinary 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 Board of Management from time to time prescribes.
- 2.2.3 At the next meeting of the Board of Management after the receipt of any application for Ordinary Membership together with the applicable fee for such membership, such application shall be considered by the Board of Management who shall thereupon determine upon the admission or rejection of the applicant.
- 2.2.4 It is a condition of being an Ordinary Member that a regional body shall not allow a person who is or who becomes a paid employee of Baseball Queensland Inc to remain or join the executive committee of the regional body.
- 2.2.5 Upon acceptance or rejection of an application for Ordinary Membership, the Chief Executive Officer shall forthwith give the applicant notice in writing of such acceptance or rejection.
- 2.2.6 The Board of Management shall suspend or declare unfinancial any Ordinary Member who has been declared unfinancial by the Australian Baseball Federation or by an affiliate of the Australian Baseball Federation. The Board of Management shall suspend or declare unfinancial any Ordinary Member who has a debt owing to Baseball Queensland, which has not been paid by its due date or has retained the property of Baseball Queensland.

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- 2.2.7 Any member of a regional body who is under suspension or unfinancial may not participate in or be represented in any activities of Baseball Queensland.
- 2.2.8 The declaration of unfinancial shall be revoked only upon payment of outstanding sums due or the returning of articles wrongly retained or upon notice from the Australian Baseball Federation or the relevant affiliated body that the unfinancial affiliate or person is no longer in default.
- 2.2.9 The Board of Management must ensure that, as soon as possible after the Regional Body applies to become a member of Baseball Queensland, and before the Board of Management considers the application, the applicant is advised whether or not Baseball Queensland has public liability insurance (and if it has public liability insurance, advised of the amount of the insurance).

### 2.3 AFFILIATION

- 2.3.1 Clubs and other incorporated bodies may affiliate with Baseball Queensland as follows:
- Affiliated Clubs** - shall be those incorporated associations who are accepted for affiliation by Baseball Queensland, after having first been accepted for membership with a regional body. Affiliated clubs shall not be eligible to vote at any general meeting of Baseball Queensland. The number of affiliated clubs shall be fixed to that number decided by the Board of Management from time to time.
  - Other Affiliates** - shall be any other incorporated organisation that is in some way related to the sport of baseball including but not limited to umpires, scorers and administrators. Other affiliates shall not be eligible to vote at any general meeting of Baseball Queensland. The number of other affiliated members shall be unlimited.
- 2.3.2 No Club or other incorporated body shall be affiliated unless the Constitution thereof makes its members subject to the provisions of Baseball Queensland's Constitution and the authority of this Association to impose penalties as outlined in this Constitution.

### 2.4 ADMISSION AND REJECTION OF AFFILIATES

- 2.4.1 The application for Affiliated Club or Other Affiliate status shall be made in writing and shall be in such form as the Board of Management from time to time prescribes.
- 2.4.2 At the next meeting of the Board of Management after the receipt of any application for Affiliated Club or Other Affiliate together with the applicable fee for such membership, such application shall be considered by the Board of Management who shall determine the admission or rejection of the applicant, provided that such applicant's Committee does not include a paid employee of Baseball Queensland Inc. or a Regional Body or the Club.
- 2.4.3 Any applicant who receives a majority of the votes of the members of the Board of Management present at the meeting at which such application is being considered shall be accepted as an Affiliated Club or Other Affiliate.
- 2.4.4 Upon acceptance or rejection of an application for Affiliated Club or Other Affiliate, the Chief Executive Officer shall forthwith give the applicant, and the applicant's region, notice in writing of such acceptance or rejection.
- 2.4.5 The Board of Management shall suspend or declare unfinancial any Affiliated Club or Other Affiliate who has been declared unfinancial by the Australian Baseball Federation or by an affiliate of the Australian Baseball Federation. The Board of Management shall suspend or declare unfinancial any Affiliated Club or Other Affiliate who has a debt owing to Baseball Queensland, which has not been paid by its due date or has retained the property of Baseball Queensland, or association's Ordinary Member (regional body) or association's Affiliated Club.
- 2.4.6 The declaration of unfinancial shall be revoked only upon payment of outstanding sums due or the returning of articles wrongly retained or upon notice from the Australian Baseball Federation or regional body or Affiliated Club that the unfinancial affiliate or person is no longer in default.

### 2.5 MEMBERSHIP AND AFFILIATION FEES

- 2.5.1 The membership fees for each class of membership shall be such sum and shall be payable at such time as the Board of Management shall from time to time determine.

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2.5.2 The affiliation fees for each class of affiliation shall be such sum and shall be payable at such time and in such manner as the Board of Management shall from time to time determine.

### **2.6 RESIGNATION AND TERMINATION OF MEMBERSHIP OR AFFILIATION**

2.6.1 An Ordinary Member or affiliate may resign from Baseball Queensland at any time by giving notice in writing to the Chief Executive Officer.

2.6.2 Such resignation shall take effect at the time such notice is received by the Chief Executive Officer unless a later date is specified in the notice when it shall take effect on that later date.

2.6.3 If an Ordinary Member or Affiliate:

- a) fails to comply with any of the provisions of these rules; or
- b) remains unfinancial for a period of two (2) months or more, or
- c) acts in a manner considered to be injurious or prejudicial to the character or interests of Baseball Queensland, or
- d) elects to office an employee of Baseball Queensland Inc;

the Board of Management shall consider whether the membership or affiliation shall be terminated.

2.6.4 The Ordinary Member or Affiliate concerned shall be given a full and fair opportunity to present their case and if the Board of Management resolves to terminate the membership it shall instruct the Chief Executive Officer to advise the member in writing accordingly.

### **2.7 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

2.7.1 An organisation whose application for membership or affiliation has been rejected or whose membership has been terminated may within 21 days of receiving written notification thereof, lodge with the Chief Executive Officer written notice of the organisation's intention to appeal against the decision of the Board of Management.

2.7.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership or affiliation the Chief Executive Officer shall convene, within 28 days of the date of receipt by the Chief Executive Officer of such notice, an Appeals Committee Meeting. The persons on the Appeals Committee shall be nominated by the Board of Management.

2.7.3 At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Board of Management shall likewise have the opportunity of presenting its case.

2.7.4 The appeal shall be determined by the majority of votes of the members of the Appeals Committee present and voting at such meeting.

2.7.5 Where the Applicant, whose application is rejected, does not appeal against the decision to the Board of Management or Chief Executive Officer within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Chief Executive Officer shall forthwith refund the amount of any fee paid.

### **2.8 REGISTER OF MEMBERS AND AFFILIATES**

2.8.1 The Board of Management shall cause a register to be kept in which shall be entered the names and addresses of all persons and associations admitted to membership and or affiliation of Baseball Queensland and the dates of their admission.

2.8.2 Particulars shall also be entered into the register of the termination or cessation of any membership or affiliation and any further particulars as the Board of Management may require from time to time.

2.8.3 The register shall be open for inspection at all reasonable times by any Ordinary Member who previously applies to the Chief Executive Officer for such inspection.

### **2.9 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

2.9.1 Any person, club, regional body or affiliate whatsoever must not—



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- 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.

2.9.2 Subrule 2.9.1 does not apply if the use or disclosure of the information is otherwise permitted by law and has been approved by the Board of Management.

### 2.10 REGIONAL BODY REPRESENTATIVES

2.10.1 Each Ordinary Member shall elect two persons, at least one of which must be a member of an Affiliated Club of the region to represent them as the regional body representative for two (2) years, provided that the person so elected is not a paid employee or a member of the Board of Management of Baseball Queensland Inc. Prior to being nominated, the intended nominee is to resign from all positions required under this Constitution.

2.10.2 The regional body representatives shall be entitled to attend and vote at all general meetings of Baseball Queensland.

## 3 BOARD OF MANAGEMENT

### 3.1 BOARD OF MANAGEMENT

3.1.1 The Board of Management shall consist of:

- The Commissioner elected by the members
- Six (6) additional Directors elected by the members

3.1.2 The Commissioner will be elected for three (3) years.

3.1.3 Directors elected by the members will be elected for three (3) years with two (2) positions to be available each year.

3.1.4 The Board of Management shall elect Directors from those elected by members to fill the following executive positions:

- Deputy Commissioner
- Finance Director

3.1.5 Once elected, Directors shall retain these positions until the completion of their current term as a Director or as the Board of Management determines from time to time.

3.1.6 The Board of Management shall be elected at the Annual General Meeting of Baseball Queensland and shall hold office until the election of officers is completed at the Annual General Meeting at the expiration of the term of the respective directors.

3.1.7 At all meetings of such the Board of Management, the majority of the votes of the Directors present shall carry any motion; voting shall be by show of hands unless a ballot is demanded by a majority of the members present.

3.1.8 Any reference to Baseball Queensland's Board of Management shall be acknowledged to refer to a Management Committee as defined under the provisions of the Act.

### 3.2 ROLE OF THE BOARD OF MANAGEMENT

3.2.1 The primary responsibilities of the Board of management include:

- a) trusteeship on behalf of its stakeholders to ensure the legal entity (Baseball Queensland) remains viable and effective in the present and for the future;
- b) determining the organisation's strategic direction, core values and ethical framework;

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- c) determining the organisation's key objectives and performance measures;
- d) development of appropriate policy as required.

3.2.2 The Board of Management shall be responsible for the management of Baseball Queensland. The Board of Management shall have the authority to delegate these powers to its own subcommittees or members of the Board of Management or Chief Executive Officer.

### 3.3 THE COMMISSIONER

3.3.1 The duties of the Commissioner shall be:

- to be the Chairperson for all General Meetings;
- to be the Chairperson for the Board of Management meetings;
- to act in concert with the Chief Executive Officer as a spokesperson for Baseball Queensland;
- to act as Baseball Queensland's representative at Australian Baseball Federation meetings.

3.3.2 The Deputy Commissioner will carry out these duties when the Commissioner is unavailable, unable or unwilling to act.

### 3.4 CHIEF EXECUTIVE OFFICER

3.4.1 The duties of the Chief Executive Officer shall be:

- to service the administration needs of both the Board of Management and Baseball Queensland;
- to act in concert with the Commissioner as a spokesperson for Baseball Queensland;
- to co-ordinate and supervise his or her support staff to best serve the needs of Baseball Queensland;
- to plan, develop, and oversee the implementation of programs and policies of Baseball Queensland
- to report directly to the Commissioner.
- to attend meetings of the Board of Management at the request of the Board of Management.

3.4.2 The Chief Executive Officer does not have a vote at any of the meetings of the Board of Management.

3.4.3 Should the position of Chief Executive Officer become vacant, the position shall be advertised and selection made by the Board of Management.

3.4.4 Any reference to the Chief Executive Officer shall be acknowledged to refer to a *Secretary* as defined under the provisions of the *Associations Incorporation Act 1981*.

### 3.5 ELECTION OF BOARD OF MANAGEMENT

3.5.1 The election of all members of Baseball Queensland's Board of Management shall take place in the following manner:

- a) any two regional body representatives who have not been declared unfinancial by virtue of this Constitution shall be at liberty to nominate any other eligible person to fill a vacant position on the Board of Management. Any existing Director whose term has ended or has been previously appointed by the Board of Management is entitled to be nominated for election.
- b) the nomination which shall be in the form appearing in Appendix A (or a form as near thereto as circumstances permit). The nomination shall be signed by the person being nominated and their proposer and seconder, and shall be lodged with the Chief Executive Officer at least twenty-one (21) days before the Annual General Meeting at which the elections shall take place.
- c) a list of the candidates' names (in alphabetical order) and their membership status, along with the proposer's and seconder's names and membership status shall be sent to all Ordinary Members and Life Members and shall be posted in a conspicuous place in the office or usual place of meeting of the Board of Management for at least seven (7) days immediately preceding the

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Annual General Meeting at which the elections will take place. If agreed by the Board of Management the list may also be published on the Association's website.

- d) separate balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each voting regional body representative present at the general meeting at which the election is to take place shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may not be taken from the floor of the meeting and a casual vacancy shall exist.
- f) those candidates who receive the highest number of votes shall be elected to the positions available. In the event of two or more candidates receiving the same number of votes for one or more positions, a supplementary ballot shall be conducted limited to such candidates receiving the same number of votes.
- g) a Director shall not hold a position on the executive of the management committee of an Affiliated Club or Other Affiliate and shall not be a member of a regional executive committee. In the event that at the time of election or appointment to the Board of Management the person holds one or more of those other positions, the person shall have one month from the date of the election or appointment to resign from those positions. In the event that the person does not resign from those positions within one month, then that person shall forthwith cease to be a Director and that position on the Board of Management shall be declared vacant and the rules which apply to a filling casual vacancies shall apply. For the purpose of this clause, the executive of the management committee of an Affiliated Club or Other Affiliate or regional body shall mean a person holding the position of President, Vice President, Treasurer or Secretary.

3.5.2 At least 50% of the persons elected to the Board of Management must be members of Clubs who are members of regional bodies (Ordinary Members).

3.5.3 The Board of Management must ensure that, before a candidate is elected as Director, the candidate is advised whether or not the association has public liability insurance (and if the association has public liability insurance, advised of the amount of the insurance).

### 3.6 ELECTION OF EXECUTIVE BOARD POSITIONS

3.6.1 The election of executive positions on Baseball Queensland's Board of Management shall take place at the Board of Management meeting immediately following the Annual General Meeting in the following manner:

- a) any two Directors shall be at liberty to nominate any other Director to fill a vacant executive position on the Board of Management. Any existing elected Board Member whose term has ended is entitled to be re-elected.
- b) separate balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Director present at the meeting shall be entitled to vote for any candidates for each position vacant;
- c) the candidate who receive the highest number of votes shall be elected to the position. In the event of two or more candidates receiving the same number of votes for one or more positions, a supplementary ballot shall be conducted limited to such candidates receiving the same number of votes.

### 3.7 RESIGNATION AND REMOVAL OF COMMISSIONER AND DIRECTORS

3.7.1 Any Director (including the Commissioner) may resign from their position at any time by giving notice in writing to the Chief Executive Officer but such resignation shall take effect at the time such notice is received by the Chief Executive Officer unless a later date is specified in the notice when it shall take effect on that later date.

3.7.2 Any Director may be removed from office on an Ordinary member's resolution at any general meeting provided that there is seventy five percent (75%) vote in favour of that resolution.

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3.7.3 At the next Board of Management meeting, following the non-attendance of any Board Member for two (2) consecutive meetings, the Board of Management shall consider the removal from office of the Director that has failed to attend meetings, in the absence of a satisfactory reason.

3.7.4 The Chief Executive Officer shall, within 7 days of the Board of Management meeting at which a Director's continuing status was resolved, advise the Director concerned of the Board of Management's decision.

### **3.8 CASUAL VACANCIES ON THE BOARD OF MANAGEMENT**

3.8.1 A casual vacancy on the Board of Management means a vacancy that happens when a Director resigns, dies or otherwise stops holding office.

3.8.2 If there is a casual vacancy on the Board of Management that vacancy shall be filled by the appointment of a new Director by the Board of Management on a simple majority.

3.8.3 The person filling the casual vacancy shall hold that position until the following AGM at which time the position will become vacant and they will become eligible to nominate for that position along with any other eligible person.

3.8.4 The election to fill that position shall be in accordance with the requirements of this constitution except that the person so elected shall hold office until the expiration of the term of the person who created the casual vacancy.

3.8.5 The continuing Directors may act despite a casual vacancy on the Board of Management.

3.8.6 However, if the number of Directors is less than the number fixed under rule 4.7.3 as a quorum of the Board of Management, the continuing Directors may act only to:

- a) increase the number of Directors to the number required for a quorum; or
- b) call a general meeting of the Association.

### **3.9 FUNCTIONS OF THE BOARD OF MANAGEMENT**

3.9.1 The Board of Management may exercise all the powers of Baseball Queensland:

- a) to borrow or raise or secure the payment of money in such manner as the members of Baseball Queensland may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by Baseball Queensland in any way; and
- b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of Baseball Queensland, and to provide and pay off any such securities; and
- c) to invest in such manner as the members of Baseball Queensland may from time to time determine.
- d) to act as an individual; and
- e) to act in accordance with the *Act*.

### **3.10 RESOLUTIONS SIGNED IN WRITING BY THE BOARD OF MANAGEMENT**

3.10.1 A resolution in writing signed by a majority of the Directors for the time being entitled to receive notice of a meeting of these bodies shall be as valid and effectual as if it had been passed at a meeting duly convened and held.

3.10.2 Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors.

### **3.11 SUBCOMMITTEES**

3.11.1 The Board of Management may delegate any of its powers to a subcommittee consisting of such persons as the Board thinks fit.

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- 3.11.2 Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Management.
- 3.11.3 A subcommittee may elect a chairperson of its meetings.
- 3.11.4 If no such chairperson is elected, or if at any meeting the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be the chairperson of the meeting.
- 3.11.5 A subcommittee may meet and adjourn as it thinks proper.
- 3.11.6 Questions arising at any meeting shall be determined by a majority of votes of the members present. The chairperson is not entitled to vote however, in the case of an equality of votes, the chairperson shall have the casting vote.
- 3.11.7 Any decision or determination of a sub-committee shall only have the authority of a recommendation to the Board of Management. The Board of Management must make the final decision or determination on the issue.

## 4 MEETINGS

### 4.1 MEETINGS OF THE BOARD OF MANAGEMENT

- 4.1.1 The Board of Management shall meet at least once every two (2) calendar months to exercise its functions and regulate its proceedings as it thinks fit.
- 4.1.2 Any questions arising at the Board of Management shall be decided by a simple majority. The Commissioner or chairperson shall not have a vote however in the case of equality of votes, the Commissioner or chairperson shall have the casting vote.
- 4.1.3 A Director shall not vote in respect of any contract or proposed contract with Baseball Queensland in which he or she is interested, or any matter arising thereout, and if he or she does so vote his or her vote shall not be counted.
- 4.1.4 Special meetings of the Board of Management shall be convened by the Chief Executive Officer upon the requisition of in writing signed by not less than the quorum, as stated in rule 4.7.3 of Directors and which requisition shall clearly state why such special meeting is being convened and the nature of the business to be transacted thereat.
- 4.1.5 No less than fourteen (14) days' notice shall be given by the Chief Executive Officer to Directors of any special meeting of the Board. Such notice shall clearly state the nature of the business to be discussed thereat.
- 4.1.6 The Commissioner shall preside as chairperson at every meeting of the Board of Management, or if at any meeting the Commissioner is not present within 10 minutes after the time appointed for holding the meeting, the Deputy Commissioner shall be the chairperson of the meeting.
- 4.1.7 If within half an hour from the time appointed for the commencement of the Board of Management meetings a quorum is not present, the meeting, if convened upon request, shall lapse.
- 4.1.8 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 Board of Management 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 meeting shall lapse.
- 4.1.9 A Director may take part and vote in a meeting of the Board of Management in person, by proxy or by using any technology that reasonably allows the member to hear and take part in discussions as they happen and such member is taken to be present at the meeting.
- 4.1.10 The Chief Executive Officer shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board of Management meeting to be recorded and to be open for inspection at all reasonable times by any financial member who previously applies to the Chief Executive Officer for that inspection.

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- 4.1.11 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board of Management meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Board of Management meeting verifying their accuracy.

### 4.2 NOTICE OF GENERAL MEETINGS

- 4.2.1 The Chief Executive Officer shall convene all general meetings of Baseball Queensland by giving not less than fourteen (14) days' notice of any such meeting to the members of Baseball Queensland.
- 4.2.2 The manner by which such notice shall be given shall be in accordance with the Act or as shall be determined by the Board of Management
- 4.2.3 Notice of a general meeting shall clearly state the nature of the business to be discussed.

### 4.3 CONDUCT OF GENERAL MEETINGS

- 4.3.1 Unless otherwise provided by these rules, at every general meeting of Baseball Queensland Inc –
- a) the Commissioner shall preside as chairperson, or if he or she is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act, then the Deputy Commissioner shall be the chairperson of the meeting; and
  - b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
  - c) every question, matter or resolution shall be decided by a simple majority. A Special Resolution shall require a three quarters majority; and
  - d) every member present and entitled to vote shall exercise one vote and in the case of equality of votes, the Chairperson shall have a casting vote; and
  - e) however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than one (1) month in arrears at the date of the meeting; and
  - f) voting shall be by show of hands or a division of voting members, unless not less than two (2) of the members present demand a ballot, in which event there shall be a secret ballot; and
  - g) The chairperson shall appoint two (2) members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot be declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
  - h) a regional body representative may vote in person or by proxy and on a show of hands every person present who is a voting member or other duly authorised representative shall have one (1) vote, provided that any person carrying a proxy vote carries no more than one (1) proxy vote; and
  - i) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointer or the appointer's attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and
  - j) a proxy may, but need not be, a member of Baseball Queensland; and
  - k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
  - l) where it is desired to afford members and opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the form appearing at the end of this document or a form as near thereto as circumstances permit; and
  - m) the instrument appointing a proxy shall be deposited with the Chief Executive Officer prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 4.3.2 The Chief Executive Officer shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every general meeting to be recorded and to be open for inspection at all reasonable times by any financial member who previously applies to the Chief Executive Officer for that inspection.

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- 4.3.3 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting verifying their accuracy.
- 4.3.4 However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting.
- 4.3.5 If asked by a member of the association, the Chief Executive Officer must within 28 days after the request is made make the record of meeting minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place and give the member copies of the minutes of the meeting.
- 4.3.6 A member or delegate 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 or delegate to hear and take part in discussions as they happen and such member or delegate is taken to be present at the meeting.

### 4.4 ANNUAL GENERAL MEETING

- 4.4.1 The annual general meeting shall be held within 3 months of the close of the financial year.
- 4.4.2 The business to be transacted at every annual general meeting shall include:
- a) record of attendance; and
  - b) confirmation of minutes from previous AGM; and
  - c) the Board of Management and Chief Executive Officer's report for the preceding financial year; and
  - d) the financial report of Baseball Queensland for the preceding financial year; and
  - e) the auditor's report upon the books and accounts for the preceding financial year; and
  - f) the election of members of the Board of Management should their term expire; and
  - g) the election of Baseball Queensland's Commissioner should that position become vacant; and
  - h) the appointment of an auditor; and
  - i) general business as required.

### 4.5 SPECIAL GENERAL MEETINGS

- 4.5.1 The Chief Executive Officer shall convene a special general meeting:
- a) when directed to do so by the Board of Management; or
  - b) on the requisition in writing signed by not less than three (3) Ordinary Members.
- 4.5.2 A requisition mentioned in sub-rule 4.5.1 shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

### 4.6 ACTS DONE AT ASSOCIATION'S GENERAL MEETINGS

- 4.6.1 All acts done by any general meeting of Baseball Queensland or the Board of Management or of a subcommittee or by any person acting as a member of these groups shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of these groups or person acting as aforesaid, or that the members of these groups or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the groups listed above.

### 4.7 QUORUMS AND ADJOURNED GENERAL MEETINGS

- 4.7.1 At any general meeting the number of members required to constitute a quorum shall be half the number of Ordinary Members plus one. One or two regional body representatives may represent a member.
- 4.7.2 No business shall be transacted at any general meeting unless a quorum, is present at the time when the meeting proceeds to business.

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- 4.7.3 At any Board of Management meeting, the number of Directors required to constitute a quorum shall be half the number of current Directors plus one.
- 4.7.4 No business shall be transacted at any Board of Management meeting unless a quorum, is present at the time when the meeting proceeds to business.
- 4.7.5 If within half an hour from the time appointed for the commencement of a general meeting a quorum of regional body representatives are not present, the meeting, if convened upon request of the Board of Management of Baseball Queensland, shall lapse.
- 4.7.6 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 Board of Management 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 be a quorum.
- 4.7.7 The Commissioner 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.
- 4.7.8 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.
- 4.7.9 Except as stated in 4.7.8 it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### 4.8 PROXIES

- 4.8.1 An instrument appointing a proxy must be in writing and be in a form similar to that shown in APPENDIX B.
- 4.8.2 The instrument appointing a proxy must —
- a) if the appointer is an individual — be signed by the appointer or the appointer's attorney properly authorised in writing; or
  - b) if the appointer 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.
- 4.8.3 A proxy may be a member of the association or another person.
- 4.8.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 4.8.5 Each instrument appointing a proxy must be given to the Chief Executive Officer before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 4.8.6 Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

## 5 DOCUMENTS

### 5.1 DOCUMENTS

- 5.1.1 The Board of Management shall provide for the safe custody of books, documents, instruments of title and securities of Baseball Queensland.

### 5.2 BY-LAWS

- 5.2.1 The Board of Management shall from time to time make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of Baseball Queensland.

### 5.3 COMMON SEAL

- 5.3.1 The Board of Management shall provide for a common seal and for its safe custody.



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- 5.3.2 The common seal shall only be used by the authority of the Board of Management and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Chief Executive Officer or by a second Director or by some other person appointed by the Board of Management for the purpose.

## 6 FINANCE

### 6.1 FUNDS AND ACCOUNTS

- 6.1.1 The funds of Baseball Queensland must be kept in the name of Baseball Queensland in a financial institution decided by the Board of Management.
- 6.1.2 Proper books and accounts shall be kept and maintained either in written or printed in the English language showing correctly the financial affairs of Baseball Queensland and the particulars usually shown in books of a like nature.
- 6.1.3 All moneys shall be deposited as soon as practicable after receipt thereof.
- 6.1.4 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash re-coupmets which may be open.
- 6.1.5 The Board of Management shall determine the amount of petty cash which shall be kept on the imprest system.
- 6.1.6 All expenditure shall be approved or ratified at a Board of Management meeting.
- 6.1.7 As soon as practical after the end of each financial year the Chief Executive Officer shall cause to be prepared a statement containing the particulars of:
- a) the income and expenditure for the financial year just ended; and
  - b) the assets and liabilities and of all mortgages, charges and securities affecting the property of Baseball Queensland at the close of that year.
- 6.1.8 All such statements shall be examined by the auditor who shall present a report upon which such audit to the Chief Executive Officer prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 6.1.9 The income and property of Baseball Queensland whencesoever derived shall be used and applied solely in the promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of Baseball Queensland provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by the member to Baseball Queensland or otherwise owing by Baseball Queensland to the member or of remuneration to any officers or servants of Baseball Queensland or to any member of Baseball Queensland or other person in return for any services actually rendered to Baseball Queensland provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by Baseball Queensland or reasonable and proper rent for premises demised or let to Baseball Queensland.
- 6.1.10 If asked by an Ordinary Member of the association, the Chief Executive Officer must within 28 days after the request is made make the association's financial documents available for inspection by the member at a mutually convenient time and place and give the member copies of the documents.

### 6.2 AUDITOR

- 6.2.1 The Auditor appointed at each Annual General Meeting shall be an auditor who prior to the meetings, has signed a consent to act as auditor and who shall have no conflict of interest in the role and shall not act as accountant or advisor for Baseball Queensland or accountant or advisor for any Director or any of the members.
- 6.2.2 The Auditor shall not provide any other accounting or other services to Baseball Queensland.

## Constitution

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- 6.2.3 All statements shall be examined by the Auditor who shall present a report on such audit to the Chief Executive Officer prior to the holding of the Annual General Meeting following the financial year in respect to such audit was made.

### 6.3 FINANCIAL YEAR

- 6.3.1 The financial year of Baseball Queensland shall close on 30 June in each year.

## 7 DISSOLUTION

### 7.1 DISTRIBUTION OF SURPLUS ASSETS

- 7.1.1 This rule applies if the association -
- a) is wound –up under part 10 of the Act; and
  - b) has surplus assets.
- 7.1.2 The surplus assets must not be distributed among the members of the association.
- 7.1.3 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.
- 7.1.4 In this rule – **surplus assets** see section 92(3) of the Act.

## 8 AMENDMENTS TO THE CONSTITUTION

### 8.1 ALTERATION OF RULES

- 8.1.1 Subject to the provisions of the Act, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting by the three-quarters majority resolution to do so.
- 8.1.2 However, an amendment, rescission or addition is valid only if it is registered by the Chief Executive of the Department administering the Act.



**CONSTITUTION OF BASEBALL QUEENSLAND INC.**

**APPENDIX A - NOMINATION FORM**

**DIRECTOR / COMMISSIONER**

(DELETE AS REQUIRED)

NAME (please print)

MEMBERSHIP STATUS (please print)

NOMINEE:

PROPOSER:

SECONDER:

A person is not eligible to be elected to the Board of Management if:

1. the person has been convicted -
  - a) on indictment; or
  - b) summarily and sentenced to imprisonment, other than in default of a fine; and the rehabilitation period, as defined in the Criminal Law (Rehabilitation of Offenders) Act 1986, in relation to the conviction has not expired; or
2. the person is an undischarged bankrupt under the Bankruptcy Act 1966 or the law of an external territory or another country; or
3. the person has executed a deed of arrangement under the Bankruptcy Act 1966, part X or a corresponding law of an external territory or another country and the terms of the deed have not been fully complied with; or
4. the person's creditors have accepted a composition under the Bankruptcy Act 1966, part X or a corresponding law of an external territory or another country and a final payment has not been made under the composition; or
5. the person is a patient within the meaning of the Mental Health Act 1974; or
6. the person is a paid employee of Baseball Queensland Inc.; or
7. the person has not, prior to being nominated, resigned from all positions required under the Baseball Queensland Inc constitution, unless the person is being nominated for a position already held by the person.

The nominee hereby accepts the nomination, and declares that to the best of his/her knowledge there is nothing contained within the constitution of Baseball Queensland Inc, or the Act that precludes the nominee from being either nominated or elected to the position described above.

Signed and dated by the nominee

The proposer and seconder hereby declare that to the best of his/her knowledge there is nothing contained within the constitution of Baseball Queensland Inc, or the Act that precludes the nominee from being either nominated or elected to the position described above, and that they are financial members of Baseball Queensland Inc. and are not precluded from proposing or seconding the nominee.

Signed and dated by the proposer

Signed and dated by the seconder



CONSTITUTION OF BASEBALL QUEENSLAND INC.

**APPENDIX B - PROXY FORM**

(Please print)

I, \_\_\_\_\_ of \_\_\_\_\_ being  
a member / regional body representative of Baseball Queensland Inc. hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_ or  
\_\_\_\_\_ of \_\_\_\_\_ as  
my proxy to vote for me on my behalf at the annual / special / general meeting of Baseball Queensland Inc., 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 the resolutions as listed below.

Unless otherwise instructed, the proxy may vote as the proxy think fit.

In accordance with the constitution of Baseball Queensland Inc. if a proxy is another affiliated member, then the proxy must be from the same region as the person appointing the proxy, unless approval from the Commissioner has been obtained.

Resolution	In favour of / against
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Proxy approved: \_\_\_\_\_

Commissioner