

Constitution

North Sydney Junior Baseball Association Inc.

10 June 2016

Amended on 8 April 2019

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**Associations Incorporations Act (1984) New South Wales Constitution of:
North Sydney Junior Baseball Association Inc.**

PART I - OBJECTS, POWERS AND INTERPRETATION

1 NAME OF THE ASSOCIATION

The name of the Association is North Sydney Junior Baseball Association Inc. ("NSJBA").

2 OBJECTS OF THE ASSOCIATION

NSJBA is established for the administration of the sport of Baseball in the District. The objects for which NSJBA is established and maintained are to:

- a) participate as an Affiliate Club of the Ryde Hawks Baseball League Incorporated (RHBL), Baseball NSW (BNSW) and Baseball Australia (BA) as a Baseball club through and by which the sport of Baseball can be conducted, encouraged, promoted, advanced and administered;
- b) provide for the conduct, encouragement, promotion and administration of Baseball within the District;
- c) ensure the maintenance and enhancement of NSJBA and Baseball, its standards, quality and reputation for the benefits of the Members and Baseball;
- d) at all times promote mutual trust and confidence between NSJBA, RHBL, BNSW, BA and other baseball leagues within the State of New South Wales and the Members in pursuit of these objects;
- e) at all times act on behalf of and in the interests of the Members and Baseball;
- f) use and protect the intellectual property of NSJBA and, where permitted to do so, the intellectual property of RHBL, BNSW and BA;
- g) apply the property and capacity of NSJBA towards the fulfilment and achievement of these objects;
- h) review and/or determine any matters relating to Baseball in the District, including disciplinary matters;
- i) pursue commercial arrangements, including sponsorship and marketing opportunities as are appropriate and to further the interests of Baseball in the District;
- j) adopt and implement the policies of RHBL, BNSW and BA including in relation to privacy, sexual harassment, equal opportunity, equity, drugs in sport, health, safety, infectious diseases, junior programs and such other matters as arise from time to time as issues to be addressed in Baseball in the District.
- k) represent the interests of its Members and of Baseball generally in any appropriate forum conducted by RHBL and BNSW in New South Wales.
- l) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in Baseball Competition and to award trophies and rewards to successful competitors and conduct Baseball Competitions within the District whether conducted by NSJBA or in which NSJBA participates;
- m) encourage and promote performance-enhancing drug free competitions;

- n) undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects including but not limited to complying with the Constitution, By-laws and Rules of RHBL, BNSW and BA in force from time to time.

3 POWERS OF NSJBA

Solely for furthering the objects set out above, NSJBA has in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under Section 124 of the Corporations Act 2001.

4 INTERPRETATION

4.1 Definitions

In this Constitution, unless the contrary intention appears, these words shall have the following meanings:

“Act” means the Associations Incorporation Act (1984) New South Wales or any other act under which NSJBA may be incorporated from time to time.

“BA” means the Baseball Australia, being the national peak body for the sport of Baseball in Australia.

“BA Constitution” means the Constitution of BA as amended from time to time and any By-laws of BA as amended from time to time.

“Baseball” means the sport of baseball played in accordance with the official Australian Baseball Rules and such other games of baseball including junior games played with modified rules including but not limited to ‘T-Ball’.

“Board” means the body consisting of the Directors.

“By-law” means any By-law, Regulation or Policy made by the Board under Rule 26.

“Director” means a member of the Board elected or appointed in accordance with this Constitution.

“District” means local government areas of North Sydney, Willoughby and Mosman in New South Wales or such other, suburb or area approved by the Board.

“Financial Year” means the year commencing 1st April and ending 31st March.

“General Meeting” means the Annual or any Special General Meeting of NSJBA.

“Intellectual Property” means all rights, all good wills subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to NSJBA or any event, competition or activity of or conducted, promoted or administered by NSJBA.

“Initial NSJBA Board” means the following individuals:

President - Les Tyrpenou of 4 Moonbria Avenue, Naremburn NSW 2065

Vice-President - Scott Bremner of 18 Johnsons Street, Lindfield 2070

Secretary - Larry White of 51 Slade Street, Naremburn NSW 2065

Treasurer - Thomas White of 51 Slade Street, Naremburn NSW 2065

Operations Manager - Sean Leonard of 5 Cambridge Street, Willoughby NSW 2068

“Member” is defined in Rule 6 of the document.

“Official” means a coach, manager or scorer who is or has been engaged in the activity of coaching, managing or scoring Baseball.

“RHBL” means the Ryde Hawks Baseball League Incorporated who manage the baseball league in which NSJBA teams participate.

“RHBL Constitution” means the Constitution of the RHBL as amended from time to time and any By-laws of RHBL as amended from time to time.

“RHBL Delegate” means the Member or Members appointed by the Board to represent NSJBA at meetings of RHBL in accordance with this Constitution and the Constitution of RHBL.

“BNSW” means the Baseball New South Wales being the peak body for the sport of Baseball in NSW.

“BNSW Constitution” means the Constitution of the BNSW as amended from time to time and any By-laws of BNSW as amended from time to time.

“Operations Manager” means the person elected to hold the position of Operations Manager of NSJBA.

“Players” means those children who participate as players in Baseball Competitions conducted by NSJBA and/or in which NSJBA participates.

“Postal ballot” or “post” or “posted” for the purposes of this Constitution and the application of the Act includes electronic mail and/or publication on NSJBA website.

“President” means the person elected to hold the position of President of NSJBA.

“Public Officer” means, for the purposes of the Act, the Secretary.

“Registration Year” means the subsequent year after registration fees are paid. This will be from the first of July until the end of the following June.

“Secretary” means the person elected to hold the position of Secretary of NSJBA.

“Special Resolution” means a resolution pursuant to the terms of Section 39 of the Act.

“Treasurer” means the person elected to hold the position of Treasurer of NSJBA.

“Vice-President” means the person elected to hold the position of Vice-President of NSJBA.

4.2 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, reference to the exercise of the power or authority or the performance of the duty;
- c) words importing the singular include the plural and vice versa;
- d) words importing any gender include the other gender;

- e) references to persons include corporations and bodies politic;
- f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, enactments or replacements of any of them whether of the same or any legislative authority having jurisdiction; and
- h) a reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down, it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

4.4 Expressions in Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

PART II - NSJBA AFFILIATION WITH RHBL

5 STATUS AND COMPLIANCE OF NSJBA WITH RHBL

5.1 Recognition of RHBL

For as long as NSJBA is recognised as an Affiliate Club of RHBL, it shall be subject to compliance with the Constitution of RHBL, BA and BNSW. NSJBA shall administer the sport of Baseball in the District in accordance with the objects of NSJBA, RHBL and BNSW.

5.2 Compliance of NSJBA as a Voting Affiliate Club of RHBL

The Members acknowledge and agree that NSJBA shall:

- a) be incorporated in New South Wales;
- b) elect or appoint Delegates to represent it at meetings of RHBL at which it is entitled to be present and vote in accordance with the RHBL Constitution;
- c) adopt in principal, the objects of RHBL, BNSW and BA and adopt rules which reflect and which are, to the extent permitted or required by the Act, generally in conformity with RHBL, BNSW and BA Constitutions;
- d) apply its property and capacity in pursuit of the objects of RHBL, BNSW and BA, NSJBA and the sport of Baseball in the District;

- e) do all that is reasonably necessary to enable the objects of the RHBL, BNSW and BA and NSJBA to be achieved;
- f) recognise RHBL as the final arbitrator on matters pertaining to the sport of Baseball in the District including disciplinary proceedings and that BNSW is the final arbitrator on matters pertaining to the sport of Baseball in New South Wales including disciplinary proceedings and that BA is the final arbitrator on matters pertaining to the sport of Baseball in Australia including disciplinary proceedings;
- g) act in good faith and loyalty to ensure the maintenance and enhancement of the RHBL, BNSW and BA, NSJBA and the sport of Baseball, its standards, quality and reputation for the collective and mutual benefit of the Players and the sport of Baseball;
- h) at all times operate with and promote mutual trust and confidence between RHBL, BNSW, NSJBA and the Members in pursuit of these objects;
- i) at all times act on behalf of and in the interests of the Members and the sport of Baseball; and
- j) abide by the RHBL and BNSW Constitutions.

PART III - MEMBERSHIP

6 MEMBERS

6.1 Category of Members

An individual can only hold one membership at any time. The Members of NSJBA shall consist of:

- a) One parent or guardian per registered player during that Registration Year, who subject to this Constitution, may attend and debate at meetings of NSJBA and to vote at General Meetings. An individual having multiple registered children will not have multiple memberships;
- b) Coaches and managers, scorers and umpires for the Registration Year, and Board members who do not have children registered during that year, who subject to this Constitution, may attend and debate at meetings of NSJBA and to vote at General Meetings;
- c) Such new categories of Members created in accordance with Rule 6.2 below.

6.2 Creation of New Categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of any existing category of members. No new category of members may be granted voting rights.

7 REGISTRATION FEES

- 7.1 The annual registration fees and any levies payable by Members (or any category of Members) to NSJBA, the basis of, the time for and manner of payment shall be as determined by the Board from time to time.
- 7.2 Any Member who has not paid all moneys due and payable by that Member to NSJBA shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those moneys. Such rights shall be

suspended until such time as the moneys are fully paid or otherwise in the Board's discretion. In the meantime, the Member shall have no automatic right to resign from NSJBA and shall be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member or impose such other conditions or requirements as the Board considers appropriate.

8 REGISTER OF MEMBERS

- 8.1 The Secretary of NSJBA shall keep and maintain a register of all Members in which shall be entered such information as required under the Act from time to time.
- 8.2 Having regard to confidentiality considerations, an extract of the register showing the name of the Individual Member shall be available for inspection (but not copying) by Members upon a reasonable request.

9 EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- a) this Constitution constitutes a contract between each of them and NSJBA and that they are bound by this Constitution and the By-laws;
- b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
- c) by submitting to this Constitution and the By-laws they are subject to the jurisdiction of NSJBA;
- d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of NSJBA, the Members, Players and the sport of Baseball in the District;
- e) this Constitution and By-laws are necessary and reasonable for promoting the objects of NSJBA and particularly the advancement and protection of the sport of Baseball in the District; and
- f) they are entitled to all benefits, advantages, privileges and services of membership of NSJBA.
- g) their children are entitled to participate as players in the Baseball Competitions within the District whether conducted by NSJBA or in which NSJBA participates.

10 DISCONTINUANCE OF MEMBERSHIP

10.1 Notice of Resignation

Subject to this Constitution, any Member which has paid all moneys due and payable to NSJBA and has no other liability (contingent or otherwise) to NSJBA may resign from NSJBA by giving one (1) month's notice in writing to NSJBA of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member.

10.2 Expiration of Notice Period

Subject to Rule 10.5, upon the expiration of any notice period applicable under Rule 10.1, an entry recording the date on which the Member who or which gave notice ceased to be Member shall be recorded in the register.

10.3 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon NSJBA and its property including Intellectual Property. Any NSJBA documents, records or other property in the possession, custody or control of that Member shall be returned to NSJBA immediately.

10.4 Membership may be Reinstated

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

10.5 Cessation of Membership

Membership for a Registration Year will cease at the end of that Registration Year.

11 DISCIPLINING OF MEMBERS

11.1 Disciplinary Action

Where the Board is advised or considers that a Member or their child who is a Player has allegedly:

- a) breached, failed, refused or neglected to comply with the provision of this Constitution, the By-laws or any resolution or determination of the Board or any duly authorised committee; or
- b) acted in a manner unbecoming of a Member, or prejudicial to the objects and interests of NSJBA and/or the sport of Baseball; or
- c) brought NSJBA or the sport of Baseball into disrepute; or
- d) the Board is advised that there has been a breach of any competition rules created by the Board or any of its sub-committees or the official rules of Baseball;
- e) the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of NSJBA set out in the By-laws.

11.2 Right of Appeal

A Member disciplined by NSJBA in accordance with Rule 11.1 shall have a right of appeal which shall be exercised in accordance with the By-laws.

PART IV - GENERAL MEETINGS

12 GENERAL MEETINGS

12.1 An Annual General Meeting of NSJBA shall be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Board.

12.2 All General Meetings, other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

13 NOTICE OF GENERAL MEETINGS

13.1 Notice of General Meetings

- a) Notice of every General Meeting shall be given to the Members at the address appearing in the register kept by NSJBA. No other person shall be entitled, as of right to receive notices of General Meetings.
- b) Notice of General Meetings shall be given at least twenty-one (21) days prior to the General Meeting and shall specify the place, day and hour of the General Meeting.
- c) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least seven (7) days prior to the General Meeting together with any notice of motion received from a Member.
- d) Notice of General Meetings may be forwarded by email to the Members or posted on the approved website of NSJBA.

13.2 Entitlement to Attend General Meetings

Notwithstanding any other rule, no Member shall be represented at, or take part in a General Meeting, unless all moneys then due and payable to NSJBA are paid.

14 BUSINESS

14.1 Business of General Meetings

- a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board (including in relation to the activities of NSJBA during the past proceeding financial year) and auditors and the election of the Board.
- b) All business that this transacted at a General Meeting and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in Rules 14.1(a) shall be special business. 'Special business' is business of which a notice of motion has been submitted in accordance with Rule 16.

14.2 Business Transacted

No business other than that stated in the notice shall be transacted at the meeting.

15 NOTICES OF MOTION

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing in the required form to the Secretary of NSJBA not less than fourteen (14) days (excluding receiving date and meeting date) prior to the General Meeting.

16 SPECIAL GENERAL MEETINGS.

16.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of NSJBA, and where, but for this rule, more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period

16.2 Requisition of Special General Meetings

- a) The Board shall, on requisition in writing of at least 10 Members, convene a Special General Meeting.
- b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to NSJBA. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- c) If the Board does not cause a Special General Meeting to be held within three (3) months after the date on which the requisition is sent to NSJBA, the Members making the requisition or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- d) A Special General Meeting convened by a Member under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

17 PROCEEDINGS AT GENERAL MEETINGS

17.1 Quorum

No business shall 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 of NSJBA shall be 10 Members.

17.2 President to Preside

The President shall, subject to this Constitution, preside as Chair at every General Meeting of NSJBA. If the President is not present, or is unwilling or unable to preside, the Secretary shall preside as Chair for that meeting only.

17.3 Adjournment of Meeting

- a) If, within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the Chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- b) The Chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the General 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.
- c) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- d) Except as provided in Rule 17.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

17.4 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided by the show of hands, unless otherwise provided for in this Constitution, and unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- a) by the Chair; or
- b) by the majority of the Members present.

17.5 Recording of Determinations

Unless a poll is demanded under Rule 17.4, a declaration by the Chair that a resolution has, on the show of hands, been carried or carried unanimously or by a particular majority or lost an entry to that effect in the book containing the minutes of the proceedings of NSJBA shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

17.6 Where Poll Demanded

If a poll is duly demanded under Rule 17.4, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

17.7 Resolutions at General Meetings

Except where a special resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out in Rule 20). Except as otherwise provided in this Constitution, in the case of an equality of votes on a question at a General Meeting, the Chair is entitled to a casting vote.

17.8 Minutes

The Secretary shall keep minutes of the resolutions and proceedings of each General Meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

18 VOTING AT GENERAL MEETINGS

Each Member in attendance shall be entitled to one vote at General Meetings.

PART V - THE BOARD

19 EXISTING BOARD

Upon approval of this Constitution under the Act, the Initial NSJBA Board shall hold the office as herein designated as a Director on the Board as set out in Rule 20 until the next Annual General meeting following the approval for this Constitution. At the next Annual General Meeting following the approval of this Constitution, all five Directors shall retire and there will be an election in accordance with this Constitution. Each of the retiring Directors shall be eligible for re-election.

20 POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of NSJBA shall be managed, and the powers of NSJBA shall be exercised, by the Board. In particular, the Board as the controlling authority of NSJBA shall be responsible for acting on all issues in accordance with the objects of NSJBA and shall operate to the collective and mutual benefit of NSJBA and the sport of Baseball throughout

the District and shall:

- a) administer the Sport of Baseball in the District in accordance with the objects of NSJBA;
- b) determine the major strategic directions of NSJBA within the guidelines and principles established by BNSW and BA;
- c) review NSJBA's performance in achieving its predetermined aims, objectives and policies and the policies of BNSW and BA; and
- d) manage its responsibilities to the players in the District that play Baseball, the coaches, officials and volunteers participating in the sport of Baseball.

21 COMPOSITION OF THE BOARD

21.1 Board Composition

The Board shall comprise of a President, Vice-President, Secretary, Treasurer and Operations Manager for which candidates nominate and shall be elected at General Meetings in accordance with this Constitution.

21.2 Election of the Directors

- a) The Secretary shall call for nominations for the elected positions of President, Vice-President, Secretary, Treasurer and Operations Manager by forwarding notice in writing to the Members at least 21 days before the date of the Annual General Meeting. Such notice may be forwarded by email or posted on the approved website of NSJBA.
- b) Nominations for the positions of Director must be:
 - (i) in writing;
 - (ii) in a form approved by NSJBA;
 - (iii) signed by the Member;
 - (iv) each nomination may be for more than one position, provided that such nominee cannot hold more than one position on the Board;
 - (v) certified and proposed by a person over the age of 18 years (who must be a Member) expressing his or support for the nominee for election to the Board, and
- c) Nominations must be received by the Secretary at least fourteen (14) days prior to the Annual General Meeting.
- d) If the number of qualifying nominations for each of the positions on the Board are one (1) only, then that person shall be elected unopposed. If the number of nominations for each position is more than one (1), then a ballot shall be taken in such usual and proper manner as the Chair of the Annual General Meeting directs to elect the person to hold the particular office nominated for. In the event of a tied vote a secret ballot shall be called for by the Chairman and each Member shall again cast their votes, indicating, in order of preference, all the nominated candidates. If the number of primary votes for each candidate receiving the first preference is still tied, then the successful candidate shall be the one who receives the greatest number of second preferences. If the vote is still tied after the counting of the second preferences, then each of the other preferences shall be counted until there is a clear winner.

21.3 Term of Appointment

Members of the Board shall be elected in accordance with this Constitution for a term of one (1)

year which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.

22 VACANCIES ON THE BOARD

22.1 Grounds for Termination of Board Member

In addition to the circumstances (if any) in which the office of Director becomes vacant by virtue of the Act, the office of Director becomes vacant if the Director:

- a) dies;
- b) becomes a bankrupt or makes any arrangement or composition with his creditors generally;
- c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- d) resigns his office in writing to NSJBA;
- e) is absent without the consent of the Board from two consecutive meetings of the Board;
- f) holds any office of employment of NSJBA;
- g) without the prior consent or later ratification of the Members in General Meetings holds any office of profit under NSJBA;
- h) is directly or indirectly interested in any contract or proposed contract with NSJBA and fails to declare the nature of his or her interest;
- i) is removed from office by special resolution under Rule 22.2; or
- j) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act.

22.2 Removal of Director

- a) NSJBA, in a General Meeting may, by special resolution remove any Director, before the expiration of their term of office. The position of Director so removed thereby becomes vacant and shall be filled in accordance with the procedures set out in Rule 22.3.
- b) Where the Director to whom a proposed resolution referred to in Rule 22.2(a) makes representations in writing to the Secretary and requests that such representations be notified to the Members, the Secretary shall send a copy of the representations to each Member a reasonable period of time prior to the date of the General Meeting.

22.3 Casual Vacancies

A vacancy in a position of a Director shall be filled by the remaining Directors until the next Annual General Meeting of NSJBA. If the term of the Director has not expired, a Member shall fill the vacancy for the remainder of the Director's term.

22.4 Remaining Directors May Act

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

23 MEETINGS OF THE BOARD

23.1 The Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (but on at least four (4) occasions) and may adjourn, and subject to this Constitution otherwise regulate its meetings as it thinks fit. The Secretary shall, on the requisition of two (2) Directors, convene a meeting of the Board within a reasonable time.

23.2 Decisions of the Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. The President shall also have a casting vote where voting is equal.

23.3 Resolutions Not in Meeting

- a) A resolution in writing, signed or assented by electronic mail or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form each approved by one or more Directors.
- b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone, video conferencing, or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes of the interruption, the meeting shall be deemed to have terminated;
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present, and if no Director is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

23.4 Quorum

At meetings of the Board, the number of Directors whose presence (or participation under Rule 24.3) is required to constitute a quorum is four (4) Directors.

23.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven (7) days oral or written notice of the

meeting of the Board shall be given to each Director by the Secretary. The agenda shall be forwarded to each Director not less than three (3) days prior to such meeting.

23.6 Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

23.7 Chair of Board Meeting

The President shall preside at every meeting of the Board. If the President is not present, or is unwilling or unable to preside, the Directors shall choose one of their number to preside as Chair for that meeting only.

23.8 The Secretary

The Secretary will record, during each meeting of the Board, the minutes of that meeting and shall circulate to all Directors a copy of those minutes within seven (7) days of the conclusion of that meeting.

24 CONFLICTS

24.1 Conflicts of Interest

A Director shall declare his or her interest in any:

- a) contractual matter;
- b) selection matter;
- c) disciplinary matter; or
- d) other financial matter;

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

24.2 Disclosure of Interests

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

24.3 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 24.2 as regards to such Director and the said transaction. After such general notice, it is not necessary for such Director to give a special notice relating to any particular transaction with that

firm or company.

24.4 Recording Disclosures

It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Director in accordance with Rule 24.2 and 24.3.

PART VI - MISCELLANEOUS

25 DELEGATIONS

25.1 The Board may Delegate Functions to Committees

The Board may, by instrument in writing create, establish or appoint from among its own Members, the Individual Members or otherwise committees to carry out such duties and functions and having such powers, as the Board determines.

25.2 Delegation by Instrument

The Board may, in the establishing instrument delegate such functions as are specified in the instrument other than:

- a) the power of delegation; or
- b) a function imposed on the Board by the Act or any other law, or this Constitution.

25.3 Delegated Function in Accordance with Terms.

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

25.4 Procedure of Delegated Entity

- a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Rule 22. A quorum shall be determined by the committee but shall be no less than the majority of the total number of committee members.
- b) Within seven (7) days of any meeting of any committee the committee shall send a copy of the minutes and any supporting documents to the Secretary.

25.5 Delegation may be Confidential

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

25.6 Revocation of Delegation

The Board may, by instrument in writing, revoke wholly or in part any delegation made under this Rule and may amend, repeal or veto any decision made by such committee, where such decision is contrary to its Constitution, the By-laws, the Act, the Objects of NSJBA or the committee's delegation.

26 BY-LAWS

26.1 Board to Formulate By-laws

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such By-laws, Regulations and Policies ("By-laws") for the proper advancement, management and administration of NSJBA, the advancement of the Objects of NSJBA and the sport of Baseball as it thinks necessary or desirable. Such By-laws must be consistent with this Constitution.

26.2 By-laws Binding

All By-laws made under this Rule shall be binding on NSJBA and its Members.

26.3 By-laws Deemed Applicable

All By-laws, Regulations and Policies of NSJBA in force at the date of the approval of this Constitution under the Act insofar as such By-laws, Regulations and Policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-laws under this Rule.

26.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-laws shall be advised to Members by means of notices approved by NSJBA and prepared and issued by the Secretary. Notices are binding upon all Members, and may be issued by email or posted on the approved website of NSJBA.

27 RECORDS AND ACCOUNTS

27.1 Treasurer to Keep Records

The Treasurer shall establish and maintain proper records and minutes concerning all transactions, businesses, meetings and dealings of NSJBA and the Board and shall produce these as appropriate at each Board Meeting or General Meeting.

27.2 Inspection of Records

Subject to privacy and commercial considerations, the Board may in its discretion, make the records, books and other documents of NSJBA available for inspection (but not copying) by a Member at any reasonable hour. The Board may impose reasonable charges in relation to such inspection.

27.3 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable Code of Conduct. The books of account shall be kept in the care and control of the Treasurer or Public Officer.

27.4 NSJBA to Retain Records

NSJBA shall retain such records for seven (7) years after the completion of the transaction or operations to which they relate.

27.5 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of NSJBA in accordance with the Act.

27.6 Bank Account

The Treasurer and Operations Manager will have access to the bank account and be authorised to make payments on behalf of the NSJBA.

27.7 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by two (2) persons appointed in writing by the Board and all receipts for money paid to NSJBA shall be signed, drawn accepted, endorsed or otherwise executed, as the case may be, by one (1) person appointed in writing by the Board.

28 NOTICE

28.1 Manner of Notice

- a) Notices may be given by the Secretary to any Member by sending the notice by post or electronic mail, to the Members registered address, electronic mail address. Any notice posted on the approved NSJBA website shall be deemed to have been given to all Members the day following its posting.
- b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.
- c) Where a notice is sent by electronic mail, service of notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

28.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution

29 SEAL

29.1 Safe Custody of Seal

The Secretary shall provide for safe custody of the seal.

29.2 Affixing the Seal

The seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two (2) Members of the Board or a Director and the Secretary.

29.3 Director's Interest

A Director may not sign a document to which the seal of NSJBA is affixed where the Director is

interested in the contract or the arrangement to which the document relates.

30 ALTERATION OF CONSTITUTION

- a) this Constitution shall not be altered except by special resolution.

31 INDEMNITY

31.1 Directors to be indemnified

Every Director, auditor, employee or agent of NSJBA shall be indemnified to the extent provided under the Directors and Officers Insurance Policy of NSJBA (if any) against any liability incurred by him /her in his/her capacity as Director, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him/her by the court.

31.2 NSJBA to Indemnify

NSJBA shall indemnify its Directors and employees to the extent provided under the Directors and Officers Insurance Policy of NSJBA (if any) against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- a) In the case when a Director performed or made whilst acting on behalf of and with the authority, expressed or implied of NSJBA; and
- b) In the case when an employee performed or made in the course of, and within the scope of his/her employment by NSJBA.

32 WINDING UP

32.1 Winding Up of NSJBA

Subject to this Rule NSJBA may be wound up in accordance with the provisions of the Act.

32.2 Liability of Members

The liability of Members of NSJBA is limited.

32.3 Members Contribution

Every Member of NSJBA undertakes to contribute to the assets of NSJBA in the event of it being wound up while a Member or within one year of ceasing to be a Member for payment of the debts and liabilities of NSJBA contracted before the time at which he or she ceases to be a member and the costs, charges and expenses of winding up and for adjustment of the rights and contributors among themselves. Such amount as may be required not exceeding \$1.00.

32.4 Distribution of Property on Winding Up

If upon winding up or dissolution of NSJBA there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed amongst the Members of NSJBA but shall be given or transferred to some body or bodies having objects similar

to the objects of NSJBA and which prohibits the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on NSJBA by this Constitution and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies to be determined by the Members of NSJBA at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

33 AUTHORITY TO TRADE

NSJBA is authorised to trade in accordance with the Act.

34 SOURCE OF FUNDS

The funds of NSJBA may be derived from annual registration fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Board determines.

35 APPLICATION OF INCOME

35.1 Income and Property Applied to Objects

Any income and property of NSJBA shall be applied solely towards the promotion of the Objects of NSJBA as set out in this Constitution.

35.2 No Income to Members or Officers

- a) No portion of the income or property of NSJBA shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member.
- b) No remuneration or other benefit in money or money's worth shall be paid or given by NSJBA to any Member who holds any office of NSJBA.

35.3 Payments in Good Faith

Nothing contained in 35.2 in Rule 35 shall prevent payment in good faith of or to any Member for:

- a) Any services actually rendered to NSJBA whether as an employee or otherwise;
- b) goods supplied to NSJBA in the ordinary or usual course of the operation;
- c) interest on money borrowed from any Member
- d) rent for premises demised or let by any Member to NSJBA;
- e) any out of pocket expenses incurred by the Member on behalf of NSJBA, or
- f) any other reason provided that such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.