

WOODVILLE DISTRICT BASEBALL CLUB INC

CONSTITUTION

1. NAME:

The name of the Club shall be the Woodville District Baseball Club Incorporated, hereunder, referred to as "The Club". Club teams shall be known as "Woodville Senators". The board of Directors shall hereunder be referred to as "Board".

2. COLOURS:

The colours of the club shall include Dark Green and Gold

3. OBJECTS:

The objects and purposes of the Club shall be:

- (a) To encourage and develop the playing of the Sport of Baseball.
- (b) To promote good fellowship among the members of the Club.
- (c) To provide amenities for Social Recreation for the Members and Community.
- (d) To foster the playing of the Sport of Baseball by Junior Players.
- (e) To provide a safe and supportive environment for said Junior Players to assist their future development both in the Sport of Baseball and the community.

4. PATRONAGE:

The Club's Patrons and Vice Patrons shall be elected by the Annual General Meeting from recommendations made by the Board.

5. CLUB MANAGEMENT:

- 5.1 Management of the Club shall be in the hands of Board which shall consist of the following: President, Baseball Director-Operations, Club Secretary, Finance Director, Club Director, Facilities Director, Marketing Director, Junior Director-Operations and Junior Director-Administration.
- 5.2 The Board shall endeavour to maintain representatives for all nine Directorships as named above but shall nonetheless remain a functioning Board if circumstances prevent this. Five Members is to be regarded the minimum required to form a functioning Board.
- 5.3 The Board shall have the power to form sub-committees and delegate any duties to these sub-committees it deems necessary for the efficient organisation of Club affairs.
- 5.4 Board Members shall have the power to delegate duties to individual members of the Club as necessary for the efficient organisation of Club affairs within their specific areas of responsibility.
- 5.5 The Club Secretary shall take minutes of Annual, Special and Board Meetings and these minutes shall be an accurate record and considered a true account of all business conducted during the Meeting.
- 5.6 In the absence of the President the Marketing Director shall assume the role of Proxy Chairperson for the duration of and for the purpose of chairing Annual, Special and General Meetings.

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6. ELECTION OF CLUB MANAGEMENT:

- 6.1 The Board, excepting the Club Coach who shall be appointed by the Board as prescribed in Rule 14, shall be elected at the Annual General Meeting by the general body of members or classes of members as the Licensing Court thinks fit.
- 6.2 The term of office for each position of the Board shall be for two years except for the initial year after the adoption of this Constitution, when the positions of Marketing Director and Facilities Director shall be held for a period of one year only. Thereafter, elections for these positions will be on a biannual basis alternating with elections for the positions of President, Baseball Director-Operations, Club Secretary, Finance Director, Club Director, Junior Director-Operations and Junior Director-Administration and two additional Board Members. In any subsequent year where a vacancy necessitates the election of more Board Members for that year than is prescribed above, the term of office of the elected Members shall be such that is required to maintain the separation established during the initial year.
- 6.3 Any and all casual vacancies as they occur may be filled by vote of the Board until the next Annual General Meeting when the position shall be declared vacant and elections held as prescribed above.
- 6.4 Any member of the Board whose term of office has expired shall be eligible for re-election without nomination.
- 6.5 Nominations for positions on the Board shall be in writing and in the hands of the Baseball Director seven days prior to the Annual General Meeting.
- 6.6 If only one or no nominations are received, nominations can be taken from the floor at an Annual General meeting at the discretion of the sitting board.

7. DUTIES OF BOARD:

- 7.1 The Board shall control and manage the affairs, disputes and property of the Club. The Board shall meet at least once a month during the Baseball Season and when required by the President but in any event not less than four times per year.
- 7.2 Meetings are to begin at the arranged time and shall, at the discretion of the Members present, continue until all business on the Agenda is completed. In the event of there being no quorum (refer item 20) present after thirty minutes the meeting shall lapse and subject to any previous resolutions passed, the President shall fix the time for the next meeting.
- 7.3 The use of Telephone or Video Conferencing, or by any other electronic means such that all Members are satisfied shall be deemed an acceptable form of communication for the meeting. However, the preferred method of participation is in person.
- 7.4 Minutes of all motions, resolutions and proceedings shall be recorded and kept. The Club Secretary shall be responsible for the keeping of minutes. In the absence of the Club Secretary another Member shall be appointed by mutual agreement of the Members present for the purpose of recording minutes of that Meeting.

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7.5 Any member of the Board absenting themselves from three consecutive meetings without reasonable excuse shall be deemed to have vacated their office.

7.6 In the event of a breach of the code of conduct the Board shall act accordingly to protect the interests of the Club and its Members.

To this end, any Member considered in breach of the Code of Conduct shall be given the opportunity of a right of reply before the full Board and shall also be afforded any and all rights as prescribed in the relevant legislation at the earliest opportunity.

The Board may then, after due and careful consideration, move to expel such Member from the Board in accordance with Rule 29.

8. CODE OF CONDUCT

8.1 Board Members shall endeavour to apply due diligence in the execution of their duties with respect to all affairs of the Club.

8.2 Members of the Board shall endeavour to support fellow Members where appropriate in the administration of their specific areas of responsibility.

8.3 Board Members exercising their right to appoint delegates to attend to matters within their specific area of responsibility (refer 5.3 and 5.4) shall however remain fully accountable for the execution of those duties.

8.4 Positions on the Board are considered positions of trust and all Board Members shall manage their responsibilities with complete transparency and display candour with fellow Board Members in the execution of their duties.

8.5 Matters discussed at Board level are sometimes of a sensitive nature and as such are to be treated as confidential until such time the Board agrees on the proper dissemination of information, displaying due regard to the rights of members to be informed as necessary.

9. The Board shall be empowered to raise loans from recognised lending authorities, provided that a majority of not less than seventy percent of the total Members of the Board are satisfied that such a loan is necessary and in the best interests of the Club.

10. POWER TO SUMMON ADDITIONAL BOARD MEETINGS:

Any three Members of the Board may summon additional meetings of the Board. At least 24 hours notice of such a meeting must be given.

11. DISPUTES COMMITTEE:

Three members of the Board shall constitute the Club's Disputes Committee, which shall have the power to hear disputes involving both Club and Baseball matters of the complaint of any member and shall make recommendations to the Board.

12. DELEGATES:

Delegates required by the South Australian Baseball League shall be appointed by the Board.

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13. SELECTION COMMITTEE:

The Selection Committee shall be appointed at the discretion of the Club Coach with due regard to any requirements stipulated by the Board from time to time.

14. APPOINTMENT OF COACHES AND PLAYERS REPRESENTATIVE:

The Club Coach shall be appointed by the Board no later than two months prior to the commencement of the baseball season and they may be appointed Division 1 Coach at the discretion of the Board. The Club Coach shall be responsible for the overall coaching and playing policies of the Club and shall be accountable directly to the Board for their actions. Team Coaches and the Player's Representative shall be appointed by the Board who shall take into account the recommendations of the Club Coach. Any vacancy in the position of Club Coach during the appointed term shall be filled by the Board in the most expeditious manner.

15. ANNUAL MEETINGS:

The Annual General Meeting of the Club shall be held not later than two calendar months prior to the scheduled commencement of each Baseball Season, and prior to the Annual General Meeting of the South Australian Baseball League, whichever comes first.

16. ORDER OF BUSINESS:

The following shall be the order of business at all Annual General Meetings:

1. Apologies.
2. Confirmation that previous Annual General Meetings Minutes have been certified by the Board.
3. Annual Reports:
 - (a) All Reports as presented, with the exception of the Finance report
 - (b) Finance Director
4. Election of Officers
 - (a) Patron(s)
 - (b) Vice-Patrons
 - (c) Board
 - (d) Auditors
5. General Business

17. SPECIAL GENERAL MEETINGS:

Special General Meetings shall be held whenever the Board directs, or upon written requisition received by the Club Secretary from at least ten members of the Club. The Meeting shall be called within twenty-one days after written notice has been received by the Club Secretary. The object for calling such meetings shall be clearly stated in the requisition and notice calling the same and no other business shall be transacted at such meetings except with the consent of the majority of members present.

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18. NOTICE OF MEETINGS:

At least twenty-one (21) days notice of the Annual General Meeting shall be given to members by email, electronic media, SMS (short message system) or postal mail to give members sufficient time to comply with By-Laws relating to nominations for positions. At least seven days notice of any Special General Meeting shall be given to members by the above forms of communication and with a preference indicated by the member. Every effort will be made to notify all members including life members.

19. CHAIRPERSON OF MEETINGS:

The President of the Club shall preside over the Board and all Special General Meetings of the Club but in the event of their absence, and the absence of the Marketing Director, the members shall elect a Chairperson from amongst their numbers. The Chairperson shall only have a casting vote when there is an equality of member's votes "for" and "against" the proposal.

20. QUORUMS:

Twenty members personally present shall form a quorum for all Special or Annual General Meetings of the Club. Not less than fifty percent of the current number of Board members at the time of the meeting shall form a quorum for Board Meetings. In absence of a quorum the Club Secretary shall record that fact.

Non Board:

Club decisions can be made between Board meetings with the following Board representation:

President- 1

Finance Director or Marketing Director -1

Club Secretary or Junior Director-Administration - 1

Club Director or Facilities Director - 1

21. VOTING:

(a) The following shall be entitled to the voting rights as specified at Annual General Meetings and Special Meetings:

Members - One Vote

- a. Baseball Life Members
- b. Baseball Playing Members
- c. Baseball Board Members
- d. Any remaining & non-playing members

All of the above members are entitled to one vote each.

(a) At the time of acceptance of membership the Board shall designate into which class New Members fall in accordance with 21(a) above.

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22 SUBSCRIPTIONS:

The subscriptions and Match Fees for the ensuing Season shall be set by the Board at least two months prior to the commencement of the season.

23 MEMBERSHIP - NON PLAYING:

- (a) Prospective Non Playing members may apply to the board in accordance with Rule 24.
- (b) The total number of senior members of the Club of all classes combined shall not exceed the numbers allowed by the licensing court.
- (c) The Club Secretary shall enter all members categories into a club register.

24. MEMBERSHIP CLASSIFICATIONS:

The Club shall be constituted by the members of various classes as hereinafter set out:

(a) FULL MEMBERS

Full Members shall be such persons as apply for admission and are admitted to membership in accordance with the Rules such that are in place at the time.

(b) PLAYING MEMBERS

Playing Members shall be such persons as shall be admitted by the Board for membership. The eligibility of any person to become a Playing Member shall be at the discretion of the Board.

(c) LIFE MEMBERS

Life Members shall be such persons as may be elected to Life membership in accordance with Rule 26.

(d) HONORARY MEMBERS:

Any person who is a member of any registered Baseball Club or any interstate Baseball Club who may be visiting Adelaide may be admitted as an Honorary Member at the invitation of the Board for such period or on such occasion as the Board may specify and every player and every Official and trainer of any team taking part in any game on the Club's ground shall be an Honorary Member for the day of such game. In accordance with Rule 36 (3)(c) of the Liquor Licensing Act 1997.

An Honorary Member shall enjoy the amenities of the Club but shall not be eligible to be elected as a Member of any Club Committee and shall not have the right to vote at any Club Meetings. An Honorary Member shall not be liable to pay any entrance fee or subscription.

The Patron(s) of the club is also regarded as an honorary member of the club with no payment of subscriptions for the period of holding this position.

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25. MEMBERSHIP FEE:

- (a) The Annual Membership Fee for each class of member (other than Life Members and Honorary Members) shall be such sum as shall be determined by the Board from time to time but in any event not less than the following;
 - Full Member \$10
 - Playing Member \$10or such other amount as may be required as a minimum fee by the Licensing Court.
- (b) In default of any determination of membership fee at an Annual General Meeting in any year, the fees fixed for the preceding year shall apply.
- (c) All fees shall be payable as determined by the Board.

26. LIFE MEMBER:

The board will call for applications for Life membership annually. Once applications are received the board will address the selection criteria within the Constitution by laws and recommend the nominated members be presented for life membership.

Election of the life member by the board shall entitle them to all the privileges of the club without payment of any subscription fee. The board will then present the life members elected to the membership at the senior presentation annually.

There will be no carry over of nominations; a new nomination for life membership is required each year if an application is unsuccessful. A limit of 2 life members shall be elected per season, from 2019/20.

27. CHANGE OF ADDRESS:

Players and/or Members must immediately notify any Member of the Board of any change of address and the Club Secretary shall record that information.

28. DEFAULTING MEMBERS:

Any Member failing to pay their subscription or fee within fourteen days of receiving written notice from the Finance Director requesting payment, shall be deemed to be a defaulter.

The neglect of any Member to pay their subscription or fee as stipulated may, at the discretion of the Board, be deprived of all privileges of membership but such Member may, upon payment of their subscription or fee be reinstated.

29. EXPULSION OF MEMBER:

The Board shall have the power, after due consideration, to suspend or expel any Member whose character or conduct is found to be unsatisfactory provided that the Member has had the opportunity of appearing before the Board.

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30. PAYMENT OF ACCOUNTS:

All accounts are to be ratified by the Board and cheques to be signed on behalf of the Club by any two of the following:-

Club Secretary, Club Director and Finance Director.

31. AUDITOR:

Honorary Auditors (who may not be members of the Board) shall be appointed at the Annual General Meeting or at the discretion of the Board.

32. ALTERATION OF CONSTITUTION:

No existing Rule shall be altered or repealed, or any new Rule adopted except at an Annual or Special Meeting of the Club.

Fourteen days' notice via email, electronic media, postal mail or SMS (short messaging system) at least of any proposed alterations or amendment of Rules shall be given to the Club Director who shall forth with communicate the same to the members. Every effort will be made to notify all members including Life members of any alterations via their nominated method of communication.

33. CLUBROOMS AND ACTIVITIES:

The accommodation must be provided and maintained from the joint funds of the Club, and no person may be entitled under its rules or articles to derive any profit, benefit or advantage from the Club which is not shared equally by such of the members thereof and pursuant to such rules as the Licensing Court may approve.

34. RECORDS:

The books of account, minute books and other records of the Club and of all Committee or Sub-Committees thereof, the register of members, and all other books relating to the transactions, business, rules and management of the Club shall be written in the English language. The said register of members/players of the Club shall be kept where practicable on Club premises. Correct accounts and books shall be kept showing the financial affairs of the Club and the particulars usually shown in the books of account of a like nature.

35. VISITORS:

- (a) A visitor of the Club shall not be supplied with liquor in the Club premises unless in the company of a member.
- (b) No member shall introduce or entertain more than five visitors per day, provided however that if at any time the Club is authorised to operate a Club license pursuant to Rule 36 (3) (c) of the Liquor Licensing Act 1997 The Board may resolve that a particular person or group of persons shall not be permitted to enter the Club premises as visitors.
- (c) No member shall knowingly bring onto the Club premises any person who is not entitled to be admitted to the Club premises as a member.

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36. BY-LAWS:

The Board may from time to time make By-Laws consistent with these Rules and may amend or repeal By-Laws at its absolute discretion. Such By-Laws are to be appended to the Club Constitution.

37. DISSOLUTION OF THE CLUB:

(a) The Club may be dissolved or wound-up by a resolution passed at a Special General Meeting called for that purpose, provided that at least 14 day's notice of the proposed resolution shall have been given to members. Three quarters of the members present and entitled to vote shall be necessary to pass the resolution.

(b) Upon the winding-up or dissolution of the Club the Board shall proceed to realise the property of the Club and, after the discharge of all liabilities, shall pay any surplus funds to such recognised charities as the majority of the members present at the meeting shall decide.

38. POWERS OF THE ASSOCIATION

The Club shall have all the powers conferred by section 25 of the Associations Incorporation Act 1985.