

CONSTITUTION
- of -
THE WEST TORRENS BASEBALL CLUB INCORPORATED

(Incorporating amendments made on 24 May 2012)

1. NAME OF THE CLUB

The name of the club shall be “The West Torrens Baseball Club Incorporated” (hereinafter referred to as “the Club”).

2. CLUB COLOURS & EMBLEM

(a) The colours of the club shall be royal blue and gold.

The design of the uniform shall be registered with the South Australian Baseball League.

(b) The emblem of the club shall be a golden eagle on a royal blue background.

3. OBJECTS OF THE CLUB

The objects of the club are:

(a) To foster, promote and improve baseball for sport and recreation, especially in the western suburbs of Adelaide.

(b) To form teams either alone or in conjunction with other clubs in order to compete in baseball matches under any league or association whether in South Australia or elsewhere, which may be expedient to the club.

(c) To give social, sporting and athletic advantages and opportunities to, and to promote and encourage goodwill and friendship among, its members.

- (d) To render assistance (pecuniary or otherwise) to any other association, body or institution promoting interest in any form of sport and to any charitable institute or body.

4. POWERS OF THE CLUB

The club shall have all the powers conferred by Section 25 of the Associations Incorporations Act 1985 (as amended from time to time) and without limiting the generality of this provision such powers shall include the following:

- (a) To acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) To administer any property on trust; and
- (c) To open and operate accounts in financial institutions including banks and credit unions; and
- (d) To invest its money:
 - (i) in any security which trust monies may, by Act of Parliament, be invested; or
 - (ii) in any other manner authorised by these Rules; and
- (e) To borrow money upon such terms and conditions as the Association thinks fit; and
- (f) To give such security for the discharge of liabilities incurred by the Club as the Club thinks fit; and
- (g) To hire and employ clerks, managers, servants, coaches and other persons and to pay them according to services rendered such wages and gratuities as the Club shall from time to time determine;
- (h) To appoint agents to transact any business of the Club on its behalf; and

- (i) To enter into any other contract it considers necessary or desirable; and
- (j) To delegate all or any of its powers to any committee or committees consisting of one or more persons.

5. MEMBERSHIP

Membership of the Club shall consist of life members, non-playing members, senior playing members, player life members, and junior playing members.

(a) Life members

Any person who has rendered such service to the Club as would in the opinion of the committee of management entitle him or her to this distinction may admitted by resolution of the Club at a general meeting as an honorary member of the Club for life.

(b) Non-playing Members

(i) Any person may become a non-playing member of the Club by completing an application form supplied by the Club for this purpose and by paying the annual subscription to the Club.

Upon approval of the committee of management the person shall become a non-playing member of the Club. If the person is not approved, the annual subscription fee shall be refunded.

(ii) The parents of junior playing members shall be honorary non-playing members during the time that their child is a junior playing member.

(c) Playing members

(i) Senior playing members. Any eligible person who wishes to play baseball for the Club and who is over the age of 17 years

on the 1st day of January in the year of application may become a senior playing member by completing a registration form supplied by the Club for this purpose and by paying the annual subscription to the Club. Upon approval of the committee of management the person shall become a senior playing member of the Club. If the person is not approved the annual subscription fee shall be refunded. Upon retirement from playing a senior playing member shall become a non-playing member of the Club.

(ii) Player Life Members. Any Senior Playing Member who has played two hundred (200) or more senior games for the club may, by resolution of the club at a general meeting, be recognised as an honorary player life member of the club.

(iii) Junior Playing Members. Any eligible person who wishes to play baseball for the Club and who is under the age of 17 years on the 1st day of January in the year of application may become a junior playing member by completing a registration form supplied by the Club for this purpose and by paying the annual subscription to the Club. Upon approval of the committee of management the person shall become a junior playing member of the Club. If the person is not approved the annual subscription fee shall be refunded. The application for membership must be supported by the applicant's custodial guardian. A junior playing member who is eligible to and who wishes to continue to play for the Club shall after attaining the

age of 17 years be a senior playing member in the following year.

6. SUBSCRIPTIONS

The amount of any subscription fee and the manner in which it shall be paid by a member shall be decided by the committee of management.

7. OFFICE BEARERS

The office bearers of the Club shall be elected annually and shall be the people described hereunder:

- (a) The patrons of the Club who shall be elected to protect and provide influential support for the Club and to represent it at large.
- (b) The President who shall be the Presiding Officer at all general meetings and all meetings of the committee of management.
- (c) The Vice President who shall be the Presiding Officer in the absence of the President.
- (d) The Secretary who shall :
 - (i) Conduct the Club correspondence.
 - (ii) Attend meetings of the Club and the committee of management and record minutes of such meetings in books kept for that purpose.
- (e) The Treasurer who shall:
 - (i) Receive all monies due to the Club.

- (ii) Keep a correct account of receipts and expenditure and pay all monies received into an account in a Bank or other approved financial institution in the Club's name.
- (iii) Make payments on account of the Club in such manner as shall be approved by the committee of management.
- (iv) Submit an audited statement of the financial affairs of the Club to the annual general meeting.

8. Committee of management

The Committee of Management shall:

- (a) consist of the following:
 - (i) The President of the Club.
 - (ii) The Vice President of the Club.
 - (iii) The Secretary of the Club.
 - (iv) The Treasurer of the Club.
 - (v) Six elected members who shall represent the interests of members.
- (b) Control the management of the Club and its properties and affairs and shall promote the objects and interests of the Club and take all steps necessary and proper to secure due compliance with these Rules and with the provisions of the Associations Incorporations Act 1985 (as amended from time to time) and such regulations as shall have been properly made thereunder.
- (c) Meet monthly during the South Australian Baseball season unless extra meetings are deemed necessary by the President or Secretary. During

the off portion of the year, the President or Secretary may call meetings as required to consider business in hand.

- (d) Declare vacant the office of any member who absents himself or herself from three (3) consecutive meetings of the committee of management unless such member shall have forwarded to the secretary a satisfactory excuse for such absence.

9. ELECTION OF OFFICERS AND MEMBERS OF THE MANAGEMENT COMMITTEE

- (a) The office bearers and members of the committee of management shall be elected at the annual general meeting of the Club and the method of such election shall be determined by the committee of management.
- (b) In the event of there being at any time a casual vacancy among the office bearers or the members of the committee of management such vacancies, as they occur, may be filled by the committee of management.
- (c) To be eligible to be elected as President of the Club, any financial member must have served the Club for at least two (2) years as a member of the committee of management or office bearer of the Club.

Any person who has held office as President may be re-elected.

10. MEETINGS

- (a) Annual General Meeting

- (i) The Annual General Meeting of the Club shall be held prior to the Annual General Meeting of the South Australian Baseball League or any successor league or association to which the Club is affiliated, but shall in any event be held prior to the 31st day of May in each year.
- (ii) The committee of management shall, not less than ten (10) days before the date of the Annual General Meeting, give members a notice setting out the date, place, and hour of the meeting and stating the nature of the business to be transacted thereat. The notice is to include a nomination form for election to the positions of officers of the Club and management committee members.
- (iii) Business conducted at the Annual General Meeting shall be:
 - (a) The report of the President.
 - (b) The report of the Secretary.
 - (c) The report of the Treasurer and presentation of the audited financial statements of the Club for the previous year.
 - (d) Reports of any sub-committees of the Club.
 - (e) Election of officers, committee members, delegates and any sub-committees approved by the committee of management.
 - (f) The hearing and determination of such motions including motions of amendment to this Constitution, of which adequate written notice has been given to the

Secretary not less than fourteen (14) days before the meeting. The Secretary shall upon receiving any such notice post and keep posted a copy thereof on the Club's notice board until the Annual General Meeting.

- (g) General business as admitted by the Chairman of the meeting.

(b) Special General Meeting

The committee of management may whenever it thinks fit and in any event it shall on receipt of a requisition in writing signed by not less than 15% of the registered senior playing members of the Club at any time convene a Special General Meeting of the members of the Club which meeting shall be held after fourteen (14) days and not later than twenty eight (28) days from the deposit of such requisition. The subject of the requisition shall be plainly stated and signed by members making same, and shall be deposited with the Secretary or President of the Club. The Secretary shall notify all members of the Club by circular with details of business to be dealt with, at least seven (7) days before the meeting is to be held. No business other than that set down on the notice of the meeting shall be dealt with at the meeting. If the committee of management fails to convene the meeting in accordance with this Rule, the requisitioning members may themselves convene a meeting.

(c) Ordinary General Meetings

- (i) The committee of management may convene an ordinary general meeting of the Club to inform members of any matter

or thing that it considers appropriate and to conduct such business as the committee of management shall think fit.

- (ii) The annual presentation of awards shall be an ordinary general meeting and may in addition to any other business conducted elect any proposed life member.

(d) Committee of Management

Committee of management meetings shall proceed on the basis of an agenda determined by the President and/or Secretary and shall follow such procedures as the presiding officer shall determine at the time.

(e) Presiding Officer at Meetings

(i) General and Special General Meetings

- (a) In the absence of the President, the Vice-President; and in the absence of the President and Vice-President the members shall elect a presiding officer.
- (b) In all cases the presiding officer shall have a casting vote only.

(ii) Management Committee Meetings

- (a) In the absence of the President , the Vice-President ; and in the absence of the President and Vice-President the members shall elect a presiding officer;
- (b) The presiding officer shall have a deliberative and casting vote.

(f) Voting at Meetings

- (i) At General Meetings voting shall be by show of hands except where the presiding officer determines otherwise.
- (ii) Subject to these Rules, only life members, non-playing members, and senior playing members shall be entitled to vote at any meeting.

(g) Quorum

At least 25% of the total number of life members, non-playing members, and senior playing members enrolled in the Club's register shall constitute a quorum for all General Meetings of the Club; provided that in the event that a quorum is not present at the Annual General Meeting then the meeting shall be adjourned for one (1) week and at such adjourned Annual General Meeting the meeting may proceed notwithstanding the absence of a quorum. Five (5) members shall constitute a quorum for committee of management meetings.

11. SEAL

The official or common seal of the Club shall be under the control of the committee of management and shall be affixed to documents only in the presence of any two (2) of the following officers:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer.

12. CLUB COACH

There shall be a club coach of the Club:

- (a) Prior to the Annual General Meeting the committee of management shall call for nominations for playing or non-playing coaches for all teams for the ensuing season, and may advertise for any or all such positions.
- (b) Immediately following the Annual General Meeting the committee of management shall appoint the club coach.
- (c) The club coach shall have control of and shall organise team practises and meetings of players and coaches and in conjunction with team coaches set out playing and training policies for all teams consisting of senior playing members. The club coach shall also be entitled to give advice to all coaches of teams consisting of junior playing members of the Club.

13. AUDITORS AND DELEGATES

- (a) The committee of management shall appoint an auditor to audit the books and accounts of the Club prior to the Annual General Meeting and shall at such Annual General Meeting submit an auditor's report with the financial statements of the Club for the previous year. The financial year of the club shall end on the 31st day of March in each year.
- (b) Delegates appointed by the committee of management or where authorised by any sub-committee must furnish a report of meetings attended monthly to the Secretary of the Club for presentation to regular meetings of the committee of management and without just cause may be replaced at the committee of management's discretion.

14. TEMPORARY MEMBERS AND VISITORS

- (a) Temporary Members

The following persons shall be temporary members of the Club:-

- (i) the players of any other baseball club who visit the Club on any day for the purpose of playing baseball shall be temporary members for that day;
- (ii) the non-playing officials of a club referred to in sub-paragraph 14.(a) (i) hereof shall be temporary members of the Club for that day;
- (iii) referees, umpires and other officials of the South Australian Baseball League;
- (iv) temporary members shall not be -
 - (a) eligible to be elected as members of the committee of management;
 - (b) entitled to vote on any issue;
 - (c) entitled to receive any notice to be given to any member of the Club;
 - (d) entitled to introduce visitors;
 - (e) liable to pay any entrance fee or subscription;
- (v) the committee of management or its duly appointed representative may at any time cancel the membership of any temporary member.

(b) Visitors

- (i) A member of the Club other than a temporary member may introduce a visitor to the Club.
- (ii) A member shall not introduce more than five (5) visitors to the Club at any one day.

15. SUB-COMMITTEES

- (a) The committee of management may at any time appoint a sub-committee from its members or any members of the Club and shall determine the responsibilities and powers of such sub-committee.

“For example the committee of management may appoint a junior committee to deal with matters affecting junior playing members and their parents, and a baseball committee to deal with the concerns of the playing members of the Club generally”.

- (b) Unless otherwise decided by the committee of management a sub-committee shall appoint one of its members to be responsible for calling meetings of the sub-committee and inform the Secretary of the name of the responsible person.

- (c) No sub-committee or any member of a sub-committee shall incur any liability on behalf of the Club without approval from the Treasurer or the committee of management.

16. ALTERATION OF CONSTITUTION AND RULES

No object power or provision of this constitution shall be altered amended or repealed without the concurrence of two-thirds of the members present and entitled to vote at an Annual General Meeting of the Club or at a Special General Meeting called for that purpose.

17. By-LAWS

The committee of management shall have the power from time to time when it thinks fit to pass alter amend or rescind by-laws providing for the due management and regulation of the affairs of the Club and its members.

18. DISCIPLINE INCLUDING EXPULSION

- (a) The committee of Management may, by notice in writing addressed to and delivered to a member of the Club, require such member to appear before it at a date and a time not less than seven (7) days from the date of service to answer a charge of acting in a manner detrimental to the best interests of the Club.
- (b) At the hearing of such charge the committee of management may adjourn the hearing until a date to be fixed by the committee; censure, fine or suspend from membership; or expel from membership, a member charged.
- (c) The charged member shall be afforded the opportunity to respond to the charge, adequate particulars of which shall have been given to such member. In the event of a member failing to attend the hearing of a charge against him or her, the meeting shall consider the charge in the member's absence. If it is decided to suspend the member or expel the member it shall notify such member of its decision and such member shall thereupon cease to have any right or interest in the Club or its property.
- (d) Expulsion of a member shall only be valid if it is approved by a two thirds majority of those present at the hearing of the charge.

19. CLEARANCES

Clearances may be granted by the Club President, Secretary or Treasurer approving same should it be impracticable to convene a management meeting to discuss such clearance. A clearance may not be granted unless the President, Secretary or Treasurer is satisfied that the person claiming the

clearance is not financially indebted to the Club and has no property of the Club in his possession.

20. DISSOLUTION

The Club shall not be dissolved nor its name changed unless a Special General Meeting shall have been called in accordance with these rules for such purpose and a motion thereat for such purpose shall have been approved by at least two thirds of the members present and entitled to vote.

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