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BASEBALL VICTORIA INCORPORATED
ABN 78 603 120 057

RULES

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TABLE OF CONTENTS

PART I – OBJECTS AND INTERPRETATION	1
1. NAME OF ASSOCIATION.....	1
2. OBJECTS OF ASSOCIATION.....	1
3. POWERS OF ASSOCIATION.....	3
4. INCOME.....	3
5. LIABILITY OF MEMBERS.....	4
6. MEMBER’S CONTRIBUTIONS.....	4
7. DISTRIBUTION OF PROPERTY ON WINDING UP.....	4
8. INTERPRETATION.....	4
PART II - MEMBER BODIES	7
9. MEMBER BODIES.....	7
10. MEMBER BODY CONSTITUTIONS AND RULES.....	9
PART III – MEMBERSHIP	9
11. MEMBERS.....	9
12. SUBSCRIPTIONS AND FEES.....	10
13. AFFILIATES AND INDIVIDUAL MEMBERS.....	11
14. REGISTER OF MEMBERS.....	11
15. EFFECT OF MEMBERSHIP.....	12
16. DISCONTINUANCE OF MEMBERSHIP.....	12
17. DISCIPLINE OF MEMBERS.....	13
PART IV - GENERAL MEETINGS	14
18. DELEGATES.....	14
19. GENERAL MEETINGS.....	14
20. NOTICE OF GENERAL MEETING.....	14
21. BUSINESS.....	15
22. NOTICES OF MOTION.....	15
23. SPECIAL GENERAL MEETINGS.....	16
24. PROCEEDINGS AT GENERAL MEETINGS.....	16
25. VOTING AT GENERAL MEETINGS.....	18
26. PROXY AND POSTAL VOTING.....	18
PART V - THE BOARD	19
27. EXISTING DIRECTORS AND INITIAL BOARD.....	19
28. POWERS OF THE BOARD.....	19
29. COMPOSITION OF THE BOARD.....	20
30. CHAIRMAN AND DIRECTORS.....	21
31. VACANCIES OF DIRECTORS.....	21
32. MEETINGS OF THE BOARD.....	23
33. CONFLICTS.....	24
34. CHIEF EXECUTIVE OFFICER.....	24
PART VI – MISCELLANEOUS	25
35. DELEGATIONS.....	25
36. REGULATIONS.....	26
37. RECORDS AND ACCOUNTS.....	26
38. AUDITOR.....	27
39. NOTICE.....	28
40. SEAL.....	28
41. PATRONS AND VICE PATRONS.....	28
42. ALTERATION OF STATEMENT OF PURPOSES AND RULES.....	28

43.	INDEMNITY.....	29
44.	DISSOLUTION	29
45.	REGULATIONS AND INCONSISTENCY	29
46.	GRIEVANCE PROCEDURE.....	29

Associations Incorporation Act 1981 (Vic)

RULES

of

BASEBALL VICTORIA INCORPORATED

PART I – OBJECTS AND INTERPRETATION

1. NAME OF ASSOCIATION

The name of the Association is Baseball Victoria Incorporated ("**Association**").

2. OBJECTS OF ASSOCIATION

The Association is the peak body for the administration of the sport of baseball in Victoria. The objects for which the Association is established and maintained are to:

- (a) conduct, encourage, promote, advance, standardise, control and administer all forms of the sport of baseball in and throughout Victoria;
- (b) provide for the conduct, encouragement, promotion and administration of the sport of baseball through and by various Member Bodies or other organisations for the mutual and collective benefit of the Members and the sport of baseball;
- (c) act in good faith and 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 Members and the sport of baseball;
- (d) at all times operate with and promote, mutual trust and confidence between the Association and the Members in pursuit of these objects;
- (e) at all times to act on behalf of, in the interests of and in conjunction with the Members and the sport of baseball;
- (f) promote the economic and sporting success, strength and stability of the Association and each Member Body and to act interdependently with each Member Body in pursuit of these objects;
- (g) affiliate and otherwise liaise with the Australian Baseball Federation ("**ABF**"), and any other such organisation in the pursuit of these objects and the sport of baseball;
- (h) ensure compliance with the rules and regulations as amended from time to time of the ABF;
- (i) ensure that a high standard of the sport of baseball is maintained;
- (j) develop a sense of sportsmanship and a high degree of proficiency in competitors in the sport of baseball;

- (k) enable competitors to achieve a high level of physical and mental fitness through the teaching and practice of the sport of baseball;
- (l) apply the property and capacity of the Association towards the fulfilment and achievement of these objects;
- (m) use and protect the Intellectual Property;
- (n) collect, distribute and publish information in connection with the sport of baseball and international and national baseball tournaments and competitions;
- (o) promote and control tournaments, competitions and championships;
- (p) strive for governmental, commercial and public recognition of the Association, the Member Bodies and the sport of baseball;
- (q) promulgate and secure uniformity in, such rules as may be necessary or appropriate for the management and control of the sport of baseball and related activities in Victoria;
- (r) further develop the Association as an organised institution and with these purposes in view, to foster, regulate, organise and manage national and international competitions, displays and other activities and to award trophies as appropriate;
- (s) review and/or determine any matters relating to the sport of baseball which may arise or be referred to it by any Member Body;
- (t) recognise any penalty imposed by any Member Body;
- (u) through or in association with the Member Bodies or other entities or of itself, promote the health and safety of players, coaches, umpires and officials registered with any Member Body or other recognised baseball organisation or other entity;
- (v) through or in association with the Member Bodies or other entities or of itself, encourage players, coaches, umpires and officials registered with any Member Body 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;
- (w) conduct or commission research and development for improvements in the sport of baseball and baseball equipment generally;
- (x) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Association and the sport of baseball;
- (y) act as final arbiter on all matters pertaining to the conduct of the sport of baseball in Victoria, including disciplinary matters;
- (z) formulate or adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other

matters as arise from time to time as issues to be addressed in the sport of baseball;

- (aa) represent the interests of its Members and of the sport of baseball generally in any appropriate forum;
- (bb) have regard to the public interest in its operation;
- (cc) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve;
- (dd) encourage and promote performance-enhancing drug free competition; and
- (ee) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these objects .

3. POWERS OF ASSOCIATION

Solely for furthering the objects set out **in rule 2** above, the Association has to the legal capacity and powers of a company as set out in section 124 of the *Corporations Act 2001* (Cth).

4. INCOME

- (a) Income and property of the Association shall be derived from such sources as the Board determines from time to time.
- (b) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in these Rules.
- (c) Except as prescribed in these Rules:
 - (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
 - (ii) no remuneration or other benefit in money or monies worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (d) Nothing contained in rules 4.2(a) or (b) shall prevent payment in good faith of or to any Member for:
 - (i) any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) goods supplied to the Association in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Association;

- (v) any out-of-pocket expenses incurred by the Member on behalf of the Association; or
- (vi) any other reason;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

5. LIABILITY OF MEMBERS

The liability of the Members of the Association is limited.

6. MEMBER'S CONTRIBUTIONS

Every Member of the Association undertakes to contribute an amount not exceeding \$1 in the event of the Association being wound up while the Member is a Member, or within 1 year after ceasing to be a Member. The contribution shall be for payment of the debts and liabilities of the Association contracted before the time the Member ceases to be a Member and the costs, charges and expenses of winding up the Association.

7. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association 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 the Association but shall be given or transferred to some body or bodies having purposes similar to the purposes of the Association and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by these Rules 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 the Association 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.

8. INTERPRETATION

8.1 Definitions

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

“Act” means the *Associations Incorporation Act 1981* (Vic) or any other act under which the Association may be incorporated from time to time.

“Affiliate” means an association or club affiliated with, or a member of, a Member Body.

“Board” means the Board constituted under these Rules.

“Body” means an organization, association, league or other group, whether incorporated or otherwise.

“**Chief Executive Officer**” means the Chief Executive Officer of the Association for the time being appointed under these Rules.

“**Delegate**” means the persons elected or appointed from time to time by a Member Body to act for and on behalf of that Member Body and represent the Member Body at General Meetings.

“**Director**” means a member of the Board and includes any person acting in that capacity from time to time.

“**Event**” means and includes:

- (a) any championship (national or otherwise) organised or conducted by a Member Body for or on behalf of the Association;
- (b) any championship, competition, series or game sponsored by or conducted by or on behalf of the Association; or
- (c) any international competition, series, game or championship at which the Association is represented.

“**Financial Year**” means the year commencing 1 July and ending 30 June in any year.

“**General Meeting**” means the annual or any special general meeting of the Association.

“**Individual Member**” means a registered financial individual member of a Member Body.

“**Intellectual Property**” means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or any Event, competition or baseball activity of or conducted, promoted or administered by the Association.

“**Judiciary Committee**” means a standing committee of the Association constituted by delegation under **Rule 35**.

“**Life Member**” means an individual upon whom Life Membership of the Association has been conferred under **Rule 11**.

“**Member**” means a member for the time being of the Association under **Part III** of these Rules.

“**Member Body**” means an entity recognised under **Rule 9.1** to administer the sport of baseball in Victoria.

“**Official**” means any administrator, coach, umpire, team manager, scorer, statistician or other person who has a position as an official in the sport of baseball.

“**Register**” means the register of Members required to be kept under the Act.

“**Regulations**” means any Regulations made by the Board under **Rule 36**.

“**Rules**” means these Rules of the Association.

“**Seal**” means the common seal of the Association and includes any official seal of the Association.

“**Special Resolution**” means a special resolution of the Members passed at a General Meeting of the Association in accordance with the Act.

“**State Acts**” means the state associations incorporation legislation (by whatever name called) governing the Members, including the Act.

8.2 Interpretation

In these Rules:

- (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, a 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 genders;
- (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, re-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.

8.3 Severance

If any provision of these Rules or any phrase contained in them 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 these Rules or affect the validity or enforceability of any provision in any other jurisdiction.

8.4 Expressions in Act

Except where the contrary intention appears, in these Rules, 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 - MEMBER BODIES

9. MEMBER BODIES

9.1 Recognition of Member Bodies

- (a) As at the date these Rules take effect, the Member Bodies shall be:
- (i) each of those clubs associated with the Victorian Baseball Association and a member thereof; and
 - (ii) each of those Associations associated with the Victorian Provincial Baseball League and recognised as such by the Victorian Baseball Association and Victorian Provincial Baseball League;
- as at the day immediately before these Rules take effect, and
- (iii) the Baseball Umpires Association of Victoria.
- (b) An entity which is recognised as a representative of the sport of baseball in Victoria (in the Board's sole discretion) is or shall be recognised as a Member Body and shall participate in the sport of baseball in Victoria in accordance with the objects of the Association

9.2 Compliance of Member Bodies

Each Member Body shall:

- (a) be incorporated;
- (b) elect or appoint 1 Delegate annually to represent it at General Meetings in accordance with these Rules;
- (c) provide the Association with copies of its audited accounts, annual report and other associated documents immediately following the Member Bodies' annual general meeting;
- (d) adopt the objects of the Association and adopt rules which reflect and which are, to the extent permitted or required by the State Acts, generally in conformity with these Rules;
- (e) apply its property and capacity solely in pursuit of the objects of the Association, the Member Body and the sport of baseball;
- (f) at all times act for the joint advantage of the Association and the Members and the sport of baseball;
- (g) do all that is reasonably necessary to enable the objects of the Association to be achieved;
- (h) act in good faith and 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 Members and the sport of baseball;

- (i) at all times operate with and promote, mutual trust and confidence between the Association and the Members in pursuit of these objects; and
- (j) at all times act on behalf of and in the interests of the Members and the sport of baseball.

9.3 Operation of Rules

The Association and the Member Bodies agree:

- (a) that they are bound by these Rules and that these Rules operate to create uniformity in the way in which the objects of the Association and the sport of baseball are to be conducted, encouraged, promoted and administered in Victoria;
- (b) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of the sport of baseball, its standards, quality and reputation for the collective and mutual benefit of the Members and the sport of baseball;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the sport of baseball and its maintenance and enhancement;
- (d) to make full and proper disclosure to each other of all matters of importance to the Association and the sport of baseball;
- (e) not to acquire a private advantage at the expense of the Association or any other Member Body or the sport of baseball;
- (f) to operate with mutual trust and confidence in pursuit of the objects of the Association;
- (g) to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the objects of the Association;
- (h) to act for and on behalf of the interests of the sport of baseball, the Association and the Members; and
- (i) that should a Member Body have administrative, operational or financial difficulties, including but not limited to where a Member Body:
 - (i) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Member Body; or
 - (ii) enters into a composition or arrangement with its creditors, other than a voluntary winding up by members for the purpose of reconstruction or amalgamation; or
 - (iii) a mortgagee or other creditor takes possession of any of its assets;

the Association may, in its absolute discretion act to assist that Member Body in whatever manner and on such conditions as it consider appropriate, including, but not limited to the appointment of an administrator.

10. MEMBER BODY CONSTITUTIONS AND RULES

10.1 Constitution

The constituent documents of each Member Body shall clearly reflect the objects of the Association and shall be in a form acceptable to the Board, with such incidental variations as are necessary or appropriate, having regard to the State Acts applicable to each Member Body.

10.2 Amendments to Member Body Constitutions

Each Member Body shall take all steps necessary to ensure its constituent documents and rules are in a form acceptable to the Board and shall ensure its documents are amended in conformity with future amendments made to these Rules, subject to any prohibition or inconsistency in any relevant State Act.

10.3 Register of Members

Each Member Body shall maintain, in a form and with such details as are acceptable to the Association, a register of all Affiliates and Individual Members in its Body. Each Member Body shall provide a copy of the register at a time and in a form acceptable to the Association and shall provide prompt and regular updates of that register to the Association when requested by the Board.

PART III – MEMBERSHIP

11. MEMBERS

11.1 Class of Members

The Members of the Association shall consist of:

- (a) the Member Bodies, which subject to these Rules, shall be represented by their Delegate who have the right to be present, debate and vote at General Meetings for and on behalf of the Member Bodies;
- (b) Life Members, who subject to these Rules, may upon invitation from the Board attend and debate at General Meetings in the discretion of the Board, but otherwise have no right to vote at General Meetings;
- (c) Affiliates, who have no right to attend, debate or vote at General Meetings;
- (d) Individual Members (other than Directors) who have no right to attend, debate or vote at General Meetings;
- (e) such new classes of Members, created in accordance with **Rule 11.2**.

11.2 New Members and Creation of New Classes

The Board has the right and power from time to time to admit new Members and create new classes of membership with such rights, privileges and obligations as

are determined applicable (other than voting rights), even if the effect of creating a new class is to alter rights, privileges or obligations of an existing class of Members. No new class of membership may be granted voting rights.

11.3 Life Members

- (a) Each year the Board will call for nominations from Member Bodies for persons to be considered for life membership of the Association. The Board may recommend to the Annual General Meeting that one or more persons duly nominated and who has rendered distinguished service to baseball in Victoria, where such service is deemed to have assisted the advancement of baseball in Victoria, have life membership conferred on them.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
- (c) Upon life membership being conferred the person's details shall be entered upon the Register. A person shall become a Life Member from the time their life membership is formally announced not from the time of entry of their details on the Register.
- (d) The life members of each of the Member Bodies at the date the Rules take effect shall be recognised as Life Members of this Association.

12. SUBSCRIPTIONS AND FEES

- (a) Subject to **Rule 12(b)** fees, including annual membership fees, payable by Members (or any class of Member) to the Association, the basis of, the time for and the manner of payment shall be determined by the Board.
- (b) Monies payable to the Association by the Members under this **Rule 12** shall be forwarded to the Association, for the Association's use by such dates as are prescribed by the Board.
- (c) Any Member which or who has not paid all monies due and payable by that Member to the Association shall (subject to the Board's discretion) have all rights under these Rules immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion. In the meantime, the Member shall have no automatic right to resign from the Association and shall be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.
- (d) Where the Board exercises its discretion under **Rule 12(c)** and imposes a penalty on a Member which or who has not paid all monies due and payable by that Member to the Association, the rules of natural justice are hereby expressly excluded and do not apply to the imposition of that penalty.

13. AFFILIATES AND INDIVIDUAL MEMBERS

13.1 Deeming Provisions

- (a) All persons who were individual members or officials of Affiliates on the date immediately prior to that on which these Rules take effect shall be deemed Individual Members or Officials from the date these Rules take effect and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.
- (b) All persons who were, or were to become, directors or delegates of the Association prior to approval of these Rules under the Act shall, unless these positions have otherwise terminated, hold the corresponding positions of Director and Delegate of the Association from the time of approval of these Rules under the Act.
- (c) All parties which were affiliated associations prior to the time of approval of these Rules under the Act, shall be deemed Affiliates or Member Bodies respectively from the time of approval of these Rules under the Act. The Affiliates are entitled to such benefits as are conferred on them by the Association under these Rules whether directly or indirectly.
- (d) Member Bodies and Affiliates shall have 1 year from the approval of these Rules under the Act in which to amend their constitution in accordance with these Rules and for such time as their constitutions do not conform shall not be unduly penalised for such non-compliance, to the extent that such non-compliance is not wilful or calculated to cause harm or prejudice to the Association or the sport of baseball.
- (e) Member Bodies shall, whenever reasonably requested by the Association, provide to the Association, such details of Affiliates and Individual Members as are required by the Association under these Rules within one month of the approval of these Rules under the Act.

13.2 Membership Renewal

In order to remain Members, Individual Members and Affiliates must:

- (a) renew their membership with the Association or with their respective Member Body annually;
- (b) otherwise remain registered financial members of their Member Body in accordance with the procedures applicable from time to time; and
- (c) must pay the annual fees prescribed by the Association from time to time (if any) to the Association through their respective Member Body.

14. REGISTER OF MEMBERS

- (a) The Chief Executive Officer shall keep and maintain the Register in which shall be entered such information as is required under the Act from time to time.
- (b) Having regard to confidentiality considerations, an extract of the Register, excluding the address of any Life Member, Director, Delegate or Individual

Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

- (c) The annual return of the Association shall publish the place at which the Register is available for inspection.

15. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) these Rules constitute a contract between each of them and the Association and that they are bound by the Rules and the Regulations;
- (b) they shall comply with and observe these Rules and the Regulations and any determination, resolution or policy which may be made or passed by the Board or any duly authorised Committee;
- (c) by submitting to these Rules and the Regulations they are subject to the jurisdiction of the Association;
- (d) these Rules are made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and the sport of baseball;
- (e) the Rules and Regulations are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of the sport of baseball; and
- (f) they are entitled to all benefits, advantages, privileges and services of Association membership.

16. DISCONTINUANCE OF MEMBERSHIP

16.1 Notice of Resignation

Subject to these Rules any Member which has paid all monies due and payable to the Association and has no other liability (contingent or otherwise) to the Association may resign from the Association by giving 3 months' notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member who has paid all monies due and payable to the Association may resign by notice in writing with immediate effect.

16.2 Expiration of Notice Period

Upon the expiration of any notice period applicable under **Rule 16.1** an entry, recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the Register.

16.3 Member's Failure to Comply

Notwithstanding **Rule 17**, where a Member (including a Member Body) fails to comply with its financial and reporting obligations under these Rules and Regulations, the Board may determine that Member to be not of good standing. On

determination that a Member is not of good standing, the Board may give notice to the Member of:

- (a) the Board's determination; and
- (b) the grounds for the Board's determination;

and request that the Member show cause within one month from the date of that notice as to why some action should not be taken against the Member. The Member's failure to respond or act to the Board's satisfaction (including assurances or compliance with its obligations) may result in the Board suspending or terminating the Member's membership of the Association, or otherwise imposing such conditions on the Member's membership, as the Board sees fit. Where the relevant Member is a Member Body any penalty imposed on that Member Body must be by resolution of the Board. Nothing in this rule effects the operation of **Rules 12(d)** or **17**.

16.4 Forfeiture of Rights

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

16.5 Membership May be Reinstated

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

16.6 Cessation of Membership

Where a Member Body ceases to be a Member in accordance with these Rules or the Act, the Individual Members and Affiliates of that Member Body may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.

17. DISCIPLINE OF MEMBERS

The following matters may be referred for investigation or determination by the Judiciary Committee in the sole discretion of the Board:

- (a) an allegation (not being vexatious, trifling or frivolous) by a complainant (who may not necessarily be a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations or any other resolution or determination of the Board or duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or the sport of baseball; or
 - (iii) brought the Association or the sport of baseball into disrepute; or

- (b) where the Board (in its sole discretion) considers the matter is of a serious enough nature, any grievance (from any person) against a Member and any appeal from an Individual Member or Affiliate who has received a penalty or an adverse finding in disciplinary proceedings conducted by a Member Body, provided that the person making the grievance or the Individual Member or Affiliate has first exhausted all avenues of appeal available under the constitutions of the Member Body or Affiliate;

and any such Member (“**defendant**”) will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association set out in the Regulations.

PART IV - GENERAL MEETINGS

18. DELEGATES

18.1 Appointment of Delegates

Each Member Body shall appoint a Delegate for such term as is deemed appropriate by the Member Body. A Delegate must:

- (a) not also be a Director of the Association;
- (b) be an Individual Member of the Member Body which appoints him; and
- (c) be appropriately empowered by his Member Body to make decisions at General Meetings.

18.2 Delegates as Representative

Each Delegate shall represent his Member Body at General Meetings of the Association and shall have full power to consider and vote on resolutions at General Meetings.

18.3 Member Body to Advise

Each Member Body shall advise the Chief Executive Officer of its appointed Delegate, at least 21 days prior to any General Meeting.

19. GENERAL MEETINGS

- (a) An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and these Rules and on a date and at a venue to be determined by the Board, having regard always to cost.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with these Rules.

20. NOTICE OF GENERAL MEETING

20.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to every Delegate and Director at the address appearing in the Register. No other person shall be entitled as of right to receive notices of General Meetings, except the

auditor(s). Life Members may be invited to attend in the discretion of the Board.

- (b) At least 28 days notice of the place and day and hour of the General Meeting shall be given.
- (c) At least 14 days notice of the business to be transacted at a General Meeting shall be given, together with:
 - (i) any notice of motion received from any Member Body, Director or the Board in accordance with these Rules;
 - (ii) relevant accounts and reports in accordance with these Rules and the Act; and
 - (iii) the agenda for the meeting.

20.2 Entitlement to Attend General Meeting

Unless otherwise determined by the Board in its sole discretion, notwithstanding any other Rule, no Member shall be represented at, or take part in a General Meeting, unless all monies then due and payable by that Member to the Association are paid.

21. BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of the accounts and the reports of the Board, Member Bodies and the auditors, the appointment of auditors and (if required) the appointment of patrons.
- (b) All business that is transacted at a General Meeting, with the exception of those matters set out in **Rule 21(a)** shall be special business. "Special business" is business of which a notice of motion has been submitted in accordance with **Rule 22**.
- (c) No business other than that stated on the notice for a meeting shall be transacted at an Annual General Meeting.

22. NOTICES OF MOTION

22.1 Notices of Motion from Member Bodies to be Submitted

Subject to **Rule 22.3**, notices of motion from Member Bodies for inclusion as special business at a General Meeting must be submitted in writing (in the required form) to the Chief Executive Officer not less than 21 days (excluding receiving date and meeting date) prior to the General Meeting.

22.2 Notices of Motion from the Board to be Submitted

Subject to **Rule 22.3**, notices of motion from the Board for inclusion as special business at a General Meeting must be submitted in writing (in the required form) to the Chief Executive Officer not less than 21 days (excluding receiving date and meeting date) prior to the General Meeting.

22.3 Notices of Motion for Special General Meetings

Notices of motion for inclusion as special business at a Special General Meeting that has not been convened on the requisition of Member Bodies can be submitted orally by Delegates to the Chairman at a Special General Meeting. For the avoidance of doubt, where a Special General Meeting has been convened on the requisition of Member Bodies under **Rule 23.2**, notices of motion cannot be submitted orally and must be submitted under **Rule 22.1** or **22.2**.

23. SPECIAL GENERAL MEETINGS

23.1 Special General Meetings May be Held

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

23.2 Requisition of Special General Meetings

- (a) The Board shall on the requisition in writing of thirty-three percent of Member Bodies 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 Member Bodies making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by 1 or more of the Member Bodies making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within 1 month after the date on which the requisition is sent to the Association, the Member Bodies making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (d) A Special General Meeting convened by Member Bodies under these Rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

24. PROCEEDINGS AT GENERAL MEETINGS

24.1 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 the Association shall be sixty-six percent of Member Bodies.

24.2 Chairman to Preside

The Chairman shall, subject to these Rules, preside at every General Meeting of the Association. If the Chairman is not present, or is unwilling or unable to preside, the Deputy Chairman shall, subject to these Rules, preside as chairman for that meeting only. If the Deputy Chairman is not present, or is unwilling or unable to preside the Members shall choose one of the remaining Directors who shall, subject to these Rules, preside as chairman for that meeting only.

24.3 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 Chairman 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 Chairman may, with the consent of any General 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.
- (c) When a General Meeting is adjourned for 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 24.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

24.4 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairman; or
- (b) by sixty-six percent of Members entitled to vote.

24.5 Recording of Determinations

Unless a poll is demanded under **Rule 24.4**, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

24.6 Where Poll Demanded

If a poll is duly demanded under **Rule 24.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

24.7 Resolutions Not in Meeting

- (a) Except:
 - (i) where prohibited by the Act;
 - (ii) in the case of an Annual General Meeting; or

- (iii) where a Special Resolution is required under these Rules or under the Act;

a resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Members entitled to vote shall be as valid and effectual as if it had been passed at a meeting of Members entitled to vote duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Members entitled to vote.

- (b) Without limiting the power to hold General Meetings in accordance with these Rules and otherwise as they see fit, a meeting may be held where 1 or more of the Members entitled to vote 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 or other form of communication;
 - (ii) notice of the meeting is given to all persons entitled to notice in accordance with these Rules;
 - (iii) in the event that a failure in communications prevents **Rule 24.7(b)(i)** from being satisfied by a quorum then the meeting shall be suspended until **24.7(b)(i)** is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) no meeting shall be invalidated merely because no Member entitled to vote is physically present at the place for the meeting specified in the notice of meeting.

25. VOTING AT GENERAL MEETINGS

25.1 Entitlement to Vote

Each Member Body shall, subject to these Rules, have 1 vote at General Meetings. Delegates shall represent their respective Member Bodies. No other Member shall be entitled to vote, but shall subject to these Rules have and be entitled to exercise, those rights set out in **Rule 11.1**.

25.2 Where voting equal

If voting is equal the status quo remains.

26. PROXY AND POSTAL VOTING

26.1 Proxy Voting Not Permitted

Proxy voting shall NOT be permitted at General Meetings.

26.2 Postal Ballot

Should an issue arise between General Meetings which requires a decision or ratification by Member Bodies the Board may call a postal vote in such manner as is considered necessary and expedient.

PART V - THE BOARD

27. EXISTING DIRECTORS AND INITIAL BOARD

27.1 Subject to **Rule 27.2**, the directors of the Association in office prior to approval of these Rules under the Act shall, unless their positions are otherwise terminated, continue in those positions until 30 September 2008 (or so soon thereafter as is reasonably practicable). After that time, the positions of the Directors shall continue, be filled, vacated and otherwise dealt with in accordance with these Rules. Subject to these Rules, a person who is an officer or director of a Member Body or affiliate is not eligible to be a Director whilst holding that position.

27.2 The President and one Director of the Association being the Vice-President Corporate Affairs who are in office prior to the approval of these Rules under the Act, shall unless their positions are otherwise terminated, become Chairman and Deputy Chairman respectively of the Association from 1 October 2008 or so soon thereafter as is reasonably practicable. The President and Director will continue to hold office for 1 year from 1 October 2008 or so soon thereafter as is reasonably practicable. At the expiry of the term the positions shall continue, be filled, vacated and otherwise dealt with in accordance with these Rules.

27.3 The Chairman, Deputy-Chairman and Chief Executive Officer will:

- (a) determine the necessary qualifications for the remainder of the Board positions, available from 6 October 2008 or so soon thereafter as is reasonably practicable.
- (b) call for applications for the remainder of the Board positions available from 6 October 2008 or so soon thereafter as is reasonably practicable;
- (c) appoint 4 Directors who will take office from 6 October 2008 or soon thereafter as is reasonably practicable subject to ratification by the Members at a Special General Meeting called for that purpose. Two of the Directors appointed under this **Rule 27.3(c)** will hold office for 3 years and two of these Directors will hold office for 2 years. Terms will be chosen by lot. Ratification will be deemed to have occurred unless 66% of the Members entitled to vote, reject any Director selected and proposed by the Chairman, Deputy-Chairman and Chief Executive Officer. At the expiry of the term the positions shall continue, be filled, vacated and otherwise dealt with in accordance with these Rules.

28. POWERS OF THE BOARD

Subject to the Act and these Rules the business of the Association shall be managed and the powers of the Association shall be exercised, by the Board. In particular, the Board as the state authority for the sport of baseball in Victoria shall be responsible for acting on all national issues in accordance with the objects of the Association and shall operate for the collective and mutual benefit of the

Association, the Members, the sport of baseball and the general community throughout Victoria and shall:

- (a) govern the sport of baseball in Victoria in accordance with the objects of the Association;
- (b) implement major strategic directions; and
- (c) manage state and national responsibilities.

29. COMPOSITION OF THE BOARD

29.1 Board Composition

There shall be at least 5, but no more than 7 Directors, comprising:

- (a) the Chairman;
- (b) the Deputy Chairman;
- (c) up to 4 Directors appointed by the Chairman, Deputy Chairman and Chief Executive Officer; and
- (d) the Chief Executive Officer.

29.2 Appointment of Directors

- (a) As vacancies arise Directors will be appointed in accordance with Rule 29.1(c) and ratified in accordance with Rule 29.2(b).
- (b) Directors appointed under **Rule 29.1(c)** shall be ratified by the Members at the next practicable General Meeting. Ratification will be deemed to have occurred unless 66% of the Members entitled to vote, reject any Director selected and proposed by the Chairman, Deputy Chairman and Chief Executive Officer. Any decisions made by the Board comprising the appointed Directors will not be invalidated where an appointed Director is not ratified by the General Meeting under this Rule.

29.3 Qualifications of Directors

A person who is an officer or director of a Member Body or affiliate is not eligible to be a Director whilst holding that position. Otherwise, the Board will determine the necessary qualifications and job descriptions for eligibility as Directors from time to time.

29.4 Portfolios

The Board may determine the interests of the Association are best served by the allocation of portfolios to Directors. The Board shall be entitled to vary the titles and portfolios of each of the Directors in accordance with the needs of the Association from time to time.

30. CHAIRMAN AND DIRECTORS

30.1 Chairman

Subject to **Rule 27.2** the Chairman and the Deputy Chairman will be appointed from amongst the Directors. The Chairman shall be the nominal head of the Association and chair any Board meeting at which he is present. If the Chairman is not present, or is unwilling or unable to preside, the Deputy-Chairman shall preside as chairman for that meeting only. If the Deputy-Chairman is not present, or is unwilling or unable to preside, the remaining Directors shall appoint one of their number to preside as chairman for that meeting only.

30.2 Term of Appointment

- (a) Subject to **Rule 27** each Director (other than the Chief Executive Officer who will hold office for so long as he is Chief Executive Officer) shall hold office for three years but is eligible for re-appointment subject to having the required qualifications and complying with the job description.
- (b) The terms of office of Directors on the Board shall rotate in accordance with the initial terms determined under **Rule 27**.
- (c) Any adjustment to the term of Director(s) appointed under these Rules to ensure rotational terms in accordance with these Rules, shall be determined by the Board. Elections and appointments to subsequent Boards shall then proceed in accordance with the procedures in these Rules.

31. VACANCIES OF DIRECTORS

31.1 Grounds for Termination of Director

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

- (a) dies;
- (b) becomes 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 anyway under the law relating to mental health;
- (d) resigns his office by providing notice in writing to the Association;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of 6 months;
- (f) other than the Chief Executive Officer without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (h) is removed from office by Special Resolution; or

- (i) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).

31.2 Removal of a Director

- (a) If a notice of motion is received in accordance with these Rules and the notice of motion provides that a Director:
 - (i) has acted in a manner unbecoming or prejudicial to the objects and interests of the Association and/or the sport of baseball;
 - (ii) has brought the Association, any Member Body or the sport of baseball into disrepute; or
 - (iii) is otherwise unsuitable or unable to carry on his office;

and should be removed from office, the Board shall determine whether the notice of motion is vexatious, trifling or frivolous.
- (b) If the Board determines that the notice of motion received in accordance with **Rule 31.2(a)** is not vexatious, trifling or frivolous the Board shall direct the Chief Executive Officer to:
 - (i) call a General Meeting at such time and place as is determined appropriate;
 - (ii) give at least 14 days notice to the relevant Director of the meeting, together with a copy of the notice of motion and invite the Director to appear at the meeting and/or make submissions no less than 7 days prior to the meeting.
- (c) At the General Meeting called in accordance with **Rule 31.2(b)**, the Meeting shall:
 - (i) give the Director an opportunity to be heard and/or ensure there is sufficient time devoted to reviewing any submissions made by the Director; and
 - (ii) vote on the proposed removal, having first taken into account the submissions and representations of the Director. The resolution will succeed if 66% of the Members entitled to vote support the removal of the Director. The Director shall be entitled to remain in office if such resolution fails. The Members' decision shall be final.

31.3 Casual Vacancies

- (a) Any casual vacancy occurring in the office of Director may be filled on the vote of the remaining Directors from among persons with the required qualifications and complying with the job description under these Rules and as otherwise determined by the Board. Any such vacancy may only be filled for the remainder of the Director's term under these Rules.
- (b) In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not

sufficient to constitute a quorum at Board meeting, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

32. MEETINGS OF THE BOARD

32.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and subject to these Rules otherwise regulate, its meetings as it thinks fit. The Chairman or 3 Directors may at any time and the Chief Executive Officer shall, on the requisition of the Chairman or 3 Directors, convene a meeting of the Board within a reasonable time.

32.2 Decisions of Board

Subject to these Rules, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors present and entitled to vote shall for all purposes be deemed a determination of the Board. All Directors including the Chief Executive Officer shall have 1 vote on any question. The Chairman shall also have a casting vote where voting is equal.

32.3 Resolutions Not in Meeting

- (a) A resolution in writing, signed or assented to by facsimile 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 Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as they think fit, a meeting of the Board may be held where 1 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 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;
 - (iii) in the event of a failure in communications prevents **Rule 32.3(b)(i)** from being satisfied by a quorum of Directors then the meeting shall be suspended until **Rule 32.3(b)(i)** is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) no meeting shall be invalidated merely because no Director is physically present at the place for the meeting specified in the notice of meeting.
- (c) At meetings of the Board the number of Directors whose presence (or participation under **Rule 32.3**) is required to constitute a quorum is four.

32.4 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 14 days' written notice of the meeting of the Board shall be given to each Directors. The agenda shall be forwarded to each Director not less than 7 days prior to such meeting.

32.5 Validity of Board Decisions

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

33. CONFLICTS**33.1 Conflict of Interest**

A Director shall declare his 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. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

33.2 No Conflict of Interest

For the purposes of this Rule, no conflict of interest arises for a Director in the event of discussions on the issue of fees, subscriptions or similar matters which impact on the Director's Member Body.

34. CHIEF EXECUTIVE OFFICER**34.1 Appointment of Chief Executive Officer**

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit.

34.2 Chief Executive Officer to Act as Secretary

The Chief Executive Officer shall act as and carry out the duties of secretary (and unless prohibited by law), public officer of the Association and shall administer and manage the Association in accordance with these Rules.

34.3 Specific Duties

The Chief Executive Officer shall:

- (a) as far as practicable attend all Board meetings and General Meetings;
- (b) prepare the notice of and agenda for, all Board meetings and all General Meetings;
- (c) record and prepare minutes of the proceedings of all meetings of the Board and
- (d) regularly report to the Board on the activities of, and issues relating to, the Association.

34.4 Broad Power to Manage

Subject to the Act, these Rules, the Regulations and any directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Members in General Meeting shall invalidate any prior act of the Chief Executive Officer or the Board which would have been valid if that resolution had not been passed.

34.5 Chief Executive Officer may Employ

The Chief Executive Officer, in consultation with the Board, may employ such office personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the Chief Executive Officer and the Board determine.

PART VI – MISCELLANEOUS

35. DELEGATIONS

35.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint from among its own members, the Members, or otherwise, committees (including a Judiciary Committee), individual officers or consultants to carry out such duties and functions and with such powers, as the Board determines.

35.2 Delegation by Instrument

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

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Chief Executive Officer by the Act or any other law, or these Rules or by resolution of the Members in General Meeting.

35.3 Delegated Function Exercised 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.

35.4 Procedure of Delegated Entity

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **Rule 32**. The quorum shall be determined by the committee, but shall be no less than one half of the total number of committee members.

35.5 Delegation May be Conditional

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.

35.6 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 body or person under this Rule only where such decision is clearly contrary to these rules, the Regulations, the Act, the objects of the Association or the committee's delegation.

36. REGULATIONS**36.1 Board to Formulate Regulations**

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the objects of the Association and the sport of baseball as it thinks necessary or desirable.

36.2 Regulations Binding

All Regulations made under this Rule shall be binding on the Association and Members.

36.3 Regulations Deemed Applicable

All rules, by-laws and regulations of the Association in force at the date of the approval of these Rules under the Act insofar as such rules and regulations are not inconsistent with, or have been replaced by these Rules, shall be deemed to be Regulations under this Rule.

36.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Member Bodies by means of notices approved by the Board and prepared and issued by the Chief Executive Officer. Member Bodies shall be obliged to draw such notices to the attention of their respective Members. Notices are binding upon all Members.

37. RECORDS AND ACCOUNTS**37.1 Chief Executive Officer to Keep Records and Manage Accounts**

The Chief Executive Officer shall manage the accounts of the Association and shall establish and maintain proper records and minutes concerning all transactions,

business, meetings and dealings of the Board and shall produce these as appropriate at each Board meeting or General Meeting.

37.2 Records Kept in Accordance with 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 Chief Executive Officer.

37.3 Association to Retain Records

The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

37.4 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with these Rules and the Act.

37.5 Accounts Conclusive

The accounts when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

37.6 Accounts to be Sent to Members

The Chief Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with these Rules, a copy of the accounts, the Board's report, the auditor's report and every other document required under the Act (if any).

37.7 Inspection of Accounts and Records of Association

Subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with these Rules, the accounts shall be open to inspection (but not copying) by the Members.

37.8 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 authorised Directors or in such other manner and by such persons the Directors determine.

38. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted principles, or any applicable code of conduct.

- (b) The accounts of the Association including the profit and loss accounts and balance sheet shall be examined by the auditor or auditors at least once in every year.

39. NOTICE

39.1 Manner of Notice

- (a) Notices may be given by the Chief Executive Officer to any Member by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 2 days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the 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.

39.2 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 these Rules.

39.3 Notice to Participants and State Affiliates

Notice to Individual Members or Affiliates (where appropriate or required) shall be deemed given by notice being given in accordance with these Rules to the Member Body of that Individual Member or Affiliate.

40. SEAL

- (a) The Chief Executive Officer shall provide for safe custody of the Seal.
- (b) The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by 2 Directors.

41. PATRONS AND VICE PATRONS

The Association at its Annual General Meeting may appoint on the recommendation of the Board a Chief Patron and such number of Patrons and Vice-patrons as it considers necessary.

42. ALTERATION OF STATEMENT OF PURPOSES AND RULES

- (a) These Rules shall not be altered except by Special Resolution.

- (b) In addition, there shall be no alteration or amendment to **Rules 44** or Error! Reference source not found. without the consent of the relevant Minister or other authority under the Act (where required).

43. INDEMNITY

43.1 Directors to be Indemnified

Every Director, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him in his capacity as Director, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings.

43.2 Association to Indemnify Directors

The Association shall indemnify its Directors, managers and employees against all damages and costs (including legal costs) for which any such Director, manager 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 of a Director performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of a manager or employee, performed or made in the course of, and within the scope of his employment by the Association.

44. DISSOLUTION

- (a) Subject to **Rule 44(b)**, the Association may be wound up in accordance with the provisions of the Act.
- (b) The provisions of **Rules 6 and 7** relating to the winding up and dissolution of the Association shall take effect and be observed as if the same were repeated in these Rules.

45. REGULATIONS AND INCONSISTENCY

For so long as the Association remains affiliated or otherwise under the auspices of or associated with the Australian Baseball Federation ("ABF"), it shall act in accordance with the constituent documents, rules, regulations and policies of the ABF, to the extent that the same applies to the Association. In the event of any conflict or inconsistency between such constituent documents, rules and regulations, or any of them, then the following order of precedence shall apply in order to resolve such conflict or inconsistency:

- (a) ABF; and
- (b) the Association.

46. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between:

- (i) a Member and another Member; or
 - (ii) a Member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at that meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (B) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in conducting the mediation, must;
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must not determine the dispute.
- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.