

# CONSTITUTION AND BY-LAWS OF THE

## S.A. WINTER BASEBALL ASSOCIATION

(ADOPTED 14<sup>TH</sup> APRIL 1988)

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### RULES

#### 1. NAME:

- 1.01 The full title of the Association shall be  
"THE SOUTH AUSTRALIAN WINTER BASEBALL ASSOCIATION"
- 1.02 The short title of the association, by which it is to be known, shall be  
"THE S.A. WINTER BASEBALL ASSOC"

#### 2. DEFINITIONS

- 2.01 In these rules –
- |                           |   |     |              |
|---------------------------|---|-----|--------------|
| " the Winter Assoc"       | means The South Australian Winter Baseball Association                | --- | refer rule 1 |
| " the Winter Competition" | means the baseball competition conducted by the<br>Winter Assoc       | --- | refer rule 3 |
| " the Winter Committee"   | means the duly elected committee of management<br>of the Winter Assoc | --- | refer rule 5 |
| " members"                | means the financial members of the Winter Assoc                       | --- | refer rule 4 |
| " A.G.M.                  | means the Annual General Meeting                                      | --- | refer rule 8 |

#### 3. OBJECTS

- 3.01 To provide a low-cost recreational baseball competition for all who wish to participate.
- 3.02 To provide all members with the opportunity to participate in the formatting of the Competition:  
and the framing of the Playing Conditions under which the Competition is conducted.

#### 4. MEMBERSHIP

- 4.01 Membership of the Winter Assoc shall be open to any duly constituted Club; or group of persons  
who form a team, or teams, for the express purpose of participating in the Winter Competition;  
who agree to uphold the aims of this Association and abide by the Rules and By-Laws.
- 4.02 Subject to the provisions of these Rules, membership shall be for a twelve month season,  
effective from the date of the first scheduled match each year.
- 4.03 Life membership – (no more than one bi-annually) may be awarded to any person deemed to  
have rendered exceptional service to the association .....(Refer Rule 8.04 – voting)

**5. WINTER BASEBALL COMMITTEE** ( Committee of Management )

- 5.01 The management of the Association shall be vested in a committee of management – to be known as “ THE WINTER BASEBALL COMMITTEE” ; consisting of no less than three ( 3 ) persons, including the President and Vice-President.
- 5.02 The Winter Baseball Committee shall execute the administrative, secretarial and financial duties of the Association; and be responsible for the co-ordination and running of the Winter Competition.
- 5.03 The Winter Baseball Committee shall be elected annually by the members at the A.G.M.
- 5.04 The Winter Baseball Committee may, at its discretion, appoint one, or more sub-committees which shall be convened for specific purposes; such as, but not restricted to, the co-ordination and running of the Winter Competition.  
All sub-committees shall be accountable to the Winter Baseball Committee.

**6. OFFICE BEARERS**

- 6.01 All offices of the Winter Assoc. shall be honorary.
- 6.02 The office bearers of the Winter Assoc. shall be:
  - ( a ) President, who shall be the chairperson at all meetings of the Winter Assoc. and the Winter Baseball Committee; and represent the Winter Assoc. on any other body with which it may choose to become affiliated.
  - ( b ) Vice-President, who shall be deputy chair-person; and proxy representative.
  - ( c ) Secretary, who shall
    - i ) Keep proper and accurate record of the minutes;
    - ii ) Conduct the correspondence of the Association;
    - iii ) Keep a register of all members and their addresses;
  - ( d ) Treasurer, who shall
    - i ) Receive all monies and pay them into the Account of the S.A. Winter Baseball Assoc.;
    - ii ) Pay all when accounts when approved for payment by the Winter Baseball Committee;
    - iii ) Keep a proper record of all of the financial transactions of the Winter Assoc.;
  - ( e ) Competition Co-ordinator, who shall be responsible for the conducting of the Winter Competition
- 6.03 With the concurrence of the majority of the members at the A.G.M., the duties of any of the various office bearers may be combined and may be performed by any designated member/s of the Winter Baseball Committee – with the exception that the offices of President and Vice-President shall not be combined.
- 6.04 All office bearers shall be elected annually by the members at the A.G.M.
- 6.05 All office bearers shall be eligible for re-election or re-appointment
- 6.06 The Winter Baseball Committee shall be empowered to fill any extra-ordinary vacancies.

**7. BANKING**

- 7.01 The Treasurer shall open a bank account in the name of " The South Australian Baseball Association; with a bank to be approved by the Winter Baseball Committee.
- 7.02 Signatories to the bank account shall be:  
The President, the Vice-President, and up to two other members of the Winter Baseball Committee.
- 7.03 Withdrawal forms shall be signed by the President ( or Vice-President in the absence of the President ) and one other member of the Winter Baseball Committee.

**8. MEETINGS**

- 8.01 Annual General Meeting: ( A.G.M. )
- a ) The A.G.M. shall be held prior to the 31<sup>st</sup> of March each year, at such time and place as the Winter Baseball Committee may determine.
  - b ) The Order of Business at the A.G.M. , unless otherwise ordered by resolution of the members, shall be as follows;
    - i ) Notice of Meeting
    - ii ) Roll call of members entitled to vote;
    - iii ) Adoption of the Minutes of the previous A.G.M. , and Extra-ordinary General Meeting ( if any )
    - iv ) Presentation of
      - a ) The President's Annual Report
      - b ) Treasurer's Report, Financial Statement and Balance Sheet
      - c ) Sub-Committee Reports
    - v ) Election of Life Member ( if any )
    - vi ) Election of Office Bearers
    - vii ) Review of the Competition Format and Playing Conditions
    - viii ) General Business

**8.02 EXTRA-ORDINARY GENERAL MEETINGS:**

The Secretary of the association, upon being authorised so to do by resolution of the Winter Baseball Committee; or upon receipt of a written request of not less than one fifth of the members ( as defined in rule 4 ); shall within one calendar month, call an Extra-ordinary Meeting. The purpose of such a meeting shall be expressed in the resolution or requisition.

**8.03 CHAIRMAN OF MEETINGS**

The President of the Association, or the Vice-President in absence of the President; shall preside at all meetings of the Association.  
In the absence of both, a chairperson shall be elected from those amongst those financial members present.

**8.04 VOTING**

- a ) Voting rights shall be restricted to the following;
  - i ) The declared representative of each registered team; who shall be entitled to two votes per team – a club with more than one team shall be entitled to one representative for each team.

Note – UNFINANCIAL TEAMS;

No team shall be entitled to it's voting rights and not take part in the proceedings of the Association should any part of it's fees or any other monies due to the Association be in arrears at the time of the Meeting at which such voting or proceedings are to take place.

- ii ) Each duly elected office bearer and each Life Member; shall be entitled to one vote per person.
- b ) The mode of voting shall be a show of hands; except when a ballot is requested by the majority of persons present who are entitled to vote as indicated above.
- c ) At all meetings of the Winter Association, the Winter Committee and any sub-committees the chairman shall have a deliberating vote on all motions. Should voting be equal, the Chairman shall then have the casting vote.

**8.05 QUORUMS**

- a ) At all A.G.M.'s and Extra-Ordinary General Meetings, a quorum shall be twenty five percent ( 25% ) of the eligible voting team representatives (refer rule 8.04 ( a ) ( i ) – in addition to any other persons eligible to vote as defined in rule 8.04 ( a ) ( ii )
- b ) At all Committee or Sub – Committee meetings, a quorum shall be more than fifty percent ( 50% ) of the elected/appointed members of that Committee or Sub – Committee.
- c ) Should no quorum be present within fifteen minutes of the appointed starting time of the meeting of the Association, the meeting shall stand adjourned for a period to be decided by those members present, but not to exceed fourteen days.  
If at such adjourned meeting, there is no quorum present within the prescribed time, those members who are present and entitled to vote shall be deemed to be a quorum for the purposes of the business to be discussed.

**8.06 NOTICES**

At least fourteen ( 14 ) days notice shall be given to all members of the Association prior to any A.G.M. or Extra-Ordinary General Meeting of the Winter Assoc.; and the posting or delivering of such notice to the address in the register of Members shall be sufficient proof of such delivery.

Such notice shall state the time and place of them Meeting; and in the case of an Extra- ordinary General Meeting, shall state the purpose for which the meeting has been called.

**9. FEES**

- 9.01 The fees to be charged for each season shall, upon recommendation from the Winter baseball Committee, be determined at the A.G.M., as part of the review of the Playing Conditions.
- 9.02 All Fees are due and payable at the time of lodgement Nomination Form, each season – unless otherwise resolved at the A.G.M.
- 9.03 Any team which has not paid all Fees due ( in accordance with Rule 9.02 ) within one calendar month of the commencement date of the season, shall be declared un-financial and shall lose all voting rights and all Premiership Points gained up to the time when the due Fees are paid.

**10. ALTERATIONS OF RULES**

- 10.01 These rules may be added to, repealed or amended by resolution at any A.G.M. or Extra-Ordinary General Meeting upon due notice in accordance with these rules.
- 10.02 A majority of no less than two thirds ( 2/3 ) of those present and entitled to vote shall be required to carry such a motion.

**11 INTERPRETATION OF THE RULES**

- 11.01 All disputes as to the meaning of this Constitution shall be decided by the Winter Baseball Committee whose decision shall be final.
- 11.02 If a matter arises which, in the opinion of the Winter Baseball Committee, is not provided for in these Rules or the By-Laws, the matter shall be determined by the Winter Baseball Committee in the manner it thinks fit and it's decision shall be binding.

**12 AFFILIATIONS**

- 12.01 The Winter Assoc. may AFFILIATE with any other Association or League as it deems necessary for the purpose of carrying out it's aims and objectives.

Any such Affiliation shall be approved by no less than two- thirds ( 2/3 )of the members entitled to vote at an A.G.M. or Extra-Ordinary General Meeting.

**13 BY-LAWS AND PLAYING CONDITIONS**

- 13.01 The Winter Assoc. may establish BY-LAWS for the proper working of the Association provide they are not in conflict with these rules.
- 13.02 The PLAYING CONDITIONS controlling the running of the Winter Competition shall form part of the By-laws

**13.03 ALTERATIONS TO BY-LAWS**

- a ) By-laws may be created, rescinded, added to or amended by resolution of no less than two thirds ( 2/3 ) of the Winter Baseball Committee; or at any A.G.M., or Extra-ordinary General Meeting, by the resolution of a majority of those present and eligible to vote.
- b ) Any variation to the By-Laws must be ratified at the next A.G.M., or Extra –Ordinary General meeting; by a simple majority – or they will lapse.

**14 DISSOLUTION OF OR CHANGE OF NAME OF THE ASSOCIATION**

- 14.01 The Secretary of the Association, upon being authorised so to do by resolution of the Winter Baseball Committee; or upon receipt of the written request of not less than one third (1/3 ) of the members ( as defined in Rule 4 ); shall within one calendar month, call an Extra-Ordinary General Meeting; in accordance with the requirements of Rule 8.06.
- 14.02 The resolution for the dissolution of or change of name of the Association shall not be dealt with unless at least fifty one percent ( >51% ) of the members ( as defined in Rule 4 ) are present. A majority of not less than three- fourths ( 3/4 ) of those members present and eligible to vote shall be necessary to carry the resolution.
- 14.03 Should it be resolved to dissolve the Association, all property, both real and personal; after all debts have been satisfied, shall be passed over to such like Association, or League, as shall be decided by a simple majority vote at the time of dissolution.

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