



CRONULLA-SUTHERLAND JUNIOR  
BASEBALL ASSOCIATION INCORPORATED

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**CONSTITUTION**

ASSOCIATIONS INCORPORATION ACT (1984) (NSW) CONSTITUTION OF  
CRONULLA SUTHERLAND JUNIOR BASEBALL ASSOCIATION INCORPORATED

AS ADOPTED BY DELEGATES ON 13 OCTOBER 2015

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## PART I – OBJECTS, POWERS AND INTERPRETATION

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### 1 NAME OF LEAGUE

The name of the League is Cronulla Sutherland Junior Baseball Association (herein after called “CSJBA”).

### 2 OBJECTS OF CSJBA

CSJBA is the body for the administration of the sport of junior baseball in the district. The objects for which CSJBA is established and maintained are to:

- (a) participate as a member of Baseball Australia ("BA") and Baseball NSW through and by which the sport of junior baseball can be conducted, encouraged, promoted, advanced and administered;
- (b) provide for the conduct, encouragement, promotion and administration of junior baseball within the District;
- (c) ensure the maintenance and enhancement of CSJBA and junior baseball, its standards, quality and reputation for the benefit of the Members, Individual Members and baseball;
- (d) at all times promote mutual trust and confidence between CSJBA, BA, Baseball NSW and other baseball leagues within the State of New South Wales and the Members in pursuit of these Objects;
- (e) at all times act on behalf of and in the interest of the Members and baseball;
- (f) use and protect the Intellectual Property of CSJBA; and where permitted to do so, the intellectual property of Baseball NSW and BA;
- (g) apply the property and capacity of CSJBA towards the fulfilment and achievement of these Objects;
- (h) review and/or determine any matters relating to junior baseball in the District;
- (i) pursue commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of junior baseball in the District;
- (j) adopt and implement appropriate policies of BA and Baseball NSW, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, child protection, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in junior baseball in the District;
- (k) represent the interests of its Members and of junior baseball generally in any appropriate forum conducted by Baseball NSW in New South Wales;
- (l) encourage all Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in junior baseball competition and to award trophies and rewards to successful competitors and conduct junior baseball Competitions within the District whether conducted by CSJBA or in which CSJBA participates;
- (m) encourage and promote performance-enhancing drug free competitions;
- (n) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects including but not limited to complying with the Constitution, Policy and Procedures of CSJBA and Rules of Baseball NSW and BA in force from time to time.

### 3 POWERS OF CSJBA

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

### 4 INTERPRETATION

#### 4.1 Definitions

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

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

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

**“Act”** means the Associations Incorporation Act (2009) (NSW) or any other act under which the CSJBA may be incorporated from time to time.

**“Affiliated Club”** means a club affiliated with CSJBA.

**“Baseball NSW”** means Baseball New South Wales Incorporated.

**“Policy and Procedures”** means any procedure, regulation or policy made by the Executive under Rule 21.

**“Delegate”** means the person elected or appointed from time to time by an Affiliated Club to act for and on behalf of that Affiliated Club and representing that Affiliated Club at meetings.

**“District”** means the district of Sutherland Shire in the Sydney metropolitan area of New South Wales and such other suburb(s) or district approved by the Executive of CSJBA.

**“Executive”** means the body consisting of President, Senior Vice President, Vice President, Secretary and Treasurer of CSJBA.

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

**“Individual Member”** means a registered financial individual member of CSJBA, or an Affiliated Club, and includes Players, Coaches, Assistant Coaches, Team Managers, Scorers and Affiliated Executive and non-Executive members.

**“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 CSJBA or any event, competition or activity of, or conducted, promoted or administered by, CSJBA.

**“Junior Baseball”** means the sport of junior baseball played in accordance with the official Australian Baseball Rules and such other games of baseball played with modified rules including but not limited to tee-ball.

**“Life Member”** means an individual upon whom life membership of CSJBA has been conferred under Rule 7.3 or the provisions of any prior Constitution of CSJBA

**“Member”** means collectively or any of Affiliated Clubs as represented by their voting representatives who are entitled to vote at General Meetings (see also **“Delegate”**), **“Individual Members”**, **“Players”** and **“Life Members”** unless expressly stated otherwise.

**"Players"** means those Individual Members who participate in junior baseball competitions conducted by CSJBA and/or competitions in which CSJBA participates.

**"President"** means the person elected to hold the position of President of CSJBA.

**"Public Officer"** for the purposes of the Act, the Secretary.

**"Secretary"** means the person elected to hold the position of Secretary of CSJBA.

**"Special Business"** is business of which:

- (a) a notice of motion has been submitted in accordance with Rule 18;
- (b) is approved for discussion at a General Meeting in accordance with Rule 17.2

**"Treasurer"** means the person elected to hold the position of Treasurer of CSJBA.

**"Voting Representatives"** means those Individual Members appointed by the Affiliated Clubs to vote at general meetings. See also **"Delegate"**.

## 4.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power authority or duty, a reference to the exercise of the power or authority of 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 means.

## 4.3 Severance

If any provision of this Constitution 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 this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

## 4.4 Expressions in Act

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

## PART II – CSJBA AFFILIATED CLUB CONSTITUTIONS

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### 5 STATUS AND COMPLIANCE OF CSJBA

#### 5.1 Recognition of CSJBA

For as long as CSJBA is recognised as a Voting Affiliate Member of Baseball NSW, it shall be subject to compliance with the Constitutions of BA and of Baseball NSW. CSJBA shall administer the sport of junior baseball in the District in accordance with the objects of CSJBA and Baseball NSW.

#### 5.2 Compliance of CSJBA as a Voting Affiliate and Member of Baseball NSW

The Members acknowledge and agree that CSJBA shall:

- (a) be incorporated in New South Wales;
- (b) elect or appoint delegate/s to represent it at meetings of Baseball NSW at which it is entitled to be present and vote in accordance with the Baseball NSW Constitution;
- (c) adopt in principle, the objects of Baseball NSW and BA and adopt rules which reflect and which are, to the extent permitted or required by the Act, generally in conformity with the Constitutions of Baseball NSW and BA;
- (d) apply its property and capacity in pursuit of the objects of Baseball NSW, BA, CSJBA, and the sport of junior baseball in the District;
- (e) do all that is reasonably necessary to enable the objects of Baseball NSW, BA and CSJBA to be achieved;
- (f) act in good faith and loyalty to ensure the maintenance and enhancement of Baseball NSW and BA, CSJBA and the sport of junior baseball, its standards, quality and reputation for the collective and mutual benefit of the Members, Individual Members and the sport of junior baseball;
- (g) at all times operate with, and promote, mutual trust and confidence between Baseball NSW, BA, CSJBA and the Members in pursuit of these objects;
- (h) at all times act on behalf of, and in the interests of, the Individual Members and the Affiliate Clubs and the sport of junior baseball; and
- (i) abide by the Baseball NSW Constitution.

### 6 AFFILIATED CLUB CONSTITUTIONS

#### 6.1 Compliance of Affiliated Clubs

The Affiliated Clubs acknowledge and agree that each of them shall:

- (a) be incorporated in New South Wales
- (b) elect or appoint two (2) Delegates to represent it at General Meetings of CSJBA;
- (c) recognise CSJBA as the controlling body for the sport of junior baseball in the District, and Baseball NSW as the peak body for the sport of baseball in New South Wales;
- (d) generally, have regard to the objects of CSJBA, and in particular the object to create a single uniform entity for the conduct, promotion, encouragement and administration of the sport



of junior baseball, in any matters of the Affiliated Club pertaining to the sport of junior baseball;

- (e) ensure to the extent possible that the conduct of their players, officials, Executive, non-Executive Members is in accordance with the Constitution, Policy and Procedures and CSJBA Rules;
- (f) acknowledge that in performing their duties, Members understand and agree to comply with the CSJBA's Code of Conduct outlined in the CSJBA's Policy and Procedures Manual; and
- (g) abide by this Constitution.

## 6.2 Constitution of the Affiliated Clubs

- (a) The constituent documents of each Affiliated Club shall clearly reflect the objects of CSJBA and will conform with this Constitution, subject to any requirements in the Act, and at least to the extent of:
  - i. the objects of CSJBA;
  - ii. the structure and membership categories of CSJBA;
  - iii. recognising CSJBA as the controlling body for the sport of junior baseball in the District;
  - iv. recognising CSJBA as the final arbiter on matters pertaining to the sport of junior baseball in the District, and that Baseball NSW is the final arbiter on matters pertaining to the sport of baseball in New South Wales including disciplinary proceedings and BA as the final arbiter on matters pertaining to the sport of baseball in Australia, including disciplinary proceedings;
  - v. such other matters as are required to give full effect to CSJBA's Constitution;with such incidental variations as are necessary having regard to the Act.
- (b) Each Affiliated Club shall take all steps necessary to ensure its constituent documents are in conformity with the Constitution of CSJBA at least to the extent set out in Rule 6.2(a) and shall ensure its documents are amended in conformity with future amendments made to CSJBA's Constitution, subject to any prohibition or inconsistency in the Act.
- (c) Upon request, each Affiliated Club shall provide to CSJBA a copy of its constituent documents and all amendments to these documents.

## 6.3 Affiliated Club Register

Each Affiliated Club shall maintain, in a form and with such details as are acceptable to CSJBA, a register of all Individual Members and players of the Affiliated Club. Each Affiliated Club shall provide a copy of the register at a time and in a form acceptable to CSJBA, and shall provide prompt and regular updates of the register to CSJBA when requested by CSJBA.

## PART III – MEMBERSHIP

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### 7 MEMBERS

#### 7.1 Category of Members

The Members of CSJBA shall consist of:

- (a) Affiliated Clubs, who subject to this Constitution, shall be represented by their Delegates who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Affiliate;
- (b) Individual Members, who subject to this Constitution, may attend and debate at General Meetings, but have no right to vote at General Meetings;
- (c) Life Members, who subject to this Constitution, may attend and debate at General Meetings, but have no right to vote at General Meetings;
- (d) such new categories of Members, created in accordance with Rule 7.2 below.

#### 7.2 Creation of New Categories

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

#### 7.3 Life Members

- (a) Each year CSJBA will call for nominations from Affiliated Clubs for persons to be considered for life membership of CSJBA. The Executive may recommend to the Annual General Meeting that one or more persons (but not more than two persons in any single year) duly nominated and who has rendered distinguished or special service to the sport of junior baseball at an Association level, have life membership conferred on them.
- (b) A resolution of the Annual General Meeting to confer life membership must be:
  - i. passed by Special Resolution; and,
  - ii. taken by secret ballot.
- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the Policy and Procedures Manual.

### 8 AFFILIATED CLUBS

#### 8.1 Incorporation

- (a) To be eligible for membership, an Affiliated Club must be incorporated or in the CSJBA's reasonable opinion, be in the process of incorporation, which process shall be complete within one (1) year of applying for membership under this Constitution.
- (b) For such time as an Affiliated Club is not incorporated, the Secretary of any such unincorporated Affiliated Club shall be deemed to be the Member (on behalf of the unincorporated Affiliated Club), and shall be entitled to exercise the same voting and other rights and have the

same obligations and shall follow such procedures on behalf of the unincorporated Affiliated Club as incorporated Affiliated Clubs, to the extent that this is possible.

- (c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Affiliated Club shall be resolved by the Executive in its sole discretion.
- (d) Failure to incorporate within the period stated in Rule 8.1(a) shall result in the expulsion of the Secretary (acting on behalf of the unincorporated Affiliated Club) from membership. The unincorporated body shall not be entitled to re-apply for membership until such time as it is incorporated.

## 8.2 Application for Membership

An application for membership as an Affiliated Club must be:

- (a) in writing on the form prescribed from time to time by the Executive, from the applicant or its nominated representative and lodged with CSJBA;
- (b) accompanied by written reasons supporting the rationale and justification for the applicant to be granted membership as an Affiliated Club of CSJBA;
- (c) accompanied by a copy of the applicant's constitution (which must be acceptable to CSJBA and be substantially in conformity with this Constitution and the Act) and register of members; and
- (d) accompanied by the appropriate fee, if any.

## 8.3 Discretion to Accept or Reject Application

- (a) CSJBA shall not be bound to accept all applications for membership and shall have regard to such matters as the interests of the sport of junior baseball in the District, playing numbers and the enhancement of the game of junior baseball in the District.
- (b) Where CSJBA accepts an application, the applicant shall become an Affiliated Club and member. Membership of CSJBA shall be deemed to commence upon acceptance of the application by CSJBA.
- (c) Where CSJBA rejects an application CSJBA shall refund any fees forwarded with the application and the application shall be deemed rejected by CSJBA.

## 8.4 Membership Renewal

- (a) Each Affiliated Club must renew membership with CSJBA in accordance with any procedures set down by CSJBA in its notifications to Affiliated Clubs from time to time.
- (b) Failure to renew membership in this fashion shall result in the Affiliated Club ceasing to be affiliated with CSJBA and unable to participate in the competitions conducted by CSJBA.

## 8.5 Membership with Baseball NSW and Baseball Australia

In order to remain members of Baseball NSW and BA, Affiliated Clubs and Individual Members must:

- (a) renew their membership with CSJBA in accordance with Rules 8.4;
- (b) otherwise remain registered financial members of CSJBA in accordance with the procedures set out in this Constitution; and

- (c) must pay the annual fees prescribed by BA and by Baseball NSW from time to time (if any) to BA or Baseball NSW.

## 9 SUBSCRIPTIONS AND FEES

The annual membership subscription (if any), fees and any levies payable by Individual Members (or any category of members) to CSJBA, the basis of, the time for, and manner of payment shall be as determined by the Executive from time to time.

Any Individual Member of an Affiliated Club which, or who has not paid all monies due and payable by that Member or Affiliated Club to CSJBA shall (subject to CSJBA discretion) have all rights under this Constitution 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 CSJBA's discretion. In the meantime, the Member or Affiliated Club shall have no automatic right to resign from CSJBA or obviate its obligations, and shall be dealt with in CSJBA's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member or Affiliated Club, or impose such other conditions or requirements as CSJBA considers appropriate.

## 10 REGISTER OF MEMBERS

### 10.1 CSJBA to Maintain Register

The Secretary or delegated other of CSJBA shall maintain a register of all Members in which shall be entered such information as is required under the Act from time to time.

### 10.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the register showing the name of the Affiliated Club or the Individual Member shall be available for inspection (but not copy or retain) by Members, upon reasonable request.

## 11 EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

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

## 12 DISCONTINUANCE OF MEMBERSHIP

### 12.1 Notice of Resignation

Subject to this Constitution any Member which has paid all monies due, if any, and payable to CSJBA and has no other liability (contingent or otherwise) to CSJBA may resign from CSJBA by giving one (1) months notice in writing to CSJBA 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, if any, and payable to CSJBA may resign by notice in writing with immediate effect.

### 12.2 Expiration of Notice Period

Subject to Rule 12.5 upon the expiration of any notice period applicable under Rule 12.1, 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.

### 12.3 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon, CSJBA and its property including Intellectual Property. Any CSJBA documents, records or other property in the possession, custody or control of that Member shall be returned to CSJBA within fourteen (14) days of notification that they withdraw or resign membership.

### 12.4 Membership may be Reinstated

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

### 12.5 Cessation of Membership

Where an Affiliated Club ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Affiliated Club may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of CSJBA.

## 13 DISCIPLINING OF MEMBERS

### 13.1 Disciplinary Action

- (a) Where CSJBA is advised or considers that a Member has allegedly:
- i. breached, failed, refused or neglected to comply with a provision of this Constitution, any Policy and Procedures in effect or any resolution or determination of CSJBA or any duly authorised committee; or
  - ii. acted in a manner unbecoming of a Member or prejudicial to the objects and interests of CSJBA and/or the sport of baseball or the Code of Conduct; or
  - iii. brought CSJBA or the sport of baseball into disrepute, either on or off the field, so as to cause an umpire, official or member of the public to take action and report such action to the Executive or its recognized authorities;

- iv. breached any competition rules created by CSJBA or any of its sub-committees or the official rules of baseball; or
- v. acted in a manner that results in being ejected from a game by and umpire also necessitating they leave the confines of the field immediately; or
- vi. acted in a manner inconsistent with a determination made by the CSJBA Executive or its appointed designate,

the CSJBA may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of CSJBA set out in this Constitution or the Policy and Procedures of CSJBA.

## 13.2 Right of Appeal

- (a) A Member disciplined by CSJBA in accordance with Rule 13.1 shall have a right of appeal which shall be exercised in accordance with this Constitution or the Policy and Procedures.

## PART IV - GENERAL MEETINGS

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### 14 DELEGATES

#### 14.1 Appointment of Delegates

Each Affiliated Club shall appoint two (2) Delegates (and one alternate delegate may be named) for such term as is deemed appropriate by the Affiliated Club. A Delegate must:

- (a) be an Individual Member;
- (b) be appropriately empowered by the appointing Affiliated Club to consider, make decisions and vote at General Meetings;
- (c) not be a member of the Executive of CSJBA.

#### 14.2 Affiliated Club to Advise

Each Affiliated Club shall, prior to any General Meeting, advise the Secretary of CSJBA of any change to its appointed delegate.

#### 14.3 Affiliated Club Delegates Requirement to Attend General Meetings

Any affiliated club not represented by their delegates, or their proxies, at any General Meeting, Special General Meeting or Annual General Meeting shall be liable to a penalty, as determined by the Executive from time to time, as set out in the Policy and Procedures Manual.

### 15 GENERAL MEETINGS

An Annual General Meeting of CSJBA shall be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Executive of CSJBA. The CSJBA shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the CSJBA, convene an annual general meeting of its members.

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

### 16 NOTICE OF GENERAL MEETING

#### 16.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to the nominated official of each Affiliated Club, as provided to the CSJBA, at the address appearing in the register kept by CSJBA. No other person shall be entitled as of a right to receive notices of General Meetings.
- (b) Notice of General Meetings shall be given at least fourteen (14) days prior to the General Meeting and shall specify the place and day and hour of the General Meeting.
- (c) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least seven (7) days prior to the General Meeting, together with any notice of motion received from the Affiliated Club.

## 16.2 Entitlement to Attend General Meeting

Notwithstanding any other rule, no Member shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with Rule 9) then due and payable to CSJBA are paid.

## 17 BUSINESS

### 17.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of CSJBA (including in relation to the activities of CSJBA during the last preceding Financial Year) and auditors and the election of the Executive, Life Members or other elected positions.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in Rule 17.1(a) shall be Special Business.

### 17.2 Business Transacted

No business other than that stated in the notice shall be transacted at that meeting, unless other urgent business with the unanimous agreement of all Delegates. Any such business will then be treated as Special Business.

## 18 NOTICES OF MOTION

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

## 19 SPECIAL GENERAL MEETINGS

### 19.1 Special General Meetings May be Held

The Executive may, whenever it considers necessary, convene a Special General Meeting of CSJBA and, where, but for this Rule more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

### 19.2 Requisition of Special General Meetings

- (a) The Executive shall on the requisition in writing of a minimum of twenty per cent (20%) of the Affiliated Clubs 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 Affiliated Clubs making the requisition and be sent to the Secretary of the CSJBA. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Affiliated Clubs making the requisition.
- (c) If the Executive does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is sent to CSJBA, the Affiliated Clubs making the requisition, or any of them, may convene a Special General Meeting to be held not later than two (2) months after that date.



- (d) A Special General Meeting convened by Affiliated Clubs under this Constitution shall be convened in the same manner, or as nearly as possible, as that in which meetings are convened by the Executive.

## 20 PROCEEDINGS AT GENERAL MEETINGS

### 20.1 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 CSJBA shall be a majority of the Affiliated Clubs.

### 20.2 President to Preside

The President shall, subject to this Constitution, preside as Chair at every General Meeting of CSJBA. If the President is not present, or is unwilling or unable to preside, the Executives shall choose one of their number present who shall, subject to this Constitution, preside as chair for that meeting only.

### 20.3 Adjournment of Meeting

- (a) If within thirty (30) minutes from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the Chair may determine. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting the meeting will lapse.
- (b) The Chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Rule 20.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### 20.4 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 Chair; or
- (b) by the majority of the Delegates or Voting Representatives.

### 20.5 Recording of Determinations

Unless a poll is demanded under Rule 20.4, a declaration by the Chair 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 CSJBA shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

## 20.6 Where Poll Demanded

If a poll is duly demanded under Rule 20.4, it shall be taken in such manner and either at once or after an interval or adjournment, or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

## 20.7 Resolutions at General Meetings

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out in Rule 20.4). Except as otherwise provided in this Constitution, in the case of an equality of votes on a question at a General Meeting, the Chair is entitled to a casting vote as outlined in section 21 of this Constitution.

## 20.8 Minutes

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

## 21 VOTING AT GENERAL MEETINGS

Each Affiliated Club in attendance shall be entitled to two (2) votes at General Meetings, however, if an affiliated club has only one delegate in attendance they shall only be entitled to cast one vote unless a proxy is held by that delegate in accordance with Rule 22. Each Executive member shall have one (1) vote. The Chair shall also have a casting vote where voting is equal.

## 22 APPOINTMENT OF PROXIES

Each member is to be entitled to appoint another member as proxy by notice given to the Secretary in person prior to the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy is to be in the form set out in Appendix 1 to this Constitution.

## PART V - THE EXECUTIVE

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### 23 EXISTING EXECUTIVE MEMBERS

Upon approval of this Constitution under the Act, the Executive of CSJBA shall continue in office until the next Annual General Meeting following the approval of this Constitution at which time all positions shall be declared vacant and there shall be an election of the Executive pursuant to this Constitution. Each member of the Executive shall be eligible for re-election after declaring the position vacant.

### 24 POWERS OF THE EXECUTIVE

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

- (a) administer the sport of Junior Baseball in the District in accordance with the objects of CSJBA;
- (b) determine the major strategic directions of CSJBA within the guidelines and principles established by Baseball NSW and BA;
- (c) review CSJBA's performance in achieving its pre-determined aims, objectives and policies and the policies of Baseball NSW and BA; and
- (d) manage its responsibilities to the youth in the District that play junior baseball.

### 25 COMPOSITION OF THE EXECUTIVE

#### 25.1 The Executive Composition

The Executive shall comprise five (5) elected Executive Members, all of whom have been elected by the Affiliated Clubs in accordance with the rules set out in this Constitution. These will be the positions of President, Senior Vice President, Vice President, Treasurer and Secretary. Other specified positions deemed necessary by the Executive for the effective functioning of the Executive in order to carry out its responsibilities under this Constitution, may be invited to participate in Executive meetings as required.

### 26 ELECTION OF EXECUTIVE

#### 26.1 Qualifications for Elected Executive members

- (a) Nominees for elected positions on the Executive must be an Individual Member and meet the qualifications as prescribed from time to time by the CSJBA.
- (b) Nominees for elected positions on the Executive must declare any position they hold in an Affiliated Club, including as an office bearer, director or a paid appointee and shall advise of any intention to resign from such position if elected to the Executive.

## 26.2 Election of Elected Executive

- (a) The Secretary shall call for nominations for elected Executive members at the general meeting preceding the next scheduled Annual General Meeting, or at least fourteen (14) days before the date of the Annual General Meeting (whichever is the latter). All Affiliated Clubs shall be notified of the call for nominations.
- (b) Nominations for elected Executive Members must be:
  - i. in writing;
  - ii. on the prescribed form (if any) provided for that purpose;
  - iii. signed by a Delegate of an Affiliated Club; and
  - iv. certified by the nominee (who must be a Member) expressing his or her willingness to accept the position(s) for which he or she is nominated.
- (c) Nominations must be received by the Secretary at least seven (7) days prior to the Annual General Meeting.
- (d) If the number of nominations received for the Executive is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Executive, then those nominated shall only be elected if they are elected by the Members by secret ballot in such usual and proper manner as the Chair directs. If the nominees are not elected or if there are vacancies to be filled, further nominations shall be called for at the Annual General Meeting from the floor.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the Chair directs.
- (f) In the event of a tied vote a secret ballot shall be called for by the Chair and each of the voting representatives shall again cast their votes, indicating in order of preference all the nominated candidates. If the number of primary votes for each candidate receiving the first preference is still tied, then the successful candidate shall be the one who receives the greatest number of second preferences. If the vote is still tied after the counting of second preferences, then each of the other preferences shall be counted until there is a clear winner.
- (g) The members of the Executive must each be Individual Members of Affiliated Clubs or be a Life Member of CSJBA.

## 26.3 Term of Appointment

Elected Executive members shall be elected in accordance with this Constitution for a term of one (1) year or as otherwise contemplated by this Constitution, which shall commence from the conclusion of the Annual General Meeting at which the election occurred or until the declaration of vacant positions at the next Annual General Meeting following.

## 27 VACANCIES OF EXECUTIVE MEMBERS

### 27.1 Grounds for Termination of Executive Member

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

- (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 any way under the law relating to mental health;
- (d) resigns their office in writing to CSJBA;
- (e) is absent without the consent of the Executive from two (2) consecutive meetings of the Executive;
- (f) holds any office of employment of the Executive;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under CSJBA;
- (h) is directly or indirectly interested in any contract or proposed contract with CSJBA and fails to declare the nature of this interest;
- (i) is removed from office by Special Resolution under Rule 27.2; or
- (j) would otherwise be prohibited from being an Executive member of a corporation under the Corporations Act or is disqualified from office under the Act.

## 27.2 Removal of Executive Member

- (a) CSJBA in a General Meeting, may by Special Resolution, remove any Executive member before the expiration of their term of office. If an Executive member is removed in accordance with this Rule the office of the Executive member becomes vacant and shall be filled in accordance with the procedure set out in Rule 27.3.
- (b) Where the Executive member to whom a proposed resolution referred to in Rule 27.2(a) makes representations in writing to the Secretary and requests that such representations be notified to the Members, the Secretary shall send a copy of the representations to each Affiliated Club a reasonable period of time prior to the date of the General Meeting.

## 27.3 Casual Vacancies

A vacancy in the position of any elected Executive member (including the President) shall be filled by the Executive until the next Annual General Meeting of CSJBA. If the term of the Executive member has not expired, the Members shall fill the vacancy for the remainder of the Executive member's term.

## 27.4 Remaining Executive Members May Act

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

# 28 MEETINGS OF THE EXECUTIVE

## 28.1 Executive to Meet

The Executive shall meet as often as is deemed necessary in every term for the dispatch of business (but on at least six occasions) and may adjourn and, subject to this Constitution otherwise regulate,

its meetings as it considers necessary. The Secretary shall, on the requisition of two (2) Executive members, convene a meeting of the Executive within a reasonable time.

## 28.2 Decisions of Executive

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

## 28.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex, electronic mail or other form of visible or other electronic communication by all the Executive members, shall be as valid and effectual as if it had been passed at a meeting of Executive duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Executive.
- (b) Without limiting the power of the Executive to regulate their meetings as they considers necessary, a meeting of the Executive may be held where one (1) or more of the Executive 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 Executive entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive and such notice specifies that Executive are not required to be present in person;
  - iii. in the event that a failure in communications prevents condition (i) from being satisfied by that number of Executive which constitutes a quorum, and none of such Executive are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated;
  - iv. any meeting held where one (1) or more of the Executive is not physically present shall be deemed to be held at the place specified in the notice of meeting provided the Executive is there present, and if no Executive is there present the meeting shall be deemed to be held at the place where the Chair is located.

## 28.4 Quorum

At meetings of the Executive the number of Executive whose presence (or participation under Rule 28.3 is required to constitute a quorum is the majority of the Executive but in the case of vacancies shall be a minimum of three (3) Executive.

## 28.5 Notice of Executive Meetings

Unless all Executive members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven (7) days' oral or written notice of the meeting of the Executive shall be given to each Executive member by the Secretary. The agenda shall be forwarded to each Executive member prior to such meeting.

## 28.6 Validity of Executive Decisions

A procedural defect in decisions taken by the Executive shall not result in such decision being invalidated however a procedural defect shall be advised to the next general meeting and may be corrected on or before that general meeting.

## 28.7 Chair of Executive Meeting

The President appointed under Rule 25 shall preside at every meeting of the Executive. If the President is not present, or is unwilling or unable to preside, the Senior Vice President will preside. If the Senior Vice President is not present, or is unwilling or unable to preside the Executive shall choose one of their number to preside as Chair for that meeting only.

## 29 CONFLICTS

### 29.1 Executives' Interests

An Executive member is disqualified by holding any place of profit or position of employment in CSJBA, any Affiliated Club or in any company or incorporated association in which CSJBA is a shareholder or otherwise interested, or from contracting with CSJBA either as vendor, purchaser or otherwise except with express resolution of approval of the Executive. Any such contract or any contract or arrangement entered into by or on behalf of CSJBA in which any Executive member is in any way interested (having not been approved by express resolution of the Executive) will be voided for such reason.

### 29.2 Conflict of Interest

An Executive Member 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 Executive, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Executive Member votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for an Executive Member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Executive, or if this is not possible, the matter shall be adjourned or deferred.

### 29.3 Disclosure of Interests

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

## 29.4 General Disclosure

A general notice that an Executive member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company, is sufficient declaration under Rule 29.3 as regards such Executive member and the said transactions. After such general notice it is not necessary for such Executive member to give a special notice relating to any particular transaction with that firm or company.

## 29.5 Recording Disclosures

It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by an Executive member in accordance with Rule 29.3 and 29.4.

# 30 DELEGATIONS

## 30.1 Executive may Delegate Functions to Committees

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

## 30.2 Delegation by Instrument

The Executive 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 Executive by the Act or any other law, or by this Constitution.

## 30.3 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.

## 30.4 Procedure of Delegated Entity

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Executive under Rule 28. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.
- (b) Within seven (7) days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Secretary.

## 30.5 Delegation may be Conditional

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



### 30.6 Revocation of Delegation

The Executive may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such committee under this Rule where such decision is contrary to this Constitution, the Policy and Procedures, the Act, the objects of CSJBA or the committee's delegation.

## PART VI - MISCELLANEOUS

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### 31 POLICY AND PROCEDURES

#### 31.1 Executive to Formulate Policies and Procedures

The Executive may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such procedures, regulations and policies (“Policies and Procedures”) for the proper advancement, management and administration of CSJBA, the advancement of the objects of CSJBA and the sport of junior baseball in the District as it considers necessary or desirable. Such policies and procedures must be developed and accepted by Members in accordance with this Constitution.

#### 31.2 Policies and Procedures Binding

All policies and procedures made under this Rule shall be binding on CSJBA and Members.

#### 31.3 Policies and Procedures Deemed Applicable

All procedures, regulations and policies of CSJBA in force at the date of the approval of this Constitution under the Act insofar as such procedures, regulations and policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be policies and procedures under this Rule.

#### 31.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to policies and procedures shall be advised to Affiliated Clubs by means of notices approved by CSJBA and prepared and issued by the Secretary. Affiliated Clubs shall be obliged to draw such notices to the attention of their respective Members. Notices are binding upon all Members.

### 32 RECORDS AND ACCOUNTS

#### 32.1 Secretary to Keep Records

The Secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of CSJBA and the Executive and shall produce these as appropriate at each Executive meeting or General Meeting.

#### 32.2 Inspection of Records

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

### 32.3 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 Treasurer.

### 32.4 CSJBA to Retain Records

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

### 32.5 Executive to Submit Accounts

The Executive shall submit to the Annual General Meeting the accounts of CSJBA in accordance with the Act.

### 32.6 Negotiable Instruments

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

## 33 NOTICE

### 33.1 Manner of Notice

- (a) Notices may be given by the Secretary to any Member by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address, facsimile number or electronic mail address.
- (b) Where a notice is sent by registered mail, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.
- (c) Where a notice is sent by 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.

### 33.2 Notice of General Meeting

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

### 33.3 Notice to Individual Members

Notice to Individual Members (where appropriate or required) shall be deemed given by notice being given in accordance with this Constitution to the Affiliated Club of that Individual Member.

## 34 ALTERATION OF CONSTITUTION

- (a) This Constitution shall not be altered except by Special Resolution.
- (b) In addition, there shall be no alteration or amendment to rules contained in this Constitution without the consent of the relevant Minister or other authority under the Act.

## 35 INDEMNITY

### 35.1 Directors to be Indemnified

Every Executive Member, auditor, employee or agent of CSJBA shall be indemnified to the extent provided under the directors and officers insurance policy of CSJBA (if any) against any liability incurred by him/her in his/her capacity as Executive Member, auditor, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him/her by the Court.

### 35.2 CSJBA to Indemnify

CSJBA shall indemnify its Executive Members and employees to the extent provided under the directors and officers insurance policy of CSJBA (if any) against all damages and costs (including legal costs) for which any such Executive Member 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 an Executive Member performed or made whilst acting on behalf of and with the authority, express or implied of CSJBA; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his/her employment by CSJBA.

## 36 WINDING UP

### 36.1 Winding Up of CSJBA

Subject to this Rule 36, CSJBA may be wound up in accordance with the provisions of the Act.

### 36.2 Liability of Members

The liability of the Members of CSJBA is limited.

### 36.3 Members' Contributions

Every Member of CSJBA undertakes to contribute to the assets of CSJBA in the event of it being wound up while a Member, or within one (1) year after ceasing to be a Member for payment of the debts and liabilities of CSJBA contracted before the time at which he or she ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required, but not exceeding \$1.00.

## 36.4 Distribution of Property on Winding Up

If upon winding up or dissolution of CSJBA 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 CSJBA but shall be given or transferred to some body or bodies having objects similar to the objects of CSJBA 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 CSJBA by this Constitution and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies to be determined by the Members of CSJBA 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.

## 37 AUTHORITY TO TRADE

CSJBA is authorised to trade in accordance with the Act.

## 38 SOURCE OF FUNDS

The funds of CSJBA may be derived from annual membership subscriptions, fees and levies payable by Members, and by donations, grants, sponsorships and such other sources as the Executive determines.

## 39 APPLICATION OF INCOME

### 39.1 Income and Property Applied to Objects

The income and property of CSJBA shall be applied solely towards the promotion of the objects of CSJBA as set out in this Constitution.

### 39.2 No Income to Members

Except as prescribed in this Constitution:

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

### 39.3 Payments in Good Faith

Nothing contained in Rule 39.2 shall prevent payment in good faith of, or to, any Member for:

- (a) any services actually rendered to CSJBA whether as an employee or otherwise;
- (b) goods supplied to CSJBA in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to CSJBA;
- (e) any out-of-pocket expenses incurred by the Member on behalf of CSJBA; or
- (f) 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.

#### 40 PARTICIPATION

Nothing in this Constitution prevents CSJBA from participating as a partner or otherwise, in any organisation, incorporated or unincorporated, established for the advancement and unification of baseball in the District as deemed appropriate by CSJBA members, and consistent with the objects of CSJBA.

#### 41 INTELLECTUAL PROPERTY

- (a) CSJBA colours shall be a combination of sky blue, black and white.
- (b) The CSJBA colours and logo may only be used:
  - i. with the express written consent of the CSJBA; and
  - ii. in the manner outlined in the Policy and Procedure Manual.

## APPENDIX 1 - FORM OF APPOINTMENT OF PROXY

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(Rule 22 )

I, \_\_\_\_\_ (full name)

of \_\_\_\_\_ (address)

being a member of \_\_\_\_\_ (name of incorporated Association)

hereby appoint \_\_\_\_\_ (full name)

of \_\_\_\_\_ (address)

being a member of Cronulla Sutherland Junior Baseball Association as my proxy to vote for me, and on my behalf, at the general meeting, special general meeting or annual general meeting as the case may be, to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ and, if necessary, at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of / against (delete as required) the resolution ( insert details ) \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
( signature of member giving proxy ) ( date )

**NOTE:** A proxy vote may not be given to a person who is not a member of Cronulla Sutherland Junior Baseball Association.