

# **PEEL DIAMOND SPORTS CLUB INC. CONSTITUTION**

## **1. NAME**

- 1.1 The name of the club is **Peel Diamond Sports Club Inc.** Hereinafter referred to as the "Club".

## **2. OBJECTIVES**

- 2.1 To promote diamond sports, namely Teeball, Baseball and Softball, in a safe environment.
- 2.2 To provide instruction in diamond sports and to encourage participation.
- 2.3 The Club is affiliated with the body controlling baseball in Western Australia (Baseball WA) and its Board of Management, the body controlling teeball in Western Australia (TBAWA) and its Board of Management, and the body controlling softball in Western Australia (Softball WA) and its board of Management.
- 2.4 To solely apply the property and income of the Club towards the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.

## **3. POWERS OF THE CLUB**

- 3.1 To acquire, hold, deal with, and dispose of any real or personal property;
- 3.2 To open and operate bank accounts;
- 3.3 To invest its money:
- (i) In any security in which trust moneys may be invested; or
  - (ii) In any other manner authorised by the rules of the Club;
- 3.4 To borrow money upon such terms and conditions as the Club deems necessary on the approval of a General Meeting.
- 3.5 To give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- 3.6 To appoint agents to transact any business of the Club on its behalf; and
- 3.7 To enter into any other contract the Club considers necessary or desirable.

## **4. MEMBERSHIP**

- 4.1 Membership shall be open to any person who wishes to further the interests of the Club.
- 4.2 Any person seeking membership shall make application to the Management Committee and the Management Committee shall determine whether the application is successful or not. Applications denied membership shall be advised in writing. Successful applications

shall be for a term of 12 months but not extending beyond the first Player Registration Day of the following season.

4.3 Each person admitted to membership shall be;

4.3.1 Bound by the Constitution and the By-laws of the club.

4.3.2 Come liable for such fees and subscriptions as may be fixed by the Club.

4.3.3 Entitled to all advantages and privileges of membership.

4.4 Membership Categories:

4.4.1 ORDINARY MEMBER

4.4.1(i) any financial playing member over 18 years old as determined for registration is entitled to hold any office and enjoy the privileges of the Club.

4.4.1(ii) parents of financial players under 18 years old as determined for registration are entitled to hold any office and enjoy the privileges of the Club.

4.4.2 SOCIAL MEMBER

Persons who are interested in promoting the Club, but who do not wish to participate in the playing activities of the Club, may become a Social Member and be entitled to hold any office and enjoy the privileges of the Club.

4.4.3 JUNIOR MEMBER

Any player under the age of 18 years old as determined for registration may become a Junior Member. Such player shall have no voting rights nor be entitled to hold any office.

4.4.4 LIFE MEMBERSHIP

Any member who has given outstanding service to the Club may be elected by the Management Committee by majority of quorum as a Life Member. Any member may nominate a person to the Management Committee for consideration for Life Membership. Peel Diamond Sports recognises all past and present life members of Peel Baseball Club Inc and Mandurah Teeball Club Inc.

4.4.5 PATRONS

The Club may, at its discretion, elect a patron/s of the Club for such period as may be deemed necessary. Such patron/s shall not be eligible to vote unless they are current members of the club under another category of membership.

4.4.6 AFFILIATED CLUBS OR TEAMS

A club or team desirous of becoming an affiliated club or team must make application in accordance with the By-laws of the Club. Such an application must be lodged with the Club Secretary on or before a date as determined by the Management committee of the Club. Each affiliated club or team shall appoint or elect a delegate as their representative to meetings of the Management Committee.

- 4.5 The Management Committee shall appoint a member of the Management Committee to maintain an up to date register of members of the Club.
- 4.6 A member may at any reasonable time inspect the records and documents of the Club.

## **5. CLEARANCES**

- 5.1 Conditions governing clearances must comply with the relevant clause of the constitution of the relevant affiliated associations.
- 5.2 Any members owing monies to the club will not be eligible for clearance until such monies are paid.
- 5.3 Any members holding property and/or equipment belonging to the club will not be eligible for clearance until all property and equipment is returned.
- 5.4 Clearances will be dealt with by the Management Committee.
- 5.5 All applications for clearances must be on the prescribed form stating reasons for application and signed by the applicant.

## **6. TERMINATION OF MEMBERSHIP**

- 6.1 Any persons membership may be terminated by the following events;
  - 6.1.1 Resignations
  - 6.1.2 False or inaccurate statements deliberately made in the member's application for membership of the Club.
  - 6.1.3 Continual breaches of the rules, regulations, Code of Conduct or By-laws of the Club or commit any act detrimental to the Club.
  - 6.1.4 Non payment of fees or fines.
- 6.2 The Management Committee shall have the power to suspend or expel any member of the Club for any of the events in Item 6.1 above.
- 6.3 Any member who has had their membership suspended or terminated by the committee shall have the right to appeal to a special meeting provided written notice of such appeal is lodged with the Club Secretary within seven (7) days from the date of expulsion. The decision of such meeting shall be taken by ballot, with the majority of the meeting to decide. A member may be expelled or suspended from membership for a period not exceeding twelve (12) months.

## **7. MANAGEMENT COMMITTEE**

- 7.1 Management of the Club shall be vested in the Management Committee elected by the members at the Annual General Meeting and consisting of:
  - 7.1.1 President

- 7.1.2 Vice President, maximum of 2
- 7.1.3 Secretary
- 7.1.4 Treasurer
- 7.1.5 Registrar
- 7.1.6 Delegates from any affiliated bodies as relevant
- 7.1.7 Delegates to any controlling bodies as relevant
- 7.1.8 Committee Members (minimum of two)

The Executive Management Committee is comprised of the first five positions listed above.

- 7.2 If the President or Vice President(s) are unable to attend, then a member of the executive committee nominated by the meeting shall be the chairperson for that meeting.
  - 7.3 The Secretary must-
    - 7.3.1 coordinate the correspondence of the Club;
    - 7.3.2 keep full and correct minutes of the proceedings of the Committee and of the Club;
    - 7.3.3 comply on behalf of the Club with-
      - (i) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Club and, upon the request of a member of the Club, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
      - (ii) section 29 of the Act by maintaining a record of -
        - (a) the names and residential or postal addresses of the persons who hold the offices of the Club provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Club under rule 22; and
        - (b) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Club,
- and the Secretary must, upon the request of a member of the Club, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- 7.3.4 unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Club, including those referred to in

paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and

7.3.5 perform such other duties as are imposed by these rules on the Secretary.

7.4 The Treasurer must-

7.4.1 be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Club and must issue receipts for those moneys in the name of the Club;

7.4.2 pay all moneys referred to in paragraph (a) into such account or accounts of the Club as the Committee may from time to time direct;

7.4.3 make payments from the funds of the Club with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;

7.4.4 comply on behalf of the Club with sections 25 and 26 of the Act with respect to the accounting records of the Club by-

(i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Club;

(ii) keeping its accounting records in such manner as will enable true and fair accounts of the Club to be prepared from time to time;

(iii) keeping its accounting records in such manner as will enable true and fair accounts of the Club to be conveniently and properly audited; and

(iv) submitting to members at each annual general meeting of the Club accounts of the Club showing the financial position of the Club at the end of the immediately preceding financial year.

7.4.5 whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

7.4.6 unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in paragraphs (d) and (e); and

7.4.7 perform such other duties as are imposed by these rules on the Treasurer.

7.5 The Registrar must comply on behalf of the Club with section 27 of the Act with respect to the register of members of the Club, as referred to in rule 6.

7.6 All committee members must be elected to membership of the Committee at an annual general meeting, or appointed under sub-rule 7.6.

- 7.7 The term of the office bearers will be from one Annual General Meeting to the next Annual General Meeting.
- 7.8 Any Management Committee member who fails to attend three (3) consecutive committee meetings without submitting apologies may have their membership of the committee terminated at the discretion of the Management Committee.
- 7.9 In the event of any vacancy occurring on the Management Committee the Committee may appoint a member to fill that vacancy. The term of that appointment will be until the next Annual General Meeting.
- 7.10 The Management Committee may appoint sub-committees, which shall be responsible for the effective running of teeball, baseball, softball and/or any other recreational opportunities. Such subcommittees shall be responsible to the Management Committee.
- 7.11 The Management Committee shall carry out the day to day running of the Club and shall have the power to:
- 7.11.1 Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes to transfer funds from one account to another, and to close any such account;
  - 7.11.2 Fix the manner in which banking accounts shall be operated upon;
  - 7.11.3 Fix fees and subscriptions payable by members and decide such levies and charges as is deemed necessary and advisable, and to enforce payment thereof;
  - 7.11.4 Adjudicate on all matters brought before it, which in any way affect the Club;
  - 7.11.5 Cause minutes to be made of all proceedings at meetings of the committee and General Meetings of members;
  - 7.11.6 Make, amend and rescind rulings and By-laws;
  - 7.11.7 Have the power to form and appoint any subcommittee(s) as required for specific purposes;
  - 7.11.8 May, at their discretion, employ a person or persons to carry out certain duties required by the Club at salaries or remunerations for such period of time as may be deemed necessary.
  - 7.11.9 Appoint an officer or agent of the Management Committee to have custody of the Clubs records, documents and securities;
  - 7.11.10 Hear and adjudicate all disputed clearances within fourteen (14) days of such clearances being received.
  - 7.11.11 Terminate membership as stated in 6.1.

## **8. MEETINGS**

### **8.1 Annual General Meeting**

- 8.1.1 The Annual General Meeting of the Club is to be held no later than the 31<sup>st</sup> August, so that it does not exceed four months after the end of the financial year determined as per clause 11.7. An AGM must be held every calendar year.
- 8.1.2 The Secretary shall give at least twenty-one (21) days notice of the date of the Annual General Meeting to members specifying when and where the annual general meeting is to be held, and the particulars and order in which business is to be transacted.
- 8.1.3 All financial members may attend the Annual General Meeting.
- 8.1.4 Nominations for Executive Committee members to be received in writing seven (7) days prior to Annual General Meeting and to be nominated by a second member at time of submission.
- 8.1.5 The quorum at the Annual General Meeting shall be a minimum of ten (10) members. If at the end of 30 minutes after the time appointed in the notice for the opening of the meeting there be no quorum, the meeting shall be adjourned for one week. If at the following meeting there is no quorum those members present shall be deemed competent to discharge the business of the meeting.
- 8.1.6 The agenda for an Annual General Meeting shall be:
- Opening of Meeting
  - Apologies
  - Confirmation of Minutes of previous Annual General Meeting
  - Presentation of Annual Report
  - Adoption of Annual Report
  - Presentation of Treasurers statement
  - Election of new Executive Committee
  - Vote of thanks to outgoing Executives
  - Notices of Motion
  - Constitutional Matters
  - Present New Life Members
  - Urgent General Business
  - Closure

### **8.2 Special General Meetings**

- 8.2.1 Special General Meetings may be called by the Management Committee or at the request of the President and Secretary or on the written request of ten (10) financial members of the Club.
- 8.2.2 The Secretary shall give at least seven (7) days notice, in writing, of the date of the Special General Meeting to the members. Notice of Special General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at the Special General Meeting.
- 8.2.3 The quorum at the Special General Meeting shall be a minimum of ten (10) members.

### **8.3 Management Committee Meeting**

- 8.3.1 The Management and Executive committees shall meet at such time and place as they may determine.
- 8.3.2 Management Committee Meetings shall be held at least six (6) times per annum, and monthly during playing season.
- 8.3.3 The quorum for any Management Committee Meeting shall be 5, with at least two (2) members of the Executive Committee present.
- 8.3.4 The Executive Committee shall transact any business that requires urgent attention and shall report any such matters to the next Management Committee meeting. If such meeting is required, a quorum of three (3) executive committee members is necessary.

## **9. VOTING**

### **9.1 Voting powers at the Annual General Meeting and Special General Meetings shall be:**

- 9.1.1 The President shall be entitled to a deliberate vote, and in the event of a tied vote the President shall exercise a casting vote.
- 9.1.2 (i) Each individual financial member present over 18 years of age shall have one (1) vote.  
(ii) The Parent/Guardian of each financial junior member shall have one (1) vote per junior member, to a maximum of two (2) votes per family.

### **9.2 Voting powers at Management Committee Meetings shall be;**

- 9.2.1 The President shall be entitled to a deliberate vote and in the event of a tied vote, the President shall exercise a casting vote.
- 9.2.2 Each individual committee member present shall have one (1) vote.

## **10. AUDITOR**

- 10.1 The Management Committee shall elect or appoint an independent Auditor or Auditors.
- 10.2 The Auditor or Auditors shall examine and audit all the books and accounts of the Club annually, and have the power to call for all books, papers, receipts, etc. of the Club.
- 10.3 Audits must be made available upon request to all members.

## **11. FINANCES**

- 11.1 All funds of the Club shall be deposited into the Clubs accounts at such bank or recognised financial institution as the Management committee may determine.
- 11.2 No member shall commit the Club's funds without Management Committee approval, or the Executive Committee as per sub-rule 8.3.4.
- 11.3 All accounts due by the Club shall be paid by cheque or electronic transfer after having been passed for payment at the Management Committee Meeting and when immediate



payment is necessary the account shall be paid and the action endorsed at the next Management Committee Meeting.

- 11.4 The Canteen Manager shall be responsible for the club Debit Card, and said debit card will be linked to an account with a maximum balance which shall be set by the Management Committee at the first meeting after the Annual General Meeting. The Canteen Manager shall present a detailed reimbursement reconciliation to the Management Committee for approval on which the Debit Card account will be replenished to the maximum amount via transfer.
- 11.5 A statement showing the financial position of the Club shall be tabled at each Management Committee Meeting by the Treasurer.
- 11.6 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting.
- 11.7 The financial year of the Club shall be from the 1<sup>st</sup> May to the 30<sup>th</sup> April. The accounts, books and all financial records of the Club shall be audited annually.
- 11.8 The signatories to the Clubs accounts will be the executive committee. However, no two members of the same family may be signatories.

## **12. INSPECTION OF RECORDS**

- 12.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club.

## **13. DAMAGES**

- 13.1 Any member or members who may damage or lose any property of the Club shall be held liable for such damage or loss, but if unavoidable or accidental, the damage or loss may be wholly or partly borne by the Club as decided by the Management Committee.
- 13.2 Any member or members neglecting to report such damage or loss within forty-eight (48) hours shall pay the full amount of such damage or loss, as assessed by the Management Committee.

## **14. COMMON SEAL**

The Common Seal of the Club shall be kept in the care of the Secretary. The Seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Management Committee and in the presence of at least the President and two members of the Committee both of who shall subscribe their names as witnesses.

## **15. ALTERATIONS TO CONSTITUTION AND BY-LAWS**

- 15.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or Special General Meeting called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be advertised in the local papers

at least fourteen (14) days prior to the Annual General Meeting or at least seven (7) days prior to a Special General Meeting called for such purpose.

- 15.2 The Secretary shall forward such notices of motion to each Management Committee member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to the Special General Meeting.
- 15.3 Alterations to the By-laws can only be made at Management Committee Meetings provided notice of the proposed alterations(s) has been duly notified to Committee Members.
- 15.4 Such motions or any part thereof shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to vote at the Annual General Meeting, Special General Meeting or Management Committee Meeting as the case may be.

## **16. DISSOLUTION**

The Club may be wound up on the Special Resolution of a Special General Meeting convened by not less than 28 days notice. The notice of the meeting shall specifically state the purpose of the meeting and to be effective the Special Resolution must be agreed to by three-fourths ( $\frac{3}{4}$ ) majority of the members voting on the resolution.

If upon the dissolution or winding up of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of the Club. The surplus property must be distributed for charitable purposes or be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, which shall be determined by the resolution of the members. In default of any such resolution such payment, transfer or distribution shall be determined by a Judge of the District Court. In default of such a resolution any surplus assets would be vested in the Commission of Corporate Affairs.