

**CONSTITUTION –**

**ACT Softball Association Incorporated**

Approved 28 July 2018

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**ASSOCIATIONS INCORPORATION ACT 1991 (ACT)**  
**CONSTITUTION**  
**ACT Softball Association Incorporated**

## 1. NAME OF ASSOCIATION

The name of SACT is ACT Softball Association Incorporated ("SACT").

## 2. DEFINITIONS AND INTERPRETATION

### 2.1. Definitions

In this Constitution unless the contrary intention appears:

- **“Act”** means the Associations Incorporation Act 1991.
- **“Affiliated Association”** means a body affiliated with SACT. For the purposes of this constitution, an Affiliated Association includes a body responsible for development of softball at a district level.
- **“Affiliated Club”** means any club consisting of 1 or more teams and affiliated with SACT
- **“Appointed Directors”** means those Directors appointed to the Board in accordance with clause 15
- **“Board”** means the body consisting of the Directors and which, as the governing body for Softball in the Capital Region shall operate for the benefit of the Members and the community throughout the Capital Region and shall govern Softball in the Capital Region in accordance with this Constitution and in particular the Objects.
- **“Director”** means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Chief Executive Officer.
- **“By-Laws”** means any By-Laws made by the Board under clause 37.1.
- **“Capital Region”** means the ACT and that area of New South Wales adjacent to the ACT and bounded by a line from Murrumbateman in the north through Bungendore, Captain's Flat and Bredbo to Rosedale in the south, from Rosedale through the southern tip of the Tantangara Reservoir to Dubbo Flat, to the junction of the Goodradigbee River and Micalong Creek to Murrumbateman.
- **“Constitution”** means this Constitution of SACT.
- **“CEO”** means the Chief Executive Officer of SACT for the time being appointed under this Constitution. Where SACT does not have a CEO, the SACT secretary or public officer will, subject to confirmation by the Board, assume the functions of the CEO under this Constitution.
- **“Delegate”** means the person(s) appointed from time to time to act for and on behalf of an Affiliated Association, Affiliated Club or SUA ACT and to represent and vote on behalf of the Affiliated Association, Affiliated Club or SUA ACT at General Meetings.
- **“Elected Directors”** means those Directors elected to the Board in accordance with clause 14
- **“Financial year”** means the year commencing on 1 May and ending on 30 April each year.
- **“General Meeting”** means the annual or any special general meeting of SACT.
- **“Individual Member”** means:
  - a registered, financial member of an Affiliated Association;
  - a registered, financial member of an Affiliated Club;
  - a registered, financial member of SUA ACT;

- a life member; or
- An individual who is a player, umpire, coach, statistician or other official who is a registered financial member of a body, club or team associated with SACT but that body, club or team is not an Affiliated Association, Affiliated Club or SUA ACT.
- **“Intellectual Property”** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to SACT or any activity of or conducted, promoted or administered by SACT in the Capital Region.
- **“Life Member”** means an individual appointed as a Life Member of SACT under clause 5.2.
- **“Non-Voting Member”** means, in relation to a General Meeting, those Members referred to in clause 5.1.2 not entitled to vote.
- **“Objects”** mean the Objects of SACT in clause 3.
- **“Official Position”** means, in connection with any organisation, a person who:
  - holds a position, whether elected or appointed, as president, vice president, secretary, treasurer, employee, Director or equivalent of that body corporate or organisation; or
  - Has directly or indirectly, a material ownership or financial interest in that body corporate or organisation.
- **“President”** means a member of the Board elected and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Chief Executive Officer.
- **“Register”** means the register of SACT referred to in clause 7.1.
- **“SACT”** means the ACT Softball Association Incorporated, also known as Softball ACT.
- **“SAL”** means Softball Australia Ltd.
- **“Seal”** means the common seal of SACT.
- **“Softball”** means “softball” as recognised by WBSC from time to time and includes Softball for athletes with disabilities and modified versions of the game of Softball.
- **“Special Resolution”** means a special resolution defined in the Act.
- **“SUA ACT”** means the Softball Umpires Association of the ACT Incorporated
- **“Voting Member”** means, in relation to a General Meeting, those Members referred to in clause 5.1.1 present and entitled to vote.
- **“WBSC”** means the World Baseball Softball Confederation.

## 2.2. 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 By-Laws 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);
- h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- i) A reference to the ACT has the same meaning as the Australian Capital Territory.

### 2.3. Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

### 2.4. The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

## 3. OBJECTS OF SACT

SACT is a member of SAL and is recognised by SAL as the controlling authority for Softball in the Capital Region and subject to compliance with this Constitution and the SAL constitution shall continue to be so recognised and shall administer Softball in the Capital Region in accordance with the Objects. The Objects of SACT are to:

- a) to act as a Member State of SAL as the sole representative of Capital Region in accordance with the SAL constitution;
- b) participate as a member of SAL so Softball can be conducted, encouraged, promoted, advanced and administered in the Capital Region;
- c) ensure the maintenance and enhancement of SACT, SAL, the Members and Softball, its standards, quality and reputation for the benefit of the Members and Softball;
- d) at all times promote mutual trust and confidence between SACT, SAL and the Members in pursuit of these Objects;
- e) at all times act on behalf of, and in the interest of, the Members and Softball in the Capital Region;
- f) promote the economic and community service success, strength and stability of SACT, the Members and Softball in the Capital Region;
- g) affiliate and otherwise liaise with SAL and adopt its rule and policy framework to further these Objects and Softball;
- h) use and protect the Intellectual Property;
- i) apply the property and capacity of SACT towards the fulfilment and achievement of these Objects;
- j) strive for Government, commercial and public recognition of SACT as the controlling body for Softball in the Capital Region;

- k) abide by, promulgate, enforce and secure uniformity in the application of the rules of Softball as may be determined from time to time by SAL or WBSC and as may be necessary for the management and control of Softball and related activities in the Capital Region;
- l) advance the operations and activities of SACT and its Members throughout the Capital Region;
- m) further develop Softball into an organised institution and with these Objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- n) review and/or determine any matters relating to Softball which may arise, or be referred to it, by any Member;
- o) recognise any penalties imposed on any Member;
- p) act as arbiter (as required) on all matters pertaining to the conduct of Softball in the Capital Region, including disciplinary matters;
- q) impose penalties as appropriate and in accordance with this Constitution and the By-Laws;
- r) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Softball in the Capital Region;
- s) adopt and implement such policies as may be developed by SAL, including (as relevant and applicable) Member protection, anti-doping, health and safety, sport, infectious diseases and such other matters as may arise as issues to be addressed in Softball;
- t) represent the interests of its Members and of Softball generally in any appropriate forum in the Capital Region;
- u) have regard to the public interest in its operations;
- v) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve;
- w) promote the health and safety of Members and all other participants in Softball in the Capital Region;
- x) seek and obtain improved facilities for the enjoyment of Softball in the Capital Region; and
- y) Undertake and or do all such things or activities that are necessary, incidental or conducive to the advancement of these Objects.

## 4. POWERS OF SACT

Solely for furthering the Objects, SACT, in addition to any other powers it has under the Act, has the legal capacity and powers of an incorporated Association as set out in the Act.

## 5. MEMBERS

### 5.1. Categories of Members

The Members of SACT shall consist of:

#### 5.1.1 Voting Members

- a) Affiliated Associations represented by their respective Delegate;
- b) Affiliated Clubs represented by their respective Delegate;
- c) SUAACT represented by their Delegate,
- d) Directors;
- e) Life Members; and

- f) Individual Members who are eighteen (18) years of age or older;
- g) And subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.

### 5.1.2 Non-Voting Members

Individual Members who are under the age of eighteen (18) years shall have the right to be present at General Meetings but shall have neither right to debate nor right to vote at General Meetings.

### 5.1.3 New categories of Members

The Board may establish additional categories of Members as it sees fit. Any additional category of Member established by the Board cannot be granted voting rights without the approval of SACT in General Meeting.

## 5.2. Life Members

- a) The Board may recommend to the Annual General Meeting that any natural person, who has rendered distinguished service for at least 10 years to Softball in the Capital Region, be appointed as a Life Member.
- b) A resolution of the Annual General Meeting to confer Life Membership (subject to clause 5.2(c)) on the recommendation of the Board must be a Special Resolution.
- c) A person must accept or reject SACT's resolution to confer life Membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

## 5.3. Membership

A member must remain financial and pay the annual Affiliation fee (if any) including any fees or levies, as provided under clause 11 to remain eligible for Membership and as a result, to be, or remain, eligible to vote at General Meetings

# 6. MEMBERSHIP OF AFFILIATED ASSOCIATIONS AND CLUBS

## 6.1. Incorporation of Affiliated Associations and Affiliated Clubs

- a) To be, or remain, eligible for Membership, an Affiliated Association or Affiliated Club having more than five registered teams in any competition or combination of competitions, must be incorporated or in the process of incorporation. This process must be complete within one year of applying for Membership under this Constitution.
- b) For such time as the Affiliated Association or Affiliated Club referred to in clause 6.1(a) is not incorporated, the representative of any such unincorporated Affiliated Association or Affiliated Club shall be deemed to be the Delegate unincorporated entity, 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 Associations or Affiliated Club as incorporated entities to the extent that this is possible.

- c) Failure to incorporate within the period stated in clause 6.1(a) shall result in the expulsion of the unincorporated entity including the secretary (acting on behalf of the unincorporated entity) as a Delegate. The expelled unincorporated entity shall not be entitled to re-apply for Membership until it becomes incorporated.

## 6.2. Affiliated Association and Affiliated Clubs' Constitutions

- a) The constituent documents of an Affiliated Association or Affiliated Club will clearly reflect the Objects and will conform to this Constitution.
- b) Affiliated Associations and Affiliated Clubs shall provide to SACT a copy of their constituent documents and all amendments to these documents. Affiliated Associations and Affiliated Clubs acknowledge and agree that SACT has power to veto any provision in an Affiliated Association's or Affiliated Club's constitution that, in SACT's opinion, is contrary to the Objects.
- c) The constituent documents of each Affiliated Association and Affiliated Club shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise SACT as the authority for Softball in the Capital Region and SAL as the national authority for Softball in Australia
- d) Any dispute or uncertainty as to the application of this Constitution to an Affiliated Association or Affiliated Club shall be resolved by the Board in its sole discretion.

## 6.3. Application for Membership by Affiliated Associations and Clubs

- a) An application for membership by Affiliated Associations and Affiliated Clubs must be:
- b) in writing on the form prescribed (if any) from time to time by the Board from the applicant or its nominated representative and lodged with SACT;
- c) subject to clause 6.1, accompanied by a copy of the applicant's constitution (which must be acceptable to SACT and must substantially conform to this Constitution) and the applicant's register of Members; and
- d) Accompanied by the appropriate annual Membership subscription fee as provided under clause 11.

## 6.4. Discretion to Accept or Reject Application

- a) SACT may accept or reject an application whether or not the applicant has complied with the requirements in clauses 6.1 and 6.2. SACT shall provide any reason for such acceptance or rejection.
- b) Where SACT accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by SACT. The CEO shall amend the Register accordingly as soon as practicable.
- c) Where SACT rejects an application SACT shall refund within one (1) month, any Membership subscription forwarded with the application.

## 6.5. Membership Renewal

- a) Affiliated Associations and Affiliated Clubs must renew their Membership annually with SACT in accordance with the procedures set down by SACT in By-Laws.
- b) Upon renewal Affiliated Associations and Affiliated Clubs where they are incorporated must lodge with SACT a copy of their constitution (where it has been amended) and must provide details of any change in their Delegate and any other information reasonably required by SACT.
- c) Each Affiliated Association and Affiliated Club must ensure that its Objects are consistent with this constitution.

## 6.6. Deemed Membership

- a) All Affiliated Associations and Affiliated Clubs which or who are, prior to the approval of this Constitution under the Act, Members of SACT, shall be deemed Members from the time of approval of this Constitution under the Act.
- b) Affiliated Associations and Affiliated Clubs shall provide SACT with such details as are reasonably required by SACT under this Constitution within one (1) month of the approval of this Constitution under the Act.
- c) Any Affiliated Association or Affiliated Club prior to approval of this Constitution under the Act, who are not deemed Members under clause 6.6(a) shall be entitled to carry on such functions
- d) Analogous to their previous functions as are provided for under this Constitution.

# 7. REGISTER OF MEMBERS

## 7.1. Association to keep register

SACT shall keep and maintain a register in which shall be entered (as a minimum):

- a) the full name, address, category of membership and date of entry to membership of each Affiliated Association and Affiliated Club where applicable;
- b) the full name, residential address, date of entry to Membership, gender, mobile or home phone number and email address of each Individual Member, Life Member, and Director; and
- c) Where applicable, the date of discontinuance of Membership.
- d) Members shall provide notice of any change to required details to SACT within one month of such change.

## 7.2. Inspection of register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Affiliated Associations and Affiliated Clubs, upon reasonable request.

## 7.3. Use of register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objects, in such manner as the Board considers appropriate.

## 8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- a) this Constitution constitutes a contract between each Member and SACT and that they are bound by this Constitution and the By-Laws;
- b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or other entity with Delegated authority;
- c) by submitting to this Constitution and By-Laws they are subject to the jurisdiction of SACT;
- d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and promotion of Softball in the Capital Region;
- e) they shall act in good faith and loyalty to maintain and enhance SACT and Softball, its standards, quality and reputation for the collective and mutual benefit of the Members and Softball;
- f) they shall at all times operate with and promote mutual trust and confidence between SACT and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
- g) they shall not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of SACT and of Softball and its maintenance and development; and
- h) They are entitled to all benefits, advantages, privileges and services of Membership.

## 9. DISCONTINUANCE OF MEMBERSHIP

### 9.1. Notice of Resignation

- a) A Member having paid all arrears of fees payable to SACT may resign or withdraw from Membership of SACT by giving one months' notice in writing to SACT of such resignation or withdrawal.
- b) An Affiliated Association or Affiliated Club where incorporated may not resign, disaffiliate or otherwise seek to withdraw from SACT without approval by Special Resolution of the Affiliated Association or Affiliated Club. A copy of the relevant minutes of the Affiliated Association or Affiliated Club meeting showing that the Special Resolution has been passed by the Affiliated Association or Affiliated Club must be provided to SACT.
- c) If an Affiliated Association or Affiliated Club ceases to be a Member SACT, Membership of all Individual Members registered with or through the Affiliated Association or Club shall not automatically cease at that time, but shall be dealt with in accordance with the By-Laws unless covered by 9.1(a).
- d) Upon SACT receiving notice of resignation of Membership given under clauses 9.2(a) and (b), an entry in the Register shall be made recording the date on which the Member who or which gave notice ceased to be a Member.

## 9.2. Discontinuance for breach

Membership of SACT may be discontinued by the Board upon breach of any clause of this Constitution or the By-Laws, including but not limited to the failure to pay any fees or levies owed to SACT, failure to comply with this Constitution or By-Laws or any resolutions or determinations made or passed by the Board or any duly authorised committee.

## 9.3. Member to Re-Apply

- a) A Member whose Membership has been discontinued under clauses 9.2:
- b) must seek renewal or re-apply for Membership in accordance with this Constitution; and
- c) May be re-admitted at the discretion of the Board.

## 9.4. Forfeiture of Rights

- a) A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon SACT and its property and shall not use any property of SACT including Intellectual Property.
- b) Any SACT documents, records or other property in the possession, custody or control of that Member shall be returned to SACT immediately.
- c) A Member who or which ceases to be a Member, for whatever reason shall also forfeit all rights to be represented on the Board and at General Meetings.

## 9.5. Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of Membership of an Affiliated Association or Affiliated Club.

## 9.6. Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may, at the discretion of the Board, be refunded on a pro-rata basis to the Member upon discontinuance.

# 10. DISCIPLINE

All disciplinary matters are to be dealt with under the Softball ACT Disciplinary Regulations, including but not limited to;

- a) The procedure for disciplining members;
- b) The way in which members may appeal any action, and;
- c) The way in which members may make representations to the association in relation to any charges

# 11. SUBSCRIPTIONS AND FEES

The Board must determine the annual Membership subscription and any fees or other levies payable for each category of Members to SACT, and the due date for and manner of payment.

## 12. POWERS OF THE BOARD

- a) Subject to the Act and this Constitution, the business of SACT shall be managed, and the powers of SACT shall be exercised, by the Board.
- b) The Board shall be responsible for acting in accordance with the Objects.

## 13. COMPOSITION OF THE BOARD

### 13.1. Composition of the Board

The Board shall comprise of:

- a) Seven (7) Elected Directors; and
- b) Up to two (2) Appointed Directors who may be appointed by the Elected Directors.

### 13.2. Disqualifying Positions

- a) A Director cannot also be a Delegate, an employee of SACT or hold an Official Position in any Affiliated Association or Affiliated Club.
- b) A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days or provide a transitional plan to the Board for their consideration and determination of a resignation date.

### 13.3. Election and Appointment of Directors

- a) The Elected Directors shall be elected under Clause 14.
- b) The Appointed Directors may be appointed under Clause 15.

### 13.4. Portfolios

The Board may allocate portfolios and/or titles to Directors.

## 14. ELECTED DIRECTORS

### 14.1. Nominations

- a) Nominations for elected Board positions shall be called for at least forty-five (45) days prior to the Annual General Meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions as determined by the Board may also be provided.
- b) Nominees for elected Board positions must declare if they are a Delegate, an employee of SACT or hold an Official Position in any Affiliated Association or Club.

## 14.2. Form of Nomination

Nominations must be:

- a) In writing in the prescribed form (if any) provided for that purpose;
- b) Signed by any two Voting Members;
- c) Certified by the nominee and express the willingness of the nominee to accept the position for which they are nominated; and
- d) Delivered to SACT not less than twenty-eight (28) days before the date fixed for the Annual General Meeting.

## 14.3. Elections

- a) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under clause 17.1.
- c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.
- d) In the event that no Director is elected by a majority of Members entitled to vote, any person who was a Director immediately prior to the Annual General Meeting and who is standing for re-election shall continue as a Director until the next Annual General Meeting and may, subject to clause 17.1 fill any remaining vacant Board positions as casual vacancies.
- e) Voting shall be conducted by way of a secret ballot in such manner and by such method as may be determined by the Board from time to time.

## 14.4. Term of Appointment for Elected Directors

- a) The terms of Elected Directors shall be two (2) years
- b) Four (4) Elected Director roles will become available each 'odd' year
- c) Three (3) Elected Director roles will become available each 'even' year
- d) Subject to provisions in this Constitution relating to earlier retirement or removal of Directors, Elected Directors shall take office at the end of the Meeting at which they are elected.
- e) Following the adoption of this Constitution, no person who has served as an Elected Director for a period of six (6) consecutive full years shall be eligible for election as an Elected Director until the second Annual General Meeting following the conclusion of their last year.

## 15. APPOINTED DIRECTORS

### 15.1. Qualifications for Appointed Directors

The Appointed Directors may have specific skills in commerce, finance, marketing, law or business or such other skills that complement the Board's composition.

### 15.2. Term of Appointment for Appointed Directors

- a) Appointed Directors may be appointed by the Elected Directors for a period of up to one year as determined by the Elected Directors.
- b) Following the adoption of this Constitution, no person who has served as an Appointed Director for a period of six (6) consecutive full terms shall be eligible for appointment as a Director until the second Annual General Meeting following the conclusion of their last term.

## 16. PRESIDENT AND TREASURER

- a) The President and Treasurer will be Directors and elected by the associations Directors at the first available board meeting following the Annual General Meeting by a simple majority vote.

## 17. VACANCIES ON THE BOARD

### 17.1. Casual Vacancies

A casual vacancy may occur if a Director:

- a) is removed in accordance with clause 17.3;
- b) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- c) resigns office by notice in writing to SACT;
- d) accepts appointment to, or becomes the holder of, a disqualifying position as set out in clause 13.2 and does not resign from that position within 30 days; or
- e) Is not present personally at three consecutive Board meetings without leave of absence from the Board.

### 17.2. Filling Casual Vacancies

Any casual vacancy occurring on the Board as set out in clause 17.1 or clause 14.3(b) may be filled by the Board by appointing an appropriately qualified person. The term for an appointment to a casual vacancy is until the next Annual General Meeting.

### 17.3. Grounds for Termination of Directors

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

- a) becomes bankrupt or makes any arrangement or composition with their creditors;

- b) is directly or indirectly interested in any contract or proposed contract with SACT and fails to declare the nature of their interest;
- c) in the opinion of the Board (but subject always to this Constitution)
  - i. has acted in a manner unbecoming or prejudicial to the Objects and interests of SACT; or
  - ii. has brought SACT into disrepute;
- d) Is removed by Special Resolution; or
- e) Would otherwise be prohibited from being a Director of a corporation under the *Corporations Act 2001 (Cth)*.

#### 17.4. Board May Act

In the event of a Board vacancy the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum as set out in clause 18.4 at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

### 18. MEETINGS OF THE BOARD

#### 18.1. Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board by giving reasonable notice.

#### 18.2. Decisions of Board

- a) Questions arising at any meeting of the Board shall be decided by a majority of votes of the Directors present.
- b) All Directors are entitled to one (1) vote on any question.
- c) Where voting is equal, the President will not have a casting vote.

#### 18.3. Resolutions not in Meeting

- a) A resolution in writing, signed or assented to by email, telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:
  - i. all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;

- ii. notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution;
- iii. if a failure in communications prevents clause 18.3(a) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this clause to be held then the meeting shall be suspended until clause 18.3(b) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
- iv. any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the President of the meeting is located.

#### 18.4. Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is three (3) Directors.

#### 18.5. Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

#### 18.6. President

The President shall act as chair at Board meetings. If the President is not present, or is unwilling or unable to preside at a board meeting the remaining Directors shall appoint another Director as chair for that meeting only.

#### 18.7. Directors' Interests

A Director is disqualified by holding any place of profit in SACT or in any company or incorporated association in which SACT is a shareholder or otherwise interested or from contracting with SACT either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of SACT in which any Director is in any way interested will be void unless approved by the Board.

### 19. CONFLICT OF INTEREST

#### 19.1. Conflict of Interest

- a) A Director shall declare his interest in any:
  - a. contractual matter;
  - b. selection matter;
  - c. disciplinary matter; or

- d. financial matter;
- b) In which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

## 19.2. Disclosure of Interests

- a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.
- b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

## 19.3. General Disclosure

A general notice that a Director who holds an Official Position in any specified firm or company is to be regarded as interested in all transactions with that firm or company is sufficient declaration under clause 19.2 as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

## 19.4. Recording Disclosures

- a) Any declaration made, any disclosure or any general notice given by a Director in accordance with clauses 19.2 and/or 19.3 must be recorded in the minutes of the relevant meeting.
- b) The CEO will maintain a register of declared interests.

# 20. CHIEF EXECUTIVE OFFICER

## 20.1. Appointment of CEO

A CEO may be appointed by the Board for such term and on such conditions as the Board thinks fit.

# 21. DELEGATIONS

## 21.1. Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines from time to time.

## 21.2. Delegation by Instrument

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

- a) this power of delegation; and
- b) a function imposed on the Board or the CEO by the Act or any other law, or this Constitution or
- c) By resolution of SACT in General Meeting

## 21.3. Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under clause 18 above. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes and information as the Board may require from time to time.

## 21.4. Delegation may be Conditional

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

## 22. SEAL

- a) SACT shall have a Seal upon which its corporate name shall appear in legible characters.
- b) The Seal may not be used without the express authorisation of the Board, and every use of the Seal shall be recorded in the minute books of SACT. The affixing of the Seal must be witnessed by two (2) Directors.

## 23. GENERAL MEETING

- a) An Annual General Meeting of SACT shall be held in accordance with the Act and on a date and at a venue to be determined by the Board.
- b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

## 24. SPECIAL GENERAL MEETINGS

### 24.1. Special General Meetings May Be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of SACT.

### 24.2. Convening Special General Meetings

- a) The Secretary shall on the requisition in writing of not less than twenty (20) Voting Members 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 Members making the requisition and be sent to SACT and may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- c) If the Secretary does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to SACT, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

## 25. NOTICE OF GENERAL MEETING

- a) Notice of every General Meeting shall be given to Member's as provided for in clause 5.1 and the auditor.
- b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
  - i. the agenda for the meeting;
  - ii. any notice of motion received from Members entitled to vote; and
  - iii. Forms of authority in blank for proxy votes.
- d) Notice of every General Meeting shall be given in the manner authorised in clause 42.

## 26. BUSINESS AT GENERAL MEETINGS

- a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors and the election of Directors under this Constitution.
- b) All business that is transacted at a General Meeting with the exception of those matters set down in clause 26(a) shall be special business.
- c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

## 27. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. At least forty-five (45) days prior to the proposed date of the General Meeting, the CEO will request notices of motion, which must be submitted in writing to the CEO not less than twenty-eight (28) days prior to the General Meeting.

## 28. PROCEEDINGS AT GENERAL MEETINGS

### 28.1. 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 shall be ten (10) members entitled to vote under this constitution.

### 28.2. Adjournment of Meeting

- a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the President may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- b) The President may, with the consent of any 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 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 clause 28.2(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### 28.3. Voting Procedure

At any 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 by:

- a) the President; or
- b) A simple majority of Delegates.

### 28.4. Recording of Determinations

Unless a poll is demanded under clause 28.3, a resolution is carried if a simple majority of the Votes cast on the resolution are in favour of it.

### 28.5. Where Poll Demanded

If a poll is duly demanded under clause 28.3 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the President directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

## 29. VOTING AT GENERAL MEETINGS

### 29.1. Members Entitled to Vote

Subject to clause 5, each Voting Member shall be entitled to one (1) vote at General Meetings.

## 29.2. President May Not Exercise Casting Vote

Where voting at General Meetings is equal the President may not exercise a casting vote.

## 30. NO RIGHT TO APPOINT A PROXY

A Voting Member entitled to vote at the General Meeting of SACT is not entitled to appoint a person as their proxy to attend the meeting in their place.

## 31. GRIEVANCE PROCEDURE

- a) The grievance procedure applies to disputes between a Member and:
  - i. another Member; or
  - ii. SACT.
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute to the SAL for resolution.
- d) The Board may prescribe additional grievance procedures in By-Laws consistent with this clause.

## 32. RECORDS AND ACCOUNTS

### 32.1. Records

SACT shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of SACT and the Board and shall produce these as appropriate at each Board or General Meeting.

### 32.2. Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act.

### 32.3. Board to Submit Accounts

The Board shall submit to the Members at the Annual General Meeting the statements of account of SACT in accordance with this Constitution and the Act.

### 32.4. Accounts Conclusive

The statements of account when approved or adopted by an Annual General Meeting shall be Conclusive except as regards any error discovered in them within three months (3) of such approval or adoption.

### 32.5. Negotiable Instruments

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

## 33. AUDITOR

- a) A properly qualified auditor or auditors shall be appointed by the Board. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the Corporations Act and generally accepted principles, and/or any applicable code of conduct.
- b) The accounts of SACT shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

## 34. APPLICATION OF INCOME

34.1. The income and property of SACT shall be applied solely towards the promotion of the Objects.

34.2. Except as prescribed in this Constitution or the Act:

- a) no portion of the income or property of SACT 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 SACT to any Member who holds any office of SACT.

34.3. Nothing in clauses 34.1 or 34.2 shall prevent payment in good faith of or to any Member for:

- a) any services actually rendered to SACT whether as an employee, Director or otherwise;
- b) goods supplied to SACT 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 SACT; or
- e) any out-of-pocket expenses incurred by the Member on behalf of SACT;
- f) 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.

## 35. WINDING UP

Subject to this Constitution SACT may be wound up in accordance with the Act.

### 35.1. Contribution of Members

- a) The liability of the Members of SACT is limited.
- b) Every Member undertakes to contribute to the assets of SACT if it is wound up while a Member, or within one year after ceasing to be a Member. For payment of the debts and liabilities of SACT contracted before the time at which it ceases to be a Member and the

costs, charges and expenses of winding up SACT, such an amount not exceeding one dollar (\$1.00).

### 35.2. Distribution of Property on Winding Up

- a) If upon winding up or dissolution of SACT and after satisfaction of all its debts and liabilities any property remains, that property must be given or transferred to another body or bodies:
  - i. having Objects similar to the Objects of SACT; and
  - ii. Whose constitution prohibits the distribution of its assets or their income and property among its members to an extent at least as great as is imposed on SACT by this Constitution.
- b) Such a body or bodies are to be determined by the Members in a General Meeting at or before the time of dissolution or, failing that, by such judge of the Supreme Court of the ACT or other Court as may have or acquire jurisdiction in the matter.

## 36. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

## 37. BY-LAWS

### 37.1. Board to Formulate By-Laws

- a) The Board may formulate issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of SACT, the advancement of the purposes of SACT and Softball in the Capital Region as it thinks necessary or desirable.
- b) Such By-Laws must be subject to and consistent with this Constitution,

### 37.2. By-Laws Binding

All By-Laws are binding on SACT and all Members.

### 37.3. By-Laws Deemed Applicable

All clauses, rules, by-laws and regulations of SACT in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws and shall continue to apply.

### 37.4. Bulletins Binding on Members

- a) Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by means of bulletins approved by the Board and prepared and issued by the CEO.
- b) Affiliated Associations and Affiliated Clubs shall take reasonable steps to distribute information in the bulletins provided by the CEO to Individual Members.
- c) The matters in the bulletins are binding on all Members.

## 38. PUBLIC OFFICER

A Director or the CEO (or equivalent) shall act as and carry out the duties of secretary and public officer of the association and shall administer and manage SACT in accordance with this Constitution.

## 39. COMPLIANCE OF ASSOCIATION

### 39.1. Recognition of Association

The Association is a member of SAL and is recognised by SAL as the controlling authority for Softball in the Capital Region and subject to compliance with this Constitution and the SAL constitution shall continue to be so recognised and shall administer Softball in the Capital Region in accordance with the Objects.

### 39.2. Compliance of Association

The Members acknowledge and agree SACT shall:

- a) be or remain incorporated in the ACT;
- b) apply its property and capacity solely in pursuit of the Objects and Softball;
- c) do all that is reasonably necessary to enable the Objects to be achieved;
- d) act in good faith and loyalty to ensure the maintenance and enhancement of Softball, its standards, quality and reputation for the benefit of the Members and Softball;
- e) at all times act in the interests of the Members and Softball;
- f) not resign, disaffiliate or otherwise seek to withdraw from SAL without approval by Special Resolution; and
- g) Abide by the SAL constitution and the rules of Softball.

### 39.3. Operation of Constitution

SACT and the Members acknowledge and agree:

- a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Softball are to be conducted, promoted, encouraged, advanced and administered throughout the Capital Region;
- b) to ensure the maintenance and enhancement of Softball, its standards, quality and reputation for the benefit of the Members and Softball;
- c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Softball and its maintenance and enhancement;
- d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective Objects;
- e) to act in the interests of Softball and the Members; and
- f) That should an Affiliated Association or Affiliated Club have administrative, operational or financial difficulties SACT may act to assist that Member in whatever manner SACT considers appropriate.

## 40. ASSOCIATION'S CONSTITUTION

This Constitution will clearly reflect the Objects of SAL and will conform to the SAL constitution, subject always to the Act.

## 41. STATUS AND COMPLIANCE OF AFFILIATED ASSOCIATIONS AND CLUBS

### 41.1. Compliance

Affiliated Associations, Affiliated Clubs and SUAACT acknowledge and agree that they shall:

- a) be or remain incorporated in the ACT where, except for SUAACT, they have entered more than five (5) teams in SACT Softball competition or combination of competitions;
- b) nominate a Delegate annually to attend General Meetings, and shall inform SACT of the details of that person accordingly;
- c) provide SACT with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the Affiliated Association's or Affiliated Club's Annual General Meeting;
- d) recognise SACT as the authority for Softball in the Capital Region and SAL as the national authority for Softball;
- e) adopt and implement such communications and Intellectual Property policies as may be developed by SACT from time to time; and
- f) have regard to the Objects in any matter of the Affiliated Association pertaining to Softball.

### 41.2. Register

Affiliated Associations and Affiliated Clubs shall maintain, in a form acceptable to SACT, a register of all Members of the Affiliated Association or Club. Each Affiliated Association and Affiliated Club shall provide a copy of the register at a time and in a form acceptable to SACT, and shall provide regular updates of the register to SACT.

## 42. NOTICE

- a) Notices may be given by SACT to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address, or in the case of a Delegate, to the last notified address, facsimile number or electronic mail address.
- b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 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 the next business day after it was sent.

### 43. PATRONS

SACT at its Annual General Meeting may appoint annually on the recommendation of the Board a chief Patron and other Patrons as it considers necessary, subject to approval of that person or persons.

### 44. INDEMNITY

- a) Every Director and employee of SACT shall be indemnified out of the property and assets of SACT against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- b) SACT shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
  - i. in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of SACT; and
  - ii. In the case of an employee, performed or made in the course of, and within the scope of their employment by SACT.

### 45. AUTHORITY TO TRADE

SACT is authorised to trade in accordance with the Act.