



Bendigo Baseball Association Inc. (BBA)

RULES of ASSOCIATION

Based on requirements of
Association Incorporation Reform Act 2023.

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Glossary / Definitions

| Term | Definition |
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| The Act | means the Associations Incorporation Reform Act 2012 and includes any Governing Documents made under that Act and Governing Documents of the BBA. |
| Affiliated Club | means any incorporated club duly formed which has been admitted to membership of the Association in accordance with these Rules. |
| Affiliation Fees | means the amount payable by affiliated clubs as covered by Rule 6. |
| Annual General Meeting | means a general meeting of Members of the BBA eligible to vote after the end of the BBA financial year (31 October) and within 5 months, no later than 1 April of the following year. |
| Association | means the Bendigo Baseball Association Incorporated. |
| Baseball | means the game as played under the official rules of baseball, as adopted by the Australian Baseball Federation and modified in the Governing Documents to these rules. |
| Chair | of a general meeting or management committee meeting, means the person chairing the meeting as required. |
| Committee | means the Committee having management of the business of the Association. |
| Committee Meeting | means a meeting of the Committee held in accordance with these Rules. |
| Committee Member | means a member of the Committee including those elected to the Executive, the Competition Coordinator and Delegates appointed by the Affiliated clubs under these Rules. |
| Competition Match | means a game in the series of home and away matches played under an official fixture. |
| Complaints Administration Panel (CAP) | A panel of three (3) persons appointed by the BBA Committee to manage all complaints other than those which have been the subject of a report by a game umpire. |

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| Delegate | means any natural person appointed by any Affiliated Club to represent it at any meeting of the Association. |
| Executive | means the persons elected by the Members of the Bendigo Baseball Association Inc. to make up the Executive of the BBA. The positions of President, Vice President, Secretary, Treasurer and Competition Coordinator constitute the Executive. |
| Final Round | means the series of matches played at the conclusion of the Competition Matches to decide the premiership in each grade, section or division. |
| Financial Year | means the 12-month period ending on 31 October of each year. |
| General Meeting | a meeting of the members of the association convened in accordance with its rules and includes a special general meeting and an annual general meeting. |
| Governing Documents | means bylaws, policies, procedures, rules, playing conditions, processes and any other documents which support the Rules of Association and the administration of baseball through the BBA. |
| Ordinary Resolution | Any resolution other than a Special Resolution, requiring a simple majority to be carried. |
| Player | means any person who is registered as a sporting participant with the Association by any Affiliated Club |
| Relevant documents | means the records and other documents, however compiled, recorded, or stored, that relate to the incorporation and management of the association and includes the following— (a) its membership records. (b) its financial statements. (c) its financial records; and (d) records and documents relating to transactions, dealings, business, or property of the association. |
| Simple Majority | A simple majority is equal to one half of eligible votes plus one. |

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| Special Resolution | means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution. |
| Tribunal | means those persons |
| | |

1.0 Name

The name of the incorporated association is "Bendigo Baseball Association Incorporated".

2.0 Purposes

The purposes of the Bendigo Baseball Association Incorporated are:

- 2.1 To encourage, promote, advance, and administer the sport of baseball; and
- 2.2 To coordinate baseball competitions and matches involving members or representative teams of the Association and any other bodies which the Association is affiliated with or is a member of; and
- 2.3 To encourage, join in and contribute to the promotion of other sporting activities and social interaction involving members; and
- 2.4 To coordinate exhibitions, other sporting activities and social interactions held under the auspices of the Association; and
- 2.5 To become a member of or affiliate with Baseball VIC and any other Association within Victoria, establish, promote or assist in the establishment of any other body whose objects are similar to these or which may be reasonably considered to be beneficial to the members of the Association and the cause of Baseball.

3.0 Affiliated Clubs

Subject to Sections 2.1, 2.3 and 2.4 of Governing Document #1, affiliation with the Bendigo Baseball Association shall be open to any duly constituted Club; or group of persons who form a team, or teams, for the express purpose of participating in the BBA Competition; who agree to uphold the aims of this Association and abide by the Rules and Governing Documents.

4.0 Membership of Association / Register of Member

4.1 The Association shall consist of the following Membership types

4.1.1 Member - Any person who is a member of an affiliated club (playing, social, volunteer or life member) shall have membership status of the Association.

4.1.2 Life Member - Any person appointed under these Association Rules and Governing Documents as a Life Member.

4.2 To apply to become a member of the Association, other than as a Member of an Affiliated Club, a person must submit a written application to the Secretary of the Association stating that the person —

4.2.1 wishes to become a member of the Association; and

4.2.2 supports the purposes of the Association; and

4.2.3 agrees to comply with the Rules and Governing Documents of the Association.

4.3 Application to become a Member of the Association

4.3.1 An application to become a member of the Association must be signed by the applicant and in the case of an applicant under the age of 18, both by the applicant and their nominated parent or guardian; and

4.3.2 may be accompanied by the joining fee (The joining fee is determined at the AGM of the Association)

4.4 After membership is granted by the Committee, the successful applicant is responsible for adding their details to the Baseball Victoria membership database.

4.5 The Register of Members

4.5.1 The Act stipulates that the Association must maintain a Register of Members of the Association. The Register is to be maintained, updated, and amended by the Secretary of the Association in accordance with the Act, these Rules, and the Governing Documents of the Association. The Secretary devolves this responsibility to the Competition Coordinator.

4.5.2 In addition to the information required by the Act, the Register may contain such other information as the Committee considers appropriate.

4.5.3 Members must provide the Association with the details required by the Association to keep the Register complete and up to date.

4.6 A member of the Association who is entitled to vote has the right —

4.6.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

4.6.2 to submit items of business for consideration at a general meeting no less than 7 days prior to the meeting; and

4.6.3 to attend and be heard at general meetings; and

4.6.4 to vote at a general meeting; and

4.6.5 to have access to the minutes of general meetings and other documents on application to the Committee of the Association; and

4.6.6 to inspect the register of Members.

4.7 Entitlement to Vote

A Member is entitled to vote if –

4.7.1 the Member is a Member over the age of 18 or a Life Member; and

4.7.2 more than 10 clear business days have passed since they became a Member of the Association; and

4.7.3 the member's membership rights are not suspended for any reason.

4.8 Each Member is bound by all governing bodies' Rules and Governing Documents.

5.0 Bendigo Baseball Association Committee

5.1 The Bendigo Baseball Association Committee shall execute the administrative, secretarial, and financial duties of the Association; and be responsible for the co-ordination and running of the Competition. The Committee of the Bendigo Baseball Association Inc. shall consist of –

5.1.1 The Executive of the Bendigo Baseball Association

5.1.2 The Delegates from each of the Affiliated Clubs of the BBA.

5.2 Executive Members

The elected Executive shall consist of –

5.2.1 President (who shall be the chairperson at all meetings of the Committee; and represent the BBA on any other body with which it may choose to become affiliated.);

5.2.2 The Vice President (who shall be deputy chairperson; and proxy representative of the President.)

5.2.3 The Treasurer (who shall (i) Receive all monies and pay them into the Account of the Bendigo Baseball Assoc.; (ii) Pay all accounts when approved for payment by the Committee; (iii) Keep a proper record of all the financial transactions of the BBA.)

5.2.4 The Secretary (who shall (i) Keep proper and accurate record of the minutes; (ii) Conduct the correspondence of the Association; (iii) Keep a register of all members and their addresses.)

5.2.5 The Competition Coordinator (who shall be responsible for the conducting of the Winter Competition.)

5.3 Each position on the Executive shall be filled through an election at the Annual General Meeting, or a Special General Meeting called for that purpose, for a term of one (1) year. Retiring Executive Members shall be eligible for re-election.

5.4 Members of the Executive may be removed from office, prior to the completion of their elected term, by two thirds of the members present and voting at a Special General Meeting called for that purpose.

5.5 Should a position on the Executive become vacant, the remaining Executive shall nominate a replacement officer at the next regularly scheduled meeting at which a majority of the Executive is in attendance.

5.6 Delegates

Each Affiliated Club with the Association shall nominate two (2) Delegates, both of whom are members of the Committee and able to vote. Only these Delegates are allowed to vote at Committee meetings, save that if one Delegate is absent then the other Delegate may have two votes.

5.7 Committee meetings of the BBA are open meetings which anyone can attend, however, only those persons nominated from 5.1.1 to 5.1.2 shall be permitted to vote at a Committee meeting of the BBA.

5.8 The quorum for meetings of the Committee shall be a majority of Executive members and a majority of affiliated clubs represented.

5.9 Sub Committees

From time to time the Executive will establish sub committees to further the purposes of the Association.

5.9.1 Membership of sub committees will be at the invitation of the Executive and will be ratified by the Committee.

5.9.2 Members of sub committees will be any persons holding the necessary expertise or interest to make an effective contribution to the work of the subcommittee.

Membership of a subcommittee is not limited to members of the BBA.

6.0 Cessation of Membership of the Association

6.1 A Member ceases to be a Member of the Association if –

6.1.1 the Member dies.

6.1.2 the Member resigns from membership in accordance with clause 6.2.1; or

6.1.3 the Member has been expelled from the Association.

6.2 Notice of Resignation

6.2.1 A Member may resign from Membership of the Association on one month's notice in writing to the Association. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Association.

6.2.2 A Member is taken to have resigned if the Member's annual subscription is in arrears (see Rule 4.3); or where no annual subscription is payable –

6.2.2.1 the Secretary has made a written request to the member to confirm that they wish to remain a Member; and

6.2.2.2 the Member has not, within 28 days after receiving that request, confirmed in writing that they wish to remain a Member.

6.3 Return of Property

A Member who ceases to be Member must not thereafter use any property of the Association (including, without limitation, its intellectual property) and must immediately return to the Association all the Association documents, records or other property in the possession, custody, or control of the former Member.

7.0 Affiliation Fees for Clubs

7.1 At each Annual General Meeting, the Association must determine the amount of the affiliation fee for any new or reaffiliating club(s) for the following financial year.

7.2 The affiliation fee of a new or existing affiliated club(s) is due within 14 days of being invoiced by the BBA Treasurer. The timing of any such invoice is at the discretion of the Executive.

8.0 Discipline

8.1 The Committee may establish Governing Documents governing the hearing and determination of disputes, protests, or complaints by or against Members or Participants and any other matter involving the enforcement of these Rules or the Governing Documents against Members or Participants.

8.2 Administrative disputes and game protests arising under the BBA Governing Documents are reported to the Competition Coordinator in the first instance, who in turn refers the matter to a committee comprising of one of two BBA Committee Delegates from clubs not involved in the dispute. The Competition Coordinator facilitates this process.

8.2.1 The Committee's ruling on the protest, including any arrangements for a re-completion of a game, shall be final with no right of appeal so as not to further interrupt the remainder of the competition.

8.3 The BBA Committee will establish the following for the good governance of all Members of the Association –

8.3.1 Tribunal and Appeal Tribunal - The BBA has the right to delegate the power of hearing and determining charges to its tribunal ("Tribunal") in accordance with the provisions of the Governing Document.

8.3.2 On an 'as needs' basis, a Complaints Administration Panel (CAP), comprising three (3) members not associated with the clubs involved. A complaint can be about an act, behaviour, omission, situation, or decision that someone thinks is unfair, unjustified, unlawful and/or a breach of BBA Governing Documents. The role of the CAP is to investigate the complaint and make a recommendation to the Committee.

8.4 Any provision made under clause 8.1 may –

8.4.1 provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 8.1;

8.4.2 prescribe penalties for breaches of these Rules or the Governing Documents;

8.4.3 invest a judiciary committee or tribunal with power to impose penalties;

8.5 Despite any provision made under 8.1 the Committee may itself deal with any disciplinary matter referred to it OR refer it to a judiciary committee or tribunal to do so.

8.6 All proceedings relating to cases falling under clause 8.1 must be conducted according to the principles of natural justice.

9.0 Annual General Meeting

9.1 An Annual General Meeting of the Association must be held in accordance with the Act and these Rules and Governing Documents and on a date and at a venue to be determined by the Executive.

9.2 The Annual General Meeting of the Bendigo Baseball Association will occur no later than five (5) months after the end of the BBA Financial Year. The AGM must be held between 1 November (immediately after the cessation of the BBA Financial Year) and the 1st of April of the following year.

10.0 Special General Meetings

10.1 All General Meetings other than the Annual General Meeting will be Special General Meetings. General Meetings are those at which all members of the Association may attend and be heard.

10.2 Special General Meetings may be held whenever the Executive of the BBA thinks it fit to convene a Special General Meeting of the Association.

10.3 Requisition of Special General Meetings

10.3.1 On the requisition in writing of not less than 20 Members, the Committee must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.

10.3.2 Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting, and be sent to the Association. The requisition may consist of several documents in a like form, each

signed, electronically accepted, by one or more of the Members making the requisitions.

10.3.3 If the Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.

10.3.4 A Special General Meeting convened by Members under these Rules must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

11.0 Attendance at General Meetings and Appointment of Proxies

11.1 Unless these Rules expressly provide otherwise, Members, the auditor and the Executive are entitled to attend General Meetings but only Members, or their proxy, are entitled to vote.

11.2 A Member may appoint in writing, electronically accepted, at least 72 hours prior to the general meeting another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

11.3 For all the purposes of this Constitution, a member represented at a General Meeting by a Delegate is to be taken to be present in person at the meeting.

Note - At Schedule A of these Rules the method of Proxy Voting is outlined. At Appendix 1 is the form to be utilised to nominate the nominee, also refer to BBA Governing Document #11 Proxy Voting.

12.0 Notice of General Meeting

(Annual General Meeting or Special General Meeting)

12.1 Notice of every General Meeting must be given to every Member, the auditor and the Executive by the means authorised in Clause 24.

12.2 A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.

12.3 At least twenty one (21) days' notice of a General Meeting must be given to those persons entitled to receive notice, together with:

- 12.3.1 the agenda (Summary of reports) for the meeting; and
- 12.3.2 any notice of motion received from Members entitled to vote.
- 12.3.3 a notice in relation to proxy voting and a copy or directions as to how to download a copy of the relevant Proxy Allocation form.

13.0 Proceedings at General Meetings

13.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 13.4.1.2, a quorum for General Meetings is:

- 13.1.1 A Majority of the Executive, plus:
- 13.1.2 50% plus one (1) of the total of:
 - 13.1.2.1 5 votes per club including proxies; and
 - 13.1.2.2 Non-Club Affiliated Members including proxies: and
 - 13.1.2.3 Living BBA Life Members including proxies.

13.2 Attendance may include but is not limited to attendance via electronic means, including an internet or phone service.

13.3 President to Preside

The President of the Committee will, subject to these Rules and the Act, preside as chairperson at every General Meeting except:

- 13.3.1 in relation to any election for which the President of the Committee is a nominee; or
- 13.3.2 where the President of the Committee has a conflict of interest.
- 13.3.3 where the President of the Committee is not present or is unwilling or unable to preside, in which case the Vice President will preside. If that is not possible,

the Executive Members present must appoint another Executive Member to preside as chair for that meeting only.

13.4 Adjournment of meeting

13.4.1 If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting:

13.4.1.1 if the meeting was convened on the requisition of Members under clause 10.3, the meeting will lapse; and

13.4.1.2 in any other case, those Members present, or their delegated proxies, will constitute a quorum.

13.4.2 The President may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

13.4.3 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

13.4.4 Except as provided in clause 10.3, it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

13.5 Voting Procedure

At any meeting a resolution put to the vote of the meeting will 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:

13.5.1 the chairperson; or

13.5.2 a majority of Members present at the meeting.

13.6 Recording of Determinations

A declaration by the chairperson 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 minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

14.0 Voting at General Meetings

14.1 Members entitled to vote.

14.1.1 Each Club Member, or their delegated proxy, is entitled to one (1) vote at General Meetings, save that each Affiliated Club is only eligible to have a maximum of 5 member votes, including Proxies.

14.1.2 Non-Club Affiliated Members and BBA Life Members are eligible to cast one vote per person but may cast proxy votes if so designated by other such members.

14.2 Chairperson may exercise casting vote.

14.2.1 The chair of a General Meeting, will have a casting vote in the event of a tied or deadlocked vote.

14.3 Proxy Voting

Proxy voting is permitted at General Meetings by delegated proxies as per clause 11.2.

15.0 Business at Annual General Meeting

15.1 The ordinary business to be transacted at the Annual General Meeting includes the consideration of the audited statement of accounts and the reports of the Board and auditors, the election of Executive Committee under these Rules, the appointment of the auditors and the setting of fees (membership of Association, affiliation of clubs to the Association and registration to Baseball Vic), determine the timing of fee payments, determine the timing and frequency of BBA Committee meetings, determine which members of the Executive have authority as bank signatories and how many to sign.

15.2 All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 15.1, is special business.

15.3 No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

16.0 Dispute Resolution Procedure

16.1 A dispute resolution policy is set out in Governing Document #6.0 and applies to disputes between a Member and:

16.1.1 another Member; or

16.1.2 the Association.

16.2 The parties to the dispute will follow the procedures, as outlined under BBA Governing Document #6.0.

16.3 In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

17.0 Funds, Accounts, Authority to Expend or Commit

17.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all the Association's revenue is deposited.

17.2 Any two Committee Members, one of whom must be the Treasurer, may without reference to the Committee, expend or commit to a maximum of \$250 per transaction.

17.2.1 The Treasurer shall not attest his/her approval to more than three such transactions in any one month without prior Committee approval.

17.3 Any three Committee Members, one of whom must be the President and one be the Treasurer, may expend or commit to a maximum value of \$1200 per transaction.

17.3.1 The Treasurer shall not attest his/her approval to more than 1 such transaction in any one month without prior Committee approval.

17.4 All amounts outside the above must be approved by the Committee at a properly constituted meeting and must be authorised by at least 2 Committee members.

17.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.

17.6 The Association must comply with its obligations under the Act in respect of accounts, audits and minutes.

18.0 Auditor

18.1 A person, with appropriate qualifications must be appointed at each Annual General Meeting as the Association's auditor for the current Financial Year to ensure there are no irregularities in the accounts in accordance with the requirements of the Act.

18.2 The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

19.0 Application of Income

19.1 The income and property of the Association must be applied solely towards the promotion of the Objects.

19.2 Except as prescribed in these Rules (Constitution) or the Act, no portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.

19.3 Subject to clause 19.4, nothing in clauses 19.1 or 19.2 prevents a payment in good faith to any Member:

- 19.3.1 in accordance with clauses 3 and 21 where that Member is a not-for-profit entity with a similar purpose to the Association;
- 19.3.2 for any services rendered to the Association whether as an employee, Executive Member or otherwise;
- 19.3.3 for goods supplied to the Association in the ordinary and usual course of operation;
- 19.3.4 for the refund of any deposits or overpayments made by any Member;
- 19.3.5 for rent for premises demised or let by any Member to the Association;
- 19.3.6 for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Association.

19.4 No payment made under clause 19.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

20.0 Winding Up

Subject to these Rules, the Association may be wound up in accordance with the Act.

21.0 Distribution of Assets on Winding Up

21.1 If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to viable affiliated clubs with the percentage of allocations to said clubs to be determined by the Committee with regard to the length of participation and the contributions made to the Objects of the BBA of said clubs.

21.2 If the provisions of clause 21.1 are not able to be fulfilled for whatever reason, then any surplus assets must be distributed to a Bendigo based sports administration organisation as determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default of a determination by the Members, by a judge of the Supreme Court of Victoria or any other Court that has jurisdiction in the matter.

22.0 Alteration of Rule(s)

Bendigo Baseball Association (BBA) Inc.
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22.1 Subject to clause 22.2, these Rules may be repealed or altered, or a new provision may be added by Special Resolution passed at a duly convened General Meeting.

22.2 If, in the opinion of the Executive, it is necessary to amend these Rules:

22.2.1 to achieve or maintain affiliation of the Association with Baseball Victoria.

22.2.2 to comply with the Baseball Victoria Rules, Bylaws and Regulations; or

22.2.3 to achieve or maintain a particular tax status, the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

23.0 Governing Documents

23.1 Formulation of Governing Documents

23.1.1 The Committee may make and amend such Governing Documents for the proper advancement, management and administration of the Association and the advancement of the purposes of the Association as it thinks necessary or desirable, including without limitation Governing Documents governing:

23.1.2 the conduct of competitions (including but not limited to the rules of competition and codes of conduct).

23.1.3 the conduct of meetings.

23.1.4 the resolution of disputes.

23.1.5 discipline of Members and Participants for breaches of these Rules or the Governing Documents; and

23.1.6 any other matter in respect of which these Rules authorises the Executive to make Governing Documents or which the Executive considers is necessary or appropriate for the good governance of the Association and its affairs. The Governing Documents must be consistent with the BBA Rules, the Baseball VIC Rules and any Bylaws or Regulations made by Baseball VIC.

23.2 Governing Documents Binding

All Governing Documents are binding on the Association and all its Members.

23.3 Publication of Governing Documents

Governing Documents and any amendments, alterations, or other changes to or interpretations of the Governing Documents may be communicated to Members by a notice on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to the Members.

24.0 Notice

24.1 Any public notice required or authorised by these Rules to be given to a Member may be served on the Member via notice to affiliated clubs or by post or email or other electronic means or by its insertion on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its members.

24.2 Notice which relates to a private matter may be served either by post or email to the person's last known residential address and/or their last known email address.

24.3 A notice served by post will be taken to have been received by the recipient on the sixth working day after it was posted.

24.4 A notice served by email or other electronic means will be taken to have been received by the Member twenty-four hours after it was sent.

25.0 Indemnity

25.1 Every Member and employee of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.

25.2 Through the Incorporations Act, the Association indemnifies its Members and employees against all damages and losses (including legal costs) for which any such Member or employee may be or become liable to any third party in consequence of any act or omission:

25.2.1 in the case of a Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Association; and

25.2.2 in the case of an employee, performed or made in good faith during, and within the scope of their employment by the Association.

26.0 Financial Year

The financial year of the Bendigo Baseball Association finishes on the 31st of October of every year.

Appendix #1

BBA Governing Document #11

Proxy Voting

Overview

The Bendigo Baseball Association recognises that there are instances where proxy voting may be necessary to enable best practice pertaining to Association governance.

Purpose

The purpose of this document is to outline the criteria and establish protocols when the Executive acts, as per calling Annual General, Special General Meetings.

Scope

This Governing Document applies to all Association members, players, coaches, officials or volunteers.

Procedure

- Each member entitled to vote, shall appoint another member as their proxy by notice given to the Secretary (or their delegate) no later than seventy-two (72) hours before the commencement of the meeting in respect of which the proxy is appointed.
- The notice appointing the proxy shall be in the form set out in Appendix #1 of BBA Governing Document #11.
- The form may be delivered to the Secretary, or their delegate, personally, or via Australia Post or electronically to secretary@bendigobaseball.com.au.
- The Secretary shall confirm that the proxy is valid prior to the commencement of the meeting and confirm with the member and the proxy.
- All proxies are to be available for viewing by the members attending the meeting in question and shall be recorded in the minutes of the meeting.
- The proxy can vote on elections and all matters listed on the agenda including "Notices of Motion" and matters arising in general business.

- All resolutions of the Annual Meeting of members or of any Special Meeting of the Association shall be conclusive and binding on all Association members whether they have been present at such meeting or not.
- A member shall not act as a proxy for more than three (3) members or more than 5% of the members (whichever is the lesser) on any one occasion.

BBA Governing Document #11
Appendix #1
Proxy Voting Allocation to Another Member

I _____ of _____ being a member of the Bendigo Baseball Association Inc. with voting rights hereby appoint _____ being a member of the Bendigo Baseball Association Inc. with voting rights, as my proxy to vote for me on my behalf at the Annual General Meeting or Special General Meeting, (as the case may be) to be held on the ____ day _____, of ____ (year) and at any adjournment of that meeting.

My proxy is authorised to vote on my behalf on any resolution put to the meeting.

Signed: _____

Print Name: (_____)

Dated - / / 20