



# **SOUTH THORNLIE REDSOX SOFTBALL CLUB INCORPORATED**

## **CONSTITUTION (as amended at AGM 1/8/2004)**

### **NAME:**

1. The name of this body shall be the South Thornlie Redsox Softball Club Incorporated, and shall hereafter be referred to as the Club.

### **OBJECTS:**

2.
  - a) To promote interest and participation in the sport of softball.
  - b) To promote good fellowship among those interested in the sport of softball.
  - c) To educate, train, coach and encourage members of the Club
  - d) The property, assets and income of the Club, wherever derived, shall be applied towards the promotion of the objects of the Club and no portion thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to members generally of the Club. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or any members in return for services actually rendered, nor prevent payment of interest on money, borrowed from any member of the Club. Should the Club for any reason whatsoever cease to function, any member or person holding Club monies or property shall forthwith deliver the same to the Management committee.
  - e) To do all such things and acts conducive to the furtherance of the objects and interests of the Club.

### **MEMBERSHIP:**

3.
  - a) Any person who is interested in the sport of softball shall be eligible to apply for membership.
  - b) Each member shall be bound by the Constitution and By-Laws of the Club.
4.
  - a) The Annual Membership fee for all classes of membership shall be determined at the Annual General Meeting in each year.
  - b) Persons under the age of sixteen (16) years shall be: eligible to join as Junior members at such special fees as shall be determined but they shall not be entitled to hold office, or vote or take part in business procedures at meetings of the Club.
5. A properly Constituted Annual General Meeting or special General Meeting may appoint any person as an honorary member or honorary life member of the Club in recognition of services rendered in promoting the interests and objects of the Club.
6. Any member may resign from the Club and such resignation must be in writing and forwarded to the Secretary of the Club.
7. Any person ceasing to be a member of the Club for any reason whatsoever, shall not be entitled to the return of their membership subscription or any part thereof.
8.
  - a) The Management Committee may expel from the Club or otherwise punish or penalise any member whose conduct, in the opinion of the Management Committee is discreditable or injurious to the character or interests of the Club.
  - b) Before any member is expelled or otherwise punished or penalised, his conduct shall be enquired into by the Management Committee and the member shall be given the opportunity to defend himself and to justify or explain his conduct. Provided that a quorum is established when the matter is enquired into, if it is of the opinion that the member has

been guilty of such conduct or action as aforesaid then the Management Committee may expel or suspend him from membership or otherwise punish or penalise him.

- c) Should any member or his representative fail to appear at any inquiry conducted under clause 8 (b) hereof, or any adjournment thereof, the Management Committee may proceed in that member's absence to conduct the said inquiry and to make its findings as hereinbefore empowered.

#### **GENERAL MEETINGS:**

9. The Annual General Meeting of the Club shall be held in the month of August in each year, and members shall be given notice in writing at least fourteen (14) days before such meeting.
10. The annual reports and audited balance sheet or financial statement shall be submitted to members at the Annual General Meeting.
11. The Annual General Meeting may make By-laws necessary for proper administration of the Club. Any By-law so made shall not be repealed, added to or amended unless and until:
  - a) Notice of intention to propose such repeal, addition or amendment is first given in writing by a member of the club to the Secretary of the Club not later than thirty (30) days prior to the date of such Annual General Meeting and included in the agenda for such meeting.
  - b) Such repeal, addition or amendment is proposed at such Annual General Meeting and is approved by the majority of the members of the Club present at such meeting and voting thereon.
12. The Election of the Management Committee for the ensuing twelve (12) months shall take place at the Annual General Meeting together with any other business mentioned in the notice paper convening the meeting.
13. A special meeting of members shall be called at the request of the President or any four (4) members of the Club. Such meetings shall be held within thirty (30) days of such requests and all members shall be notified in writing not less than ten (10) days before such meeting.
14. The President of the Club shall be the chairman at all General Meetings. Should he not be present then the Vice President shall be elected to the chair, and if there be no Vice-President present, the members shall elect a member to take the chair.
15.
  - a) At all meetings the chairman's decision on points of order shall be final.
  - b) The chairman shall have a casting vote only.
16. A Quorum for the Annual General Meeting or any special General Meeting shall be no less than sixteen (16) persons or thirty percent (30%) of the current membership, whichever is the greater.
17. If at any General Meeting there be no quorum within thirty (30) minutes of the time appointed for the meeting then the meeting shall lapse unless a majority of the members present decide to adjourn the meeting for a period not exceeding twenty eight (28) days. If there be no quorum within thirty (30) minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.
18. Only members present in person shall be entitled to vote.

### **THE MANAGEMENT COMMITTEE:**

19.
  - a) The business and affairs of the Club shall be under the management and control of the Management Committee, provided however that except in the case of extreme urgency the Management Committee shall not take any action contrary to decisions made at a General Meeting.
  - b) The Management Committee may, subject to decisions made at a General Meeting, exercise all the powers of the Club and do all such acts and things as may be necessary or expedient to carry out the objects of the Club.
20. The Management Committee shall consist of:
  - a) President  
Vice-President  
Secretary  
Treasurer  
Registrar
  - b) Up to four (4) additional members of the Club, elected at the Annual General Meeting or as otherwise provided herein.
  - c) The duties of the members of the Management Committee shall include those duties included in the By-laws.
21. Should any vacancy occur, in the Management Committee other than in the normal course of elections, the Management Committee shall fill such vacancy and that member shall hold office for the unexpired portion of his predecessor's term.
22. The Management Committee shall meet as often as may be required to conduct the business of the Club. The President or three (3) members of the Management Committee shall have the power to call a meeting of the Management Committee. The President of the Club shall take the chair at all Management Committee meetings. Should the President not be present, then the Vice-President shall be elected to the chair and if there be no Vice-President present, the Management Committee shall elect one of its number to take the chair.
23. The Chairman at all Management Committee meetings shall have the casting vote only.
24.
  - a) The Management Committee shall have the power to delegate any of its powers to a sub-committee to deal with any particular matter or matters and upon such terms as the Management Committee may think fit.
  - b) All acts done or decisions made by any meeting of the Management Committee or member thereof, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment of such member or all or any members of the Management Committee, be as valid and effective as if they had all been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.
25. A quorum for a Management Committee meeting shall be five (5) of the elected Management Committee.



### **ELECTION OF THE MANAGEMENT COMMITTEE:**

26. Nominations for each candidate for election as a Management Committee member shall be proposed and seconded respectively by two (2) members at the Annual General Meeting. Contested offices shall be subject to ballot, by members present at the Annual General Meeting. No ballot shall be required when the number of, candidates nominated for each office does not exceed the number of vacancies and they shall be declared duly elected.

### **DUTIES:**

27. a) The Secretary shall carry out his/her duties under the direction of the Management Committee and keep a true record of all minutes of all meetings, attend to correspondence, issue notices, keep records and carry out such duties as the Management Committee may from time to time direct.
- b) The Treasurer shall receive all money payable to the Club and give receipts for same. All money so received shall be paid into the bank account of the Club and he shall keep proper books of account of all monies received and disbursed and generally perform all such duties as directed by the Management Committee from time to time.

### **FINANCE:**

28. The financial year shall be from August 1st to July 31st.
29. All money of the Club shall be paid into the account of the Club at such bank as the Management Committee may from time to time direct.
30. No money shall be drawn from the Club's account save by cheque signed by the bank signatories authorised by the Management Committee. No cheque shall be signed or money withdrawn unless such withdrawal has been approved by the Management Committee, or in the case of urgency, by the President or the Secretary.
31. The books and accounts of the Club shall be audited annually by an auditor appointed by members at the Annual General Meeting.

### **TRUSTEES:**

32. Unless otherwise determined, the members of the Management Committee of the Club for the time being shall be deemed to be the Trustees of the Club, to hold any property real and personal belonging to the Club.

### **COMMON SEAL:**

33. The Common Seal of the Club engraved with the name of the Club shall be kept in the care of the President. The Seal shall not be used or affixed to any deed or other document except pursuant to the resolution of the Management committee and in the presence of the President and two (2) members of the Management Committee both of whom shall subscribe their names as witnesses.

### **AMENDMENTS TO THE CONSTITUTION:**

34. This shall be the only Constitution of the South Thornlie Redsox Softball Club Incorporated and shall come into force forthwith and shall not be altered, varied, added to or repealed unless the majority of financial members present at an Annual General Meeting or at a Special Meeting convened for that purpose are in favour of such an alteration, variation, addition or repeal.

**DISSOLUTION:**

35. The Club may be dissolved or wound up by a Resolution at any General Meeting called for such purpose. If upon the dissolution or winding up of the Club there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to, transferred to or distributed amongst the members of the Club. It shall be given to some other Club, Association, Institution or body having objectives similar wholly or in part to the objectives of this Club, provided that such Club, Association, Institution or body shall prohibit the distribution of its income and property among its members, or it shall be paid to or transferred to some charitable institution by the members of that Club prior to dissolution or winding up. In default of any such resolution, such payment, transfer or distribution shall be determined by a Judge or District Court.

**INTERPRETATION:**

In this Constitution, masculine includes feminine.

"In Writing" or "Written" means and includes printing or other means of representing or reproducing words in visible form. Words stated as singular include plural and words stated as Plural include the singular where the context permits.

