

CONSTITUTION OF WELLINGTON BASEBALL ASSOCIATION INCORPORATED

1. Definitions and Interpretation

Act means the Incorporated Societies Act 2022, including all amendments and regulations.

AGM means the Annual General Meeting of the Association.

Association means the Wellington Baseball Association Incorporated.

Bylaws means any bylaws, policies, regulations or codes adopted by the Association.

Club or **Member Club** means any incorporated baseball club admitted as a member of the Association.

Committee means the Association's governing body.

Committee Member means a member of the Committee.

Constitution means this Constitution, including all amendments.

Contact Details means a physical or electronic address and a telephone number.

General Meeting means an AGM or Special General Meeting (SGM).

Interested has the meaning in section 62 of the Act.

Member means each Member Club and any other category of membership recognised under clause 4.

Officer means a Committee Member and any natural person in a position of significant influence over the management and administration of the Association.

Ordinary Resolution means a resolution passed by a majority of votes cast.

Special Resolution means a resolution passed by at least 75% of votes cast.

Working Day has the meaning in the Legislation Act 2019.

2. Association Details

2.1 Name

The name of the society is **Wellington Baseball Association Incorporated**.

2.2 Registered Office

The registered office of the Association is the place determined by the Committee.

2.3 Contact Person

After each AGM, the Committee must appoint at least one and no more than three Contact Persons and notify the Registrar of Incorporated Societies of any changes.

3. Purpose and Powers

3.1 Purpose

The purposes of the Association are to:

- (a) promote, develop, foster and administer baseball as an amateur sport for the wellbeing and benefit of the community in the Wellington region;
- (b) support and strengthen Member Clubs through competitions, pathways, education and governance resources;
- (c) enhance participation, performance, coaching and officiating in baseball;
- (d) support inclusive, safe and equitable participation across all levels;
- (e) coordinate regional competitions and representative programmes;
- (f) uphold the integrity and reputation of baseball;
- (g) develop and support volunteers, coaches, officials and administrators.

3.2 Powers

The Association has full rights, powers and privileges to carry out its purposes subject to this Constitution and the Act.

4. Membership

4.1 Membership Categories

Membership consists of:

- (a) **Member Clubs**, being incorporated baseball clubs within the Wellington region;
- (b) any other category of membership the Committee determines.

4.2 Becoming a Member

A Club becomes a Member when:

- (a) it submits an application in the form required by the Committee;
- (b) the Committee approves the application;
- (c) the Club consents to membership; and
- (d) all required fees are paid.

4.3 Member Consent

A Club consents to becoming a Member by submitting an application or otherwise notifying the Association in writing.

4.4 Life Members

- (a) Life Membership may be granted to individuals who have provided exceptional service to baseball in the region.
- (b) Nominations must be submitted to the Committee.
- (c) Life Members are elected by Special Resolution at a General Meeting.
- (d) Life Members have no voting rights unless they are also appointed as club delegates.

4.5 Rights and Obligations

Members must:

- (a) comply with this Constitution and the Bylaws;
- (b) promote the interests of baseball and the Association;
- (c) pay all fees when due.

4.6 Suspension

The Committee may suspend a Member for conduct contrary to the interests of the Association, subject to natural justice.

4.7 Ceasing to be a Member

A Member ceases to be a Member:

- (a) on resignation in writing;
- (b) on dissolution of the Club;
- (c) if terminated following a disciplinary process;
- (d) for non-payment of fees after reasonable notice.

4.8 Member Register

The Committee must maintain an up-to-date register of Members.

5. General Meetings

5.1 Annual General Meeting

An AGM must be held once each year, no later than six months after the balance date and no more than 15 months after the previous AGM.

5.2 Notice of AGM

At least **21 days'** notice must be given to Members.

5.3 AGM Business

- (a) Confirm previous AGM minutes
- (b) Annual Report
- (c) Annual Financial Statements
- (d) Disclosures of interests
- (e) Election of Committee Members
- (f) Motions to amend the Constitution
- (g) General business properly notified

5.4 Special General Meetings

An SGM must be called if requested by the Committee or by Member Clubs representing at least **20% of total eligible votes**.

5.5 Notice of SGM

At least **14 days'** notice must be provided unless urgency requires shorter notice.

5.6 Method of Meeting

Meetings may be held in person, by audio link, audiovisual link or any combination.

5.7 Quorum

A quorum is **Member Clubs representing at least 40% of total eligible votes**.

5.8 Chair of Meetings

The Chair of the Committee presides. If unavailable, the Committee appoints another Committee Member.

5.9 Voting

Each Member Club's votes are calculated as follows:

- (a) **1 vote per junior team registered, up to 10 votes;**
- (b) **1 vote total for one or more senior teams registered.**

Votes may be exercised by a Club Delegate appointed in writing.

5.10 Voting Method

Voting is by voices, show of hands or secret ballot if requested by the Chair or at least two Member Clubs. Electronic voting is permitted.

5.11 Minutes

Minutes must be kept of all General Meetings.

5.12 Written Resolutions

A written resolution signed by at least 75% of all eligible votes is valid as if passed at a General Meeting.

6. Committee

6.1 Functions and Powers

The Committee manages and supervises the Association's affairs and has all necessary powers unless restricted by the Act.

6.2 Composition

The Committee consists of **5–9 elected Committee Members.**

6.3 Election

Committee Members are elected at the AGM for **two-year terms**, with half retiring each year (rotation). Members may serve a maximum of **three consecutive terms.**

6.4 Eligibility

A Committee Member must:

- (a) consent in writing;
- (b) not be disqualified under the Act.

6.5 Casual Vacancies

The Committee may appoint a replacement to serve until the next AGM.

6.6 Suspension

The Committee may suspend a Committee Member for conduct contrary to the Constitution.

6.7 Removal

A Committee Member may be removed by Special Resolution of the Committee for serious breach of duties or loss of suitability. Natural justice applies.

6.8 Ceasing to Hold Office

A Committee Member ceases to hold office if they:

- (a) resign;
 - (b) complete their term;
 - (c) are removed;
 - (d) become disqualified;
 - (e) die.
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7. Committee Meetings

7.1 Frequency

The Committee meets as required, but no fewer than **four times per year**.

7.2 Quorum

A quorum is **half of the Committee Members**, rounded up.

7.3 Chair

The Committee elects its Chair annually.

7.4 Voting

Each Committee Member has one vote. Voting may occur electronically. The Chair does not have a casting vote.

7.5 Written Resolution

A written resolution signed by a majority of Committee Members is valid.

8. Officers' Duties

Officers must comply with sections 54–59 of the Act, including duties to act in good faith, in the best interests of the Association, and with reasonable care.

9. Conflicts of Interest

9.1 Register

The Committee must maintain a register of interests.

9.2 Disclosure

Officers must disclose any interest as soon as practicable.

9.3 Restrictions

An Interested Officer must not vote on or sign documents relating to the matter unless all non-interested Committee Members consent.

9.4 If Majority Interested

If 50% or more Committee Members are Interested, an SGM must be called to resolve the matter.

10. Patrons

The Committee may appoint Patrons who may attend and speak at General Meetings but have no voting rights.

11. General Manager

The Committee may appoint a General Manager, who has no voting rights and operates under delegated authority.

12. Finances

12.1 Management

The Committee controls and manages the Association's funds and property.

12.2 Accounting Records

The Association must keep proper accounting records.

12.3 Balance Date

The balance date is **31 March**, or any date determined by the Committee.

12.4 Audit or Review

The financial statements must be audited or reviewed if required by law or by the Committee.

12.5 Personal Benefit

No Member or Officer may receive any personal financial benefit except:

- (a) reimbursement of actual and reasonable expenses;
 - (b) payment for goods or services provided on an arm's-length basis;
- provided no Interested person participates in decisions about such payments.
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13. Amendments to the Constitution

This Constitution may be amended only by Special Resolution at a General Meeting. No amendment may permit personal pecuniary profit.

14. Bylaws

The Committee may create, amend or revoke Bylaws. Bylaws must be consistent with this Constitution and the Act.

15. Dispute Resolution

15.1 Application

This clause applies to any Dispute between Members, Officers or the Association unless another binding process applies.

15.2 Making a Complaint

A Complaint must be made in writing to the Committee, setting out the allegations.

15.3 Rights to be Heard

Both the complainant and respondent have the right to be heard, either in writing or at a hearing.

15.4 Investigation

The Committee must ensure the Dispute is investigated and determined efficiently and in accordance with natural justice. The Committee may refer a Dispute to a subcommittee, independent investigator or Hearing Body.

15.5 Grounds Not to Proceed

The Association may decline to proceed with trivial, groundless or stale Complaints.

15.6 Determination

Outcomes must be provided in writing.

15.7 Appeal

There is no right of appeal unless expressly provided in Bylaws.

16. Liquidation and Removal

16.1 Notice

At least **20 Working Days**' notice must be given of any motion to:

- (a) liquidate the Association;
- (b) remove it from the Register;
- (c) distribute surplus assets.

16.2 Surplus Assets

Surplus assets must be distributed to one or more not-for-profit entities with similar purposes.

17. Matters Not Provided For

Any matter not provided for in this Constitution will be determined by the Committee.

18. Transition

This Constitution replaces all previous rules of the Association and takes effect from the date it is adopted by Special Resolution.
