

MELBOURNE WINTER BASEBALL LEAGUE INCORPORATED

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MELBOURNE WINTER BASEBALL LEAGUE INCORPORATED

PART "A" - STATEMENT OF PURPOSES

1. Name

The name of the Incorporated Association is the
Melbourne Winter Baseball League Incorporated

2. Statement of Purposes

The Purposes of the Melbourne Winter Baseball League Inc. are to:

- (a) Support, represent, encourage, promote, control and manage issues affecting the game of baseball in Victoria
- (b) Pursue and conduct programs and projects, which affect baseball and the activities of the League generally.
- (c) Co-operate with or assist any organization having objects and purposes similar to those of the League in any manner which may further the interests of baseball in Victoria.
- (d) such other things as are incidental or conducive to the attainment of the above objects and the exercise of the powers of the League.

PART "B" - RULES

1. Name

The name of the incorporated association is the
Melbourne Winter Baseball League Incorporated
(in these rules called "The League")

2. Interpretation

- (a) In these rules, unless the contrary intention appears:

"Board" means the Board of Management of the League

"Administrator" person appointed by the Board to undertake day to day administration of the League.

"League" means the Melbourne Winter Baseball League Incorporated.

"Baseball" means the game of baseball played under the rules adopted by the Australian Baseball Federation.

"Financial Year" means the year ending 30th November.

2. **Interpretation (Continued)**

“General Meeting” means a general meeting of members called in accordance with Rule 11.

“Member” means a member of the League.

“Ordinary Member” means a Board Member who is not an Officer of the League under Rule 16.

“Player” means a player of baseball.

“Representative” means duly authorized officials of Members.

“The Act” means the Associations Incorporation Act 1981.

“The Regulations” means the regulations under the Act.

- (b) In these Rules, a reference to the Secretary is a reference:
 - (i) where a person holds office under the Rules as Secretary of the League, to that person, and
 - (ii) in any other case to the Public Officer of the League.
- (c) Words or expressions contained in these rules shall be interpreted in accordance with provisions of the Acts Interpretation Act 1958.

3. **Application for Membership**

- (a) The League may admit any person, club or organization or any other association or affiliated body formed for the purpose of baseball, as a member.
- (b) Any club desiring to become a member of the League shall by its proper officer apply in writing on the prescribed form to the Secretary/Administrator detailing the proposed name, uniform, ground arrangements and addresses of its officials and any other required particulars.
- (c) As soon as is practicable after the receipt of any application, the Secretary/Administrator shall refer the application to the Board.
- (d) Upon an application being received by the League, the Board shall determine whether to approve or reject the application.
- (e) Upon an application being approved or not approved by the Board, the Secretary/Administrator shall, with as little delay as possible, shall notify the applicant in writing of the Boards decision.

4. Entrance Fee and Annual Subscription

The annual subscription, the entrance fee, any affiliation and other fees for members and teams, will be determined by the Board in accordance with Rule 14 (c) (iv) - and payable at such time as the Board decides.

5. Register of Members

- (a) The Administrator shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of such member and the register shall be available for inspection by duly authorized representatives of members at the address of the Administrator.
- (b) A member which has paid all monies due and payable by it to the League, may resign from the League by first giving one month's notice in writing to the Secretary/Administrator of the intention to resign, and upon the expiration of that period of notice, the member shall cease to be a member.
- (c) Upon the expiration of a notice given under rule 5 (b) the Administrator shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

6. Club Representation (Member)

Each Club shall be entitled to be represented by two members of their Club at all meetings of which it is entitled to representation.

7. Life Members

After recommendation and or nomination by any member to the Board and where the Board resolves that a person or persons have given extraordinary service to baseball or its administration which warrants special recognition and upon approval by the board, shall, at any time thereafter be at liberty to bestow upon the person or persons recommended and approved aforesaid, at any appropriate occasion, the honorary title of Life Member of the Melbourne Winter Baseball League Inc. with all rights and privileges.

8. Resignation and Expulsion of Member

- (a) Subject to these rules, the Board may by resolution:
 - (i) expel a member of the League.
 - (ii) suspend members from membership of the League for a specified period.

8. Resignation and Expulsion of Member (Continued)

- (b) If the Board is of the opinion that a member –
 - (i) has refused or neglected to comply with those rules, or
 - (ii) has been guilty of conduct unbecoming by a member or prejudicial to the interest of the League.
- (c) A resolution of the Board under sub rule (a)
 - (i) does not take effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice under sub rule (d) confirms the resolution in accordance with this rule, and:
 - (ii) where the member exercises a right of appeal to the League under this rule does not take effect unless the League confirms the resolution in accordance with this rule.
- (d) Where the Board passes a resolution under sub rule (a), the Secretary/Administrator shall, as soon as practicable, cause to be served on the member a notice in writing:-
 - (i) setting out the resolution of the Board and the grounds on which it is based:
 - (ii) stating that a representative of the member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (iii) stating the place, date and time of that meeting;
 - (iv) informing the member that it may do one or more of the following:-
 - (1) attend the meeting by its authorized representative.
 - (2) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution.
 - (3) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that it wishes to appeal to the league in general meeting against the resolution.
- (e) At a meeting of the Board held in accordance with sub rule (c), the Board:-
 - (i) shall give to the member through its duly appointed representative an opportunity to be heard;
 - (ii) shall give due consideration to any written statement submitted by the member, and;
 - (iii) shall by resolution determine whether to confirm or to revoke the resolution.

8. Resignation and Expulsion of Member (Continued)

- (f) Where the Secretary receives a notice under sub rule (d), he shall notify the Board and the Board shall convene a general meeting to be held within 21 days after the date on which the Secretary/Administrator received the notice;
- (g) At a general meeting of the League convened under sub rule (f)
 - (i) no business other than the question of appeal shall be transacted.
 - (ii) the board may place before the meeting details of the grounds for the resolution and reasons for the passing of the resolution.
 - (iii) the member through its duly appointed representative shall be give an opportunity to be heard, and
 - (iv) the members through their dully appointed representatives present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (h) If at the general meeting:-
 - (i) not less than one half of the duly appointed representatives of members present in person vote in favor of the confirmation of the resolution, the resolution is confirmed and:
 - (ii) in any other case the resolution is revoked.

9. Annual General Meeting

- (a) The League shall in each calendar year convene an Annual General Meeting of its members;
- (b) The Annual General Meeting shall be held in December each year or at such a time and place as the Board shall determine;
- (c) The Annual General Meeting shall be specified as such in the notice convening it;
- (d) The ordinary business of the Annual General Meeting shall be:
 - (i) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since the last meeting.
 - (ii) to receive from the Board reports upon the transactions of the League during the last preceding financial year;
 - (iii) to receive and consider the statement submitted by the League in accordance with Section 30 (3) of the Act;
- (e) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (f) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

10. **Special General Meeting**

All General Meetings other than the Annual General Meeting and Ordinary Meetings shall be called Special General Meetings.

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the League:-
- (b) The Board shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the league.
- (c) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by its proper officer for and on behalf of the members making the requisition.
- (d) If the Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the Secretary/Administrator the members making the requisition, or any of them may convene a special general meeting to be held not later than three months after that date.
- (e) A special general meeting convened by members in pursuant of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the League to the persons incurring the expenses.

11. **Ordinary Meetings**

Ordinary Meetings shall be held at least once a month (or as determined by the Board) during the playing season to deal with any business in the running of the day to day affairs of the League.

12. **Notice of Annual General Meeting and Special General Meeting.**

- (a) The Secretary/Administrator shall, at least 14 days before the date fixed for holding a general meeting of the League other than an ordinary meeting cause to be sent to each member of the League at its address appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting but non receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.
- (b) No business other than set out in the notice convening the meeting shall be transacted at the meeting;
- (c) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary/Administrator who shall include that business in the notice calling the next general meeting after receipt of the notice;

12. Notice of Annual General Meeting and Special General Meeting (Continued)

- (d) A notice may be served by or on behalf of the League upon any member either personally or by sending it to the member at the address shown in the register of members;
- (e) Any such notice forwarded to a person shall be deemed to have been given to the person at the time at which it would have been delivered in a reasonable time.

13. Proceedings at Meetings

- (a) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business;
- (b) No item of business shall be transacted at a general meeting unless a quorum of those entitled under these rules to vote is present during the time when the motion is considering that item;
- (c) 51% of members, personally present, constitute a quorum for the transaction of the business of a general meeting;
- (d) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at that time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if the adjourned meeting the quorum is not present within half an hour after the appointed time for the commencement of the meeting, the duly appointed representatives of members present (being not less than three) shall be a quorum.
- (e) The President, or in his absence, one of the Vice-Presidents, shall proceed as chairman at each meeting of the League.
- (f) If the President and the Vice-Presidents are absent from a general meeting, the duly appointed representatives of members present shall elect one of their number to preside as Chairman at the meeting.
- (g) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at such adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (h) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of a general meeting.

13. Proceedings at Meetings (Continued)

- (i) Except as provided in sub rules (a) and (b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (j) Subject to Rule 8 (g) a question arising at a general meeting of the League shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to the effect in the Minutes of the League is evidence of the fact, without proof of that number or proportion of the vote recorded in favor of, or against, that resolution.
- (k) (a) Upon any question arising at a general meeting of the League a member has one vote only through its duly appointed representative.
(b) All votes shall be given personally by the duly appointed representative of each member.
(c) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- (l) (a) If at a meeting a poll on any question is demanded by not less than three (3) duly appointed representatives of members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(b) A poll that is demanded on the election of a Chairman or a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- (m) A member is not entitled to vote at any general meeting unless all monies due and payable by it to the League have been paid.

14. Board of Management

The affairs of the League shall be managed by the Board constituted as hereinafter provided and;

- (a) shall control and manage the business and affairs of the League;
- (b) may, subject to those rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the League other than those powers and functions that are required by these rules to be exercised by general meetings of the member of the League;
and
- (c) subject to these rules, the regulations and the Act, have power to perform all such acts and things as appear to the Board to be essential for the proper management and affairs of the League and in particular:-

14. Board of Management (Continued)

- (i) to grade member Clubs, to limit the number of member clubs and to foster the formation of any Junior or other League qualified to seek membership of the League as an Affiliated body;
 - (ii) to direct policy of the League affecting the control and management of baseball;
 - (iii) to administer representative baseball teams including the appointment of selectors, managers, coaches and other team officials as required;
 - (iv) to make, amend or rescind by-laws appertaining to;
- A The fixing of subscriptions and fees for members and for teams and players participating in competitive baseball;
 - B Penalties for failure to pay any monies due to the League;
 - C Fines or breaches of baseball competition rules;
 - D Registration and eligibility of players;
 - E Transfer of players from and to member clubs;
 - F Match permits for players;
 - G Eligibility of players and member clubs to participate in competitive baseball;
 - H Misconduct of players and officials of member clubs and discipline generally;
 - I Submitting reports by members;
 - J Disputes and protests;
 - K Appointment of coaches;
 - L Premiership points;
 - M Uniform and playing fields dressing accommodation;
 - N Sponsorships;
 - O Delegates meetings;
 - P Umpires
 - Q The formation of a Tribunal with power to hear charges against persons associated with and members of clubs and players for misconduct and to impose penalties by way of suspension or fines as the case may be.

14. Board of Management (Continued)

(d) Subject to action 23 of the Act, the board of League shall comprise of:-

Chairman (President of the League), Three (3) Vice Presidents, Secretary, Treasurer, and Pennant Committee Chairman.

Note: The Administrator will act as the Public Officer.

(e) Each member of the Board shall hold office for the period of the financial year next following election of appointments but is eligible for re-election or appointment (as the case may be);

(i) In the event of a casual vacancy in any office referred to in Rule 14(d), the Board may fill the vacant office and the person so appointed may continue in office up to and including the conclusion of the current financial year following the date of appointment;

(ii) An office of a member on the Board shall become vacant when the Board member:

(a) resigns his office by notice in writing to the Secretary;

(b) dies

(c) is absent from more than two (2) consecutive ordinary meetings of the Board without excuse or excuse unacceptable to the Board;

(d) removed as per Rule 17 (a) and (b).

(f) AT ALL TIMES THE BOARD SHALL BE ANSWERABLE TO THE MEMBERS

15. Election of Officers and Vacancy.

(a) Nominations for an elected office on the Board shall be in writing on the prescribed form signed by the nominee and lodged with the Secretary/Administrator by the date specified;

(b) If the number of nominations received is equal to the number of vacancies for an office to be filled, the persons so nominated shall be deemed to be elected;

(c) If there are insufficient or no nominations to fill an office the vacancy shall be filled as a casual vacancy in accordance with these rules;

(d) If the number of nominations for an office exceeds the number of vacancies to be filled, a ballot shall be held by member clubs;

(e) A nomination of a candidate for election under this rule is valid notwithstanding that the candidate has been nominated for another office;

15. Election of Officers and Vacancy (Continued)

- (f) Where a ballot is necessary the Secretary/Administrator shall forthwith cause ballot papers to be prepared listing each eligible candidate in alphabetical order for each vacancy and forwarded to each member club;
- (g) Voting shall be preferential and each member club shall be entitled to 1 vote for each vacancy;
- (h) Upon completion of the ballot paper it shall be signed by the President and Secretary of the member Club and lodged with the Returning Officer by the date specified by the Secretary/Administrator;
- (i) A ballot paper with preferences not completed for a vacancy shall be an informal vote for that vacancy;
- (j) A ballot paper not lodged with the Returning Officer by 5pm on the prescribed date shall be informal.

16. Proceeding of Board of Management

- (a) The Board shall meet at least three (3) times in each year at such place and such times as the Board may determine;
- (b) Special meetings of the Board may be convened by the Chairman or by any three (3) of the members of the Board;
- (c) Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting;
- (d) Any four (4) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board;
- (e) No business shall be transacted unless a quorum is present, and if within half an hour of the time of the appointed time for the meeting a quorum is not present the meeting shall be adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting which in case it lapses.
- (f) At meetings of the Board; the League President shall be the chairman or in there absence one of the Vice Presidents shall preside;
- (g) Questions arising at a meeting of the Board or any sub-committee appointed by the Board shall determine on a show of hands or, if demanded by a member of the Board, a poll taken in such manner as the person presiding at the meeting may determine;

16. Proceeding of Board of Management (Continued)

- (h) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote and, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- (i) Written notices of each special meeting of the Board shall be served on each member of the Board by delivering it to them at a reasonable time before the meeting at their usual or last known place of abode at least two (2) business days before the date of the meeting.
- (h) Subject to Rule 16 (d) the board may act notwithstanding any vacancy on the board.

17. Removal of Member of the Board.

- (a) The League in general meeting may by resolution remove any member of the board before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of office of the first mentioned member;
- (b) Where the member to whom a proposed resolution refers to in Rule 17 (a) makes representation in writing to the Secretary or President (not exceeding reasonable time) and requests that they be notified to the members or, if they are not so sent, the member may require that they be read out at the meeting.

18. Secretary.

The Secretary/Administrator shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting together with a record of names of persons present at the Board meetings.

19. Treasurer/Finance Committee

The Treasurer in conjunction with Secretary shall:

- (a) Collect and receive all monies due to the League and make all payments by the League and:
- (b) Shall keep correct accounts and books showing the financial affairs of the League with full details of all receipts and expenditure connected with activities of the League.
- (c) The accounts and books referred to in rule 19 (b) shall be available for inspection by duly appointed representatives of members.

20. Cheques.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the board and any other authorized person.

21. Common Seal.

- (a) The common seal of the League shall be kept in the custody of the Secretary/Administrator
- (b) The common seal shall not be affixed to any instrument except by the authority of the board and the affixing of the common seal shall be attested to by the signatures either of two members of the Board or of one member of the board and the Public Officer of the League.

22. Alterations of Statement of Purposes and Rules.

These rules and statement of purposes of the League shall not be altered except in accordance with the rules Act.

23. Winding up or Cancellation.

In the event of the winding up or the cancellation of the incorporation of the League, the assets of the League shall be disposed of in accordance with the provisions of the Act.

24. Custody of Records.

Except as otherwise provided in these Rules, the Secretary/Administrator shall keep in their custody or under his/her control all books, documents and securities of the League.

25. Funds.

The funds of the League shall be derived from an entrance fee, annual subscription, donations and such other sources as the Board determines.