

Constitution of:

The Auckland Baseball Association Incorporated

Incorporation Number: 1700763

Date of Incorporation: 22-Sept-2005



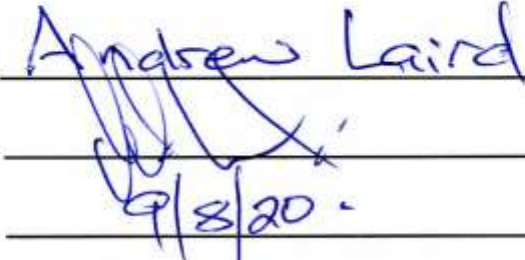
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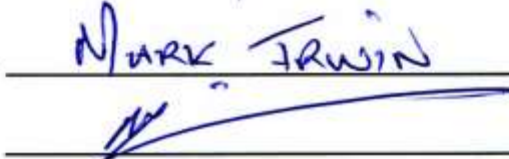
Constitution of:

The Auckland Baseball Association

Certified as the Constitution of the
Auckland Baseball Association

15th June 2020

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**CONSTITUTION OF:
THE AUCKLAND BASEBALL ASSOCIATION INCORPORATED**

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution unless the contrary intention appears:

“Act” means the *Incorporated Societies Act 1908*

“Ordinary Member” means a properly registered & Incorporated Baseball Club (or, Incorporated Society or not-for-profit organisation) whose constitution supports the playing and promotion of baseball in the Auckland region, and having paid the membership fee as required, and is otherwise in good standing with Association.

“Foundation Member” means a properly incorporated baseball club (or, Incorporated Society or not-for-profit organisation), in good standing with the Association, located and functioning in the Auckland region as at 1 April 2020. For the avoidance of doubt, the list of Foundation Members are listed in Appendix “A”.

“Association” means The Auckland Baseball Association Incorporated. The region is defined as South of Warkworth and North of (and including Hamilton). The Board has the ability to redefine from time to time as deemed necessary.

“BCO” means the Baseball Confederation of Oceania

“Baseball New Zealand” means The National Body representing Baseball in New Zealand as recognised by the WBSC, and BCO.

“Board” means the body consisting of the Elected Officers, and those co-opted to the executive board from time to time. At a meeting of the board, voting will be based on members of the executive casting one vote, and motions carried by a simple majority. If a tie-breaker is required, the Chairperson of the board meeting will be entitled to cast an additional vote as he see fit.

“Committee” means the board/executive plus a representative from each member (regardless of category). It is intended that the committee will meet once per month during the season.

“Committee Meeting” means the monthly meeting comprising at least 4 members of the board and any representative members from ABA clubs. Member clubs will advise the board who their representative will be at committee meetings, and who is entitled to cast the club vote at such meetings. The meeting will be advised to members at least 10 working days in advance with an agenda, location and time. Voting at committee meetings will be based on members clubs (entitled to vote) casting one vote, and motions carried by a simple majority. The Chairperson of the meeting will be entitled to cast a casting vote if required, as they deem fit.

“Chairperson” means the person tasked with the duty of chairing the meeting of the board, committee, Special General Meeting or Annual General Meeting. This will typically be the President of the ABA, or the vice president of the ABA, or if failing either, an elected member of those present by a simple majority of those present and entitled to vote.

“Sub-committee” means a group tasked and delegated a specific task or work agenda by the board. The board will be received recommendations, and these are to be discussed and

voted upon by the full committee where appropriate. A member of the board will Chair a sub-committee and be responsible for reporting to the board and full committee. Members of a sub-committee will be approved by majority vote of the board. Examples of sub-committees are (but not limited too):

The Competition Committee

The Finance Committee

The Little League Committee

The Governance Committee

“Affiliate Member” means a Baseball Club which is duly constituted and accepted by the Association. An affiliate member remains an affiliate member for at least two years, and can only be confirmed as an affiliate member upon a motion put to the AGM, and passed with a 2/3 majority of ordinary and foundation members.

“Constitution” means this Constitution of the Association.

“Financial year” means the year ending on the next 31 March following incorporation and thereafter a period of 12 months commencing on 1 April and ending on 31 March each year.

“General Meeting” means any annual or any special general meeting of the Association.

“Good Standing” means the status of a member which requires the member club to be current with all financial obligations to the Association, and be financially solvent (evidence maybe required such as a set of accounts and bank statements). Members are also required to have no unresolved matters in front of the ABA Judiciary, and BNZ Judiciary to be considered in ‘good standing’.

“WBSC” means the World Baseball Softball Confederation (WBSC).

“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 the Association or any activity of or conducted, promoted or administered by the Association in Auckland.

“Life Member” means an individual appointed as a Life Member of the Association under clause 6.4

“Register” means a register of Members kept and maintained in accordance with clause 8.

“Bylaws” mean any Bylaws made by the Board under clause 37.

“Seal” means the common seal of the Association.

“Special Resolution” means a resolution passed by two-thirds of votes cast.

“Sport” means the sport of baseball.

1.2 Interpretation

In this Constitution;

- (a) Words importing the singular include the plural and vice versa;
- (b) Words importing any gender include the other genders;
- (c) 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 ie email.

1.3 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.

1.4 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.

2. NAME OF ASSOCIATION

The name of the Association is The Auckland Baseball Association Incorporated.

3. OFFICES

The registered office of Association shall be at such location as may be determined by the Board from time to time, and as noted in the register of Incorporated Societies.

4. OBJECTS OF THE ASSOCIATION

The Association is established solely for the Objects. The Objects of the Association are to:

- (a) Operate as a Regional Body so that the sport of Baseball can be, encouraged, promoted, advanced and administered in the Auckland region;
- (b) At all times act on behalf of, and in the interest of, the Members and Baseball in Auckland;
- (c) Run and manage an annual Baseball Competition between member clubs at all age groups
- (d) Support and develop all aspects of baseball in Auckland including, but not limited to facilities/grounds, coaches/managers, scorers, umpires and players.
- (e) Promote opportunity for Association teams to participate in international and local competitions, for example (but not limited too) Little League, Baseball New Zealand Club/Regional Nationals, Baseball Australia Age group state/national competition.
- (f) Promote the Education & Development, strength and stability of the Association for the Members and for baseball in Auckland;
- (g) Use and protect any owned or created Intellectual Property;
- (h) Strive for Government, commercial and public recognition of the Association as the controlling body for baseball in Auckland;

- (i) Advance the operations and activities of the Association throughout the Auckland region;
- (j) Review and/or determine any matters relating to baseball which may arise, or be referred to it, by any Member;
- (k) Assist by way of acting as arbiter (as required) on matters pertaining to the conduct of baseball in the Auckland region, including disciplinary matters where appropriate;
- (l) Pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of baseball in Auckland;
- (m) Represent the interests of its Members and of baseball generally in any appropriate forum in New Zealand or overseas;
- (n) Have regard to the public interest in its operations;
- (o) 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;
- (p) Promote the health and safety of Members and all other participants in baseball in Auckland;
- (q) Having regard where appropriate and as decided by the executive, from time to time, for any directives and polices issued by the appropriate National or recognised International governing body.
- (r) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

PROVIDED ALWAYS that, except as provided in clause 28, no part of the funds of the Association may be used or be available to be used for the private pecuniary profits of any Member, individual or associated person.

5. POWERS OF THE ASSOCIATION

5.1 Powers

The Association has the power, subject to this Constitution to:

- (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences, for the avoidance of doubt, this also includes entering into commercial contracts for service including (but not limited to) administration services.
- (b) Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- (c) Sell, lease, mortgage, charge or otherwise dispose of any property of the Association and grant such rights and privileges over such property as it considers appropriate;
- (d) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;

- (e) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the Association;
- (f) Make, alter, rescind, enforce this Constitution, and any rules, regulations, bylaws, policies and procedures for the governance, management and operation of the Association;
- (g) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, bylaws and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
- (h) Consider and settle disputes between Members;
- (i) Determine who are its Members and withdraw, suspend or terminate membership;
- (j) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- (k) Organise and control, events and programmes;
- (l) Delegate powers of the Association to any member, member Board, member committee or sub-committee;
- (m) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the Association, or with which the Association is authorised to amalgamate or generally for any purpose designed to benefit the Association;
- (n) Do any other acts or things which are incidental or conducive to the attainment of the objects of the Association.
- (o) Ensure that the Association carries appropriate levels of insurances for the association and its officers.

5.2 Not for Pecuniary Profit

Except as provided for in clause **28**, the Association shall not have the power to engage in business for the pecuniary profit or gain of any Member, individual or associated person.

6. MEMBERS

6.1 Categories of Members

The Members of the Association shall consist of:

- (a) **Life Members**, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights;
- (b) **Foundation Members**, those member clubs listed in Appendix A and those clubs voted in future to be Foundation Members, who shall have the right to be present at General meetings and shall have rights, to debate or to vote at General Meetings; and
- (c) **Ordinary Members**, those clubs with at least one team, who shall have the right to be present at General meetings and shall have rights, to debate or to vote at General Meetings; An Ordinary Member can be elevated to Foundation Member

status by a motion from the board to the AGM which requires two thirds approval by vote of all voting members; and

- (d) **Affiliate member**, who shall the right to be present at general meetings and shall have rights to debate, but not to vote at General meetings. Once accepted as an affiliate member, they shall remain an affiliate member for a minimum of two years before the board puts a motion to the AGM to consider promotion to an ordinary member status. A majority of two thirds of other ordinary and foundation members must pass the motion.
- (e) **Such** new or other categories of Members as may be established by the Board. Any new category of Member established by the Board cannot be granted voting rights without the majority approval of the Association in a General Meeting.
- (f) **All members**, regardless of category are permitted to attend meetings as an observer. Only foundation and ordinary member can vote on motions put to the board and committee, and other general meetings.

6.2

- (a) Any Baseball Club which is incorporated and wishes to be a Member of the Association shall apply to the Board. Such application shall be made and determined by the Board at its own discretion. The Board will vote on such application (**as described in clause 7.2**) at the next appropriate meeting after receiving a properly constructed application.
 - (i) A Majority of the board must vote in favour of the application, all newly accepted members will be categorised as "Affiliate Members" for a minimum of 2 years.
 - (ii) At the following AGM, the members present must vote to accept the affiliate member as an ordinary member by a majority of two thirds.
- (b) In addition to the obligations as a Member, each Member shall:
 - (i) Administer, promote and develop baseball in accordance with the Objects of the Association, this Constitution and any bylaws;
 - (ii) Be, and maintain registration as, an Incorporated Society under the Incorporated Societies Act 1908;
 - (iii) Have, as its members, other individuals and other members it considers appropriate subject to 6.1(c).
 - (iv) Do all that is reasonably necessary to enable the Objects of the Association to be achieved;
 - (v) Act in good faith with loyalty to the Association to ensure the maintenance and enhancement of the Association, and its reputation, and to do so for the collective and mutual benefit of the Members and Baseball;
 - (vi) Operate with, and promote, mutual trust and confidence between the Association and the Members; and
 - (vii) At all times act in the interests of the Members and Auckland Baseball.
 - (viii) Upon request of the board provide evidence, including financial statements, that the member club is solvent. If any member is insolvent,

the board at its sole discretion may suspend voting and playing rights of that member

- (ix) Utilise such registration website and scoring application as advised by the board from time to time.
- (c) Each member shall, on request, provide to the Association a copy of its constitution and any proposed amendments to it. The Board may request them to amend its constitution if it or any proposed rule within it, if it is in conflict with, the Constitution or bylaws, regulations or policies of the Association. Failure to resolve the conflict by all reasonable means may result in the member being suspended from the Association by unanimous motion passed by the board.
- (d) Each member shall maintain a register of its own members in the format determined by the Board. Each member shall provide its register of members to the Association as requested from time to time.

6.3 Affiliate Members

- (a) An Affiliate Member is a sports club that has not been accepted as an ordinary club member of the Association. While permitted to play in the local competition at the sole discretion of the board, an affiliate will not have voting or speaking rights at any meeting of the association. An example of an affiliate member will be a sports club whose prime purpose is to play softball, but would like to offer baseball to its members.
- (b) The Board, in its sole discretion, is entitled to accept or reject any application as it deems appropriate for any reason it deems appropriate.

6.4 Life Members

- (a) The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Association, where such service is deemed to have assisted the advancement of baseball in Auckland, be appointed as a Life Member.
- (b) Any person may be nominated for life membership of the Association but must be nominated by three foundation clubs (3 members). Such nomination must be made to the Board in writing, setting out the grounds for the nomination 60 days before the Annual General Meeting.
- (c) The Board must then determine, in its sole discretion whether the nomination should be forwarded to an Annual General Meeting for determination by the Members.
- (d) A resolution of the Annual General Meeting to confer life membership (subject to **clause 6.4(c)**) on the recommendation of the Board must be passed by Special Resolution.
- (e) A person must accept or reject the Association'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.
- (f) Life Membership remains in effect for the life of the recipient unless terminated by a decision of the Board by a four-fifths or greater majority of those Board members present and voting.

7. AFFILIATION

7.1 Baseball Clubs

- (a) To be, or remain, eligible for membership, a baseball club must be incorporated or in the process of incorporation. This process must be complete within three months of applying for membership under this Constitution.
- (b) For such time as the baseball club is not incorporated as a baseball club, the president of any such unincorporated club shall be deemed to be the Member (on behalf of the 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 club as incorporated Members, to the extent that this is possible, unless such unincorporated club is deemed to be an affiliate member.
- (c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated board shall be resolved by the Board in its sole discretion.
- (d) Failure to incorporate within the period stated in **clause 7.1(a)** shall result in the expulsion of the president (acting on behalf of the unincorporated entity) from membership. The expelled unincorporated entity shall not be entitled to re-apply for membership until it becomes incorporated.

7.2 Application for Affiliation

An application for affiliation must be:

- (a) In writing on the form prescribed from time to time by the Board (if any), from the applicant or its nominated representative and lodged with the Association;
- (b) Accompanied by a copy of the applicant's constitution (which must be acceptable to the Association and must substantially conform to this Constitution) and the applicant's register of members; and
- (c) Accompanied by the appropriate fee (if any).

7.3 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant club has complied with the requirements in **clauses 7.2** or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application, the applicant club shall, become a Affiliate Member. Membership shall be deemed to commence upon acceptance of the application by the Association, and a vote by the board as described in **clause 6.2 (a) (i)**. The Secretary shall amend the Register accordingly as soon as practicable.
- (c) Where the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

7.4 Re-Affiliation

- (a) Affiliate members must re-affiliate annually with the Association in accordance with the procedures set down by the Association in Bylaws from time to time.

- (b) Upon re-affiliation an affiliate member must lodge with the Association an updated copy of its constitution (including all amendments) and must provide details of any change in its Delegate and any other information reasonably required by the Association. Each affiliate member must ensure that its constitution is amended to conform to any amendments made to this Constitution.

7.5 Deemed Membership

- (a) All members which or who are, prior to the approval of this Constitution under the Act, members of the Association, shall be deemed Foundation Members from the time of approval of this Constitution under the Act.
- (b) Any Club members of the Association prior to approval of this Constitution under the Act, who are not deemed Members under **clause 7.5(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7.6 Association to keep Register

The Association 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 member; and
- (b) The full name, residential address and date of entry to membership of each Officer and Life Member;

Club members, Officers and Life Members shall provide notice of any change and required details to the Association within one month of such change.

7.7 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 Life Member or Officer, shall be available for inspection (but not copying) by Members, upon reasonable request.

7.8 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 of them and the Association and that they are bound by this Constitution and the Bylaws and the Association constitution and bylaws;
- (b) They shall comply with and observe this Constitution and the Bylaws 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 Bylaws they are subject to the jurisdiction of the Association;

- (d) They are entitled to all benefits, advantages, privileges and services of Association membership.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member club having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one months' notice in writing to the Association of such resignation or withdrawal.
- (b) An affiliate may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Association. A copy of the relevant minutes of the affiliate club meeting showing that the resolution has been passed must be provided to the Association.
- (c) Upon the Association receiving notice of resignation of membership given under **clauses 9.1(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

- (a) Membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution or the Bylaws, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the Bylaws or any resolutions or determinations made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under **clause 9.2(a)** without the Board first giving the member club a reasonable opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member club fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued under **clause 9.2(a)** by the Association giving written notice of the discontinuance to the Member club. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.3** as soon as practicable.

9.3 Discontinuance for Failure to Re-affiliate

Membership of the Association may be discontinued by the Board if an affiliate member has not re-affiliated with the Association within one month of re-affiliation falling due. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.3** as soon as practicable.

9.4 Member to Re-Apply

A Member club whose membership has been discontinued under **clauses 9.2 or 9.3**:

- (a) Must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) May be re-admitted at the sole discretion of the Board.

9.5 Forfeiture of Rights

A Member club who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other

property in the possession, custody or control of that Member shall be returned to the Association immediately. Where an affiliate member ceases to be a Member it shall also forfeit all representation rights on the Board and at General Meetings.

9.6 Membership May be Re-instated

Membership which has been discontinued under this **clause 9** may be reinstated at the sole discretion of the Board, with such conditions as it deems appropriate.

9.7 Refund of Membership Fees

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

10. DISCIPLINE

(a) Where the Board is advised or considers that a Member has allegedly:

- (i) Breached, failed, refused or neglected to comply with a provision of this Constitution, the Bylaws, the Association constitution or bylaws or any resolution or determination of the Board or any duly authorised committee; or
- (ii) Acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Association, and/or the sport of baseball; or
- (iii) Brought the Association, any other Member or the sport of baseball into disrepute;

The Board may commence or cause to be commenced, disciplinary proceedings against that Member club, and that Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the Bylaws.

(b) The Board may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Bylaws but subject always to the Act.

11. SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and any fees or other levies payable by Member clubs to the Association, the time for and manner of payment, shall be as determined by the Board.

The Board shall determine:

- (a) Any membership or other fees payable by each Member club;
- (b) The due date for such fees; and
- (c) The manner for payment of such fees

The Board may determine different levels of membership fees and other fees for different types of Members.

12. DUTIES AND POWERS OF THE BOARD

12.1 Duties of the Board

The duties of each Board Member are to:

- (a) Regularly attend Board meetings and General Meetings of the Association;
- (b) Provide good governance for the Association;
- (c) Exercise the powers of the Board for proper purpose;
- (d) Regularly monitor and review the performance of the Association;
- (e) Act in good faith and the best interests of the Association at all times;
- (f) Act, and ensure the Association acts, in accordance with this Constitution;
- (g) Formulate such regulations, bylaws, policies and procedures as are appropriate for the Association;
- (h) Where appropriate, engage in activities to promote, market, represent and fundraise for the Association;
- (i) Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest;
- (j) Take such other steps as determined by the Board in respect of any interest specified in **clause 12.1(i)**, which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
- (k) Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
 - (i) As agreed by the Board for the purposes of the Association;
 - (ii) As required by law; or
 - (iii) To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- (l) Do such other things within these rules as the Board agrees to promote the objects of the Association.

12.2 Powers of the Board

The Board shall have the power to:

- (a) Appoint an executive officer (who will not hold voting power at Board meetings);
- (b) Define delegations of authority from the Board to the Chief Executive;
- (c) Adopt and review the strategic plan for baseball in Auckland
- (d) Adopt and review the annual plan and budget for the Association;

- (e) Determine applications from clubs and other bodies wishing to be Members of the Association;
- (f) Hold meetings and forums for the Members, including General Meetings;
- (g) Establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority;
- (h) Employ, engage or otherwise appoint, officials, and other support personnel for the Association representative and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (i) Determine the yearly calendar for Association meetings, competition, training courses & Seminars;
- (j) Subject to this Constitution, fill vacancies on the Board, and any commissions, committees or other groups which are established by it;
- (k) Control expenditure and raise funds to fulfil the Objects of the Association;
- (l) Open and operate in the name of the Association such bank accounts as deemed necessary;
- (m) Make, repeal or amend any bylaws, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- (n) Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (o) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of the Association;
- (p) Resolve and determine any disputes or matters not provided for in this Constitution; and
- (q) Do all other acts and things which are within the powers and Objects of the Association and which the Board considers are appropriate.
- (r) Arrange and provide for appropriate insurances for the associations and its officers.

If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any bylaws, or the policies or procedures of the Association, the matter will be determined by the Board

13. COMPOSITION OF THE BOARD

13.1 Composition of the Board

The Board shall comprise:

- (a) Four (4) elected Officers; and
- (b) Up to two (2) other appointed Officers if required;

The Officers are considered as a person who holds the office of President, Vice President, Secretary or Treasurer or any other named position which carries with it the weight of voting rights within that organisation,

Election and Appointment of Officers

- (a) The elected Officers shall be elected under **clause 14**.
- (b) The appointed Officers may be appointed under **clause 15**.
- (c) The role of President must be held by a member of a Foundation member club (Appendix A)
- (d) An Affiliate member cannot be elected to any role in the Association, however can be co-opted into one of the two co-opted positions.

13.2 Portfolios

The Board may allocate portfolios and/or titles to Officers. At times, and at the sole discretion of the board, the board will act to maintain an appropriate mix of responsibilities to ensure proper segregation, checks and balances of duties including financial management and fund raising.

14. ELECTED OFFICERS

14.1 Nominations

- (a) Nominations for elected Officers shall be called for fourteen (14) days prior to the Annual General Meeting. When calling for nominations details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be as determined by the Board from time to time.
- (b) Nominees for elected Officers must declare any position they hold in a Club including as an officer (howsoever described including as a Delegate) or as a full time employee.
- (c) A person can be nominated for a position as an elected officer and/or the position of President.

14.2 Form of Nomination

Nominations must be:

- (a) In writing;
- (b) On the prescribed form (if any) provided for that purpose;
- (c) Certified as accepted by the nominee expressing their willingness to accept the position for which they have been nominated; and
- (d) Delivered to the Association not less than seven (7) 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 only if approved by the majority of Members entitled to vote. For the avoidance of doubt,

an eligible person not voted onto the board can be co-opted as an appointed officer role only.

- (b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under **clause 14.3(a)**, the positions will be deemed a casual vacancies under **clause 16.1**.
- (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) Voting shall be conducted 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 Officers

- (a) Officers elected under this **clause 14** shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or removal of Officers, elected Officers shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the Annual General Meeting following.
- (b) Following the adoption of this Constitution, no person who has served as an elected Officer for a period of three (3) consecutive full terms shall be eligible for election as an elected Officer until the next Annual General Meeting following the date of conclusion of his last term as an elected Officer.

15. APPOINTED OFFICERS

15.1 Appointment of Officers

The elected Officers (board) may appoint up to two (2) appointed (co-opted) Officers.

15.2 Qualifications for Appointed Officers

- (a) The appointed Officers may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Individual Members of a baseball club but must be natural persons.
- (b) On appointment they are deemed accepted as a Member, and are entitled to vote on all matters at a board or committee meeting.

16. VACANCIES ON THE BOARD

16.1 Casual Vacancies

Any casual vacancy occurring in the position of Officers may be filled by the remaining Officers from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Officer's term under this Constitution.

16.2 Grounds for Termination of Officer

In addition to the circumstances in which the office of an Office becomes vacant by virtue of the Act, the office of an Officer becomes vacant if the Officer;

- (a) Dies;

- (b) Becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) Resigns his/her office in writing to the Association;
- (e) Is absent without the consent of the Board from meetings of the Board held during a period of three (3) months;
- (f) Holds any office of employment with the Association;
- (g) Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of her interest;
- (h) 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 the Association; or
 - (i) Has brought the Association into disrepute;
 - (ii) In such circumstance, the remaining members of the board, and the next board meeting, shall move a motion to remove the officer, and vote unanimously in support of that motion (the officer subject to the motion is excluded from voting).
- (i) Is removed by Special Resolution; or
- (j) Would otherwise be prohibited from being a director of a company or corporation under the Companies Act 1993.

16.3 Board May Act

In the event of a casual vacancy or vacancies in the office of an Officer or Officers, the remaining Officers may act but, if the number of remaining Officers is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Officers to a number sufficient to constitute such a quorum.

17. MEETINGS OF THE BOARD

17.1 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. An Officer may at any time convene a meeting of the Board within a reasonable time.

17.2 Committee Meeting

On a monthly basis during the season, the Board shall hold a committee meeting to discuss and debate matters regarding the Association and promotion of the game of baseball and the delivery of the competition for the benefit of the members.

Each club shall make available a delegate to represent their club at these meetings.

For the avoidance of doubt, each member entitled to attend and vote (an ordinary and foundation member) will cast one vote per member on any motion before the committee. A

simple majority will carry any motion. The Chairperson will be entitled to cast a deciding vote if a tied.

17.3 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Officers shall for all purposes be deemed a determination of the Board. All Officers shall have one (1) vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

- a) The board will make available to all members minutes of board meeting as soon as the minutes have been accepted as a true and accurate record by the board. Committee meeting minutes will be circulated to all clubs as soon as completed.
- b) The board shall provide to all clubs an interim season report including draft financial statements, this report will be emailed to member club Presidents not later than February 6.

17.4 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Officers for the time being present in New Zealand shall be as valid and effectual as if it had been passed at a meeting of Officers duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Officers.
- (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 Officers 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 Officers entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Officers are not required to be present in person;
 - (iii) If a failure in communications prevents **clause 17.4(b)(i)** from being satisfied by that number of Officers which constitutes a quorum, and none of such Officers are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **clause 17.4(b)(i)** 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 Officers is not physically present shall be deemed to be held at the place specified in the notice of meeting provided an Officer is there present and if no Officer is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

17.5 Quorum

At meetings of the Board the number of Officers whose presence is required to constitute a quorum is four (4).

At committee meetings, a minimum of 4 board members is required to constitute a quorum.

17.6 Notice of Board Meetings

Unless all Officers agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than seven (7) days written notice of the meeting of the Board shall be given to each Officer. The agenda shall be forwarded to each Officer not less than twenty-four (24) hours prior to such meeting.

17.7 Chairperson of Meetings

The Board shall appoint a chairperson from amongst its number to Chair the meeting. The elected President shall be the nominal head of the Association and either he or the Vice President will act as chair of any Board meeting or General Meeting at which they are present. If the President/Vice is not present, or is unwilling or unable to preside at a board meeting the remaining Officers shall appoint another Officer to preside as Chair for that meeting only.

17.8 Officers Interests

An Officer is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association 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 the Association in which any Officer is in any way interested will be void unless approved by the Board.

17.9 Conflict of Interest

An Officer shall declare his interest in any:

- (a) Contractual matter;
- (b) Selection matter;
- (c) Disciplinary matter; or
- (d) Financial matter;

...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 Officer votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for an Officer 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.

17.10 Disclosure of Interests

- (a) The nature of the interest of such Officer must be declared by the Officer 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 an Officer 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 Officer becomes so interested.

- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

17.11 General Disclosure

A general notice that an Officer is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **clause 17.10** as regards such Officer and the said transactions. After such general notice it is not necessary for such Officer to give a special notice relating to any particular transaction with that firm or company.

18. DELEGATIONS

18.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint special sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines from time to time. In exercising its power under this clause the Board must take into account broad stakeholder involvement

18.2 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 Executive Officer by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

18.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

18.4 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 17** 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.

18.5 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.

18.6 Revocation of Delegation

The Board may by instrument in writing, at any time revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

19. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board, but not later than 30 September in each year.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.
- (c) The Annual General Meeting of the Association maybe held via electronic means as long as those attending can be seen and heard via such electronic means, and voting is possible.

20. SPECIAL GENERAL MEETINGS

20.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this clause more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

20.2 Requisition of Special General Meetings

- (a) The Board, shall on the requisition in writing of not less than thirty five per cent (35%) of 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 the Association 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 Board does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the Association, 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.
- (e) Any properly constituted motion put at a Special General Meeting will require seventy five percent (75%) majority to be passed. For the avoidance of doubt, at a Special General Meeting members will vote according to their membership category, and it is 75% of those votes required to pass a motion.

21. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Club and Life Member or other Member entitled to receive notice.
- (b) An initial notice of a General Meeting shall be given with not less than twenty-one (21) days' notice specifying the day, time and place at which the General Meeting is to be held.
- (c) A full 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.
- (d) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice and in good standing, together with:

- (i) The agenda for the meeting; and
 - (ii) Any notice of motion received from Members entitled to vote
 - (iii) The financial statements
 - (iv) Each member club will be informed of the number of votes they are entitled to cast during the General meeting at the commencement of the General meeting.
- (e) Notice of every General Meeting shall be given in the manner authorised in **clause 34**.
- (f) Any irregularity in the notice of a General Meeting or conduct or procedure is waived if there is no protest from any of the entitled persons attending the meeting as to the irregularity; or if all entitled persons attending the meeting agree to the waiver.

22. BUSINESS

- (a) The business to be transacted at the Annual General Meeting shall be to:
- (i) Receive the Board's Annual Report;
 - (ii) Present the annual financial statements to the Members;
 - (iii) Elect Officers, and Life Members in accordance with these Rules
 - (iv) Consider any other business submitted by the Board or submitted by a Club in accordance with Section 23
- (b) All business that is transacted at a General Meeting and all business that is transacted at an Annual General Meeting, with the exception of those matters set down in **clause 22(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.

23. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Board not less than fifteen (15) days (excluding receiving date and meeting date) prior to the General Meeting.

24. PROCEEDINGS AT GENERAL MEETINGS AND COMMITTEE MEETINGS

24.1 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 six (6) Members including at least four (4) of the Officers of the Association.

24.2 President/Vice President to preside

The President or Vice President of the Board shall, subject to this Constitution, preside as chair at every General Meeting except where a conflict of interest exists.

If the President or Vice President is not present, or is unwilling or unable to preside the Members present shall appoint another Officer to preside as chairperson for that meeting only.

24.3 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 chairperson 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 Chairperson 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 24.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

24.4 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 Chairperson; or
- (b) A simple majority of Members.

24.5 Recording of Determinations

Unless a poll is demanded under **clause 24.4**, 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 book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

24.6 Where Poll Demanded

If a poll is duly demanded under **clause 24.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

25. VOTING AT THE ANNUAL GENERAL MEETING

25.1 Members Entitled to Vote

At Annual General Meetings voting rights are as follows:

- (a) Each Foundation Club Member is entitled to three (3) votes (votes can not be split and must be cast as one vote)
- (b) Each Ordinary club member is entitled to one (1) vote;

25.2 Decisions not to be Invalidated

Decisions of the Association whether in General Meeting (including the election of Board members and other officers) shall not be invalidated merely because of procedural defects in the calling and holding of the General Meeting or by which the decision was made, including, without limiting the foregoing, because of any defects in the issue of the requisite notices.

26. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and:
 - (i) Another Member; or
 - (ii) The Association.
- (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 for resolution to an independent tribunal established by the Board in accordance with the procedures determined by the Board from time to time.
- (d) The Board may prescribe additional grievance procedures in Bylaws consistent with this **clause 26**.

27. RECORDS AND ACCOUNTS

27.1 Records

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

27.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer or the Board.

27.3 Association to Retain Records

The Association shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

27.4 Board to Submit Accounts

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

27.5 Accounts Conclusive

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

27.6 Accounts to Be Sent to Members

The Board shall have available to all persons in attendance at the Annual General Meetings in accordance with this Constitution, a copy of the annual financial statements, the Board's report, and any other document required under the Act (if any).

27.7 Negotiable Instruments

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

28. INCOME

28.1 Income and property of the Association shall be derived from such sources as the Board determines from time to time.

28.2 The income and property of the Association shall be applied solely towards the promotion of the Objects.

28.3 Except as prescribed in this Constitution or the Act:

- (a) No portion of the income or property of the Association 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 the Association to any Member who holds any office of the Association other than where the Member or Officer would otherwise be entitled in performing their normal duties **(28.4)**.

28.4 Nothing in **clauses 28.2 or 28.3** shall prevent payment in good faith of or to any Member for:

- (a) Any services actually rendered to the Association whether as an employee, Officer or otherwise;
- (b) Goods supplied to the Association 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 the Association;
- (e) Any out-of-pocket expenses incurred by the Member on behalf of and authorised by the Association;

...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.

29. COMMON SEAL

29.1 The Board shall provide a common seal for the Society and may from time to time replace it with a new one.

29.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Board. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Board.

30. WINDING UP

(a) Subject to this Constitution the Association may be wound up in accordance with the Act.

(b) The Association must be liquidated up if the Association, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring the Association to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.

(c) If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other association, organisation or body having objects similar to the objects of the Association, or to some other charitable organisation or purpose within New Zealand.

31. ALTERATION OF CONSTITUTION

31.1 Alterations, additions and revisions to this Constitution shall be passed by Special Resolution at a General Meeting. All proposed amendments must be submitted as per **clause 23**.

31.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of the Association. This **clause 29** must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

32. BYLAWS

32.1 Board to Formulate Bylaws

The Board may formulate issue, adopt, interpret and amend such Bylaws for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and Baseball in Auckland as it thinks necessary or desirable. Such Bylaws must be consistent with the Constitution.

All Bylaws are binding on the Association and all Members.

32.2 Bylaws Deemed Applicable

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

33. STATUS AND COMPLIANCE OF ASSOCIATION

33.1 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) Be or remain incorporated in New Zealand;
- (b) Decide, from time to time, affiliation to a National Sports Organisation such as Baseball New Zealand
- (c) Decide, from time to time, affiliation to other Baseball organisation as required to meet the objectives and goals of the Association.
- (d) Apply its property and capacity solely in pursuit of the Objects and Baseball;
- (e) Do all that is reasonably necessary to enable the Objects to be achieved;
- (f) Act in good faith and loyalty to ensure the maintenance and enhancement of baseball, its standards, quality and reputation for the benefit of the Members and baseball;
- (g) At all times act in the interests of the Members and Baseball;

33.2 Operation of Constitution

The Association and the Member clubs 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 baseball are to be conducted, promoted, encouraged, advanced and administered throughout Auckland and;
- (b) To ensure the maintenance and enhancement of Baseball, its standards, quality and reputation for the benefit of the Members and Baseball;
- (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 Baseball 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 Baseball and the Members;
- (f) That should a Member have administrative, operational or financial difficulties the Association may act to assist the Member in whatever manner the board of the Association considers appropriate.

33.3 Sponsorship

- (a) Clubs shall be encouraged to seek and secure sponsorship. Such sponsorship shall be in line with and in no way interfere with the good reputation and Objects of the Association.
- (b) The Association shall consult with all clubs should the Association consider entering into any exclusive commercial sponsorship agreements.

- (c) If any exclusive regional sponsorships are in place, member clubs are to advise the Association of any potential new member sponsorships agreements which may cause the Association to breach its commercial agreement. The Association is to be given two weeks to re-negotiate with exclusive regional sponsorship agreements before the member club enters into its new agreement.

34. NOTICE

- (a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or 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 three (3) 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.

35. PATRONS AND VICE PATRONS

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

36. INDEMNITY

- (a) Every Officer and employee of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as an Officer 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 such proceedings in which relief is granted by the Court.
- (b) The Association shall indemnify its Officers and employees against all damages and losses (including legal costs) for which any such Officer or employee may be or become liable to any third party in consequence of any act or omission except wilful or professional misconduct:
 - (iii) In the case of an Officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (iv) In the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.

37. APPENDIX A

Foundation Members upon adoption of this constitution on the 15th June 2020

Bayside Westhaven Little League Baseball Incorporated

Central City Baseball Club Incorporated

Counties Baseball Club Incorporated

Hamilton Raiders Baseball Club Incorporated

Howick-Pakuranga Baseball Club Incorporated

North Shore City Baseball Club Incorporated

Northern Bandits Diamond Sports Club Incorporated

Sharks Sports Club Incorporated

Waitakere Bears Baseball Club Incorporated

West City Baseball Club Incorporated