
Constitution of

THE AUCKLAND BASEBALL ASSOCIATION INCORPORATED

Incorporation Number: 1700763

Date of Incorporation: 22-Sept-2005

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1. Definitions and Interpretation

1.1 Definitions

In this Constitution, unless the contrary intention appears:

- **Act** means the Incorporated Societies Act 2022 (including any amendments and any regulations made under that Act).
- **Ordinary Member** means a properly registered and 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 the 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 they 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 four 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 receive 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 include (but are not limited to):
 - 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 two-thirds 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 club which requires the club to be current with all financial obligations to the Association, financially solvent (evidence may be required, such as a set of accounts and bank statements), and have no unresolved matters in front of the ABA Judiciary or BNZ Judiciary.
- **WBSC** means the World Baseball Softball Confederation.
- **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 7.6.
- **Bylaws** means any bylaws made by the Board under clause 32.
- **Special Resolution** means a resolution passed by two-thirds of votes cast.

- **Major Operational Decisions** means any decision of the Board that will have a significant and long-term impact on member clubs or the Competition, and includes (but is not limited to):
 - Competition Structure – Any changes to the competition structure, format, technical norms, or governance bylaws.
 - Core Service Provision – The introduction or removal of core services provided by the Association, such as umpire provision, supply of match balls, member management systems, or scoring systems.
 - Fee or Levy Changes – Any change to team fees or member levies.
 - Disciplinary Frameworks – Changes to disciplinary or judicial policies that materially alter the rights, obligations, or appeal processes of member clubs or their members.
 - Asset Transactions – Acquisition or disposal of assets with a value exceeding \$5,000.
- **Sport** means the sport of baseball.
- **Contact Person** means the individual(s) appointed or elected in accordance with clause 12.3 to perform the statutory duties of a contact person under sections 113 and 114 of the Act.

1.2 Interpretation

- Words importing the singular include the plural and vice versa.
- Words importing any gender include the other genders.
- 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 (i.e. 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

“Act” means the Incorporated Societies Act 2022. 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 the 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 following Objects. The Objects of the Association are to:

1. Operate as a regional body so that the sport of baseball can be encouraged, promoted, advanced, and administered in the Auckland region.
2. At all times act on behalf of, and in the interest of, the Members and baseball in Auckland.
3. Run and manage an annual baseball competition between member clubs at all age groups.
4. Support and develop all aspects of baseball in Auckland including, but not limited to, facilities/grounds, coaches/managers, scorers, umpires, and players.
5. Promote opportunities for Association teams to participate in international and local competitions, such as (but not limited to) Little League and Baseball New Zealand Club/Regional Nationals.
6. Promote the education, development, strength, and stability of the Association for the Members and for baseball in Auckland.
7. Use and protect any owned or created Intellectual Property.
8. Strive for government, commercial, and public recognition of the Association as the controlling body for baseball in Auckland.
9. Advance the operations and activities of the Association throughout the Auckland region.
10. Review and/or determine any matters relating to baseball which may arise, or be referred to it, by any Member.
11. 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.
12. Pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of baseball in Auckland.
13. Represent the interests of its Members and of baseball generally in any appropriate forum in New Zealand or overseas.
14. Have regard to the public interest in its operations.
15. 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.
16. Promote the health and safety of Members and all other participants in baseball in Auckland.
17. Have regard, where appropriate and as decided by the executive from time to time, to any directives or policies issued by the appropriate national or recognised international governing body.
18. Undertake all such things or activities 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:

1. Purchase, lease, hire, or otherwise acquire, hold, manage, maintain, insure, sell, or otherwise deal with property and other rights, privileges, and licences.
2. Control and raise money including borrowing, investing, loaning, or advancing monies and securing the payment of such money by way of mortgage or charge.
3. 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.
4. Determine, raise, and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding, or otherwise.
5. Produce, develop, create, license, and otherwise exploit, use, and protect the intellectual property of the Association.
6. Make, alter, rescind, and enforce this Constitution and any rules, regulations, bylaws, policies, and procedures for the governance, management, and operation of the Association.
7. 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.
8. Consider and settle disputes between Members.
9. Determine who are its Members and withdraw, suspend, or terminate membership.
10. Enter into, manage, and terminate contracts or other arrangements with employees, sponsors, Members, and other persons and organisations.
11. Organise and control events and programmes.
12. Delegate powers of the Association to any Member or sub-committee.
13. 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.
14. Do any other acts or things which are incidental or conducive to the attainment of the objects of the Association.
15. Ensure that the Association carries appropriate levels of insurance for the Association and its officers.
16. The Board shall have general authority to manage the affairs of the organisation and make operational decisions. However, in the case of a Major Operational Decision, the Board must:
 - (a) Provide written notice of the proposed decision to all member clubs;
 - (b) Allow a consultation period of not less than 14 days for clubs to provide feedback; and
 - (c) Secure approval by a simple majority vote of member clubs entitled to vote at a General Meeting or Special General Meeting before the decision is implemented.

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:

1. Life Members, who may receive notice of General Meetings and be present and debate at General Meetings, but have no voting rights.
2. Foundation Members, those member clubs listed in Appendix A and those clubs voted in future to be Foundation Members, who have the right to be present, debate, or vote at General Meetings.
3. Ordinary Members, those clubs with at least one team, who have the right to be present, debate, or vote at General Meetings. An Ordinary Member can be elevated to Foundation Member status by a motion from the Board to the AGM with two-thirds approval by all voting Members.
4. Affiliate Members, who have the right to be present at General Meetings and have the right to debate but not vote at General Meetings. Once accepted as an affiliate member, they shall remain so for at least two years before promotion to Ordinary Member status can be considered.
5. 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.
6. All Members, regardless of category, are permitted to attend meetings as an observer; only Foundation and Ordinary Members can vote on motions.

6.2 Membership Process

7. Any Baseball Club that is incorporated and wishes to be a Member of the Association shall apply to the Board.
8. Prior to membership acceptance, a club must confirm in writing that it consents to be a Member and is aware of all obligations under this Constitution and the Act.
9. The Board will vote on such application at the next appropriate meeting after receiving a properly constructed application.
 - 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 two years.
 - At the following AGM, the Members present must vote to accept the affiliate member as an Ordinary Member by a two-thirds majority.

6.3 Affiliate Members

1. 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.
2. The Board, in its sole discretion, is entitled to accept or reject any application for Affiliate Membership as it deems appropriate.

6.4 Life Members

1. The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Association be appointed as a Life Member.
 2. Any person may be nominated for Life Membership by three Foundation Member clubs.
 3. The Board will determine if the nomination should be forwarded to an Annual General Meeting.
 4. A resolution of the Annual General Meeting to confer Life Membership must be passed by Special Resolution.
 5. Life Membership remains in effect for the life of the recipient unless terminated by the Board by a four-fifths majority of those Board members present and voting.
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7. Affiliation

7.1 Baseball Clubs

1. To be, or remain, eligible for membership, a baseball club must be incorporated or in the process of incorporation.
2. If not incorporated at the time of application, the applicant's president shall be deemed to be the Member on behalf of the unincorporated entity, with no conflict to existing membership terms.
3. Failure to incorporate within three months results in expulsion.

7.2 Application for Affiliation

1. Application must be in writing, accompanied by a copy of the applicant's constitution and the applicant's register of members, plus the appropriate fee.
2. The Association may accept or reject an application in its discretion.

7.3 Re-affiliation

Affiliate Members must re-affiliate annually with the Association in accordance with the procedures set down by the Association.

7.4 Deemed Membership

All members of the Association prior to the approval of this Constitution under the Act remain Members under these terms.

7.5 Association to Keep Register

The Association shall keep and maintain a Register in which shall be entered the full name, address, category of membership, and date of entry for each Member. The Board must take all reasonable steps to maintain the Register of Members in an up-to-date state, as required by the Act.

7.6 Inspection of Register

Having regard to the Act, confidentiality considerations, and privacy laws, an extract of the Register shall be available for inspection (but not copying) by Members, upon reasonable request.

8. Effect of Membership

Members acknowledge and agree that:

1. This Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Bylaws.
 2. 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.
 3. By submitting to this Constitution and Bylaws, they are subject to the jurisdiction of the Association.
 4. They are entitled to all benefits, advantages, privileges, and services of Association membership.
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9. Discontinuance of Membership

9.1 Notice of Resignation

1. A Member club having paid all arrears of fees payable to the Association may resign or withdraw from membership by giving one month's notice in writing.
2. An Affiliate Member may not resign or withdraw without approval by Special Resolution of the Association.
3. Upon the Association receiving notice of resignation, an entry in the Register shall record the date of cessation.

9.2 Discontinuance for Breach

1. Membership may be discontinued by the Board upon breach of any clause of this Constitution or Bylaws, including failure to pay monies owed or comply with policies.
2. The Board must give the Member club a reasonable opportunity to explain or remedy the breach.

9.3 Discontinuance for Failure to Re-affiliate

Membership may be discontinued if an Affiliate Member has not re-affiliated within one month of re-affiliation falling due.

9.4 Member to Re-Apply

A Member club whose membership has been discontinued must seek renewal or reapply.

9.5 Forfeiture of Rights

A Member club ceasing to be a Member forfeits all rights and claims upon the Association and its property and must return all Association property.

10. Discipline

1. Where the Board is advised or considers that a Member has breached or acted in a manner unbecoming, the Board may commence disciplinary proceedings.
 2. The Member will be subject to and must unreservedly submit to the jurisdiction, procedures, penalties, and appeal mechanisms of the Association.
 3. The Board may appoint a Judiciary Committee to deal with disciplinary matters.
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11. Subscriptions and Fees

The annual membership subscription (if any) and any fees or levies shall be as determined by the Board. The Board may set different levels of membership fees and due dates for different categories of membership.

12. Duties and Powers of the Board

12.1 Duties of Each Board Member

Each Board Member must:

1. Regularly attend Board meetings and General Meetings.
2. Provide good governance for the Association.
3. Exercise powers of the Board for proper purpose.
4. Monitor and review the Association's performance.
5. Act in good faith and in the best interests of the Association.
6. Act, and ensure the Association acts, in accordance with this Constitution.
7. Formulate relevant regulations, bylaws, policies, and procedures.
8. Where appropriate, engage in activities to promote and fundraise for the Association.
9. Disclose the nature and extent of any interest in a transaction as soon as the Board Member becomes aware of it.
10. Take any steps the Board determines in respect of a conflict of interest, including abstaining from discussion and/or vote.
11. Not disclose information gained as a Board Member except where authorised.

12.2 Powers of the Board

The Board shall have the power to:

1. Appoint an executive officer.
2. Define delegations of authority to the chief executive, if any.
3. Adopt and review strategic and annual plans.
4. Determine applications from clubs wishing to be Members.
5. Hold meetings and forums.
6. Establish sub-committees or other groups to carry out work of the Board.
7. Employ or engage personnel.
8. Determine yearly calendars for competitions and training.
9. Fill vacancies on the Board or sub-committees.
10. Control expenditure and raise funds.
11. Make, repeal, or amend bylaws.
12. Engage or contract external assistance as needed.
13. Establish corporate or other entities to conduct business of the Association.
14. Resolve disputes not otherwise provided for.
15. Ensure appropriate insurances are in place.

12.3 Contact Person(s)

1. After each AGM, the Board must appoint or reappoint at least one contact person (and no more than three), in accordance with section 113 of the Act.
 2. Any change in the contact person or their contact details must be notified to the Registrar of Incorporated Societies.
 3. A contact person need not be a Board Member, but must be eligible under section 114 of the Act.
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13. Composition of the Board

13.1 Composition

The Board shall comprise:

1. Four (4) Elected Officers; and
2. Up to two (2) other appointed Officers if required.

The Officers are those holding the offices of President, Vice President, Secretary, Treasurer, or any other named position carrying voting rights.

13.2 Portfolios

The Board may allocate portfolios or titles to Officers. The Board may maintain an appropriate mix of responsibilities.

14. Elected Officers

14.1 Nominations

Nominations shall be called for fourteen (14) days prior to the AGM. Nominees must declare any position they hold in a Club.

14.2 Form of Nomination

Nominations must be:

- In writing
- On the prescribed form (if any)
- Certified as accepted by the nominee
- Delivered to the Association not less than seven (7) days before the AGM

14.3 Elections

If nominations are equal to or fewer than the vacancies, those nominees are declared elected only if approved by the majority of Members. If insufficient nominations are received, positions remain casual vacancies.

14.4 Term of Appointment

Elected Officers serve two-year terms. No person who has served three consecutive full terms is eligible for re-election until after the next AGM.

15. Appointed Officers

15.1 Appointment

The Elected Officers may appoint up to two (2) co-opted Officers.

15.2 Qualifications

Appointed Officers may have specific skills (finance, marketing, law, etc.) and need not be members of a baseball club but must be natural persons. On appointment, they are deemed accepted as a Member with voting rights on the Board.

16. Vacancies on the Board

16.1 Casual Vacancies

Any casual vacancy may be filled by the remaining Officers for the remainder of the Officer's term.

16.2 Grounds for Termination of Officer

The office of an Officer becomes vacant if the Officer:

1. Dies.
2. Becomes bankrupt or makes any arrangement with creditors.
3. Becomes of unsound mind.
4. Resigns in writing.
5. Is absent without consent for three months.
6. Holds any office of employment with the Association.
7. Is directly or indirectly interested in any contract with the Association and fails to declare the nature of interest.
8. Acts in a manner unbecoming or prejudicial to the Objects.
9. Is removed by Special Resolution.
10. Would otherwise be prohibited from being a director of a company.
11. Becomes disqualified under section 47 of the Act (e.g., an undischarged bankrupt or under 16).

16.3 Board May Act

The Board may act despite any casual vacancy. If the number of Officers is insufficient to form a quorum, they may act only to increase the number.

17. Meetings of the Board

17.1 Board to Meet

The Board shall meet as often as deemed necessary for the dispatch of business, at least as often as is required under the Act.

17.2 Committee Meeting

On a monthly basis during the season, the Board shall hold a Committee Meeting with representation from each club. Each member entitled to vote casts one vote; motions are carried by a simple majority.

17.3 Decisions of Board

Questions are decided by majority of votes. Each Officer has one (1) vote; the Chairperson may exercise a casting vote if votes are equal.

17.4 Resolutions Not in Meeting

A resolution in writing, signed or assented to electronically by all Officers, is as valid as if passed at a meeting. Any resolution must be kept in the Association's records.

17.5 Quorum

At Board meetings, a quorum is four (4) Officers. At Committee Meetings, a minimum of four Board members is required to form a quorum.

17.6 Notice of Board Meetings

Seven (7) days' written notice must be given to each Officer, unless agreed otherwise.

17.7 Chairperson of Meetings

The Board shall appoint a Chairperson (normally the President). If the President/Vice President is absent or unwilling, the remaining Officers shall appoint another Officer to preside.

17.8 Officers' Interests

An Officer is disqualified by holding any place of profit or position of employment in the Association except with Board approval. Any contract or arrangement in which an Officer is interested is void unless approved by the Board.

17.9 Conflict of Interest

An Officer must declare any interest in a matter. Unless permitted by the Board, the Officer must not vote on the matter. If 50% or more of the Officers are interested in a matter, the Board must either call a Special General Meeting to determine that matter or otherwise comply with section 64(3) of the Act.

17.10 Disclosure of Interests

All disclosed interests must also be disclosed at each AGM in accordance with the Act.

18. Delegations

18.1 Board May Delegate

The Board may, by instrument in writing, create or appoint committees or individuals to carry out duties. This delegation may be subject to conditions or limitations.

18.2 Revocation of Delegation

The Board may revoke any delegation at any time.

19. Annual General Meeting

An Annual General Meeting of the Association shall be held in accordance with the Act and this Constitution, within six (6) months after the Association's balance date.

20. Special General Meetings

20.1 May be Held

The Board may convene a Special General Meeting whenever it thinks fit.

20.2 Requisition

A Special General Meeting shall be convened on the requisition in writing of at least 35% of voting Members.

21. Notice of General Meeting

1. Notice of every General Meeting shall be given to every Club and Life Member or other Member entitled to receive notice.
 2. Not less than 21 days' notice specifying the place, time, and nature of business shall be given.
 3. Any irregularity in the notice is waived if all entitled persons attending agree to proceed.
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22. Business

1. The business of the AGM includes receiving the Board's Annual Report, presenting annual financial statements, electing Officers, and considering any other business.
 2. No business other than that stated in the notice shall be transacted.
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23. Notices of Motion

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. Such notices must be submitted in writing to the Board at least 15 days prior.

24. Proceedings at General Meetings and Committee Meetings

24.1 Quorum

No business shall be transacted unless a quorum is present: six (6) Members including at least four (4) Officers of the Association.

24.2 Chairing

The President or Vice President presides as Chair unless absent/unwilling, in which case the Members present appoint a Chair.

24.3 Adjournment

If within 30 minutes a quorum is not present, the meeting is adjourned or lapses.

24.4 Voting Procedure

Voting is by a show of hands unless a poll is demanded.

24.5 Recording Determinations

A declaration by the Chairperson that a resolution is carried is conclusive evidence of the fact without proof.

24.6 Minutes must be kept of all General Meetings

25. Voting at the Annual General Meeting

25.1 Members Entitled to Vote

- Each Foundation Club Member has three (3) votes.
- Each Ordinary Club Member has one (1) vote.

25.2 Decisions Not Invalidated

Decisions are not invalidated merely because of procedural defects in notices or conduct.

26. Grievance Procedure

1. The grievance procedure applies to disputes between a Member and another Member or between a Member and the Association, in accordance with sections 38–44 of the Act.
 2. The parties must first attempt to resolve the matter within fourteen (14) days.
 3. If unresolved, it may be referred to an independent tribunal established by the Board.
 4. The procedure must ensure each party has the right to be heard, has adequate notice, and that any decision-maker is free of bias, in accordance with the principles of natural justice.
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27. Records and Accounts

27.1 Records

The Association shall maintain proper records of all transactions, business, meetings, and dealings.

27.2 Kept in Accordance with the Act

Proper accounting and other records shall be kept.

27.3 Retention of Records

The Association shall retain records for seven (7) years.

27.4 Board to Submit Accounts

The Board shall submit annual financial statements to the AGM.

28. Income

28.1 Sources

Income and property of the Association may be derived from such sources as the Board determines.

28.2 Application

Income shall be applied solely toward the Objects.

28.3 No Private Profit

No portion of the income or property of the Association shall be paid or transferred to any Member except as allowed by this Constitution.

28.4 Payments in Good Faith

Payment in good faith for services, goods supplied, rent, interest, or out-of-pocket expenses is permitted if it does not exceed ordinary commercial rates.

29. Common Seal

1. The Board shall provide a common seal for the Association.
 2. The Secretary shall have custody of the seal.
 3. Every document to which the seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Board.
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30. Winding Up

1. Subject to this Constitution, the Association may be wound up in accordance with the Act.
 2. The Association must be put into liquidation if a Special Resolution appointing a liquidator is confirmed by a further Special Resolution.
 3. Any surplus assets remaining after payment of debts must not be distributed to Members but given to a not-for-profit entity with similar objects.
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31. Alteration of Constitution

1. Alterations, additions, or revisions require a Special Resolution at a General Meeting, with notice given under clause 23.
 2. No amendment shall permit personal pecuniary gain or prejudice the not-for-profit objects or winding-up rules.
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32. Bylaws

1. The Board may formulate, adopt, interpret, and amend bylaws for the proper advancement and administration of the Association.
 2. All bylaws in force at the date of the approval of this Constitution remain in force unless inconsistent with this Constitution.
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33. Status and Compliance of Association

1. The Association shall be or remain incorporated in New Zealand.
 2. The Association shall apply its property and capacity solely in pursuit of its Objects.
 3. The Association and the Member clubs acknowledge and agree to be bound by this Constitution and agree to operate in alignment with the Constitution, policies, and strategic framework of Baseball New Zealand
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34. Notice

1. Notices may be given by post, facsimile, or electronic mail to the last known address or number.
2. Service of notice by post is deemed to have been effected three (3) days after posting; by facsimile, upon a confirmation report; and by email, on the next business day.

35. Patrons and Vice Patrons

The Association at its AGM may appoint a chief Patron and such other Patrons as it considers necessary, subject to the approval of those persons.

36. Indemnity

1. Every Officer and employee of the Association is indemnified out of the property of the Association against liability incurred in defending proceedings where judgment is given in their favor.
 2. The Association shall indemnify its Officers and employees against all damages and losses (including legal costs) for which they may become liable to any third party.
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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
- Hamilton Raiders Baseball Club Incorporated
- Howick-Pakuranga Baseball Club Incorporated
- North Shore City Baseball Club Incorporated
- Waitakere Bears Baseball Club Incorporated
- West City Baseball Club Incorporated

Ordinary Members Upon Adoption of this Constitution on the 21st July 2024

- Sharks Sports Club Incorporated
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End of Constitution