



Diamonds Baseball Club

CONSTITUTION



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1 GENERAL

1.1 NAME

The name of the Incorporated Association shall be "Diamonds Baseball Club Inc." (in this Constitution to be called "Diamonds Baseball").

2 OBJECTS

The objects of the Association are:-

- 2.1.1 To foster and deliver Baseball in Townsville and surrounding area.
- 2.1.2 To promote and encourage the playing of Baseball and to promote and develop the necessary skills of the game and a sense of sportsmanship and fair play.
- 2.1.3 To provide a supportive, enjoyable and safe environment for our members.
- 2.1.4 To foster club players and technical volunteers development and pathways.
- 2.1.5 To be an affiliated member of the sport's recognised governing bodies for Baseball within the state of Queensland.

3 POWERS

- 3.1.1 The Association has the powers of an individual.
- 3.1.2 The Association may, for example
 - a) enter into contracts; and
 - b) acquire, hold, deal with and dispose of property; and
 - c) make charges for services and facilities it supplies; and
 - d) do other things necessary or convenient to be done in carrying out its affairs.
- 3.1.3 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.



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4 INTERPRETATIONS

- 4.1.1 **The Association or Club** – Diamonds Baseball Club Inc.
- 4.1.2 **Act** – means the Associations Incorporation Act 1981.
- 4.1.3 **Position Statements** – means the club's Committee, operational groups and staff and/or volunteers position overview, position descriptions and appropriate position task sheets
- 4.1.4 **Club policies and procedures** – means the club's management, administration policies, procedures operating requirements and codes of conduct
- 4.1.5 **Member** – means member of the Association as mentioned in Rule 5
- 4.1.6 **The Committee** – means the Management Committee for the time being of the Association
- 4.1.7 **General Meetings** – refer to the Annual Meeting (AGM), General Members Meeting and Special Meetings of the Association
- 4.1.8 **Special Meeting** – means any Special Meeting of the Association requiring member's consideration other than the Association's AGM
- 4.1.9 **In writing** – means written, email or printed or partly written and partly printed
- 4.1.10 **Words** – Importing singular include the plural and words importing the plural include the singular
- 4.1.11 **A word not defined** – a word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act
- 4.1.12 **The Chief Executive** – as mentioned in Rule 29 refers to the government representative for the Office of Fair Trading (OFT) responsible for managing approvals and the Incorporation Act's compliancy
- 4.1.13 **Family member** – as mentioned in Rule 19 1 (5) refers to those who are related by birth, marriage or adoption, which includes partners and their family and includes any persons living or cohabitating with one another regardless of their relationship
- 4.1.14 **Club Groups** – means sub-Committees, subgroups, project groups and/or teams of individuals selected by the Committee to assist
- 4.1.15 **Membership fee** – refers to club membership only and doesn't refer to operating, activity, program or event costs and/or fees
- 4.1.16 **Activity Fees and Charges** – refers to capitation, affiliation, operating, activity, program and or event costs, fees and/or levies
- 4.1.17 **Player groups** – as mentioned in Rule 32 2 (5) and (6) refers to groups such as Juniors, Seniors, Women's, Social Player clusters
- 4.1.18 **Active Life Member** – means a Life Member who actively participates in or contributes to a club or the association's programs and services within the season
- 4.1.19 **Volunteer** – As mentioned in Rule 5 (3) refers to committee personnel and all volunteers selected or appointed by the committee to deliver the club's programs and services for the club in an official capacity
- 4.1.20 **Operational Volunteers** – means those volunteers who support the committee with operational tasks such as registrar, uniforms, coaching officers, fundraising, marketing to name a few
- 4.1.21 **General Volunteers** – means those volunteers who provide player/team support (coaches, managers, scorers), and any other positions provided in the season from time to time



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- 4.1.22 **Auditor Statement** – means a certified accountant or auditor must audit the association's financial statements and its receipt for the last reportable financial year
- 4.1.23 **General Members Meeting** – as mentioned in Rule 23 means a meeting where members are provided an update of the club's performance and future proposed activities

5 CLASSES OF MEMBERS

- 5.1.1 The membership of the Association shall consist of the following classes of members:
 - a) Player Members
 - b) Non-Playing Members
 - c) Life Members.
- 5.1.2 **PLAYER MEMBERS** shall be any person playing the sport conducted by the Association on payment of the subscription or such other sum as may be nominated from time to time by the committee and or declared upon the Association at any General Meeting.

Player Members shall be:-

- a) Subject to the provisions of these Rules
- b) When participating in activities provided by the Association subject to the rules stipulated by the Association and the Association's governing bodies
- c) Players over the age of eighteen (18) years on payment of their membership and activity fees, shall be entitled to one vote
- d) Players under the age of eighteen (18) years on payment of their membership and activity fees shall be entitled to one vote per family by a parent or legal guardian over the age of eighteen (18) years.
- e) A player member as defined in subclause (c) shall be entitled to hold office or otherwise take part in the management of the Association and all privileges connected therewith.
- f) A player member as defined in subclause (d) parent or legal guardian is entitled to hold office or otherwise take part in the management of the Association and all privileges connected therewith.

Player Members shall be unlimited.

- 5.1.3 **NON-PLAYER MEMBER** shall be a person who is not a registered player, who serves as a volunteer in an official capacity as described in Rule 4 (19).

Non-Player Member shall be:-

- a) subject to the provisions of these Rules
- b) exempt from the payment of membership fees
- c) will not be entitled to vote at general meetings of the club unless they are a delegate to the club and therefore entitled to vote on behalf of their affiliated member.
- d) eligible to hold management committee position

The Non-Player Members shall be unlimited

- 5.1.4 A **LIFE MEMBER** shall be a person who has provided meritorious services or support to the Association and meets the criteria as set by the Association and whose nomination has been passed by the Management Committee and confirmed by a majority of members present at the Special General Meeting of the Association.

Life Members shall be:-



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- a) subject to the provisions of these Rules
- b) exempt from the payment of membership fees
- c) will be entitled to vote at a General Meeting if the life member is an active participant as described in Rule 4 (18) in club activities, but if the life member is a non-active member in club programs or activities, they will be entitled to speak at General Meetings of the Association but not entitled to vote
- d) afforded all the entitlements offered to Player Members

The Life Members numbers shall be limited so that no more than two (2) Life Memberships are nominated in any one year.

6 NEW MEMBERSHIPS

- 6.1.1 An applicant for membership of the Association must be proposed by a parent/guardian or if over 18 themselves.
- 6.1.2 An application for membership must be through the BAT registration system.

7 FEES AND CHARGERS

- 7.1.1 The membership fee as mentioned in Rule 4 (15)
 - a) is the amount decided by the members from time to time at a General Meeting; and
 - b) is payable when, and in the way, the Management Committee decides.
- 7.1.2 Activity Fees and Charges (Registration) as mentioned in Rule 4 (16)
 - a) is the amount decided by the Management Committee from time to time and
 - b) is payable when, and in the way, the Management Committee decides

8 ADMISSION AND REJECTION OF NEW MEMBERS

- 8.1.1 The Management Committee must consider an application for membership at the next Committee Meeting held after it receives –
 - a) the application for membership; and
 - b) the appropriate membership fee for the application.
- 8.1.2 The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Management Committee considers the person's application, the person is advised:
 - a) whether or not the Association has public liability insurance; and
 - b) if the Association has public liability insurance, the amount of the insurance.



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- 8.1.3 The Management Committee must decide at the meeting whether to accept or reject the application.
- 8.1.4 If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for,
- 8.1.5 The Secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

9 WHEN MEMBERSHIPS ENDS

- 9.1.1 A member may resign from the Association by giving a written notice of resignation to the Secretary.
- 9.1.2 The resignation takes effect at -
 - a) the time the notice is received by the Secretary; or
 - b) if a later time is stated in the notice, the later time.
- 9.1.3 The Management Committee may terminate a member's membership if the member -
 - a) is convicted of an indictable offence; or
 - b) does not comply with any of the provisions of these Rules; or
 - c) has membership fees in arrears; or
 - d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 9.1.4 Before the Management Committee terminates a member's membership, the Committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 9.1.5 If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the Committee must give the member a written notice of the decision,
- 9.1.6 To pay all outstanding membership, activity fees, and any other money due to the Association, if the member withdraws from the Association



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10 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 10.1.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- 10.1.2 A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.
- 10.1.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice, call a General Meeting to decide the appeal.

11 GENERAL MEETING TO DECIDE APPEAL

- 11.1.1 The General Meeting to decide an appeal must be held within three (3) months after the Secretary receives the notice of intention to appeal.
- 11.1.2 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated,
- 11.1.3 Also, the Management Committee and the members of the Committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 11.1.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 11.1.5 If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

12 REGISTER OF MEMBERS

- 12.1.1 The Management Committee must keep a register of members of the Association.
- 12.1.2 The register must include the following particulars for each member –
 - a) the full name of the member;
 - b) the postal or residential address of the member;
 - c) the date of admission as a member;
 - d) the date of death or time of resignation of the member;
 - e) details about the termination or reinstatement of membership;
 - f) any other particulars the Management Committee or the members at a General Meeting decide.
- 12.1.3 The register must be open for inspection by members of the Association at all reasonable times.
- 12.1.4 A member must contact the Secretary to arrange an inspection of the register.
- 12.1.5 However, the Management Committee may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.



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13 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

13.1.1 A member of the Association must not -

- a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

13.1.2 Subrule (1) does not apply if the use or disclosure of the information is approved by the Association.

14 APPOINTMENT OR ELECTION OF SECRETARY

14.1.1 The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:

- a) a member of the Association elected by the Association as Secretary; or
- b) any person who is appointed by the Management Committee.

14.1.2 If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within one (1) month after the vacancy happens.

14.1.3 If the Management Committee appoints a Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.

14.1.4 However, if the Management Committee appoints a person as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.

14.1.5 If the appointed Secretary is not remunerated for the services provided over and above reimbursements for expenses incurred while executing the duties of the position, these rules will deem that the Appointed Secretary is a volunteer and as such will be subject to Rule 17 (4).

14.1.6 In this rule – casual vacancy, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

15 REMOVAL OF SECRETARY

15.1.1 The Management Committee of the Association may at any time remove a person appointed by the Committee as the Secretary.

15.1.2 The Management Committee of the Association may remove a Secretary elected by the members, though the person remains a member of the Management Committee.

16 FUNCTIONS OF SECRETARY

The Secretary's functions include, but are not limited to:

- a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
- b) keeping minutes of each meeting; and copies of all correspondence and other documents relating to the Association; and maintaining the register of members of the Association.



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17 MANAGEMENT COMMITTEE

17.1 MEMBERSHIP OF MANAGEMENT COMMITTEE

17.1.1 The Management Committee of the Association shall be a minimum of three (3). The Management Committee of the Association shall consist of:

1. President
2. Secretary
3. Treasurer

17.1.2 A member of the Management Committee, other than a Secretary if appointed by the Management Committee, must be a member of the Association.

17.1.3 The Office Bearers of the Association shall be positions one (1) to three (3).

17.1.4 At each Annual General Meeting (AGM) of the Association, the members of the Management Committee must retire from office in line with subrule (5) and are eligible, on nomination, for re-election in line with subrule (6).

17.1.5 A member of the Association may be appointed to a casual vacancy on the Management Committee under Rule 20.

17.2 ELECTING THE MANAGEMENT COMMITTEE

A member of the Management Committee may only be elected as follows:

17.2.1 A person may be a candidate only if the person:

- (a) is an adult, i.e. over 18; and
- (b) is not ineligible to be elected as a member under section 61A of the Act.
- (c) is self nominated
- (d) is nominated by others with the nominees consent.



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- 17.2.2 All nominations for membership of the Management Committee are to be in writing and in the hands of the Secretary fourteen (14) days prior to the Annual General Meeting,
- 17.2.3 All candidates will be required to indicate in writing their ability to meet the skills, tasks and time required for the applied position as defined by the Association's 'Position Statements'. All prospective candidates will be required to complete the Management Committee's Position Statement nomination form and have it signed by the candidate and the two (2) nominees.
- 17.2.4 Candidates' application must be posted in a conspicuous place, on the web or usual place of meeting of the Association for at least seven (7) days immediately preceding the Annual General Meeting.
- 17.2.5 Each member of the Association present and eligible to vote at the Annual General Meeting may vote for one (1) candidate for each vacant position on the Management Committee.
- 17.2.6 In the absence of any valid written nominations, candidates may be called or accepted from the floor of the Annual General Meeting. Those nominating from the floor may be required to verbally provide the members with evidence of their ability to meet skills, tasks and time required for the specified position as defined by the Management Committee's Position Statements if necessary. The members present and eligible to vote will accept or reject the candidate's nomination based on the information provided by the candidate.
- 17.2.7 If any position has only one candidate, the members present and eligible to vote will accept or reject the nomination based on the candidate's ability to meet the Position Statement duties, if it is known. If there is doubt that the candidate possesses the skills to fill the position, the nomination shall be rejected, the position shall remain vacant until a suitable volunteer can be found under Rule 20, or that the Association has the ability to buy in the services of skilled personnel.
- 17.2.8 Balloting lists shall be prepared, if necessary, containing the names of the accepted candidates in alphabetical order for each position and each voting member present at the Annual General Meeting shall be entitled to vote.
- 17.2.9 If after a vote has been conducted and candidates for one (1) position remain tied and deadlocked, the members present and entitled to vote can vote to accept or reject both candidates.
- 17.2.10 If both candidates are accepted the number of committee members may be increased by one (1) additional position until such time as the position is up for re election as defined in Rule 17 (4)
- 17.2.11 If rejected then the position shall remain vacant until a suitable volunteer can be found under Rule 20 or that the Association has the ability to buy in the services of skilled personnel.

17.3 RESIGNATION, REMOVAL OR VACANCIES OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 17.3.1 A member of the Management Committee may resign from the Committee by giving written notice of resignation to the Secretary.
- 17.3.2 The resignation takes effect at:
 - a) the time the notice is received by the Secretary; or
 - b) if a later time is stated in the notice, the later time.



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- 17.3.3 A member may be removed from office at a General Meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 17.3.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 17.3.5 A member has no right of appeal against the member's removal from office under this rule.
- 17.3.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.
- 17.3.7 A member of the Management Committee may be removed from their position but retain a position more suitable on the Committee if it is proven they are unable to deliver their position responsibilities as stipulated in the organisation Position Descriptions and Operational Tasks Sheets as defined in Rule 4 (3).
- 17.3.8 A member of the Management Committee may be removed from office and/or their membership revoked if it is proven that they fail to abide by the Association's Rules, Policies, Procedures, Codes of Conduct and Behaviour and/or position responsibilities and shall be terminated in accordance with Rule 9 and provided opportunity to appeal as stipulated under Rule 10.

17.4 VACANCIES ON MANAGEMENT COMMITTEE

- 17.4.1 If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another member of the Association to fill the vacancy in line with Rule 17 until the next Annual General Meeting.
- 17.4.2 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee,
- 17.4.3 However, if the number of Committee members is less than the number fixed under Rule 23 (1) as a quorum of the Management Committee, the continuing members may act only to:
- increase the number of Management Committee members to the number required for a quorum; or
 - call a General Meeting of the Association.

17.5 FUNCTIONS OF MANAGEMENT COMMITTEE

- 17.5.1 Subject to these rules or a resolution of the members of the Association carried at a General Meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
- 17.5.2 The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note: *The Act prevails if the Association's rules are inconsistent with the Act – see section 1B of the Act.*

- 17.5.3 The Management Committee may exercise the powers of the Association:
- to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
 - to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Associations property, both present and future; and
 - to purchase, redeem or pay off any securities issued; and



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- d) to provide and pay off any securities issued; and
- e) to invest in a way the members of the Association may from time to time decide.

17.5.4 For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:

- a) the financial institution for the Association; or
- b) if there is more than one (1) financial institution for the Association, the financial institution nominated by the Management Committee.

18 MEETINGS OF MANAGEMENT COMMITTEE

18.1.1 Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.

18.1.2 The Management Committee must meet at least four (4) times a year to exercise its functions.

18.1.3 The Management Committee must decide how a meeting is to be called.

18.1.4 Notice of a meeting is to be given in the way decided by the Management Committee.

18.1.5 The Management Committee may hold meetings, or permit a Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

18.1.6 A Committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.

18.1.7 A question arising at a Committee Meeting is to be decided by a majority vote of members of the Committee present at the meeting and, if the votes are equal, the question is decided in the negative.

18.1.8 A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

18.1.9 The President is to preside as Chairperson at a Management Committee Meeting.

18.1.10 If there is no President or if the President is not present within ten (10) minutes after the time fixed for a Management Committee Meeting, the members may choose one (1) of their number to preside as Chairperson at the meeting.

18.2 QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

18.2.1 At a Management Committee Meeting three (3) elected or appointed members are required to form a quorum.

18.2.2 If there is no quorum within thirty (30) minutes after the time fixed for a Management Committee Meeting called on the request of members of the Committee, the meeting lapses, other than on the request of the members of the Committee for:

- a) the meeting is to be adjourned for at least one (1) day; and
- b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting; or
- c) if a Management Committee quorum cannot be achieved, the continuing members may act as required under Rule 20 (3)



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18.2.3 If, at an adjourned meeting mentioned in subrule (2a, 2b), there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

18.3 SPECIAL MEETING OF MANAGEMENT COMMITTEE

18.3.1 If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the Committee by giving each member of the Committee notice of the meeting within 14 days after the Secretary receives the request.

18.3.2 A request for a special meeting must state:

- a) why the special meeting is called; and
- b) the business to be conducted at the meeting.
- c) the day, time, and place of the meeting; and
- d) the business to be conducted at the meeting.

19 DUTIES OF THE ASSOCIATION AND COMMITTEES

19.1.1 The duties of the Management Committee to the Association. Shall be to:

- a) continue to develop the Association by implementing modern, efficient, and effective administration, management and financial practices that support the longevity of the Association.
- b) effectively and efficiently deliver their roles and responsibilities as stipulated under their Position Statements and Operational Task Sheets.
- c) attend meetings, actively and constructively participate in the discussions and decision-making process and know that non-attendance or disruptive behaviour may result in disciplinary action or expulsion.
- d) provide members with the support they require to develop within the constraints of the Association's financial and human capacity.
- e) not dismiss or disregard lightly the concepts, issues or advice provided, raised, or presented by members.
- f) ensure that the differences and variances in usage and volunteer contributions are reflected in the members' affiliation fee/s.

19.1.2 The duty of the Management Committee to Club's Operational Groups/Individuals. Shall be to:

- a) provide the support required for the group to achieve the objective/s set by the Management Committee
- b) provide the group with realistic objectives
- c) rest individuals from their operational groups in accordance to Rule 26 (3)(c)
- d) recognise and reward their individual volunteer contribution in accordance to Rule 26 (3)(f)

19.1.3 The duty of Club's Operational Groups to the Association. Shall be to:

- a) contribute to the development the Association, players and technical personnel
- b) provide the Management Committee with realistic options for consideration within the timeframe and in the format required by the Management Committee
- c) operate according to the roles, responsibilities and procedures established by the Management Committee
- d) know the Association is empowered to set the standard and penalties for non-compliance.



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19.1.4 The duty of all Players to the Association. Shall be to:

- a) follow the rules of the Association, rules of the activity, codes of conduct and codes of behaviour of the Association, the sport, and landowners and/or land managers
- b) when representing the club, do so in a manner that reflects and promotes the objectives of the Association and the sport's governing bodies
- c) know the Association is empowered to set the standard and penalties for non-compliance.

19.1.5 The duty of all Family/Friends of Club Members to the Association. Shall be to:

- a) follow the rules of the Association, rules of the activity, codes of conduct and codes of behaviour of the Association, the sport, and landowners and/or land managers
- b) when attending club competition, training, or activities, do so in a manner that reflects and promotes the objectives of the Association and the sport's governing bodies
- c) know the Association is empowered to set the standard and penalties for non-compliance.

20 APPOINTMENT OF OPERATION GROUPS

- a) The Management Committee may appoint a group consisting of members of the Association considered appropriate by the Committee to help with the conduct of the Associations operations.
- b) The Management Committee will determine the manner in which the group will operate and report from time to time.

21 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

21.1.1 An act performed by the Management Committee, an operational group or a person acting as a member of the Management Committee is taken to have been validly performed.

21.1.2 Subrule (1) applies even if the act was performed when:

- a) there was a defect in the appointment of a member of the Management Committee, operational group or person acting as a member of the Management Committee; or
- b) a Management Committee member, operational group or person acting as a member of the Management Committee was disqualified from being a member.

22 RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

22.1.1 A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a Committee Meeting that was properly called and held.

22.1.2 A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by one (1) or more members of the Committee.

23 GENERAL MEMBERS MEETING

General Members meeting must be held:

- a) at least once a year separate to the AGM;
- b) the meeting is to be scheduled on a date and time determined by the Board on or around the months of February and August



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23.1 BUSINESS TO BE CONDUCTED AT GENERAL MEMBERS MEETING

23.1.1 The following business must be conducted at the General Members Meeting of the Association.

Meeting business:

- a) update on the competition and determine changes for the Committees consideration;
- b) update members on the status of the budget and the organisation's financial status;
- c) discuss any critical matters requiring member clubs' input;

23.2 QUORUM FOR, AND ADJOURNMENT OF, ALL GENERAL MEETINGS

23.2.1 The quorum for a General Meeting is two (2) Management Committee and one (1) member present and eligible to vote,

23.2.2 No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business.

23.2.3 If there is no quorum within thirty (30) minutes after the time fixed for a General Meeting called on the request of members of the Management Committee or the Association, the meeting lapses.

23.2.4 In any other case it shall stand adjourned to 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 Management Committee 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 members present shall be a quorum.

23.2.5 The Chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

23.2.6 If a meeting is adjourned under subrule (4), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

23.2.7 The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.

23.2.8 If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

23.3 PROCEDURE AT GENERAL MEETING

23.3.1 A member may take part and vote in a General Meeting in person, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

23.3.2 A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.

23.3.3 At each General Meeting:

- a) the President is to preside as Chairperson; and
- b) if there is no President or if the President is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one (1) of their number to be Chairperson of the meeting; and
- c) the Chairperson must conduct the meeting in a proper and orderly way; and
- d) accordingly, members must conduct their manner and behaviour properly and according to the direction of the Chair and the majority of members' wishes.



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23.4 MINUTES OF GENERAL MEETINGS

- 23.4.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book.
- 23.4.2 To ensure the accuracy of the minutes:
- the minutes of each General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next General Meeting, verifying their accuracy; and
 - The minutes of each Annual General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.
 - the minutes compiled by the Secretary and duly signed by the Chairperson authenticating their accuracy shall be deemed as the official minutes.
- 23.4.3 If asked by a member of the Association, the Secretary must, within twenty-eight (28) days after the request is made:
- make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and
 - give the member copies of the minutes of the meeting.
- 23.4.4 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

24 ANNUAL GENERAL MEETINGS (AGM)

Annual General Meeting must be held at least once each year and within 6 months after the end date of the Association's reportable financial year.

24.1 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

- 24.1.1 The following business must be conducted at each Annual General Meeting of the Association:
- Opening, recording of attendance and apologies
 - President's address and welcome
 - Approval of minutes of the previous Annual General Meeting
 - Produce a Financial Report Auditor's Verification Report
 - Notice of motions
 - Resignation of Management
 - Election for members of the Management Committee
 - Appointment of an auditor for the new financial year

25 NOTICES OF ANNUAL GENERAL MEETING AND GENERAL MEETINGS

- 25.1.1 The Secretary may call a General Meeting of the Association.
- 25.1.2 The Secretary must give at least fourteen (14) days notice of the meeting.
- 25.1.3 If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 25.1.4 The Board may decide the way in which the notice must be given.
- 25.1.5 However, notice of the following meetings must be given in writing:
- a meeting called to hear and decide the appeal of a person against the Board's decision -
 - to reject the person's application for membership of the Association; or



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- b. to terminate the person's membership of the Association;
- b) a meeting called to hear and decide a proposed special resolution of the Association.

25.1.6 A notice of a General Meeting must state the business to be conducted at the meeting.

26 VOTING AT ANNUAL GENERAL MEETING OR GENERAL MEETINGS

- 26.1.1 At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present and eligible to vote.
 - a) A special resolution must be decided by a 75% of votes of the members present and eligible to vote.
- 26.1.2 Each member present and eligible to vote is entitled to one (1) vote as mentioned in Rule 5 and, if the votes are equal, the motion, matter, or resolution shall be decided in the negative and not passed.
- 26.1.3 A member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting.
- 26.1.4 The method of voting is to be decided by the Management Committee.
- 26.1.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 26.1.6 If a secret ballot is held, the Chairperson must appoint two (2) members to conduct the secret ballot in the way the Chairperson decides.
- 26.1.7 The result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.

27 SPECIAL GENERAL MEETING

- 27.1.1 The Secretary must call a Special General Meeting by giving each member of the Association notice of the meeting within fourteen (14) days after:
 - a) being directed to call the meeting by the Management Committee; or
 - b) being given a written request signed by -
 - a. at least 33% of the number of members of the Management Committee when the request is signed; or
 - b. at least the number of ordinary members of the Association equal to double the number of members of the Association on the Management Committee when the request is signed plus one (1); or
 - c. If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, or at least double the number of the Management Committee elected at the previous general members plus one (1) by Association members.
 - c) being given a written notice of an intention to appeal against the decision of the Management Committee:
 - a. to reject an application for membership; or
 - b. to terminate a person's membership.
- 27.1.2 A request mentioned in subrule 1(b) must state:
 - a) why the Special General Meeting is being called; and



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b) the business to be conducted at the meeting.

27.1.3 A Special General Meeting must be held within three (3) months after the Secretary:

- a) is directed to call the meeting by the Management Committee; or
- b) is given the written request mentioned in subrule (l)(b); or
- c) is given the written notice of an intention to appeal mentioned in subrule

27.1.4 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

28 BY-LAWS

28.1.1 The Management Committee may make, amend or repeal By-laws, not inconsistent with these rules, for the internal management of the Association.

28.1.2 A By-law may be set aside by a vote of members at a General Meeting of the Association.

29 ALTERATION OF RULES

29.1.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution as defined in Rule 33 1 (a) carried at a General Meeting.

29.1.2 However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive as defined in Rule 4 (12).

30 COMMON SEAL

30.1.1 The Management Committee must ensure the Association has a common seal.

30.1.2 The common seal must be:

- (a) kept securely by the Management Committee; and
- (b) used only under the authority of the Management Committee.

30.1.3 Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:

- (a) the Secretary; or
- (b) another member of the Management Committee; or
- (c) someone authorised by the Management Committee.

31 FUNDS AND ACCOUNTS

31.1.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.

31.1.2 The Management Committee is required to keep a separate bank account to general funds for the express purpose of managing the organisations obligations to:

- a) asset, facility and equipment maintenance, repair, replacement and development
- b) government taxes, superannuation and BAS (if the Association is required by law)



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- 31.1.3 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 31.1.4 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 31.1.5 A payment by the Association of one hundred dollars (\$100) or more must be made by cheque or electronic funds transfer that has been pre-approved by the Management Committee.
- 31.1.6 If a payment of one hundred dollars (\$100) or more is made by cheque, the cheque must be signed by any two (2) of the following not a family member as defined in Rule 4 (13):
 - a) the President
 - b) the Secretary
 - c) the Treasurer
 - d) any other members of the Association authorised by the Management Committee.

However, one (1) of the persons who signs the cheque or authorises the payment electronically must be the President, the Secretary or the Treasurer.

- 31.1.7 Cheques, other than cheques for wages, allowances, or petty cash recoupment, must be crossed not negotiable.
- 31.1.8 A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- 31.1.9 All expenditure must be approved or ratified at a Management Committee Meeting

32 GENERAL FINANCIAL MATTERS

32.1 FINANCIAL YEAR

The end date of the Association's financial year is the 31st August as per Baseball Queensland.

32.2 THE DUTY OF MANAGEMENT COMMITTEE

Shall be to:

- 32.2.1 The Management Committee will set, administer and manage payment and payment compliancy utilising modern financial management practise
- 32.2.2 Manage the Association under a user pays financial management system and ensure this system applies to all users irrespective of their membership status or usage
- 32.2.3 Develop and operate an Association budget annually and this budget must report the projected income and expenditure against the previous year's actual income and expenditure (if available)
- 32.2.4 Site and sign the most recent bank statement at each official Committee Meeting.
- 32.2.5 All funds raised, collected or paid by players, groups, fundraising and sponsors to be held in the Association's accounts for distribution by the Management Committee in accordance with subrule (6). The Treasurer will be required to record and report these items separately within their financial report/s.



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32.2.6 All funds raised, collected and or paid specifically by individual player group as defined in Rule 4 (17), will be held by the Association for their express use and or development unless the members eligible to vote of this group agree at a General or Special Meeting of the Association.

32.2.7 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

32.3 THE DUTY OF TREASURER

Shall be to:

32.3.1 provide a written financial report at every official meeting of the Committee Each report must include a minimum of the following:

- a) the budgeted (expected) income and expenditure forecast against the actual income and expenditure for the report period
- b) produce the most recent bank statements for all Committee members to view and sign.

32.3.2 On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared in the manner required by the Act as defined in Rule 4 (2).

33 DOCUMENTS

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

34 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

34.1.1 This rule applies if the Association:

- a) is wound-up under part 10 of the Act; and
- b) has surplus assets.

34.1.2 The surplus assets must not be distributed among the members of the Association.

34.1.3 The surplus assets must be given to another entity:

- a) having objects similar to the Association's objects; and
- b) the rules of which prohibit the distribution of the entity's income and assets to its members.

34.1.4 In this rule – surplus assets see section 92(3) of the Act.

35 MONITORING AND REVIEW

The Diamonds Constitution will be reviewed by stakeholders:

- Every 5 years

Draft the new constitution including these changes. Then:

- Share with the committee
- Share with your members

Then call a general meeting of members to vote to adopt the new constitution (75% in favour) and register it with the Office of Fair Trading within 3 months.



36 DOCUMENT VERSION

Date	Version	Approval	Position
24/11/2025	1	Jason Poppy	President