



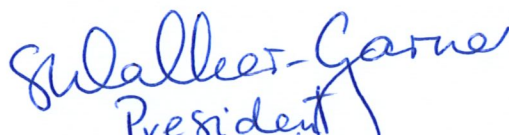


WEST CITY BASEBALL CLUB INCORPORATED

CONSTITUTION & BYLAWS


Secretary
25/5/22


Treasurer
25/5/22


President
25/5/22



This document is the Constitution of West City Baseball Club Incorporated as adopted by the Club by Special Resolution passed at the Annual General Meeting held on the 7th day of June 2020 and amended at the Annual General Meeting hold on the 22nd day of May 2022.

DEFINITIONS

AGM means Annual General Meeting.

Board means the Board of Directors of West City Baseball Club.

Board Member means a member of the Board including Elected Board Members and co-opted Board Members.

General Meeting means AGM or SGM.

Member means and includes all classes of members of West City Baseball club.

BNZ means Baseball New Zealand.

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

President means the President of West City Baseball Club.

Rules means these rules and 'Rule' shall have a corresponding meaning.

SGM means Special General Meeting.

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

WCBC means West City Baseball Club Incorporated.

West City Baseball Club Incorporated Constitution

1. **Name**

The Society shall be known as the West City Baseball Club Incorporated (hereinafter referred to as the Club)

2. **Offices**

The Club's registered office shall be in the home city of the President unless otherwise determined by the Board of Directors.

3. **Colours**

The Official Club colours shall be Navy Blue (PMS 296c), Kelly Green (PMS 7726c), Grey and White

4. **Objectives**

The Objectives of the Club are:

- a) To establish, maintain, develop, foster and promote the game of baseball as an amateur sport for the recreation and entertainment of the general public within the territorial boundaries assigned to the Club by the Affiliate Association
- b) To promote and encourage sportsmanship, fair play, community spirit and teamwork
- c) To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance of members in the Club's activities
- d) To provide baseball programs at competitive and recreational levels wherever possible in order to satisfy the diverse needs of the players and to arrange matches and competitions and to offer, grant and contribute towards awards and distinctions
- e) To acquire, establish, construct, operate, equip and maintain facilities for the game of baseball and incidental thereto to accept gifts, bequests, donations, legacies and sponsorships

5. **Affiliations**

The Club shall affiliate and co-operate with kindred and other organisations, including maintenance of membership in the Auckland Baseball Association (ABA) and/or any other BNZ affiliate association as conforms to BNZ current policies regarding boundaries of the affiliate associations.

- a) As a member of Baseball New Zealand (and any regional baseball association that is responsible for the geographical area where the Club is situated), the objects of the Club are to:
 - i. Promote the game of baseball within the Auckland geographical area and surrounding districts, and to participate in baseball competition through the established youth leagues (under the Rules and Regulations of Little League Baseball, Babe Ruth Baseball) and through adult leagues under the Rules and Regulations of Baseball New Zealand.
 - ii. Promote baseball as an amateur sport in New Zealand.

- iii. Provide youth players proper baseball instruction and training.
 - iv. Compete with other baseball clubs.
 - v. Promote baseball in schools and in the community.
 - vi. Provide assistance with coaching and umpire development.
 - vii. Do anything necessary or helpful to the above purposes.
- b) The powers of the Club are, subject to the rules, by-laws, regulations and resolutions of Baseball New Zealand, to:
- i. Make or alter rules in accordance with these Rules;
 - ii. Provide for the admittance or retirement of Members in accordance with these Rules;
 - iii. Carry on activities in connection with the promotion, development and governance of baseball in conjunction with Baseball New Zealand and/or any regional baseball association that is responsible for the geographical area within which the Club is situated;
 - iv. Purchase, lease or otherwise acquire any real and personal property and any rights or privileges;
 - v. Manage the financial affairs of the Club;
 - vi. Remunerate any person for services rendered or to be rendered;
 - vii. Sell, improve, manage, develop, exchange, lease, distribute, dispose of, or otherwise deal with, all or any part of the property and rights of the Club;
 - viii. Appoint, elect, nominate or select persons to represent the Club;
 - ix. Delegate to any person the powers of the Club;
 - x. Decide any disputes or hear any appeals on matters relating to the Club and/or to baseball played by members of the Club;
 - xi. Carry out all or any of the objects of the Club and do all or any of the above things as principal, agent, contractor, or trustee, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others; and
 - xii. Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

The Club acknowledges and accepts that, as a member of Baseball New Zealand, it is subject to the rules, by-laws, regulations and resolutions of Baseball New Zealand (as the governing body of the sport of baseball in New Zealand).

6. Membership

a) Membership

All players who have attained the age of 18 who are properly registered and in good standing with the Club, all parents of players below the age of 18 who are properly registered and in good standing with the Club, all Coaches and other serving volunteers and such other individuals, partnerships or corporations as are admitted by the Board of Directors are eligible for membership in the Club.

Members are entitled to :

- i. Participate in the Club's activities, subject at all times to complying with any additional requirements that are specified;
- ii. Receive notices and papers and be able to attend, speak and exercise one vote at West City Baseball Club's General Meetings;
- iii. Nominate any person for election as an office of West City Baseball Club.

b) Honorary Members

Honorary Membership status shall be granted by the Club's Board of Directors at any time for any individual who does not meet normal membership criteria but who are deemed by the Board of Directors to be worthy of membership.

Honorary Membership shall remain in force indefinitely unless and until revoked by the Board of Directors.

Honorary Members shall have all rights and privileges of Members.

c) Life Members

Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of the Club.

Any person may be nominated for life membership of the Club but must be nominated by a Member. Such nomination must be made to the Board in writing, setting out the ground for the nomination. The Board must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the members.

Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.

Life Members are not required to pay any membership fee and they are also entitled to such other benefits (if any) as determined by the Board.

Life Members have no voting rights.

d) Good Standing

To maintain membership in good standing for purposed of voting at an Annual General Meeting, members must be paid in full for all dues, registration fees or other monies payable to the Club.

e) Member Agreement

In order to receive or continue to receive membership entitlements, members must meet all requirements of membership set out in these Rules or as otherwise set up by the Board, including payment of any membership or other fees within a required time period.

Members are bound by these Rules and by the regulations, by-laws, policies and procedures of the Club. All members shall agree to abide by the Constitution and Bylaws of the Club, as well as Rules and Regulations of the Club.

The failure by a member to comply with the above Rules may result in withdrawal of membership entitlements but shall not excuse such member from being bound by these Rules.

f) Duration of Membership

A member may resign by notice in writing to the Board. Membership may also be withdrawn, suspended or terminated by the Board if a member fails to comply with these Rules including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of the Club or if a member acts in a manner which is considered by the Board to be harmful to the Club or inconsistent with the standards of behaviour expected of a member.

A member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of the Club or in the absence of any relevant provisions then by a General Meeting of the Club. If the issue goes to a General Meeting, then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

g) The Board shall keep a register of members.

7. Membership Fees

The Board shall annually determine:

- a) Any membership or other fees payable by District Associations and any other categories of members;
- b) The due date for such fees; and
- c) The manner for payment of such fees.

8. Directors

a) Composition

There shall be five (5) elected members on the Board of Directors.

These Directors will elect from amongst themselves three (3) Executive positions:

- i. President
- ii. Secretary
- iii. Treasurer

The elected Board of Directors may appoint an additional two (2) co-opted Directors to the Board.

b) Eligibility

A Director may hold only one of the Executive positions at any given time. In order to be nominated for a Board position, the individual must have been a Member of the Club for a minimum of two consecutive and continuous years.

c) Appointment

If a position on the Board of Directors is vacant as the result of a resignation or lack of a nominated person at the Annual General Meeting, the remaining Directors may appoint a person to the Board.

For purposes of appointment, the individual need not meet the requirement of two previous year's membership. A Member who is appointed to the Board of Directors

may be nominated for re-election whether he or she has been a member for two years or not.

d) Resignation

A Director may resign his or her position on the Board at any time by submitting a letter of resignation to the Secretary. Should the resigning member continue to qualify for membership by virtue of other volunteer activities or by virtue of having a child properly registered, the resigning member's membership will remain in good standing.

e) Nominations

Nominations for elected Officers shall be called for fourteen (14) days prior to the Annual General Meeting. Nominations must be accepted by the nominee expressing their willingness to accept the position for which they have been nominated; and delivered to WCBC not less than seven (7) days before the date fixed for the Annual General Meeting.

f) Term of Office

Directors elected under this **Clause 8** shall be elected for a term of two (2) years. Elected Directors shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting.

g) Election of Directors

Elections for vacant Director positions will take place annually at the Annual General Meeting. If the number of nominations received for the Board is equal to the number of vacancies, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.

All members in good standing in attendance at the Annual General Meeting are eligible to vote. Voting shall be by secret ballot, and the winner shall be the nominee who receives the highest number of votes, whether by majority or not. In the event of a tie vote, the remaining Directors will appoint one of the nominees tied by majority vote.

9. Meetings

a) Annual General Meeting

An Annual General Meeting of the Membership will be held once a year no later than July 31. Notice of the Annual General Meeting shall be posted at any facilities of the Association, or advertised on WCBC Social Media, or communicated to the membership by email at least 30 days prior to the scheduled date of the meeting. The Annual General Meeting (AGM) will be chaired by the President and the agenda will be restricted to the following items in order:

- i. President's Remarks
- ii. Treasurer's Report and Financial Review of the Year's Operations
- iii. Secretary's Report
- iv. Reports of Appointed Directors and /or Committees
- v. Consideration of Amendments to the Constitution and Bylaws
- vi. Election of Directors

- vii. Closing Remarks of the Standing President, and, if applicable, the newly elected President
- viii. Adjournment

b) Board Meetings

Meetings of the Board of Directors are at the call of the President but must be held at least once every two months. Directors, Committee Members or other 3rd parties may be invited to attend meetings of the Board of Directors, but only the Directors shall vote on any motion put forward to the Board.

Minutes of the Meetings of the Board of Directors shall be a matter of public record and must be provided to any person requesting such in a timely matter. Roberts Rules of Order shall be followed in governing all meetings of the Board of Directors.

At least a majority of Directors must be in attendance in order to be considered a quorum. Each Director including the President will have one vote for each motion presented. In the event of a tie vote, the President will cast one more deciding vote.

c) Special General Meetings

The President may at any time call a Special Meeting of the General Membership in order to solicit opinions of the membership or to provide information to the membership. Any resolution passes at such a meeting has no effect but may be used by the Board of Directors to gauge the will of the Membership.

d) Special Board Meetings

Any two (2) Directors may call a Special Meeting of the Board of Directors if such a request is submitted to the Secretary in writing under the signatures of both Directors. In such case, the President must call a meeting to be held within one (1) week of the Secretary receiving such notice. Such a Special Meeting shall be considered to be a regular meeting of the Board, and any motions presented and vote upon in such a meeting will have full force.

10. Amendments to the Constitution and Bylaws

a) Proposed Amendments

Any member may submit a Proposal for Amendment to the Constitution and Bylaws in writing to the Secretary. In order to be considered such proposal must be submitted in writing to the Secretary at least 30 days in advance of the Annual General Meeting and must be moved and seconded at the Annual General Meeting.

- b)** No alteration, addition to or revision of the rules shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of West City Baseball Club. This Rule (9b) must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

- c)** No addition to or alteration or deletion of the non-profit aims, personal benefit clause, payments to members clause or the winding up clause shall be made without the approvals of the Inland Revenue Department. The provisions and effect of this Clause shall not be removed from this document and shall be included and implied into any document replacing this document.

d) Requirement to Pass

Any motion to amend the Constitution must be approved by at least 2/3 majority vote at the Annual General Meeting, and also at least a majority of the Directors at a Directors meeting in order to be passed.

e) Annual General Meeting

Motions to amend the constitution will only be considered at the Annual General Meeting.

11. Prohibition on Personal Benefits

- a) No member of the club or any person associated with a member may participate in or materially influence any decisions by the West City Baseball Club in respect of payment to or on behalf of that member or associated person of any income, benefit or advantage.
- b) Any such income shall be reasonable and relative to that which would be received in an arm's length transaction (being the open market value). This provision and its effect must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.
- c) Notwithstanding anything expressed or implied in these rules, the activities of the Club shall not be carried on for the personal pecuniary profit or benefit of any member or individual or associated person.

12. Indemnity

- a) The Association shall indemnify every member of the Board, the Chief Executive and other officers and employees of the Club in respect of all liability arising from the proper performance of their functions connected with the Club except such as happen to be by their own wilful act, neglect or default.

13. Common Seal

- a) The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- b) The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. 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 Committee.

14. Dissolution

- a) The Association must be wound up if the Club, at a General Meeting of its members, passes a Special Resolution requiring the Club to be wound up and the resolution is confirmed by similar majority at a subsequent General Meeting called for that purpose and held not earlier than 60 days after the date on which the resolution so to be confirmed is passed.
- b) If upon the winding-up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other Association, organisation or non-profit body having objects similar to the objects of the Club, or to some other charitable organisation or purpose within New Zealand.