

CONSTITUTION
SOFTBALL AUSTRALIA LIMITED

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1. Definitions and Interpretations

1.1 Definitions

In this Constitution unless the context requires otherwise:

Associate Member means:

- (a) an organisation which conducts structured softball activities or competitions in more than one State and is admitted to the Company in accordance with clause 5.5 and the By-Laws; or
- (b) a State softball club or association which is Registered with a Member State; or
- (c) any other organisation (whether incorporated or not) which has an interest in softball and/or is otherwise recognised by the Company and is admitted to the Company in accordance with Rule 5.5 and the By-Laws.

AGM or Annual General Meeting means the annual General Meeting of the Company required to be held by the Company in each calendar year under section 250N(2) of the Corporations Act.

Appointed Director means a Director appointed in accordance with clause 13.

Association means the Australian Softball Federation Inc.

Associations Incorporation Act means the *Associations Incorporation Act 1991* (ACT).

Board or Directors means all or some of the Directors acting as a Board.

By-Laws includes all Softball Australia internal documentation including policies, procedures and regulations.

CEO means a person appointed as chief executive officer of the Company by the Directors.

CPI means the Consumer Price Index (All Groups) for all cities published by the Australian Bureau of Statistics or such replacement index as determined by the Directors, acting reasonably.

Committee means a committee established by the Directors under clause 19.

Company means Softball Australia Ltd

Company Secretary means a person appointed as a company secretary of the Company by the Directors under clause 18.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company and includes Elected Directors and Appointed Directors.

Elected Director means a Director elected in accordance with clause 13.

Financial year means a financial year of the Company.

First Directors means the directors elected in accordance with clause 13.

General Meeting means a general meeting of Members and includes the AGM.

Individual Member means a person admitted to the Company as an individual member in accordance with clause 5.6.

Interim Directors means the directors referred to in clause 13.2.1.

ISF means the International Softball Federation.

Life Member means a person admitted to the Company as a life member in accordance with clause 5.4.

Member means a member of the Company in accordance with clause 5.

Member State means a legal entity representing a State admitted to the Company as a Member State in accordance with clause 5.3.

Official Position means, in connection with any body corporate or organisation, a person who:

- (a) holds a position, whether elected or appointed, as president, vice president, secretary, treasurer, employee, director or equivalent of that body corporate or organisation; or
- (b) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

Registration means:

- (a) in the case of Individual Members, their registration or affiliation with a Member State; and
- (b) in the case of an Associate Member, their registration or affiliation with Softball Australia,

such registration being in the form of a signed application form and, in the case of Individual Members, their consent to membership of the Company as required by clause 5.2, and **Registered** has a corresponding meaning.

Representative means a person (other than a proxy) appointed in accordance with the Corporations Act to represent a Member State at a General Meeting of the Company.

Softball means "softball" as recognised by ISF from time to time and includes softball for athletes with disabilities.

Special Resolution means a resolution that must be passed by a majority of at least 75% of votes exercisable by Members entitled to vote at the relevant General Meeting in accordance with this Constitution and/or the Corporations Act. Such a resolution must be given to the Members at least 21 days prior to the General Meeting.

State means the States of Australia which shall be deemed to include each of Northern Territory and the Australian Capital Territory.

Statutes and Regulations means the statutes and regulations of ISF in force from time to time.

Voting Member means, in relation to a General Meeting, those Members present and entitled to vote.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- 1.2.1 (presence of a Member) a reference to a Member present at a General Meeting means the Member present in person or by proxy or Representative;
- 1.2.2 (document) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- 1.2.3 (gender) words importing any gender include all other genders;
- 1.2.4 (person) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- 1.2.5 (successors) a reference to an organisation includes a reference to its successors;
- 1.2.6 (singular includes plural) the singular includes the plural and vice versa;
- 1.2.7 (instruments) a reference to a law includes regulations and instruments made under it;
- 1.2.8 (amendments to legislation) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- 1.2.9 (include) the words include, includes, including and for example are not to be interpreted as words of limitation;
- 1.2.10 (signed) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
- 1.2.11 (writing) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

1.3 Corporations Act

- 1.3.1 In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- 1.3.2 The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

1.4 Headings

- 1.4.1 Headings are inserted for convenience and do not affect the interpretation of this Constitution.

2. Objects

2.1 Objects

The objects of the Company shall be:

- 2.1.1 to act as the sole Australian affiliated member of ISF in accordance with the Statutes and Regulations;

- 2.1.2 to conduct, encourage, promote, advance, control and manage all levels of Softball in Australia interdependently with members and others;
- 2.1.3 to adopt, formulate, issue, interpret and amend by-laws, rules and regulations for the control and conduct of Softball in Australia;
- 2.1.4 to encourage the provision and development of appropriate facilities for participation in Softball;
- 2.1.5 to maintain and enhance standards, quality and reputation of Softball for the collective and mutual benefit and interests of members and Softball;
- 2.1.6 to promote the sport of Softball for commercial, government and public recognition and benefits;
- 2.1.7 to be the only body entitled to prepare and enter or endorse Australian teams in international softball competitions;
- 2.1.8 to promote, control, manage and conduct Softball events, competitions and championships;
- 2.1.9 to at all times operate with and promote mutual trust and confidence between the Company and the Members and to work cooperatively with each other in the pursuit of the Objects; and
- 2.1.10 to undertake other actions or activities necessary, incidental or conducive to advance these objects.

3. Powers

Solely for furthering the objects under clause 2.1, the Company, in addition to any other powers it has under the Corporations Act, has the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

4. Income and Property of Company

4.1 Sole Purpose

The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 2.1.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- 4.2.1 in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- 4.2.2 of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- 4.2.3 of reasonable rent for premises let to the Company by the Member.

5. Membership

5.1 Categories of Members

Members of the Company shall fall into one of the following categories:

- 5.1.1 Member States;

- 5.1.2 Life Members;
- 5.1.3 Associate Members; and
- 5.1.4 Individual Members.

5.2 Admission of members

A member will become a Member, and the Directors will direct the Company Secretary to record their name in the register of Members kept by the Company, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and, in respect of all Members except Individual Members, provided the Member has signed an application, which is accepted by the Directors, and the Member undertakes to:

- 5.2.1 be bound by this Constitution, the Statutes and Regulations and the By-Laws of the Company (including By-Laws specific to the relevant category of Membership);
- 5.2.2 pay the fees and subscriptions determined to apply to the Member under clause 9; and
- 5.2.3 support the Company in the encouragement and promotion of its Objects.

5.3 Member States

- 5.3.1 The Company will recognise only one party in each State as the controlling body responsible for ensuring the efficient administration of Softball in the whole of that State in accordance with the Objects.
- 5.3.2 Subject to clause 5.2, at the time of adoption of this Constitution, the first Member States of the Company, as the recognised controlling body for the relevant State, will be the legal entities listed in Schedule 1.
- 5.3.3 Each Member State will:
 - 5.3.3.1 have objects that align with those of the Company as stated in clause 2 and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable to that Member State;
 - 5.3.3.2 effectively promulgate and enforce the Constitution and the By-Laws of the Company and the Statutes and Regulations;
 - 5.3.3.3 at all times act for and on behalf of the interests of the Company, the Members, and Softball;
 - 5.3.3.4 be responsible and accountable to the Company for fulfilling its obligations pursuant to the Company's strategic plan as revised from time to time;
 - 5.3.3.5 provide the Company with copies of its audited accounts, annual report and associated documents immediately following its annual general meeting;
 - 5.3.3.6 provide the Company with copies of its business plans and budgets from time to time and within 14 days of request by the Directors;
 - 5.3.3.7 be bound by this Constitution and the By-Laws and the Statutes and Regulations;
 - 5.3.3.8 act in good faith and loyalty to maintain and enhance the Company and Softball, its standards, quality and reputation for the collective and mutual benefit of the Members and Softball;

- 5.3.3.9 at all times operate with and promote mutual trust and confidence between the Company and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
 - 5.3.3.10 maintain a database of all clubs, officials and members Registered with it in accordance with the By-Laws and provide a copy to the Company annually or upon request from time to time by the Directors in such means as may be agreed;
 - 5.3.3.11 not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Company and of Softball and its maintenance and development; and
 - 5.3.3.12 advise the Company as soon as practicable of any serious administrative, operational or financial difficulties, assist the Company in investigating those issues and cooperate with the Company in addressing those issues, as mutually agreed.
- 5.3.4 Each Member State shall take all reasonable steps to ensure its constituent documents conform with:
- 5.3.4.1 the Objects set out in this Constitution; and
 - 5.3.4.2 any future amendments made to the Objects,
- to the extent that the Objects are applicable to that Member State, and subject to any contrary requirements under the State Acts.
- 5.3.5 For the avoidance of doubt, if any inconsistency remains between the constituent documents of a Member State and this Constitution or the By-Laws, this Constitution and the By-Laws shall prevail to the extent of that inconsistency.

5.4 Life Members

- 5.4.1 Life Membership is the highest honour which can be bestowed by the Company for longstanding and valued service to Softball in Australia.
- 5.4.2 On the nomination of the Directors or a Member State, any individual may be elected as a Life Member at any AGM by Special Resolution.
- 5.4.3 Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- 5.4.4 The By-Laws will set out:
 - 5.4.4.1 the criteria to be met by individuals to be considered for Life Membership; and
 - 5.4.4.2 the privileges and benefits of Life Member which shall include the right to receive notice and attend, but not the right to vote at, General Meetings.
- 5.4.5 Subject to clause 5.2, at the time of adoption of this Constitution, the first Life Members of the Company shall be the persons listed in Schedule 2 to this Constitution.

5.5 Associate Members

- 5.5.1 Any person (not being a natural person) may become an Associate Member.
- 5.5.2 If the person is an organisation which conducts structured softball activities or competitions in more than one State and wishes to become an Associate

Member, it must submit an application accompanied by an up-to-date copy of that person's constituent documents.

- 5.5.3 If the person is any other organisation (whether incorporated or not) which has an interest in softball and/or is otherwise recognised by the Company and wishes to become an Associate Member, it must submit an application accompanied by an up-to-date copy of that person's constituent documents.
- 5.5.4 Associate Membership may be granted by the Directors in respect of an application made under clauses 5.5.2 and 5.5.3 on such terms and conditions as the Directors may see fit.
- 5.5.5 If the person is a State softball club or association, it becomes an Associate Member upon Registration with a Member State.
- 5.5.6 Associate Membership may be suspended or cancelled by the Directors provided that the Directors comply with the procedure set out in the relevant By-Law.
- 5.5.7 The By-Laws will set out:
 - 5.5.7.1 the categories of Associate Membership which exist;
 - 5.5.7.2 the criteria to be met by each category of Associate Member;
 - 5.5.7.3 the privileges and benefits of each category of Associate Member which shall not include the right to receive notice, attend or to vote at, General Meetings; and
 - 5.5.7.4 the procedure for suspending or cancelling Associate Membership.

5.6 Individual Members

- 5.6.1 An individual (being a natural person) that:
 - 5.6.1.1 is recognised by the Company will, upon Registration with the Company, become an Individual Member of the Company and is subject to the provisions of this Constitution; or
 - 5.6.1.2 is recognised by, and Registered with, a Member State as a participant member will, upon Registration with the Member State, become an Individual Member of the Company and is subject to the provisions of this Constitution.
- 5.6.2 All Individual Members must:
 - 5.6.2.1 renew their membership, affiliation, accreditation or registration with their Associate Member or their Member State or the Company in accordance with the procedures applicable from time to time;
 - 5.6.2.2 otherwise remain a member, affiliated, accredited or registered with their Associate Member or their Member State or the Company in accordance with the procedures applicable from time to time; and
 - 5.6.2.3 without limiting clauses 5.6.3.1 and 5.6.3.2, pay such fees as may be prescribed by their respective Associate Member or Member State or the Company in respect of their membership, affiliation, accreditation or registration, from time to time.
- 5.6.3 An Individual Member undertakes to:

- 5.6.3.1 be bound by this Constitution, the Statutes and Regulations and the By-Laws of the Company (including By-Laws specific to the relevant category of Membership);
 - 5.6.3.2 pay the fees and subscriptions determined to apply to the Member under clause 9; and
 - 5.6.3.3 support the Company in the encouragement and promotion of its Objects.
- 5.6.4 An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members in the By-Laws but, in any event, shall not be entitled to receive notice, attend or vote at General Meetings.

5.7 General

- 5.7.1 The Company must keep a register of all Members in accordance with the Corporations Act.
- 5.7.2 No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise arising from cessation or termination of membership.
- 5.7.3 Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

5.8 Limited Liability

Members have no liability in that capacity except as set out in clause 25.

6. Cessation of Membership

6.1 Cessation

A person ceases to be a Member on:

- 6.1.1 resignation;
- 6.1.2 death;
- 6.1.3 the termination of their Membership according to this Constitution or the By-Laws;
- 6.1.4 if a body corporate, being dissolved or otherwise ceasing to exist;
- 6.1.5 without limiting the foregoing:
 - 6.1.5.1 in the case of Members who are not Member States, that Member no longer meeting the requirements for Membership according to clause 5; and
 - 6.1.5.2 in the case of Members who are Member States, that Member ceasing to be a Member in accordance with clause 8.

6.2 Resignation

For the purposes of clause 6.1.1, a Member may resign as a member of the Company by giving 14 days written notice to the Directors.

6.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Company or the Directors for damages or otherwise, or claim upon its property including its intellectual property rights.

7. Grievances and Discipline of Members

7.1 Jurisdiction

7.1.1 All Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Company whether under the By-Laws or under this Constitution.

7.2 By-Laws

7.2.1 The Directors may make a By-Law or By-Laws:

7.2.1.1 for the hearing and determination of:

7.2.1.1.2 grievances by any Member who feels aggrieved by a decision or action of the Company (or a Member State or Associated Member); and

7.2.1.1.2 disputes between Members relating to the conduct or administration of Softball;

7.2.1.2 for the discipline of Members;

7.2.1.3 for the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and

7.2.1.4 for the termination of Members (except in respect of Member States).

7.2.2 The Directors in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:

7.2.2.1 breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any other resolution or determination of the Directors or any duly authorised committee; or

7.2.2.2 acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company and/or Softball; or

7.2.2.3 prejudiced the Company or Softball or brought themselves, the Company or Softball into disrepute;

for investigation or determination either under the procedures set down in the By-Laws or by such other procedure and/or persons as the Directors consider appropriate.

7.2.3 During investigatory or disciplinary proceedings under this clause 7, a respondent may not participate in Softball, pending the determination of such proceedings (including any available appeal) unless the Directors decides continued participation is appropriate having regard to the matter at hand.

8. Termination of membership of Member State

8.1 Sanctions for Discipline of Member States

- 8.1.1 Without limiting matters that may be referred to in the By-Laws, any Member State that is determined by the Directors to have acted in a manner set out in clause 7.2.2 shall be liable for the sanctions set out in that By-Law, including termination of Membership (which shall only take place in accordance with the procedure set out in this clause 8).

8.2 Termination of Membership of Member States

- 8.2.1 No recommendation can be made by the Directors under this clause 8 unless all avenues of appeal available to the relevant Member State under the By-Laws have been exhausted.
- 8.2.2 Subject to compliance with clause 8.2.1 (and the By-Laws), the Directors may recommend to a General Meeting to terminate the membership of a Member State.
- 8.2.3 Upon recommendation from the Directors under clause 8.2.2, a General Meeting may, by Special Resolution, terminate the membership of a Member State.
- 8.2.4 Where the membership of a Member State is terminated in accordance with this clause 8.2:
- 8.2.4.1 the Directors may recommend to the General Meeting that the Company admit another body, which meets the requirements in clause 5.3.1, as the Member State to represent the relevant State; and
 - 8.2.4.2 the General Meeting may, by Special Resolution, admit the recommended body as the Member State to represent the relevant State, subject to clause 5.2.

9. Fees and Subscriptions

9.1 Membership Fee

- 9.1.1 The Directors must determine from time to time:
- 9.1.1.1 the amount (if any) payable by an applicant for membership;
 - 9.1.1.2 subject to clause 9.1.2, the amount of the annual subscription fee payable by each Member, or any class of Members;
 - 9.1.1.3 any other amount (including any levies) to be paid by each Member, or any class of Members, whether of a recurrent or any other nature; and
 - 9.1.1.4 the due date for payment.
- 9.1.2 The Directors may, by not less than 6 months notice to Members, increase the annual subscription fee:
- 9.1.2.1 by no less than CPI for the previous Financial Year and by no more than 10% without requiring a vote by the Members; or
 - 9.1.2.2 by more than 10% provided that the Members pass a resolution at a General Meeting in favour of the increase.
- 9.1.3 Any increase in the annual subscription fee made pursuant to clause 9.1.2 will take effect from the first day of the next Financial Year.

9.1.4 Each Member must pay to the Company the amounts determined under this clause 9 in accordance with clause 9.1.1.4.

9.2 Non-Payment of Fees

Subject to clause 9.3, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under clause 9 is in arrears greater than 90 days.

9.3 Deferral or reduction of subscriptions

9.3.1 The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:

9.3.1.1 there are reasonable grounds for doing so;

9.3.1.2 the Company will not be materially disadvantaged as a result; and

9.3.1.3 the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.

9.3.2 If the Directors defer or reduce a subscription or other amount payable by a Member under this clause 9.3, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Directors.

10. General Meetings

10.1 Annual General Meeting

10.1.1 AGMs of the Company are to be held:

10.1.1.1 according to the Corporations Act; and

10.1.1.2 at a date and venue determined by the Directors.

10.2 Power to convene General Meeting

10.2.1 The Directors may convene a General Meeting when they think fit and must do so if required by the Corporations Act.

10.2.2 The Voting Members may convene a General Meeting which must comply with the requirements under the Corporations Act.

10.3 Notice of General Meeting

10.3.1 Notice of a General Meeting of Members must be given:

10.3.1.1 to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Company; and

10.3.1.2 in accordance with clause 23 and the Corporations Act.

10.3.2 At least 45 days prior to the proposed date of the AGM, the CEO will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.

10.3.3 At least 21 days' notice of the time and place of a General Meeting must be given, together with:

10.3.3.1 all information required to be included in accordance with the Corporations Act;

- 10.3.3.2 in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
- 10.3.3.3 where applicable, any notice of motion received from any Voting Member or Director in accordance with the Corporations Act;
- 10.3.3.4 where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

10.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

10.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened:

- 10.5.1 by Members according to the Corporations Act;
- 10.5.2 by the Directors at the request of Members; or
- 10.5.3 by a court.

10.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- 10.6.1 each Member entitled to attend the General Meeting; and
- 10.6.2 each other person entitled to notice of a General Meeting under the Corporations Act.

10.7 Contents of notice postponing General Meeting

10.7.1 A notice postponing a General Meeting must specify:

- 10.7.1.1 the new date and time for the meeting;
- 10.7.1.2 the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- 10.7.1.3 if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

10.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by clause 11.8 or the Corporations Act.

10.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

10.10 Representative at postponed General Meeting

Where:

10.10.1 by the terms of an instrument appointing a Representative, that Representative is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and

10.10.2 the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that Representative, unless the appointing Member notifies the Company in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

10.11 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

10.12 Right to appoint representative

10.12.1 In accordance with the Corporations Act, each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings, provided that the Voting Member has not appointed a proxy under clause 10.13.

10.12.2 In addition to each Voting Member's appointed representative, each Voting Member shall be entitled to appoint one further representative to attend meetings on their behalf but not vote.

10.13 Right to appoint proxy

10.13.1 A Voting Member entitled to attend a General Meeting of the Company is entitled to appoint a person as their proxy to attend the meeting in their place in accordance with the Corporations Act.

10.13.2 A proxy has the same rights as the Voting Member at the meeting and may be appointed in respect of more than one meeting.

10.14 Form of proxy

The instrument appointing a proxy may be in a form determined by the Directors from time to time provided it complies with the requirements under the Corporations Act.

11. Proceedings at General Meeting

11.1 Number for a quorum

The number of Member States who must be present and eligible to vote for a quorum to exist at a General Meeting is 5.

11.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of the General Meeting.

11.3 Quorum and time

If within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- 11.3.1 if convened by, or on requisition of, Members is dissolved; and
- 11.3.2 in any other case stands adjourned to such other day, time and place as the Chair determines.

11.4 Adjourned meeting

If a quorum (determined in accordance with this clause 11.4) is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved. At an adjourned meeting, the required quorum shall be 3 Member States.

11.5 Chairman to preside over General Meetings

- 11.5.1 The Chairman is entitled to preside as Chair at General Meetings.
- 11.5.2 If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
 - 11.5.2.1 a Director (or other person) chosen by a majority of the Directors present;
 - 11.5.2.2 the only Director present; or
 - 11.5.2.3 a Representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

11.6 Conduct of General Meetings

- 11.6.1 The Chair:
 - 11.6.1.1 has charge of the general conduct of the meeting and of the procedures to be adopted;
 - 11.6.1.2 may require the adoption of any procedure which in his opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - 11.6.1.3 may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever he considers it necessary or desirable for the proper conduct of the meeting.
- 11.6.2 A decision by the Chair under this clause 11.6 is final.

11.7 Adjournment of General Meeting

- 11.7.1 The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- 11.7.2 The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- 11.7.3 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

11.8 Notice of adjourned meeting

11.8.1 It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.

11.8.2 In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

11.9 Questions decided by majority

Subject to the requirements of the Corporations Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

11.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

11.11 Declaration of results

11.11.1 At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

11.11.2 A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Company, is conclusive evidence of the fact.

11.11.3 Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

11.12 Poll

11.12.1 If a poll is properly demanded in accordance with the Corporations Act, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.

11.12.2 A poll demanded on a question of adjournment must be taken immediately.

11.12.3 A demand for a poll may be withdrawn.

11.12.4 A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

11.13 Objection to voting qualification

11.13.1 An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):

11.13.1.1 may not be raised except at that meeting; and

11.13.1.2 must be referred to the Chair, whose decision is final.

11.13.2 A vote not disallowed under the objection is valid for all purposes.

11.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision is final.

12. Votes of Members

12.1 Votes of Members

- 12.1.1 At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall have the votes set out in this clause 12.1.
- 12.1.2 Each Member State will receive one vote.
- 12.1.3 No Member other than Member States is entitled to vote at General Meetings.

12.2 Election of Directors

- 12.2.1 Elections for Elected Directors shall be by ballot in accordance with this clause 12.2 at the relevant General Meeting on papers prepared by the CEO.
- 12.2.2 Save where there is only one nominee for each position of Elected Director to be filled, a ballot will be conducted as a poll as follows:
 - 12.2.2.1 Election of one position from two or more nominees:
 - 12.2.2.1.1 Ballot papers listing in random order (determined by lot prior to the *General Meeting and conducted by the CEO*) the nominees; shall be distributed and each Delegate shall vote for the preferred nominee and the highest polling candidate shall be declared elected.
 - 12.2.2.1.2 Any ballot paper on which a preference is duplicated or missed shall be declared an “informal vote” and shall be disregarded.
 - 12.2.2.1.3 In the event that more than 1 nominee has an equal number of first preference votes, those nominees with the least amount of votes will be eliminated and subsequent rounds of voting will continue until there is a clear winner.
 - 12.2.2.2 Election of two or more positions from three or more nominees:
 - 12.2.2.2.1 Ballot papers listing in random order (determined by lot prior to the *General Meeting and conducted by the CEO*) the nominees; shall be distributed and each Delegate shall vote for the preferred nominee and the highest polling candidate shall be declared elected.
 - 12.2.2.2.2 Any ballot paper on which a preference is duplicated or missed shall be declared an “informal vote” and shall be disregarded.
 - 12.2.2.2.3 If the nominees have received a majority of the first preference votes, then a resolution is passed in favour of the election of those nominees.
 - 12.2.2.2.4 In the event that more than 1 nominee has an equal number of first preference votes, those nominees with the least amount of votes will be eliminated and subsequent rounds of voting will continue until there are definitive winners.
 - 12.2.2.2.5 If at any stage during this process the number of remaining nominees is equal to the number of vacancies to be filled, the remaining nominees will be elected subject to clause 12.2.2.

12.3 Resolutions not in General Meeting

- 12.3.1 If all Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in

those terms is deemed to have been passed at a General Meeting of the Company held at the time on which the document was signed by the last Member entitled to vote.

12.3.2 For the purposes of clause 12.3.1, 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.

12.3.3 A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Member for the purpose of this clause is deemed to be a document in writing signed by that Member.

13. Directors

13.1 Number of Directors

13.1.1 There must be not less than five Directors and not more than nine Directors.

13.1.2 Not more than seven Directors are to be elected by the Members (Elected Directors), and not more than two Directors are to be appointed under clause 13.12.

13.2 Interim Directors

13.2.1 The directors of the Company at the date of this Constitution shall be those persons who were directors of the Association (including existing non-elected Directors) immediately prior to the registration of the Association as the Company in accordance with section 82 of the Associations Incorporation Act and Part 5B.1 of the Corporations Act (Interim Directors).

13.2.2 The Interim Directors shall not be entitled to appoint any Appointed Directors.

13.3 Election of First Directors

13.3.1 At the first General Meeting of the Company after its registration:

13.3.1.1 all the Interim Directors shall resign; and

13.3.1.2 the Members shall elect seven new Directors of the Company, subject to each new Director satisfying the requirements under clause 13.5
(First Directors).

13.3.2 For the avoidance of doubt, an Interim Director may be elected as a First Director, provided that they satisfy the requirements under clause 13.5.

13.3.3 The First Directors may appoint 2 Appointed Directors in accordance with clause 13.12 at the next meeting of the Directors held following the first General Meeting referred to in clause 13.3.1.

13.4 First Directors

13.4.1 Subject to the Corporations Act and clause 13.5:

13.4.1.1 at the second Annual General Meeting of the Company after the General Meeting referred to in clause 13.3.1, an Appointed Director and two First Directors (or any person who has filled the position of a First Director), all of whom, in the absence of agreement, will be determined by lot, will resign (but are eligible for re-election) and an

election will be held to elect 2 Elected Directors and the Directors will appoint an Appointed Director in accordance with clause 13.12 at the next meeting of the Directors held following that Annual General Meeting; and

- 13.4.1.2 at the third Annual General Meeting of the Company after the General Meeting referred to in clause 13.3.1, the remaining Appointed Director and two other First Directors (or any person who has filled the position of one of these Directors) who, in the absence of agreement, will be determined by lot, will resign (but are eligible for re-election) and an election will be held to elect 2 Elected Directors and the Directors will appoint an Appointed Director in accordance with clause 13.12 at the next meeting of the Directors held following that Annual General Meeting.
- 13.4.1.3 at the fourth Annual General Meeting of the Company after the General Meeting referred to in clause 13.3.1, the remaining First Directors (or any person who has filled the position of one of these Directors) will resign (but are eligible for re-election) and an election will be held to elect 3 Elected Directors.
- 13.4.2 Any period during which a First Director holds office prior to their resignation in accordance with clause 13.4.1 shall be deemed to be a term for the purposes of this clause 13.
- 13.4.3 An Appointed Director appointed:
 - 13.4.3.1 in accordance with clause 13.4.1.1 shall retire at the 2013 Annual General Meeting;
 - 13.4.3.2 in accordance with clause 13.4.1.2 shall retire at the 2014 Annual General Meeting.

13.5 Eligibility

- 13.5.1 For the period from the date of this Constitution a person who:
 - 13.5.1.1 is an employee of the Company, a Member State or an Associate Member; or
 - 13.5.1.2 holds an Official Position with a Member State or an Associate Member, or
 - 13.5.1.3 was a Director of the Company and clause 13.7.2 applies, **(each a disqualifying position)** may not hold office as a Director.
- 13.5.2 A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as Director.
- 13.5.3 A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days or provide a transitional plan to the Softball Australia Board for their consideration and determination of a resignation date.

13.6 Nomination for election

- 13.6.1 At least 45 days prior to the proposed date of the Annual General Meeting at which a resolution or resolutions will be proposed to fill a vacancy in the position of an Elected Director, the CEO will request from Voting Members nominations (which comply with this clause 13.6) for elections to positions falling vacant, which must be received no less than 28 days prior to the AGM.

13.6.2 Any Voting Member or Director may nominate, in respect of each vacancy in the position of an Elected Director which is to be the subject of an election at the next AGM, one person for each position.

13.6.3 A nomination must:

13.6.3.1 be in the form required by the Directors; and

13.6.3.2 signed by the nominator and nominee.

13.7 Term of office of Directors generally

13.7.1 Subject to clauses 13.4, 13.10 and 13.11, an Elected Director will hold office for a term of 3 years.

13.7.2 Save as provided in clause 13.15.2, no person shall be entitled to hold office as a Director if, in the preceding two (2) year period they held office as a Director and, at the end of their term of their appointment, they were not entitled to serve another term due to clause 13.8.

13.8 Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to clause 13.10.1, is eligible for re-election.

13.9 Elected Director elected at General Meeting

13.9.1 At a General Meeting:

13.9.1.1 at which an Elected Director retires; or

13.9.1.2 at the commencement of which there is a vacancy in the office of an Elected Director,

there will be a vote of the Members conducted in accordance with clause 12.2 to fill the vacancy by electing someone to that office.

13.9.2 Subject to clauses 13.10 and 13.15, an Elected Director elected under this clause 13.9 takes office at the end of the meeting at which they are elected for a period which is the shorter of a period of 3 years and, if applicable, a period ending on the date which is at the end of the term of the Elected Director in whose position they were elected ("End Date").

13.9.3 Service as an Elected Director under clause 13.9.2 shall be deemed to be a full term of office for the purposes of clauses 13.7 and 13.10 except where their period of office is less than half of the term of the Elected Director in whose place they were appointed.

13.9.4 For clarity, this clause 13.9 shall not apply to an Elected Director appointed under clause 13.11 whose position is subject to confirmation by resolution at an Annual General Meeting under clause 13.11.3.3.

13.10 Maximum term of office for Directors

13.10.1 A Director may not serve more than 3 consecutive terms as a Director.

13.11 Casual vacancy

13.11.1 The Directors may at any time appoint a person to be a Director to fill a casual vacancy.

13.11.2 A casual vacancy (as defined in clause 13.16) may be filled:

- 13.11.2.1 in the case of an Elected Director, by the Directors as a casual vacancy;
- 13.11.2.2 in the case of an Appointed Director, by the Directors in accordance with clause 13.12.
- 13.11.3 An Elected Director appointed under this clause 13.11:
 - 13.11.3.1 subject to clause 13.11.3.3, must have their position as Elected Director confirmed by resolution at the next Annual General Meeting;
 - 13.11.3.2 if so confirmed and, subject to clauses 13.10 and 13.15, holds office until the end of the term of the Elected Director in whose place they were appointed; and
 - 13.11.3.3 service as an Elected Director under this clause 13.11 shall only be a full term of office for the purposes of clauses 13.7 and 13.10 where their period of office is equal to or greater than half of the term of the Elected Director in whose position they were appointed.
- 13.11.4 Service as an Elected Director under this clause 13.11 for the period from their date of appointment to the date of the next Annual General Meeting is a full term of office for the purposes of clauses 13.7 and 13.10 except where the period from the date of their appointment to the end of the term of the Elected Director in whose place they were appointed is less than half completed.

13.12 Appointed Directors

- 13.12.1 Subject to clause 13.2.2, in addition to the Elected Directors, the Directors may themselves appoint up to 2 other Appointed Directors because of their special business acumen and/or technical skills.
- 13.12.2 Subject to clauses 13.4.3, 13.10 and 13.15, an Appointed Director appointed under this clause holds office for a period which is the shorter of a period of 3 years and, if applicable, a period ending on the date which is at the end of the term of the Appointed Director in whose position they were appointed (“End Date”).
- 13.12.3 Service as an Appointed Director under clause 13.12.2 (which for clarity shall not include the Directors appointed under clause 10.2) shall be deemed to be a full term of office for the purposes of clauses 13.7 and 13.10 except where the period from the date of their appointment to the End Date is less than half of the term of the Director in whose place they were appointed.

13.13 Remuneration of Directors

Subject to clause 13.16, a Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Corporations Act, may be:

- 13.13.1 paid by the Company for services rendered to it; and
- 13.13.2 reimbursed by the Company for their reasonable travelling, accommodation and other expenses when:
 - 13.13.2.1 travelling to or from meetings of the Directors, a Committee or the Company; or
 - 13.13.2.2 otherwise engaged on the affairs of the Company.

13.14 Honorarium

The Company may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

13.15 Removal of Director

13.15.1 Subject to the provisions of the Corporations Act, the Company may in General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office.

13.15.2 Unless otherwise resolved at a General Meeting, a Director removed in accordance with clause 13.15.1 cannot be re-appointed as a Director within 3 years of their removal.

13.16 Vacation of office

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

13.16.1 is removed in accordance with clause 13.15;

13.16.2 dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

13.16.3 resigns office by notice in writing to the Company;

13.16.4 accepts appointment to, or becomes the holder of, a disqualifying position as set out in clause 13.5 and does not resign from that position within 30 days; or

13.16.5 is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

14. Powers and Duties of Directors

14.1 Directors to manage the Company

The Directors are to manage the Company's business and may exercise those of the Company's powers that are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in General Meeting.

14.2 Specific powers of Directors

Without limiting clause 14.1, the Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

14.3 Time, etc

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

14.4 Appointment of attorney

The Directors may appoint any suitably qualified person to be the Company's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

14.5 Provisions in power of attorney

A power of attorney granted under clause 14.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

15. Proceedings of Directors

15.1 Directors meetings

15.1.1 Subject to clause 15.1.2, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

15.1.2 The Directors must meet at least 6 times in each calendar year.

15.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote.

15.3 Chair's casting vote

The chair of the meeting will not have a casting vote.

15.4 Quorum

Where the Board consists of:

15.4.1 five Directors, three Directors present in person constitutes a quorum;

15.4.2 six Directors, four Directors present in person constitutes a quorum; or

15.4.3 seven to nine Directors, five Directors present in person constitutes a quorum.

15.5 Effect of vacancy

15.5.1 The continuing Directors may act despite a vacancy in their number.

15.5.2 However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

15.6 Convening meetings

A Director may, and the CEO on the request of a Director must, convene a Directors' meeting.

15.7 Election of Chairman

15.7.1 The Directors may elect one of their number to the office of chairman of directors for such period as may be specified by a majority vote, provided that the period does not extend beyond the end of their current term as a Director.

15.7.2 The Director elected to the office of chairman of directors under clause 15.7.1 will, subject to clause 15.7.3, remain chairman of directors for the specified period and shall chair any Directors meeting held during that period.

15.7.3 A Director elected to the office of chairman under clause 15.7.1 may be removed before the end of the specified period if at least two thirds of the Directors vote in favour of the removal.

15.7.4 Despite clause 15.7.2, if:

15.7.4.1 there is no person elected as Chair; or

15.7.4.2 the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or

15.7.4.3 the Chair is unwilling to act;

the Directors present may elect one of their number to be chair of the meeting.

15.8 Circulating resolutions

15.8.1 The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

15.8.2 Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.

15.8.3 The resolution is passed when the last Director signs.

15.9 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

15.10 Conflicts

15.10.1 A Director shall declare to the Board of Directors that Director's interest in any matter in which any conflict of interest arises as defined by the Corporations Act, and unless otherwise determined by the Directors, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.

15.10.2 In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.

15.10.3 The CEO shall maintain a register of declared interests.

15.11 Minutes

The Directors must cause minutes of meetings to be made and kept according to the Corporations Act.

16. Telecommunication Meetings of the Company

16.1 Telecommunication Meeting

16.1.1 A General Meeting or a Directors' Meeting may be held by means of a Telecommunication Meeting, provided that:

16.1.1.1 the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and

16.1.1.2 the meeting is convened and held in accordance with the Act.

16.1.2 All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this clause 16.

16.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of the Company:

16.2.1 all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

- 16.2.2 each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- 16.2.3 at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- 16.2.4 a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- 16.2.5 a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- 16.2.6 a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

17. Chief Executive Officer

17.1 Appointment of CEO

The Directors must appoint a CEO.

17.2 Powers, duties and authorities of CEO

- 17.2.1 The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.
- 17.2.2 The exercise of those powers and authorities, and the performance of those duties, by the CEO is subject at all times to the control of the Directors.
- 17.2.3 The CEO's role will be to implement the strategies, plans and policies approved by the Directors and will be responsible for the management and direction of the Company and its finances.

17.3 Suspension and removal of CEO

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office.

17.4 CEO to attend meetings

The CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Company, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote.

18. Company Secretary

18.1 Appointment of Company Secretary

There must be at least 1 Company Secretary who is to be appointed by the Directors.

18.2 Suspension and removal of Company Secretary

The Directors may suspend or remove a Company Secretary from that office.

18.3 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

19. Committees

19.1 Committees

The Directors may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

19.2 Powers delegated to Committees

19.2.1 A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.

19.2.2 Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

19.3 Committee meetings

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

20. By-Laws

20.1 Making and amending By-laws

20.1.1 The Directors may from time to time make By-laws which in their opinion are necessary or desirable for the control, administration and management of the Company's affairs and may amend, repeal and replace those By-laws.

20.1.2 The Company in General Meeting may amend, repeal or replace any By-Law made by the Directors without affecting the validity of acts or decisions made by the Directors or anyone authorised to act pursuant to that By-Law.

20.1.3 The By-laws referred to in clause 20.1.1 take effect 28 days after the service of the By-law on the Member and shall be of force and effect on that date.

20.2 Effect of By-laws

A By-law:

20.2.1 is subject to this Constitution;

20.2.2 must be consistent with this Constitution;

20.2.3 when in force, is binding on all Members and has the same effect as a provision in this Constitution; and

20.2.4 may be overruled if a resolution to that effect is passed by the Members at a General Meeting.

21. Inspection of Records

21.1 Right of the Members to Inspect Records

A Member has the right to inspect any document of the Company where it is required by law.

22. Accounts

22.1 Accounting Records

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Corporations Act.

22.2 Auditor

A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act.

23. Service of Documents

23.1 Document includes notice

In this clause 23, document includes a notice.

23.2 Methods of service on a Member

The Company may give a document to a Member:

23.2.1 personally;

23.2.2 by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or

23.2.3 by sending it to a fax number or electronic address nominated by the Member.

23.3 Methods of service on the Company

A Member may give a document to the Company:

23.3.1 by delivering it to the Registered Office;

23.3.2 by sending it by post to the Registered Office; or

23.3.3 by sending it to a fax number or electronic address nominated by the Company.

23.4 Post

A document sent by post:

23.4.1 if sent to an address in Australia, may be sent by ordinary post; and

23.4.2 if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the second business day after the date of its posting.

23.5 Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- 23.5.1 to be effected by properly addressing and transmitting the fax or electronic transmission; and
- 23.5.2 to have been delivered on the business day following its transmission.

24. Indemnity

24.1 Indemnity of officers

Every person who is or has been:

- 24.1.1 a Director;
- 24.1.2 a CEO; or
- 24.1.3 a Company Secretary,

is entitled to be indemnified out of the property of the Company against:

- 24.1.4 every liability incurred by the person in that capacity (except a liability for legal costs); and
- 24.1.5 all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
- 24.1.6 the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- 24.1.7 an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

24.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Company Secretary or CEO against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- 24.2.1 the Company is forbidden by statute to pay or agree to pay the premium; or
- 24.2.2 the contract would, if the Company paid the premium, be made void by statute.

25. Winding Up

25.1 Contributions of Members on winding up

- 25.1.1 Each Voting Member must contribute to the Company's property if the Company is wound up while they are a Member or within one year after their membership ceases.
- 25.1.2 The contribution is for:
 - 25.1.2.1 payment of the Company's debts and liabilities contracted before their membership ceased;
 - 25.1.2.2 the costs of winding up; and
 - 25.1.2.3 adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$20.00.
- 25.1.3 No other Member must contribute to the Company's property if the Company is wound up.

25.2 Excess property on winding up

25.2.1 If on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

25.2.1.1 having objects similar to those of the Company; and

25.2.1.2 whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

25.2.2 That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

SCHEDULE 1

Member States (at date of Constitution)

Softball ACT

Softball New South Wales

Softball Northern Territory

Softball Queensland

Softball South Australia

Softball Tasmania

Softball Victoria

Softball Western Australia

SCHEDULE 2

Life Members (at date of Constitution)

Esther Deason, MBE

Merle Short*

Marjorie Dwyer*

Audrey McLaughlin AM

Pat Young*

Edna Nash*

Pat Shearwood

Rosemary Adey, OAM

Margo Koskelainen, OAM

Pat Rawlings, OAM*

Shirley Schnieder

Alan McAuliffe

Ken Culpitt

Bill Gobbart

Darryl Clout

Bob Harrow

**denotes deceased*

Amendment Summary

Amendment Summary	Approval
Amendment to Clause 13.5.3 Eligibility of Directors	SGM 4 April 2009
New Object 2.1.9 added	AGM 14 November 2009
Existing Object 2.1.9 renumbered to Object 2.1.10	AGM 14 November 2009
Clause 1.1 Definitions – Definition of Associate Member be expanded	AGM 19 November 2011
Clause 5.5 Associate Members – amended	AGM 19 November 2011
Clause 5.6 Individual Members – amended	AGM 19 November 2011
Relating to Clause 5.6 Individual Members – amendment to 5.6.1.2	AGM 25 November 2012
Clause 12.2 Election of Directors - amended	AGM 16 November 2013