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Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

Baseball New Zealand Incorporated

2. Society number

1193239

I certify that the alteration has been made in accordance with the rules of the society.

Name

Ashton Welsh

Position

Senior Associate

Signature

30

/ 07

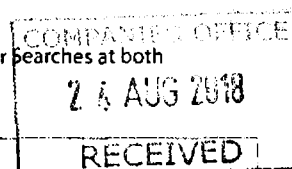
/ 2018

3. Complete this checklist before filing your application

- ☒ This certification has been completed by an officer of or a solicitor for the society.
- ☒ A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- ☒ The copy of the alteration to rules has been signed by three members of the society.

For society name changes --

- ☐ This rule alteration also includes a name change for the society, and
- ☐ We have checked that the new name of the society is available by conducting Register searches at both www.societies.govt.nz and www.companies.govt.nz.



What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)*
- The objects for which the society is established*
- How people become members of the society and cease being members of the society*
- How meetings of the society will be called and held and how voting will take place*
- How officers of the society will be appointed*
- Control and use of the common seal*
- How the society's funds will be controlled and invested*
- The powers (if any) that the society has to borrow money*
- How any property of the society will be distributed in the event of the society being wound up*
- How the rules of the society can be altered*

4. Your contact details

Name and postal address

Ashton Welsh
Simpson Grierson
Level 27, 88 Shortland Street
Auckland 1010





CONSTITUTION

BASEBALL NEW ZEALAND INCORPORATED

ADOPTED PURSUANT TO A RESOLUTION PASSED BY TWO-THIRDS OF THE MEMBERS PRESENT AT AN ANNUAL GENERAL MEETING OF BASEBALL NEW ZEALAND INCORPORATED ON:

29th JULY 2017.

Signed by the following members of Baseball New Zealand Incorporated:

Signature: Graeme Collier

Name: Graeme Collier

Club: Bayside West Haven

Signature: David Fegan

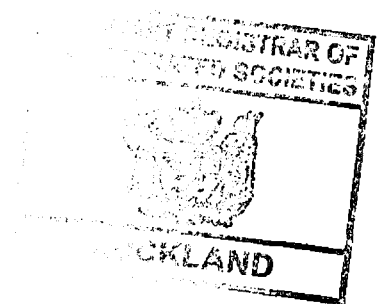
Name: DAVID FEGAN

Club: NORTH SHORE CITY BASEBALL CLUB

Signature: Douglas White

Name: Douglas White

Club: Howick Pakuranga Baseball Club.



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SCHEDULES:

SCHEDULE 1: REGIONS AND REGIONAL BASEBALL ASSOCIATIONS

SCHEDULE 2: BASEBALL CLUBS

CONSTITUTION
BASEBALL NEW ZEALAND INCORPORATED

1. DEFINITIONS AND INTERPRETATION

Definitions

- 1.1** The capitalised words and phrases used in this Constitution shall mean as follows:

Act means the Incorporated Societies Act 1908 (or any statute that replaces such Act).

Affiliated Baseball Club means a Baseball Club whose registration fees for all members are fully paid up to Baseball New Zealand. Only Affiliated Baseball Clubs are able to exercise their right to vote at any General Meeting in accordance with this Constitution.

AGM means the Annual General Meeting of Baseball NZ convened and held in accordance with this Constitution.

Association means Baseball New Zealand Incorporated.

Baseball Club means a baseball club established and operating in New Zealand in accordance with the Rules set out in Schedule 2.

Baseball NZ or **Baseball New Zealand** means Baseball New Zealand Incorporated and where relevant includes its officers, employees, contractors and agents.

Board means the Baseball NZ Board as described in this Constitution.

Board member means those people elected and appointed to the Board in accordance with this Constitution (or any previous constitution).

Business Day means a day of the week other than the following:

- (a) a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, Anzac Day, the Sovereign's Birthday, Labour Day, and any day observed as a provincial holiday in Auckland;
- (b) a day in the period commencing with 25 December in a year and ending with 2 January in the following year;
- (c) if 1 January falls on a Friday, the following Monday;
- (d) if 1 January falls on a Saturday or a Sunday, the following Monday and Tuesday; and
- (e) if Waitangi Day or Anzac Day falls on a Saturday or a Sunday, the following Monday.

Bylaws means any bylaws determined by Baseball NZ.

Chairperson means the person who from time to time holds the position of chairperson of the Board.

Chief Executive Officer means the person from time to time appointed by the Board and holding office as chief executive officer of the Association and includes any company or other entity which provides the services of a person to perform that role.

Constitution means this constitution.

General Meeting means an AGM or a SGM of Baseball NZ.

Life Member has the meaning specified in rule 7.6.

Members has the meaning specified in rule 7.

Objects means the objects of Baseball NZ as specified in rule 4.

Region means a geographical area set out in Part 1 of Schedule 1 where a Regional Baseball Association has been established.

Regional Baseball Association means a regional baseball association that has been established as a regional governing body of baseball in a Region and which operates pursuant to the Rules set out in Part 2 of Schedule 1.

Rule means a rule of this Constitution.

SGM means a Special General Meeting of Baseball NZ convened and held in accordance with this Constitution.

Special Resolution means a resolution passed by two-thirds of the votes properly cast by those present and entitled to vote.

Sports Tribunal means the Sports Tribunal of New Zealand established by SPARC (now Sport NZ) and continued under the Sports Anti-Doping Act 2006 (previously known as the Sports Disputes Tribunal of New Zealand).

Interpretation

1.2 The following provisions shall apply in the construction and interpretation of this Constitution except to the extent that the context requires modification:

- (a) words importing the singular number include the plural and vice versa and the masculine gender includes the feminine and neuter genders and vice versa;
- (b) the word "person" includes any individual, company, corporation, corporation sole, trust, firm, partnership, joint venture, syndicate, the Crown, any central or local government department, authority, association or group, and any other entity, or any other association of persons either corporate or un-incorporate;
- (c) where under or pursuant to any deed or agreement to which this provision applies, or in respect of any act, matter or thing to be done thereunder, the day on or by which it is to be done is not a Business

Day, such act, matter or thing may be done on the next succeeding Business Day;

- (d) references to any statute or regulation shall, with all necessary modifications, apply to any modification or re-enactment or substitution or replacement of or for that statute or regulation;
- (e) references to "written" and "in writing" includes any means of visible representation;
- (f) reference to any document includes all modifications and replacement documents from time to time; and
- (g) any term which is not defined in this Constitution and which is defined in the general statutes, internal regulations, the official baseball rules, and other rules, regulations and decisions of the International Baseball Federation shall be of that meaning in this Constitution.

2. NAME

The name of this organisation shall be "Baseball New Zealand Incorporated" and may be referred to as "Baseball New Zealand", "Baseball NZ" or the "Association".

3. REGISTERED OFFICE

The registered office of Baseball NZ shall be at such location as may be determined by the Board from time to time.

4. OBJECTS

4.1 The objects of Baseball NZ are to:

- (a) be the national governing body of baseball in New Zealand that is responsible for the administration, promotion and development of the sport of baseball throughout New Zealand;
 - (b) represent New Zealand as a member of baseball's international federation, World Baseball Softball Confederation;
 - (c) further the education of all persons by encouraging and enabling their participation and involvement in baseball throughout New Zealand;
 - (d) create opportunities for all participants in Baseball NZ's activities including (without limitation) players, administrators, coaches, and officials to reach their potential within the sport of baseball;
 - (e) encourage and develop elite performance in baseball through a clear development path;
 - (f) encourage and develop the highest standard of umpiring amongst baseball umpires;
 - (g) encourage and develop the highest standard of scorekeeping amongst baseball scorekeepers;
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- (h) encourage and develop high quality baseball coaches, including professional baseball coaches;
 - (i) ensure there is an appropriate governance structure for Baseball NZ that is capable of delivering to all Members and such other persons that the Board considers necessary or desirable in order to achieve all the Objects set out in this Constitution from time to time;
 - (j) see the improvement of facilities for the enjoyment of baseball in New Zealand;
 - (k) do all such other things as the Baseball NZ, in its absolute discretion, considers necessary or desirable to attain the Objects.
- 4.2 Baseball NZ shall be autonomous in the governance of baseball, shall independently determine and control all matters central to such governance, shall not delegate such determination and control, shall be free from outside restraint.
- 4.3 Notwithstanding anything expressed or implied in this Constitution, but subject to rule 12.2, the activities of Baseball NZ shall not be carried on for the personal pecuniary profit or benefit of any Member, individual or associated person.
- 4.4 Baseball NZ is the national member of the World Baseball Softball Confederation for New Zealand. As such, Baseball NZ must observe the general statutes, internal regulations, the official baseball rules, and other rules, regulations and decisions of the World Baseball Softball Confederation.
- 4.5 If:
 - (a) any matter is not provided for in this Constitution or the Bylaws but is provided for in the World Baseball Softball Confederation general statutes or the World Baseball Softball Confederation internal regulations then the requirements of the International Baseball Federation shall apply; and
 - (b) there is any conflict between this Constitution or the Bylaws and the World Baseball Softball Confederation general statutes or the World Baseball Softball Confederation internal regulations, then the requirements of the World Baseball Softball Confederation shall prevail.

5. DUTIES

The duties of Baseball NZ are to:

- 5.1 Ensure that baseball is conducted in New Zealand for the recreation or entertainment of the general public;
- 5.2 Develop interest and participation in baseball throughout New Zealand and be responsible to the persons and sports organisations Baseball NZ represents;
- 5.3 Keep Members informed of policy matters and reasonably reflect the views of these Members in Baseball NZ's policy decisions;

- 5.4 Promptly review every request submitted by a sports organisation or person for a sanction to hold an international baseball competition in New Zealand or to sponsor New Zealand baseball players registered with Baseball New Zealand to compete in international baseball competitions held outside New Zealand and determine whether to grant such sanction in accordance with the provisions of the Bylaws to allow a baseball player to compete in any international baseball competition conducted under Baseball NZ's auspices or that of any other sports organisation or person, unless denial is based on evidence that the organisation or person conducting the competition did not meet the requirements of the Bylaws relevant to such a sanction;
- 5.5 Encourage and support baseball programmes for disabled individuals and the participation of disabled individuals in baseball activity, including, where feasible, the expansion of opportunities for meaningful participation by disabled individuals in programmes of baseball competition for able-bodied individuals;
- 5.6 Provide and co-ordinate technical information on physical training, equipment design, coaching and performance analysis;
- 5.7 Encourage and support research, development, and dissemination of information in the areas of sports medicine and sports safety;
- 5.8 Obtain the most competent representation possible in international baseball competition, including the Olympic and Commonwealth Games, Baseball Confederation of Oceania, and any other tournaments that Baseball NZ is eligible to participate in;
- 5.9 Provide an equal opportunity to athletes, coaches, trainers, managers, administrators and officials to participate in baseball competition, without discrimination on the basis of race, colour, religion, age, sex or national origin, and with fair notice and opportunity of a hearing to any such individual before declaring such individual ineligible to participate;
- 5.10 Provide procedures for the prompt and equitable resolution of grievances of Baseball NZ's Members;
- 5.11 Provide the guidelines and organisational means to establish the national and international goals of Baseball NZ for the betterment of baseball in New Zealand; and
- 5.12 To do all such other things as Baseball NZ, in its absolute discretion, considers necessary or desirable to promote the interests of baseball and to attain the Objects and aims of Baseball NZ.

PROVIDED ALWAYS that except as provided in rule 12.2 no part of the funds of Baseball NZ may be used or be available to be used for the private pecuniary profit of any Member, individual or associated person.

6. POWERS

- 6.1 Baseball NZ shall have all the powers of a natural person that are necessary to enable it to carry out its Objects, including the power to:
-

- (a) amend this Constitution and to make or alter Bylaws in accordance with this Constitution and in a manner not inconsistent with the laws of New Zealand; and
 - (b) admit new Members and withdraw, suspend or terminate membership, or impose set penalties for the breach of any Bylaw or the bringing of Baseball NZ or baseball into disrepute by any Member, club, referee, team, Affiliated Baseball Club, or Member of such club or team or Affiliated Baseball Club.
- 6.2 Baseball NZ shall be non-political and, as an organisation, shall not promote the candidacy of any person seeking public office.
- 6.3 Baseball NZ shall have no power to engage in business for the pecuniary profit or gain of any Member, individual or associated person.

PROVIDED ALWAYS that except as provided in rule 12.2 no part of the funds of Baseball NZ may be used or be available to be used for the private pecuniary profit of any Member, individual or associated person.

7. MEMBERSHIP

- 7.1 Baseball New Zealand is an organisation that does not discriminate on the basis of race, colour, religion, age, sex or national origin. Members must be in good standing with Baseball New Zealand to have the rights and privileges associated with their membership.
 - 7.2 The categories of membership of Baseball New Zealand (collectively called "Members") shall be:
 - (a) Regional Baseball Associations.
 - (b) Baseball Clubs.
 - (c) Life Members.
 - (d) Other categories of membership as may be determined by the Board from time to time.
 - 7.3 In respect of each of the categories of membership outlined in rule 7.2:
 - (a) Regional Baseball Associations will not have the right to vote at General Meetings.
 - (b) Affiliated Baseball Clubs will have the voting rights at General Meetings specified in rule 7.4 below.
 - (c) Life Members will have one vote that may be exercised at General Meetings.
 - (d) Other categories of membership will not have a right to vote at General Meetings
 - 7.4 Affiliated Baseball Clubs will receive up to six votes. Votes will be awarded as follows:
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- (a) Where an Affiliated Baseball Club entitled to vote has been affiliated with Baseball New Zealand for less than two years, the Affiliated Baseball Club shall be entitled to two votes at a General Meeting;
- (b) Where an Affiliated Baseball Club has been affiliated with Baseball New Zealand for more than two years but less than four years then that Affiliated Baseball Club shall be entitled to four votes at a General Meeting; however where the Affiliated Baseball Club has less than 50 registered players the Affiliated Baseball Club will only be entitled to two votes;
- (c) Where an Affiliated Baseball Club has been affiliated with Baseball New Zealand for more than four years then that Affiliated Baseball Club shall be entitled to six votes at a General Meeting; however where that Affiliated Baseball Club has less than 75 registered players but more than 50 registered players the Affiliated Baseball Club will only be entitled to four votes, and further where that Affiliated Baseball Club has less than 50 registered players then that Affiliated Baseball Club will only be entitled to two votes.

Voting Matrix

No of Registered Players	Member for less than 2 years	Member for 2 to 4 years	Member for more than 4 years
Less than 50	2	2	2
51-75	2	4	4
76 or more	2	4	6

- 7.5** Applications for membership and the payment of fees shall be in accordance with the policies and procedures of Baseball NZ from time to time communicated to all the Members.
- 7.6** Life Membership is an honorary position reserved for those individuals who have made an outstanding contribution to baseball in New Zealand. Life Members will have the privilege of participating in Baseball New Zealand events and functions as determined by the Board and shall not have to pay any membership fees. The following provisions are also relevant to Life Membership:
- (a) Nominations for Life Membership may be made by any Board member, any Member of Baseball New Zealand, or any Affiliated Baseball Club.
 - (b) Nominations are to be made in writing to the Board not later than 31 March in any year. Any such nomination shall include a citation of the contribution of the nominated individual to baseball in New Zealand.
 - (c) The Board shall ensure that the names of those persons who have been nominated are considered at the Board meeting prior to the next AGM and a Board vote will be taken. A two-thirds or greater majority of the Board members present and voting is required for a nominee to be

granted Life Membership. Any Life Membership granted by the Board will be notified during the AGM.

- (d) Life Membership remains in effect for the life of the recipient unless terminated by a decision of the Board by a two-thirds or greater majority of those Board members present and voting.

8. MEMBERS MEETINGS

- 8.1 Baseball NZ must hold an AGM of the Members once in each calendar year on a date to be fixed by the Board and no later than 15 months after the previous AGM.
- 8.2 All meetings of Members other than AGMs are SGMs. A SGM may be called at any time by the Board or shall be called by the Board on receipt of a requisition stating the objects of such a meeting signed on behalf of not less than one-third of the Affiliated Baseball Clubs.
- 8.3 SGMs shall be held not more than 30 days after the day on which the Board calls for a SGM or on which the requisition was received by the Board, as the case may be.
- 8.4 The Board shall give not less than 15 days' notice to all Members of all business which is to be considered at any General Meeting, and of the time, date and place of the General Meeting.
- 8.5 No business may be transacted at any General Meeting if a quorum is not present. A quorum for a General Meeting is present if delegates representing not less than one-third of the Affiliated Baseball Clubs are present.
- 8.6 Any irregularity in the notice of a General Meeting or conduct or procedure is waived if there is no protest from any of the entitled persons attending the meeting as to the irregularity; or if all entitled persons attending the meeting agree to the waiver.
- 8.7 Unless otherwise specified in this Constitution, a power or right reserved for a membership vote at a General Meeting may be exercised by simple majority vote of the votes cast by Members entitled to vote and present at the General Meeting.

9. BOARD

- 9.1 The Board shall have the authority and responsibility for approving and/or amending the policies and procedures, annual business plans and financial budgets as presented to the Board, or any other items which may arise from time to time which require a decision to be made by the Board.
- 9.2 The Board shall consist of nine (9) members, four (4) of whom are deemed independent members and who are appointed by the Board in accordance with such policies as the Board may develop from time to time to ensure that it appoints suitable persons who are both independent and have the relevant skills, abilities and experiences and five (5) of whom are elected by the Members and may be members of Affiliated Baseball Clubs.
- 9.3 All nine Board members shall each have one (1) vote.
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- 9.4** No Board member may also hold the office of president of any Baseball Club or Regional Baseball Association, and will be required to resign any such position or resign as a Board member of Baseball NZ.
- 9.5** Each Board member shall take office immediately upon election or appointment and, subject to rule 9.12 below, shall serve for a four year term or until a successor is elected or appointed. From the date that this Constitution comes into force, the Board shall comprise the persons who were in office immediately prior to the adoption of this Constitution.
- 9.6** Voting Members may vote to elect people from the candidates who have applied for the role as elected Board members at an AGM in accordance with the provisions of this rule 9.6. The following conditions must be satisfied:
- (a)** Baseball NZ shall send every Voting Member a list of the names of all of the candidates at least 7 days prior to the AGM;
 - (b)** every Voting Member may exercise its votes, calculated in accordance with the formula in rule 7.4 at the AGM;
 - (c)** Voting Members may not split their votes.
- 9.7** Each year one appointed Board member and one elected Board member will retire by rotation (with two elected Board members retiring every fourth year). The Board will determine whether to reappoint the retiring appointed Board member or appoint a new Board member. The retiring elected Board member(s) may offer themselves for re-election.
- 9.8** The vacant elected Board position shall be posted on the Baseball NZ website not less than 45 days prior to the AGM and applications must be received 20 days prior to the AGM and all applications will be listed in the agenda for the AGM.
- 9.9** The Board shall ensure that Baseball NZ holds an AGM once a year, for the presentation of the financial statements to the Members for approval, the election of the vacant elected Board member and any other general business and may meet specially if circumstances so require.
- 9.10** The Board must conduct meetings at least quarterly for the purpose of reviewing the business of the Baseball NZ, act upon submissions for policy or procedure changes, any for any other business which may arise during the period deemed necessary for consideration by the Board. These meetings shall be chaired by the Chairperson, or in the absence of the Chairperson by one of the Board members.
- 9.11** At the first Board meeting following the AGM the Board shall elect a Chairperson from their number.
- 9.12** Any Board member absent without leave from three consecutive meetings of the Board shall be deemed to have forfeited their position. In addition, a Board member is automatically removed from office if the Board member:
- (a)** becomes bankrupt;
 - (b)** is a person who has been convicted of any offence and has been sentenced to a term of imprisonment;
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- (c) is a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under section 382 or section 383 or section 385 of the Companies Act 1993; or
- (d) dies or becomes mentally incapable as defined in the Protection of Personal and Property Rights Act 1988.

9.13 If a Board member retires or ceases to be a Board Member pursuant to rule 9.12, then:

- (a) in the case of a Board member appointed by the Board: the Board may appoint a replacement person in his or her place (whether that person was elected or appointed). The Board member so appointed will hold office until the date that the person who he or she replaces would have been required to retire; and
- (b) in the case of a Board member elected by the Members: the Board may appoint a replacement person in his or her place (whether that person was elected or appointed). The Board member so appointed will hold office until the next AGM; during which the Members will have an opportunity to elect a replacement elected Board member who will hold such office until the date that the person who he or she replaces would have been required to retire.

10. PROCEEDINGS OF THE BOARD

Notices

10.1 Not less than 5 days' notice of a Board meeting must be given to Board members.

Irregularity in Notice

10.2 An irregularity in the notice of a meeting is waived if all Board members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all the Board members entitled to receive notice of the meeting agree to the waiver.

Adjournment

10.3 A meeting of the Board may be adjourned to such date and place as the meeting shall decide.

Method of Meeting

10.4 A meeting of the Board may be held as follows:

- (a) **Actual Meeting:** by a number of the members of the Board who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
 - (b) **Contemporaneous Linking:** by the contemporaneous linking together by means of audio, or audio and visual, communication by which all members of the Board participating and contributing to a quorum can simultaneously hear each other throughout the meeting.
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Quorum

- 10.5 The quorum for a Board meeting shall be 5 Board members. No business may be transacted at a Board meeting if a quorum is not present.

Number of Votes

- 10.6 All Board members have one vote. The Chairperson shall have a deliberative and a casting vote, and if the Chairperson exercises their deliberative vote they must do so at the same time as other Board members. If the Chairperson does not vote on the motion no casting vote may be exercised.

Majority

- 10.7 All matters for decision at Board meetings will be decided by a majority of votes of Board members present. Proxy and postal voting is not permitted.

Counting of Votes

- 10.8 Voting at Board meetings may be by voice or show of hands but if it is desired by any Board member present, it will be by ballot. Votes cast will be counted and the result declared by the Board members who shall have been appointed by the Chairperson to act as scrutineers.

Minutes

- 10.9 The Board must ensure that minutes are kept of all proceedings at meetings of the Board.

Resolution in Writing

- 10.10 A resolution in writing signed by all of the Board members is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held provided that the members of the Board signing the resolution would have power to pass such resolution at a meeting of the Board. Any such resolution may consist of several documents in identical form each signed by one or more Board members. Any such document sent by a Board member by facsimile transmission or other electronic means approved by the Board is deemed to have been signed by such Board member.

Conflicts of Interest

- 10.11 The Board shall have a conflicts of interest register for registering and managing any actual or potential conflicts of interest of Board members.

11. POWERS AND DUTIES OF THE BOARD

Powers

- 11.1 Subject to this Constitution, Baseball NZ delegates to the Board the governance, stewardship of, and overall policy formulation for, baseball and the management of the affairs of Baseball NZ; and in particular the Board has following powers as well as those expressly provided elsewhere in this Constitution:
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- (a) **Powers of Baseball NZ:** to exercise any and/or all of the powers of Baseball NZ other than those required to be exercised by the voting Members at a General Meeting;
- (b) **Delegate:** to delegate any of its powers to such person or persons as the Board may determine from time to time and on such terms as the Board determines;
- (c) **Sub-Committees:** to appoint sub-committees of the Board, and to delegate any of the Board's powers to any such sub-committee of the Board. *The membership, terms of reference and powers of any such sub-committee shall be set out by the Board when the sub-committee is established. A member of a sub-committee need not be a Board member provided that a person must not be appointed as a member of a sub-committee unless, before appointment, he or she discloses to the Board the details of any interest the person may have if he or she were a member of that sub-committee;*
- (d) **Bylaws:** to make, repeal, and amend the Bylaws in accordance with rule 16, and any policies and procedures as it sees fit, provided that such Bylaws, policies and procedures are not inconsistent with this Constitution;
- (e) **Disciplinary Matters:** to discipline members of Baseball NZ in accordance with this Constitution and any Bylaws, or to delegate such power to a disciplinary committee, appropriate International Baseball Federation bodies or the Sports Tribunal;
- (f) **Appoint Selectors and Coaches:** to appoint or approve the appointment of selectors, managers or coaches of New Zealand representative baseball teams as the Board may decide;
- (g) **Rulings:** to furnish rulings upon the laws of baseball when requested to do so by a Member, provided this is permitted by the International Baseball Federation;
- (h) **Settle Disputes:** to settle disputes between Members when one of the Members which is a party to the dispute requests Baseball NZ to do so;
- (i) **Fees:** to make recommendations of the affiliation fees or Member levies for presentation at the AGM held in that year; and
- (j) **Other:** to do all such other things that are necessary to give effect to the Objects.

Duties of Board Members

11.2 *The duties of each Board member are to:*

- (a) at all times act in good faith and in the best interests of Baseball NZ;
 - (b) exercise the powers of the Board for proper purposes;
 - (c) act, and ensure Baseball NZ acts, in accordance with this Constitution and its Bylaws;
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- (d) exercise the care, diligence and skill that a reasonable Board member would exercise in the same circumstances;
- (e) disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board member becomes aware of the fact that he or she has such interest. For the purposes of this rule 11.2(e), an interest in a transaction or proposed transaction shall have the same meaning as defined in section 139(1) of the Companies Act 1993 (or any equivalent provision under any replacement legislation). Such interest shall also be recorded on the Board's interests register;
- (f) take such other steps as determined by the Board in respect of any interest specified in rule 11.2(e), which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- (g) not disclose information that the Board member would not otherwise have available other than in his or her capacity as a Board member, to any person, or make use of or act on the information except:
 - (i) as agreed by the Board for the purposes of Baseball NZ;
 - (ii) as required by law; or
 - (iii) to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993; and
- (h) make reasonable efforts to attend all Board meetings and General Meetings of Baseball NZ.

Board to Interpret

- 11.3** If any difference of opinion arises as to the meaning of any provision in this Constitution it shall be determined by the Board or, if it occurs at a General Meeting, by the Chairperson of that meeting, in each case:
- (a) acting in a manner which would best achieve the Objects; and
 - (b) in such a manner as it deems expedient.

Saving

- 11.4** If any matter arises which, in the opinion of the Board, is not provided for in this Constitution, it shall be determined by the Board in the manner it sees fit.

Ratification

- 11.5** The purported exercise by a Board member, the Chief Executive Officer or a sub-committee of the Board of a power vested in the Board may be ratified or approved by the Board. The purported exercise of a power ratified under this rule 11.5 is deemed to be, and to always have been, a proper and valid exercise of that power.

Funds and Investment

- 11.6 The funds and property of Baseball NZ shall be controlled, invested and disposed of by the Board subject to this Constitution. The funds shall be devoted solely to the furtherance of the Objects.

Indemnity of Officers

- 11.7 Each Board member, the Chief Executive Officer and any other employee or servant of Baseball NZ (each an "Indemnified Party"):

- (a) is indemnified by Baseball NZ from and against all losses and expenses incurred by that Indemnified Party or in or about the discharge of that Indemnified Party's duties; and
- (b) is not liable for the acts or omission of any other person being a Board member, the Chief Executive Officer or any other employee or servant of Baseball NZ or for joining in any act or receipt or for any act of conformity or for any loss happening to Baseball NZ,

unless due to the Indemnified Party's own willful default.

12. FINANCIAL AUTHORITY AND RESPONSIBILITY

- 12.1 The Chairperson shall have the right and authority to solicit, collect, and disburse funds for the support of the activities of Baseball NZ according to the approved financial plan adopted by the Board.

- 12.2 All members of the Board shall act and serve without compensation, except as otherwise specifically provided in this rule 12.2 and any policy established by this Board to comply with this rule 12.2.

PROVIDED ALWAYS that, notwithstanding anything else in this Constitution, the Board may, by majority vote, agree to pay or reimburse any Board member for their actual and reasonable time and expenses incurred in the conduct of Baseball NZ's business subject always to any such payment being relative to that which would have been paid or received in an arm's length transaction (being no more than the open market for such time and expenses).

- 12.3 No individual officer, Board member or committee member of Baseball NZ shall be personally liable for any debt or other obligation incurred in the name of Baseball NZ of any of its committees pursuant to authority granted directly or indirectly by the Board.

- 12.4 The Treasurer, duly appointed by the Board shall have custody of the Common Seal at all times; be responsible for all matters relating to Baseball NZ's financial business; shall have possession of all cheque books, bank accounts and any other documentation relating to Baseball NZ's finances; shall submit an audited financial report to all AGMs. The Treasurer shall solely be responsible for all banking of Baseball NZ's moneys. All funds of Baseball NZ shall be paid to a bank account(s) in the name of Baseball NZ and the bank account(s) must be operated in accordance with the policy determined by the Board.

13. AMENDMENTS TO THE CONSTITUTION

- 13.1 The Board may determine from time to time whether a proposed amendment to this Constitution should be submitted to a General Meeting.
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- 13.2** Regional Baseball Associations and Baseball Clubs may also propose amendments to this Constitution by submitting a proposal in writing to the Board. Where a Region or Baseball Club submits a proposal, the Board will review the submission and determine whether the proposed amendment should be submitted to a General Meeting.
- 13.3** In order to come into effect, any proposed amendments submitted to a General Meeting by the Board must be passed by two-thirds of all Members entitled to vote pursuant to rule 7.3 who are present at the General Meeting. For the avoidance of doubt, notwithstanding rule 7.4, each Member present and entitled to vote at a General Meeting in respect of an amendment to this Constitution will have one vote.
- 13.4** No addition or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status. 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.

14. CHIEF EXECUTIVE OFFICER

- 14.1** The Board shall have the power to appoint a Chief Executive Officer who shall be employed for such term and on such conditions as the Board may determine.
- 14.2** The Chief Executive Officer shall be under the direction of the Board and shall be responsible for the day-to-day management of Baseball NZ in accordance with the Bylaws, policies and procedures of Baseball NZ and within such limitations as may be imposed by the Board.
- 14.3** The Chief Executive Officer shall attend all Board meetings unless otherwise required by the Board, but shall have no voting rights.

15. DISCIPLINE, DISPUTES & APPEALS

Judicial Committee

- 15.1** The Board shall appoint an independent Judicial Committee as required to carry out judicial and disciplinary functions of Baseball NZ. The composition, jurisdiction, powers and procedures of the Judicial Committee shall be set out in the Bylaws.

Disputes between Board and Members

- 15.2** Unless otherwise specified in this Constitution or the Bylaws, in the event of any dispute, doubt or difference arising between the Board and any Member the parties will:
- (a) endeavour to negotiate a resolution of the dispute amongst themselves (which may include representatives or support persons for either party) and if there is no resolution within an agreed timeframe, then;
 - (b) failing agreement being reached within thirty (30) days (or such other period as agreed), the Board and the Member concerned shall appoint an independent mediator by agreement and attempt to seek an agreed resolution to the matter; and
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- (c) failing either agreement on the mediator, or agreed on the matter being reached within thirty (30) days from the appointment of the mediator (or such other period as agreed), then either party may refer the dispute to the Sports Tribunal (if it falls within its jurisdiction) for determination by it in accordance with its rules. This rule 15.2 shall constitute agreement between the parties to submit the dispute to the Sports Tribunal.

Each party shall bear its own costs, including any legal costs, arising out of any procedure under this rule 15.2.

Doping

15.3 In relation to doping:

- (a) subject to rule 15.3(b), the rules of Baseball NZ for anti-doping are those adopted by the International Baseball Federation and the Sports Anti-Doping Rules made by Drug Free Sport New Zealand. Every Member agrees as a condition of membership to observe, be subject to and be bound by such rules as if set out here in full;
- (b) nothing in the Sports Anti-Doping Rules is intended to replace or supersede any applicable rule of the International Baseball Federation which may apply with respect to anti-doping matters, provided the International Baseball Federation rule is consistent with the World Anti-Doping Code;
- (c) to the extent of any inconsistency between the Sports Anti-Doping Rules and any rule of Baseball NZ, the Sports Anti-Doping Rules apply; and
- (d) it is a requirement of all activities organised, held, convened or authorised by Baseball NZ or any of its Members regardless of whether the participant is a Member that all participants must agree to comply with the Sports Anti-Doping Rules as a condition of participation.

Sports Tribunal

- 15.4** Baseball NZ recognises the Sports Tribunal as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal. If specified in this Constitution and/or the Bylaws, matters which are within the jurisdiction of the Tribunal shall be referred to it including, without limitation, anti-doping violations arising out of any applicable Bylaws on anti-doping, appeals against selection or non-selection to a national team selected by Baseball NZ, and any other sports-related matters.

16. BYLAWS

- 16.1** The Board may make, repeal and amend such Bylaws as it thinks appropriate to further the Objects, provided that such Bylaws are not inconsistent with this Constitution.
- 16.2** To the extent of any inconsistency between any Bylaw and this Constitution, this Constitution shall prevail.
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17. WINDING UP

A Special Resolution of the Members of Baseball NZ at a General Meeting convened for the purpose may (provided that all liabilities of Baseball NZ have been duly discharged) resolve that Baseball New Zealand be wound up as from the date to be named in such resolution. Such resolution, before it shall take effect, shall be confirmed by a Special Resolution of Members at a subsequent General Meeting called for the purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed. *The funds and property of Baseball NZ shall be transferred to one suitable sporting body with similar objects to those of Baseball NZ as the General Meeting shall decree and no funds or property of the Baseball NZ shall be made available for the personal pecuniary profit of any member, any individual or any associated person.*

SCHEDULE 1

Regions and regional Baseball Associations

Part 1:

The following Regions are recognised by Baseball New Zealand:

- Northland
- Auckland
- Bay of Plenty
- Hawkes Bay
- Wellington
- Canterbury
- Such other Regions as may be approved by the Board from time to time

Part 2:

The following Rules will apply to Regional Baseball Associations:

1. Each Regional Baseball Association shall:
 - (a) administer, promote and develop the sport of baseball in its particular Region in accordance with the Objects of Baseball New Zealand;
 - (b) include a reference to the name of the Region in its name;
 - (c) be an incorporated society under the Act;
 - (d) have its members, Baseball Clubs in its Region (together with any other members it considers appropriate);
 - (e) adopt a constitution which is consistent with this Constitution;
 - (f) apply its property and capacity in pursuit of the Objects of Baseball New Zealand, and any additional objects of the Regional Baseball Association and the sport of baseball;
 - (g) do all that is reasonably necessary to enable the Objects of Baseball New Zealand and the objects of the Regional Baseball Association to be achieved;
 - (h) act in good faith and with loyalty to Baseball New Zealand to ensure the maintenance and enhancement of Baseball New Zealand and the sport of baseball, and its reputation, and to do so for the collective and mutual benefit of the members of the Regional Baseball Association and the sport of baseball;
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- (i) operate with, and promote, mutual trust and confidence between Baseball New Zealand and the members of the Regional Baseball Association;
 - (j) at all times act in the interests of the members of the Regional Baseball Association and the sport of baseball; and
 - (k) not be affiliated to any other baseball organisation other than Baseball New Zealand.
 - 2. Each Regional Baseball Association shall provide to Baseball New Zealand a copy of its constitution and all amendments to it. The Board may require a Regional Baseball Association to amend its constitution if it or any rule within it, is inconsistent or in conflict with this Constitution or any Bylaws or regulations.
 - 3. Each Regional Baseball Association shall maintain a register of its members in such format as may be determined by the Board. Each Regional Baseball Association shall provide its register of members, and all details contained within it, to Baseball New Zealand as requested from time to time.
 - 4. The Board may intervene in the management of a Regional Baseball Association in whatever manner it considers appropriate (including appointing a person or persons to act in place of the Board of the Regional Baseball Association), if the Board considers the Regional Baseball Association:
 - (a) is having significant administrative, operational or financial difficulties; or
 - (b) has breached a term of any agreement entered into between Baseball New Zealand and the Regional Baseball Association; or
 - (c) takes, or has taken against it, any action or proceedings to liquidate it; or
 - (d) is seeking to enter into a compromise or arrangement with its creditors (other than a voluntary liquidation for the purpose of amalgamation with another Regional Baseball Association, as approved by Baseball New Zealand); or
 - (e) a mortgagee or other creditor takes possession of any of its assets,and the Board considers that to do so is in the best interests of Baseball New Zealand and the sport of baseball.
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SCHEDULE 2

Baseball Clubs

The following Rules apply to Baseball Clubs:

- 1.** All clubs which are Members of Baseball New Zealand at the date this rule comes into force, shall be Baseball Clubs for the purposes of this Constitution.
 - 2.** A group of individuals who wish to form a new Baseball Club shall apply to the board of a Regional Baseball Association (if one exists in the area that the individuals wish to form a Baseball Club), or, in the absence of a board in the Regional Baseball Association, to Baseball New Zealand.
 - 3.** Each Baseball Club shall:
 - (a)** administer, promote and develop baseball in accordance with the Objects of Baseball New Zealand and the objects of any Regional Baseball Association in which the Club is situated;
 - (b)** be an incorporated society under the Act;
 - (c)** have as its members individual Members and any other members it considers appropriate;
 - (d)** adopt a constitution which is consistent with this Constitution and the constitution of any relevant Regional Baseball Association;
 - (e)** apply its property and capacity in pursuit of the Objects of Baseball New Zealand, the objects of any relevant Regional Baseball Association, the objects of the club and the sport of baseball;
 - (f)** do all that is reasonably necessary to enable the Objects of Baseball New Zealand, the objects of any relevant Regional Baseball Association and the objects of the Baseball Club to be achieved;
 - (g)** act in good faith and with loyalty to Baseball New Zealand and any relevant Regional Baseball Association to ensure the maintenance and enhancement of Baseball New Zealand, any relevant Regional Baseball Association and the sport of baseball, and its reputation, and to do so for the collective and mutual benefit of its members and the sport of baseball;
 - (h)** operate with, and promote, mutual trust and confidence between Baseball New Zealand, any relevant Regional Baseball Association and its members;
 - (i)** at all times act in the interests of its members and the sport of baseball;
 - (j)** not affiliate to any baseball organisation other than Baseball New Zealand and any relevant Regional Baseball Association.
 - 4.** Each Baseball Club will appoint one (1) delegate annually to represent it at a General Meeting.
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5. Any Baseball Club that wishes to merge or otherwise amalgamate with any other Baseball Club shall notify and consult the board of any relevant Regional Baseball Association (or in the absence of a relevant Regional Baseball Association, the Board) prior to such merger or amalgamation.
 6. Each Baseball Club shall provide to Baseball New Zealand (and any relevant Regional Baseball Association) a copy of its constitution and all amendments to its constitution. The Board may require a club to amend its constitution if it, or any rule within it, is inconsistent or in conflict with this Constitution or any Bylaws or regulations.
 7. Each Baseball Club shall maintain a register of its members in a format determined by the Board. Each club shall provide its register of members, and all details contained within it, to any relevant Regional Baseball Association and Baseball New Zealand as requested from time to time. A relevant Regional Baseball Association will be required to maintain this register of its Baseball Clubs and provide its register of members to Baseball New Zealand from time to time as well.
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