

BASEBALL NEW ZEALAND INCORPORATED

CONSTITUTION

CONTENTS

CLAUSE	PAGE
1. DEFINITIONS AND INTERPRETATION	3
2. NAME	5
3. REGISTERED OFFICE	5
4. OBJECTS	6
5. DUTIES	7
6. POWERS	8
7. MEMBERSHIP	11
8. MEMBERS MEETINGS	13
9. BOARD	15
10. PROCEEDINGS OF THE BOARD	17
11. POWERS AND DUTIES OF THE BOARD	20
12. FINANCIAL AUTHORITY AND RESPONSIBILITY	21
13. AMENDMENTS TO THE CONSTITUTION	22
14. CHIEF EXECUTIVE OFFICER	22
15. DISCIPLINE, DISPUTES & APPEALS	23
16. DISPUTES	23
17. REGULATIONS AND POLICIES	28
18. WINDING UP	28

SCHEDULES:

SCHEDULE 1: REGIONS AND REGIONAL BASEBALL

ASSOCIATIONS SCHEDULE 2: BASEBALL CLUBS

CONSTITUTION

BASEBALL NEW ZEALAND INCORPORATED

1193239

1. DEFINITIONS AND INTERPRETATION

Definitions

1.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022 and any regulations made under the Act or under any Act which replaces it.

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 a meeting of the Members of the Baseball NZ held once per year which, among other things, will receive and consider reports on the Baseball NZ's activities and finances convened and held in accordance with this Constitution.

Association means Baseball New Zealand Incorporated, incorporation number 1193239.

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 the Association and where relevant includes its officers, employees, contractors and agents.

Board means the governing body of Baseball NZ Board as described in this Constitution.

Board member means those people elected and/or 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.

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 the members of Baseball NZ.

Interested Member means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

Interests Register means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

Life Member has the meaning specified in Rule 7.6.

Member means a person who has consented to become a Member of Baseball NZ and has been admitted to Baseball NZ and who has not ceased to be a Member of Baseball NZ as contemplated by Rule 7.

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

Officer means a natural person who is:

- a member of the Board, or
- occupying a position in Baseball NZ that allows them to exercise significant influence over the management or administration of Baseball NZ, including any Chief Executive or Treasurer.

Region means a geographical area in New Zealand set out in Part 1 of Schedule 1.

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

Regulations and Policies means all rules, regulations, Regulations and Policies and policies adopted from time to time by Baseball NZ other than those set out in this Constitution.

Rule means a rule of this Constitution.

SGM means a meeting of the Members of Baseball NZ, other than an Annual General Meeting, called for a specific purpose or purposes convened and held in accordance with this Constitution.

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

Sport Integrity Commission means The Integrity Sport and Recreation Commission (Te Kahu Raunui) constituted under the Integrity Sport and

Recreation Act 2023.

Sports Tribunal means the Sports Tribunal of New Zealand constituted under the Sports Tribunal Act 2006.

Working Days mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

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 including electronic;
- (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 Regulations and Policies, the general statutes, the official baseball rules, and other rules, regulations and decisions of the International Baseball Federation shall be given that meaning in this Constitution.

2. NAME

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

3. REGISTERED OFFICE

3.1 The registered office of Baseball NZ shall be at such location as may be determined by

the Board from time to time.

3.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- (a) at least 5 Working Days before the change of address for the registered office is due to take effect, and
- (b) in a form and as required by the Act.

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 and the persons and sports organisations Baseball NZ represents as a member of baseball's international federation and World Baseball Softball Confederation;
- (c) further the education, entertainment and recreation of all persons (including disabled persons) by encouraging and enabling their participation and involvement in baseball throughout New Zealand without discrimination on the basis of race, colour, religion, age, sex or national origin;
- (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 performance including elite performance in baseball through providing and coordinating sharing of technical information on physical training, equipment design, coaching and performance analysis and also clear development pathways and, at elite level, application of selection criteria;
- (f) encourage and develop the highest standard of umpiring amongst baseball umpires;
- (g) encourage and develop the highest standard of scorekeeping amongst baseball scorekeepers;
- (h) encourage and develop high quality baseball coaches, including professional baseball coaches;
- (i) ensure there is an appropriate governance structure for baseball in New Zealand that is capable of delivering to all Members and such other persons that the Board considers necessary or desirable in order to further the Objects set out in this Constitution;
- (j) seek the improvement of facilities for the enjoyment of baseball in New Zealand;

- (k) encourage and support research, development, and dissemination of information in the areas of sports medicine and sports safety;
- (l) 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, financial gain or benefit of any Member, individual or associated person. Without limiting the foregoing, Baseball NZ must not operate for the purpose of, or with the effect of—

- (a) distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
- (b) having capital that is divided into shares or stock held by its Members; or
- (c) holding, property in which its Members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

For the avoidance of doubt, Baseball NZ will not operate for the financial gain of Members simply by doing any of those things set out in section 24(1) of the Act.

4.4 Baseball NZ is the national member of the World Baseball Softball Confederation for New Zealand. As such, Baseball NZ must, subject to Rule 4.5(b), 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 Regulations and Policies 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 Regulations and Policies and the World Baseball Softball Confederation general statutes or the World Baseball Softball Confederation internal regulations, then this Constitution and the Regulations and Policies shall prevail.

5. POWERS

5.1 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

admit new Members and withdraw, suspend or terminate membership, or impose set penalties for the breach of this Constitution, any Regulations and Policies 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. MEMBERSHIP

6.1 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.

6.2 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.

6.3 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

6.4 Affiliated Baseball Clubs will receive up to six votes. Votes will be awarded as follows:

- (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

6.5 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 save that:

- (a) Baseball NZ shall maintain the minimum number of Members required by the Act.
- (b) Every applicant for membership must consent in writing to becoming a Member.
- (c) An applicant for membership as an Affiliated Baseball Club must complete an application (and ensure that each of its members completes an application including any new members in conjunction with their application for membership of the applicable Affiliated Baseball Club) and provide such data and information as is required, commit to abiding by this Constitution (including as set out in Rules 16.26 and 16.28) and the Regulations and Policies and attend an interview as required by the Board regarding an application for membership and will become a Member on acceptance of that application by the Board.
- (d) The Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision.
- (e) The signed written consent of every Member to become a Member of Baseball NZ shall be retained in Baseball NZ's membership records.
- (f) Every Member shall provide Baseball NZ in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise Baseball NZ in writing of any changes to those details.
- (g) All Members shall promote the interests and purposes of Baseball NZ and shall do nothing to bring Baseball NZ into disrepute.

- (h) A Baseball Club shall be established and operate in New Zealand in accordance with the rules set out in Schedule 2.
- (i) A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Baseball NZ's premises, facilities, equipment and other property, and participating in Baseball NZ activities) if all subscriptions and any other fees have been paid to Baseball NZ by their respective due dates, but no Member or Life Member is liable for an obligation of Baseball NZ by reason only of being a Member.
- (j) Any Member that is a body corporate shall provide the Board, in writing, with the name and contact details of the person who is the organisation's authorised delegate, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
- (k) The Board may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise

6.6 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.

6.7 The Board shall keep an up-to-date Register of Members as required by section 79 of the Act.

6.8 For each Member, the information contained in the Register of Members shall include:

- (a) their name;

- (b) the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- (c) their contact details, including —
 - (i) a physical address or an electronic address,
 - (ii) a telephone number,
 - (iii) postal address and/or email address (if any)
 - (iv) occupation
- (d) whether the Member is financial or unfinancial.

6.9 Every Member shall promptly advise Baseball NZ of any change of the Member's contact details.

7. MEMBER'S MEETINGS

7.1 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 the earlier of the following:

- (a) 6 months after the balance date of Baseball NZ; and
- (b) 15 months after the previous AGM.

7.2 The business of an Annual General Meeting shall be to—

- (a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
- (b) adopt the annual report on the operations and affairs of Baseball NZ;
- (c) adopt the Board's report on the finances of Baseball NZ, and the annual financial statements;
- (d) set any subscriptions for the current financial year;
- (e) consider any motions of which prior notice has been given to Members with notice of the Meeting,
- (f) attend to the election to the Board of members as contemplated by Rule 9.3; and
- (g) consider any general business.

7.3 The Board must, at each Annual General Meeting, present the following information—

- (a) an annual report on the operation and affairs of Baseball NZ during the most recently completed accounting period;
- (b) the annual financial statements for that period; and
- (c) notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

- 7.4 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.
- 7.5 General Meetings shall be held not more than 30 days after the day on which the Board calls for General Meeting or, in the case of an SGM, the day on which the requisition was received by the Board, as the case may be.
- 7.6 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.
- 7.7 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.
- 7.8 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.
- 7.9 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.
- 7.10 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.
- 7.11 Baseball NZ may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75 percent of the Members who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).
- 7.12 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- 7.13 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another member of the Board to chair that meeting.

7.14 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.

7.15 Any person chairing a General Meeting may:

(a) with the consent of a simple majority of Members present at any General Meeting and who are entitled to vote adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and

(c) in the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

7.16 The Society must keep minutes of all General Meetings.

8. BOARD

8.1 From the end of each Annual General Meeting until the end of the next, Baseball NZ shall be managed by, or under the direction or supervision of, the Board, in accordance with the Act, any Regulations made under that Act, and this Constitution. 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, electing one of their number as chairperson, or any other items which may arise from time to time which require a decision to be made by the Board.

8.2 The Board has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of Baseball NZ, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

8.3 The Board shall consist of nine (9) members, four (4) of whom shall be independent members and who shall be 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 shall be elected by the Members who are entitled to vote and must be Members and may be delegates of Affiliated Baseball Clubs. The Board shall comprise of the following roles:

(a) the Chairperson;

(b) the Secretary;

(c) the Treasurer; and

(d) such other Members as Baseball NZ shall decide from time to time,

each person in such role being an "Officer".

8.4 Every Officer must be a natural person who:

- (a) has consented in writing to be an officer of Baseball NZ; and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

8.5 All nine Board members shall each have one (1) vote.

8.6 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.

8.7 Each Board member shall take office immediately upon election or appointment and, subject to Rule 9.13 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.

8.8 Members who are entitled to vote 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 9.8. The following conditions must be satisfied:

- (a) Baseball NZ shall send every Member who is entitled to vote a list of the names of all of the candidates at least 7 days prior to the AGM;
- (b) every Member who is entitled to vote may exercise its votes, calculated in accordance with the formula in Rule 7.4 at the AGM;
- (c) Members who are entitled to vote may not split their votes.

8.9 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.

8.10 A 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.

8.11 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.

8.12 At the first Board meeting following the AGM the Board shall elect a Chairperson from their number.

8.13 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;
- (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;
- (d) is disqualified under section 47(3) of the Act from being appointed or holding office as an Officer; or
- (e) dies or becomes mentally incapable as defined in the Protection of Personal and Property Rights Act 1988.

8.14 If a Board member retires or ceases to be a Board Member pursuant to Rule 9.13, 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.

8.15 Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of baseball NZ held by such former Officer.

9. PROCEEDINGS OF THE BOARD

Notices

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

Irregularity in Notice

9.2 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

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

Method of Meeting

9.4 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.

Quorum

9.5 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

9.6 All Board members have one vote. The Chairperson shall have a deliberative and a casting vote at Board Meetings, 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

9.7 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 at Board Meetings.

Counting of Votes

9.8 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

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

Resolution in Writing

9.10 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

9.11 An Officer who is an Interested Member in respect of any matter being considered by Baseball NZ, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

- (a) to the Board, and
- (b) in an Interests Register kept up to date by the Board including for registering and managing any actual or potential conflicts of interest of Board members.

9.12 Disclosure must be made as soon as practicable after the Officer or becomes aware that they are an Interested Member.

9.13 An Officer who is an Interested Member regarding a matter—

- (a) must not vote or take part in the decision of the Board and relating to the matter unless all members of the Board who are not interested in the matter consent; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the matter unless all members of the Board who are not interested in the matter consent; but
- (c) may take part in any discussion of the Board and relating to the matter and be present at the time of the decision of the Board (unless the Board decides otherwise).

9.14 However, an Officer who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

9.15 Where 50 per cent or more of Officers are prevented from voting on a matter because they are Interested Members, a Special General Meeting must be called to consider and determine the matter, unless all non-interested Officers agree otherwise.

10. POWERS AND DUTIES OF THE BOARD

Powers

10.1 Subject to this Constitution, the Board has following powers as well as those expressly provided elsewhere in this Constitution:

- (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

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) **Regulations and Policies:** to make, repeal, and amend the Regulations and Policies in accordance with rule 16, and any policies and procedures as it sees fit, provided that such Regulations and Policies, 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 Regulations and Policies, or to delegate such power to a disciplinary committee, appropriate International Baseball Federation bodies or the Sports Tribunal or the Sport Integrity Commission;
- (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

10.2 The duties of each Board member are to:

- (a) at all times act in good faith and in what he or she believes to be in the best interests of Baseball NZ;
- (b) exercise the powers of the Board for proper purposes;
- (c) ensure he or she does not act, or agree to Baseball NZ acting, in a manner that contravenes the Act or this Constitution or its

Regulations and Policies;

- (d) exercise the care, diligence and skill that a reasonable Board member would exercise in the same circumstances taking into account, but without limitation:
 - (i) the nature of Baseball NZ;
 - (ii) the nature of the decision; and
 - (iii) the position of the Officer and the nature of the responsibilities undertaken by him or her;
- (e) not agree to the activities of Baseball NZ being carried on in a manner likely to create a substantial risk of serious loss to Baseball NZ or to Baseball NZ's creditors, or cause or allow the activities of Baseball NZ to be carried on in a manner likely to create a substantial risk of serious loss to Baseball NZ or to Baseball NZ's creditors;
- (f) must not agree to Baseball NZ incurring an obligation unless he or she believes at that time on reasonable grounds that Baseball NZ will be able to perform the obligation when it is required to do so;
- (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

10.3 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 in their view best achieve the Objects; and
- (b) in such a manner as it deems expedient.

Saving

10.4 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

10.5 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

10.6 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

10.7 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.

11. FINANCIAL AUTHORITY AND RESPONSIBILITY

11.1 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.

11.2 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).

11.3 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.

11.4 The Treasurer, duly appointed by the Board shall:

(a) have custody of the Common Seal;

(b) keep proper accounting records of the Baseball NZ's financial

transactions to allow the Baseball NZ's financial position to be readily ascertained;

- (c) prepare financial statements annually for presentation at each AGM;
- (d) provide a financial report at each AGM;
- (e) provide financial information to the Board or as the Board determines.

11.5 The Board must ensure that there are kept at all times accounting records that:

- (a) correctly record the transactions of Baseball NZ;
- (b) allow Baseball NZ to produce financial statements that comply with the requirements of the Act, and
- (c) would enable the financial statements to be readily and properly audited (if required under any legislation or Baseball NZ's Constitution).

11.6 The Board must establish and maintain a satisfactory system of control of Baseball NZ's accounting records.

11.7 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form and the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of Baseball NZ.

11.8 Baseball NZ's financial year shall commence on 1 April of each year and end on 31 March (the latter date being Baseball NZ's balance date).

12. AMENDMENTS TO THE CONSTITUTION

12.1 The Board may determine from time to time whether a proposed amendment to this Constitution should be submitted to a General Meeting.

12.2 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.

12.3 At least 10 Working Days before the General Meeting at which any amendment is to be considered the Board shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.

12.4 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.

12.5 No addition or alteration of the non-profit aims, personal benefit Rule or the winding up Rule shall be made which affect the tax exempt status. The provisions and effect of this Rule shall not be removed from this Constitution and shall be included and implied into any Constitution replacing this Constitution.

12.6 For the avoidance of doubt, no addition to deletion from or alteration of this Constitution shall be made which would allow personal financial gain to any individuals. The provisions and effect of this Rule 13.7 shall be included in any amendment of this Constitution.

12.7 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

13. CHIEF EXECUTIVE OFFICER

13.1 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.

13.2 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 Regulations and Policies, policies and procedures of Baseball NZ and within such limitations as may be imposed by the Board.

13.3 The Chief Executive Officer shall attend all Board meetings unless otherwise required by the Board, but shall have no voting rights.

14. CONTACT PERSON

14.1 Baseball NZ shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

14.2 Baseball NZ's contact person must be:

- (a) at least 18 years of age, and
- (b) ordinarily resident in New Zealand.

14.3 A contact person can be appointed by the Board or elected by the Members at a General Meeting.

14.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- (a) a physical address or an electronic address, and
- (b) a telephone number.

14.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or Baseball NZ becoming aware of the change.

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 Regulations and Policies.

Disputes between Board and Members

15.2 Unless otherwise specified in this Constitution or the Regulations and Policies, 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
- (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 or the Sport Integrity Commission (as applicable depending 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 or the Sport Integrity Commission as the case may be.

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

16. DISPUTE RESOLUTION**Meanings of dispute and complaint**

16.1 A dispute is a disagreement or conflict involving Baseball NZ and/or its Members in relation to specific allegations set out below.

16.2 The disagreement or conflict may be between any of the following persons—

- (a) 2 or more Members
- (b) 1 or more Members and Baseball NZ
- (c) 1 or more Members and 1 or more Officers
- (d) 2 or more Officers

(e) 1 or more Officers and Baseball NZ

(f) 1 or more Members or Officers and Baseball NZ.

16.3 The disagreement or conflict relates to any of the following allegations:

(a) a Member or an Officer has engaged in misconduct

(b) a Member or an Officer has breached, or is likely to breach, a duty under Baseball NZ's Constitution or Regulations and Policies or the Act

(c) Baseball NZ has breached, or is likely to breach, a duty under Baseball NZ Constitution or Regulations and Policies or the Act

(d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

(e) A Member or an Officer may make a complaint by giving to the Board (or a complaints subcommittee) a notice in writing that—

(i) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with Baseball NZ's Constitution; and

(ii) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and

(iii) sets out any other information or allegations reasonably required by Baseball NZ.

16.4 Baseball NZ may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:

(a) states that the Baseball NZ is starting a procedure for resolving a dispute in accordance with the Baseball NZ Constitution; and

(b) sets out the allegation to which the dispute relates.

16.5 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

16.6 A complaint may be made in any other reasonable manner permitted by the Baseball NZ Constitution.

16.7 All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to Baseball NZ's activities.

16.8 The complainant raising a dispute, and the Board, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How complaint is made

16.9 A Member or an Officer may make a complaint by giving to the Board (or a complaints subcommittee) a notice in writing that:

- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with Baseball NZ's Constitution; and
- (b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- (c) sets out any other information reasonably required by Baseball NZ.

16.10 Baseball NZ may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that:

- (a) states that Baseball NZ is starting a procedure for resolving a dispute in accordance with Baseball NZ's Constitution; and
- (b) sets out the allegation to which the dispute relates.

16.11 The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

16.12 A complaint may be made in any other reasonable manner permitted by the Baseball NZ's Constitution.

Person who makes complaint has right to be heard

16.13 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

16.14 If Baseball NZ makes a complaint:

- (a) Baseball NZ has a right to be heard before the complaint is resolved or any outcome is determined; and
- (b) an Officer may exercise that right on behalf of Baseball NZ.

16.15 Without limiting the manner in which the Member, Officer, or Baseball NZ may be given the right to be heard, they must be taken to have been given the right if— they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- (a) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (b) an oral hearing (if any) is held before the decision maker; and
- (c) the Member's, Officer's, or Baseball NZ's written or verbal statement or submissions (if any) are considered by the decision

Person who is subject of complaint has right to be heard

16.16 This Rule applies if a complaint involves an allegation that a Member, an Officer, or Baseball NZ (the 'respondent'):

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the Baseball NZ's Constitution or Regulations and Policies or this Act; or
- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

16.17 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

16.18 If the respondent is the Baseball NZ, an Officer may exercise the right on behalf of the Baseball NZ.

16.19 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

16.20 Baseball NZ must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

16.21 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

Baseball NZ may decide not to proceed further with complaint

16.22 Despite the 'Investigating and determining dispute' rule above, Baseball NZ may decide not to proceed further with a complaint if:

- (a) the complaint is considered to be trivial; or
- (b) the complaint does not appear to disclose or involve any allegation

of the following kind:

- (c) that a Member or an Officer has engaged in material misconduct;
- (d) that a Member, an Officer, or Baseball NZ has materially breached, or is likely to materially breach, a duty under Baseball NZ's Constitution or Regulations and Policies or the Act;
- (e) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- (f) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (g) the person who makes the complaint has an insignificant interest in the matter; or
- (h) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (i) there has been an undue delay in making the complaint.

Baseball NZ may refer complaint

16.23 Baseball NZ may refer a complaint to:

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

16.24 Baseball NZ may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

16.25 A person may not act as a decision maker in relation to a complaint if 2 or more members of the Board or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

Anti-Doping

16.26 Baseball NZ adopts the Sports Anti-Doping Rules (SADR) of the Sport Integrity Commission, pursuant to the Integrity Sport and Recreation Act 2023 as its Rules and Regulations on the subject of anti-doping and agrees to be bound by SADR. All Members:

- (a) agree to the application of SADR; and
- (b) must require in their constitutions that their members agree to the

application of SADR.

16.27 In this Rule 16, the expression “Integrity Code” means an integrity code issued from time to time by the Sport Integrity Commission under section 19 of the Integrity Sport and Recreation Act 2023.

16.28 If Baseball NZ adopts an Integrity Code, the Members are bound by the Integrity Code and, in respect of Members that are society's, must include in their constitution that if Baseball NZ adopts an Integrity Code such members agree to the application of the Integrity Code to them and agree to be bound by it and must require that its members include a similar clause in their constitutions.

Sports Tribunal and Sport Integrity Commission

16.29 Baseball NZ recognises the Sports Tribunal and the Sport Integrity Commission as the appropriate forums to resolve certain sports related matters set out in the rules of the Tribunal or Commission as the case may be. If specified in this Constitution and/or the Regulations and Policies, matters which are within the jurisdiction of the Sports Tribunal or the Sport Integrity Commission shall be referred to the relevant body including, without limitation, anti-doping violations arising out of any applicable Regulations and Policies on anti-doping, appeals against selection or non-selection to a national team selected by Baseball NZ, and any other sports-related matters.

17. REGULATIONS AND POLICIES

17.1 The Board may adopt, repeal and amend such Regulations and Policies as it thinks appropriate to further the Objects, provided that such Regulations and Policies are not inconsistent with this Constitution and the laws of New Zealand.

17.2 To the extent of any inconsistency between any Regulations and Policies and this Constitution, this Constitution shall prevail.

18. WINDING UP/REMOVAL

18.1 Baseball NZ may be liquidated or may be removed from the Register of Incorporated Societies in each case in accordance with the provisions of Part 5 of the Act.

18.2 The Board shall give 30 Working Days written Notice to all Members of the proposed resolution to put Baseball NZ into liquidation or removal from the Register as the case may be.

18.3 The Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

18.4 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 or removed 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 not-for-profit 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;

- (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 Regulations and Policies 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.

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.

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 Regulations and Policies 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.