



DANDENONG BASEBALL ASSOCIATION INCORPORATED

RULES OF ASSOCIATION

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DANDENONG BASEBALL ASSOCIATION INCORPORATED

RULES OF ASSOCIATION

PART 1 - PRELIMINARY

1. Name

The name of the incorporated association is the "Dandenong Baseball Association Incorporated".

2. Purposes

The purposes of the association are:

- (1) To encourage and promote the game of baseball;
- (2) To conduct, control and administer baseball and variations of competitions and matches between members, and competitions and matches involving members or representative teams of the Association and any other body which the Association is directly or indirectly affiliated with or a member of;
- (3) To encourage, hold, join in, and contribute to the promotion of other sporting activities and social interaction involving members;
- (4) To control and administer exhibitions, other sporting activities and social interaction held under the auspices of the Association; and
- (5) To affiliate with, liaise with, establish, promote, or assist in the establishment of, any other body whose purposes are similar to those of the Association, or which may be reasonably considered to be beneficial to the Association, its members, or the cause of baseball.

3. Financial Year

The financial year of the association is each period of 12 months ending on 31 October.

4. Association Colours

The colours of the Association shall be red and black.

5. Definitions

In these Rules and the By-laws, unless the contrary intention appears:

absolute majority of the Board, means a majority of the officers currently holding office and entitled to vote at the time (as distinct from a majority of officers present at a Board meeting);

Act means the *Associations Incorporation Reform Act 2012* (Vic) or any other act under which the Association may be incorporated from time to time;

associate member means a member referred to in sub-rule 8(b);

Association means the Dandenong Baseball Association Incorporated;

baseball means the game as played under the official rules of baseball as adopted by the Australian Baseball Federation and modified in the By-laws to these Rules;

Board means the Board of Management of the Association as specified in Part 5 of these Rules;

By-law means any By-law, policy, code or competition rule made in accordance with rule 45;

competition means a baseball competition under the control of the Association;



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delegate means the natural person elected or appointed proxy by an ordinary member or associate member to represent it at any meeting of the Association;

financial year means the means the 12 month period specified in rule 3;

general meeting means a means a general meeting of the members of the Association convened in accordance with Part 4 of these Rules;

honorary member means a member referred to in sub-rule 8(e);

life member means a member referred to in sub-rule 8(c);

member means a member under Part 3 of these Rules;

member eligible to vote means means a member who under sub-rule 15(2) is entitled to vote at a general meeting;

officer means a person elected or appointed to the Board in accordance with rule 51 or rule 54;

official means any administrator, coach, umpire, team manager, scorer, statistician or other person who has been appointed an official of the Association;

ordinary member means a member referred to in sub-rule 8(a);

patron means a member referred to in sub-rule 8(d);

player means any person who is registered as a player with an ordinary member or associate member;

present means present at the meeting either in person, or by delegate, or by proxy appointed under rule 32, or by the use of technology in accordance with rules 33 and 59;

purposes means the purposes of the Association set out in rule 2;

Registrar means the Registrar of Incorporated Associations;

Regulation means a Regulation made under the Act;

Rules means the Rules of Association of the Association;

special business means business that may only be resolved by a special resolution;

special resolution means a special resolution of the members passed at a general meeting of the Association in accordance with the Act;

sub-committee means a sub-committee appointed under rule 42;

PART 2 - POWERS

6. Powers

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (1), the Association may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and



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- (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

7. Not-for-profit Organisation

- (1) The Association is a not-for-profit organisation and may not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-rule (1) does not prevent the Association from:
 - (a) reimbursing expenses properly incurred by the member; or
 - (b) paying for goods or services provided by the member;providing the payment is done in good faith on terms no more favourable than if the member was not a member.

PART 3 – MEMBERS

Division 1 - Membership

8. Members

The members of the Association shall comprise:

- (a) **ordinary members**, being those clubs admitted to membership under rules 9 and 11;
- (b) **associate members**, being those clubs admitted to membership under rules 10 and 11;
- (c) **life members**, being those persons elected to membership under sub-rule 12(a);
- (d) **patrons**, those persons elevated in membership under sub-rule 12(2);
- (e) **honorary members**, being those persons appointed as members under rule 13; and
- (f) **officers of the Association**, being those persons referred to in rule 43.

9. Ordinary Members

- (1) Any incorporated not-for-profit club in the State of Victoria that desires to enter all of its winter baseball teams in competitions under the control of the Association may apply for membership as an ordinary member of the Association.
- (2) Notwithstanding sub-rule (1), a club will not be denied membership solely because it enters a winter team in the competition of another baseball association where the Association does not have an equivalent competition.
- (3) The application must be lodged in writing with the Secretary (or such other person as prescribed by the Board from time to time).
- (4) The application:
 - (a) must state that the applicant club:
 - (i) wishes to become an ordinary member of the Association; and
 - (ii) is an incorporated not-for-profit club; and
 - (iii) supports the purposes of the Association; and
 - (iv) agrees to comply with the Association's Rules; and



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- (b) must be signed by the secretary of the applicant club; and
- (c) include a copy of the applicant's rules of association; and
- (d) include details of the applicant's home ground and the facilities available there; and
- (e) be accompanied by a declaration that the applicant is solvent.

10. Associate Members

- (1) Any incorporated not-for-profit club in the State of Victoria that desires to enter baseball teams in competitions under the control of the Association, but is not eligible to be an ordinary member under rule 9, may apply for membership as an associate member of the Association.
- (2) The application must be lodged in writing with the Secretary (or such other person as prescribed by the Board from time to time).
- (3) The application:
 - (a) must state that the applicant club:
 - (i) wishes to become an associate member of the Association; and
 - (ii) is an incorporated not-for-profit club; and
 - (iii) supports the purposes of the Association; and
 - (iv) agrees to comply with the Association's Rules; and
 - (b) must be signed by the secretary of the applicant club; and
 - (c) include a copy of the applicant's rules of association; and
 - (d) include details of the applicant's home ground and the facilities available there; and
 - (e) be accompanied by a declaration that the applicant is solvent.

11. Consideration of Membership Application

- (1) The Association may resolve to accept or reject an application for ordinary membership or associate membership without providing any reason for such acceptance or rejection.
- (2) Where the Association accepts an application, the applicant shall become a member or associate member as appropriate. Membership of the Association shall be deemed to commence upon acceptance of the application by the Association and payment of the annual membership fee. The Secretary shall amend the Register of Members accordingly upon receipt of the annual membership fee.
- (3) Where the Association rejects an application, all amounts forwarded with the application shall be refunded and the application shall be deemed rejected by the Association.

12. Life Members and Patrons

- (1) Life Members

Notwithstanding anything else contained in these Rules:

 - (a) Where the Board unanimously resolves that a natural person has given service to the Association and/or the game of baseball over a period of not less than ten years and which warrants special recognition, it shall cause a citation to be prepared and



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forwarded to each member entitled to vote. At the next ensuing annual general meeting it shall be in order for a motion to be moved without notice that the person referred to in the citation be elected a life member. When not less than two-thirds of the members entitled to vote present vote approving the resolution the person shall be elected a life member.

- (b) Life members of the antecedent unincorporated association known as the "Dandenong Baseball Association" shall be life members of the Association.

(2) Patrons

Notwithstanding anything else contained in these Rules:

- (a) Where the Board unanimously resolves that a life member has continued to give service to the Association and/or the game of baseball for a further period of not less than ten years and which warrants additional special recognition, it shall cause a citation to be prepared and forwarded to each member entitled to vote. At the next ensuing annual general meeting it shall be in order for a motion to be moved without notice that the life member referred to in the citation be elected a patron. When not less than two-thirds of the members entitled to vote present vote approving the resolution the life member shall be elected a patron.
- (b) Trustees of the antecedent unincorporated association and known as the "Dandenong Baseball Association" shall be patrons of the Association, as shall trustees of the Association prior to these amendments.

- (3) Life members and patrons are exempt from membership fees.

13. Honorary Members

Notwithstanding anything contained in these Rules:

- (1) Where the Board unanimously resolves that a person, who is not otherwise a member of the Association, is providing valuable service to the Association that warrants recognition, it may resolve to appoint that person an honorary member for a period not exceeding the end of the annual general meeting after they were appointed.
- (2) Honorary members are exempt from membership fees.

14. Obligations of Membership

- (1) Members acknowledge and agree that, they will:
 - (a) generally, have regard to the purposes of the Association;
 - (b) do all that is reasonably necessary to enable the purposes of the Association to be achieved;
 - (c) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and the sport of baseball, its interests standards quality and reputations, for the collective mutual benefit of the members and the sport of baseball;
 - (d) at all times operate with and promote, mutual trust and confidence between the Association and the members in pursuit of these purposes;



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- (e) be and remain solvent; and
 - (f) abide by these Rules and the By-laws.
- (2) Ordinary members and associate members further agree that, they will:
- (a) be and remain incorporated;
 - (b) elect or appoint a delegate to represent it at general meetings of the Association;
 - (c) provide the Association with such information as the Association may reasonably request including copies of their financial reports and statements, annual report and other associated documents within thirty (30) days of such request; and
 - (d) apply their property and capacity solely in pursuit of their own purposes and/or the purposes of the Association and the sport of baseball.

15. General Rights of Members

- (1) A member of the Association who is entitled to vote has the right:
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) as provided in rule 68, have reasonable access to the register of members, minutes of general meetings, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- (2) A member is entitled to vote if:
- (a) the member is a member other than an associate member or honorary member; and
 - (b) more than ten (10) business days have passed since they became a member of the Association; and
 - (c) their membership rights are not suspended for any reason.

16. Subscriptions, Fees, Levies and Fines

- (1) The amounts of the annual membership subscriptions, fees, levies and fines of the Association, and the time and manner of their payment shall be determined by the Board from time to time.
- (2) Any member who has not paid all amounts due and payable by them shall, subject to the Board's discretion, have all rights under these Rules suspended from the expiry of the time prescribed for payment of those monies. Such suspension of rights shall remain until such time as the monies are fully paid or otherwise at the Board's discretion.
- (3) A member may not resign from the Association until it has paid all monies due and payable to the Association.

17. Register of Members

- (1) The Secretary shall keep and maintain a Register of Members.



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- (2) The Register must contain the following information about each Member:
 - (a) their name and address;
 - (b) their category of membership;
 - (c) their date of admission; and
 - (d) in the case of an ordinary member or associate member the number of senior baseball teams entered in all Association competitions during the current financial year.
- (3) The date on which a member ceases to be a member must be entered in the Register within fourteen (14) days after that date.
- (4) The Register shall be available for inspection by members at the address of the Secretary.

18. Resignation of Members

- (1) A member who has paid all monies due and payable by them to the Association may resign from the Association by first giving one (1) calendar month's notice of their intention to resign in writing to the Secretary.
- (2) Upon the expiration of the notice given under sub-rule (1) the member shall cease to be a member, and the Secretary shall record that fact as per sub-rule 17(3).

Division 2 – Discipline of Members

19. Disciplinary Action

- (1) If the Board or a general meeting determines that a member has:
 - (a) failed to comply with the Association's Rules or By-laws; or
 - (b) refuses to support the purposes of the Association; or
 - (c) been guilty of conduct unbecoming a member or prejudicial to the interest of the Association or the game of baseball;it may by resolution, provisionally:
 - (i) expel them from the Association: or
 - (ii) suspend them from membership for a specified period; and/or
 - (iii) fine them; and/or
 - (iv) enforce the action recommended in the By-laws; and/or
 - (v) undertake such other action as the Board deems appropriate.

20. Notice to Member

- (1) Where the Board passes the resolution under rule 19, and it does not relate solely to a fine or suspension specified in the By-laws, the Secretary must cause to be served on the member a notice in writing:
 - (a) setting out the Board's resolution and the grounds on which it is based; and
 - (b) stating that they may appeal the Board's decision at a general meeting of members, by lodging a notice in writing containing the grounds for appeal with the Secretary within fourteen (14) days of receiving the notice of the Boards resolution.
 - (c) stating that if they exercise their right of appeal:



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- (i) a general meeting to be held no earlier than one (1) calendar month or later than two (2) calendar months after the service of the notice will be called to consider the appeal, and the resolution will not take effect unless that meeting confirms the resolution in accordance with rule 21;
 - (ii) they will be invited to attend the meeting personally or by their club Delegate; and
 - (iii) enclosing a copy of the procedures for the hearing the appeal; and
 - (d) stating that should they not exercise their right of appeal, the Board's resolution will take effect on the expiry of fourteen (14) days after the date the resolution was passed.
- (2) Where a general meeting passes the resolution under rule 19, and it does not relate solely to a fine or suspension specified in the By-laws, the Secretary must cause to be served on the member a notice in writing:
- (a) setting out the resolution and the grounds on which it is based;
 - (b) stating that:
 - (i) if they were not present when the resolution was passed, they may appeal the decision at another general meeting, by lodging a notice in writing containing the grounds for appeal with the Secretary within fourteen (14) days of receiving the notice of the resolution; or
 - (ii) if they were present when the resolution was passed, the decision was final and effective from the date of the resolution.

21. Procedure for Appeal

- (1) The Secretary shall include copies of the disciplinary resolution sent and appeal notice received specified in rule 20 with the agenda for the general meeting at which the appeal is to be heard.
- (2) Notwithstanding anything contained in rules 27, 28 and 31, at the general meeting at which the appeal is to be held:
 - (a) the only item of business shall be the question of the appeal;
 - (b) the chairperson shall read the notices distributed in accordance with sub-rule (1) to the meeting;
 - (c) the Secretary and member or their delegate shall be given reasonable and equitable opportunity to be heard; and
 - (d) The members eligible to vote present at the meeting shall vote by secret ballot on the question whether the disciplinary resolution should be confirmed or revoked.
- (3) If at the general meeting at which the appeal is heard:
 - (a) two-thirds or more of the members eligible to vote present at the meeting, vote to confirm the disciplinary resolution, the resolution is confirmed and effective immediately; and
 - (b) in any other case, the resolution is revoked.



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Division 3 - Grievance by a Member

22. Application

- (1) The grievance procedures in this Division apply to disputes under these Rules:
 - (a) between a member and another member;
 - (b) between a member and the Association.
- (2) Grievance procedures may not be initiated in relation to a dispute regarding disciplinary action carried out in accordance with rule 19 unless the right to appeal the action provided by rule 21 has been completed.

23. Parties Must Attempt to Resolve the Dispute

The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.

24. Appointment of Mediator

Where the dispute remains unresolved after the period specified in rule 23, the parties must immediately notify the Board of the dispute. Then, unless either of the parties requests that an independent mediator be appointed to mediate on the dispute, the Board will proceed as follows:

- (1) where the dispute is between members, none of whom is an officer, the Board will act as mediator; or
- (2) where the dispute is between one or more members and one or more officers, and it relates to a matter involving the officers' application of the Rules or By-laws or the rules of baseball, the Board (excluding those officers) will act as mediator; or
- (3) where the dispute is between one or more members and the Board, and it relates to a matter involving the Board's application of the rules of baseball, the matter must be referred to Baseball Victoria who will act as mediator in the dispute; or
- (4) in all other disputes the matter must be referred to an independent mediator appointed by the Board.

The Board may appoint another member or former member of the Association as mediator, providing it is a person who:

- (1) has no personal interest in the dispute; or
- (2) is not biased in favour of or against any party to the dispute.

25. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must:
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.



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26. Failure to Resolve Dispute by Mediation

Should the procedures set out in rules 23, 24 and 25 fail to resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 - GENERAL MEETINGS

27. Annual General Meeting

- (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held at such place and on such day on or before 31st March each year as the Board determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Board and consider an Annual Report containing at least:
 - (i) the Presidents Report;
 - (ii) a financial statement prepared so as to comply with Part 7 of the Act;
 - (iii) final competition ladders and details of the finals series of, and awards presented to members and players in the preceding season;
 - (c) to elect the officers of the Association; and
 - (d) appoint an Auditor of the Association for the financial year.
- (5) The annual general meeting may transact special business of which notice has been given in accordance with the Act and these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings held in the same year.

28. Ordinary General Meetings

- (1) The Association shall convene at least 4 ordinary general meetings of its members in each calendar year, one of which shall be held immediately following the annual general meeting.
- (2) The ordinary general meetings shall be specified as such in the notice convening them.
- (3) An ordinary general meeting may not transact special business.
- (4) An ordinary general meeting called to consider business raised in accordance with rules 21 and 53, may not consider any other business.
- (5) Otherwise, the business of the ordinary general meetings shall be, in order:
 - (a) to confirm the minutes of the last preceding ordinary general meeting;
 - (b) to receive and consider correspondence;
 - (c) to receive the Treasurer's report;
 - (d) to receive the Secretary's report;



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- (e) to receive from the Board reports upon the business affairs and transactions of the Association since the last ordinary general meeting,
- (f) to receive and consider reports of sub-committees (if any), and
- (g) to consider motions related to By-laws distributed to members with the agenda for the meeting, and
- (h) to raise, discuss and consider other matters relating to the rules of baseball, competition rules, and By-laws as the meeting resolves to accept for consideration, and
- (i) to fix the date time and place for the next ordinary general meeting.

29. Special General Meetings

All general meetings other than the annual general meeting and ordinary general meetings shall be called special general meetings.

30. Convening a Special General Meeting

- (1) The Board may, whenever it thinks fit, convene a special general meeting to consider special business and, where but for this sub-rule more than fifteen (15) months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Board shall, on the receipt of a request in writing of members eligible to vote and representing not less than 25% of the number of votes able to be cast by members eligible to vote on the matter(s) to be raised at the meeting, convene a special general meeting of the Association to be held within one (1) calendar month after the date on which the request is received at the address of the Secretary.
- (3) The request for a special general meeting shall state the purposes of the meeting and shall be signed by the members making the requisition.
- (4) If the Board does not cause a special general meeting to be held within one (1) calendar month after the date on which the requisition is received by the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than three (3) calendar months after that date.
- (5) A special general meeting convened by members pursuant to these Rules shall be convened in the same manner as nearly possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded to the members incurring the expenses.

31. Notice of General Meetings

- (1) In the case of a special general meeting, or an annual general meeting considering special business, the Secretary shall at least twenty one (21) days before the date fixed for holding the meeting cause to be sent to each member at their nominated postal or email address appearing in the Register of Members, a notice stating the place, date and time of the meeting and the special business to be transacted at the meeting.



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- (2) In the case of a general meeting not considering special business, the Secretary shall at least fourteen (14) days before the date fixed for holding a general meeting cause to be sent to each member at their nominated postal or email address appearing in the Register of Members, a notice stating the place, date and time of the meeting and the business to be transacted at the meeting.
- (3) A member desiring to bring any business before a general meeting shall give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice from the member.
- (4) The Secretary shall cause to be sent to the Auditor, at their nominated postal or email address, a copy of each notice sent to members under sub-rules (1) and (2) under the same terms as provided in those sub-rules.

32. Proxies

- (1) A member entitled to vote may appoint another member or a delegate as their proxy to vote and speak on their behalf at a general meeting.
- (2) The appointment of a proxy must be in writing and signed by the member entitled to vote making the appointment. Regardless of whether the Board has specified a format for the appointment of a proxy or not, a member entitled to vote may use another written format as long as it clearly identifies the person appointed as the member's proxy and it is signed by the member and their proxy.
- (3) If the appointment of a proxy does not give specific directions as to how the proxy is to vote, then the proxy may exercise their vote as they see fit.
- (4) The notice appointing a proxy delivered by hand must be given to the chairperson of the meeting before the commencement of the meeting.
- (5) A notice appointing a proxy sent by post or electronically is of no effect unless it is received by the Secretary no later than 24 hours before the commencement of the meeting.

33. Use of Technology

- (1) A member entitled to vote not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member entitled to vote participating in a general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if that member votes at the meeting, is taken to have voted in person.

34. Chairperson for General Meetings

- (1) The President or in his absence the Vice-President shall preside as chairperson at each general meeting of the Association.



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- (2) If the President and Vice-President are absent from a general meeting, the members eligible to vote present personally or by proxy shall elect one of their number to preside as chairperson of the meeting.

35. Quorum at General Meetings

The quorum for a general meeting is:

- (1) for a special general meeting, or annual general meeting considering a special resolution, members eligible to vote present and representing not less than 75% of the number of members eligible to vote; or
- (2) for an annual general meeting not considering a special resolution, members eligible to vote present and representing not less than 50% of the number of members eligible to vote; or
- (3) for an ordinary general meeting, members present and representing not less than 25% of the number of senior baseball teams registered with the Association.
- (4) If a quorum is not present within thirty (30) minutes after the notified commencement time of the meeting:
 - (a) and the meeting was convened by, or at the request of, members under rule 30, the meeting is dissolved, the business that was to have been considered at the meeting is taken to have been dealt with. Should the members wish to have the business reconsidered they must make a new request under rule 30; or
 - (b) and the meeting was a meeting at which a special resolution was to be considered, the meeting must be adjourned to a date not less than twenty-one (21) days, and not more than twenty-eight (28) days, after the adjournment; or
 - (c) and the meeting was not a meeting convened under sub-rule (4)(a) or (4)(b):
 - (i) the meeting must be adjourned to a date not more than twenty-one (21) days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.

36. Adjournment of General Meetings

The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place.

37. Proceedings at Adjourned General Meetings

- (1) If a quorum is not present within thirty (30) minutes after the notified commencement time of a general meeting adjourned to under sub-rule 35(4) or rule 36:
 - (a) and the meeting was called to consider a special resolution, the meeting is abandoned and the Board shall pursue the matter as otherwise available under the Act; and
 - (b) if the members entitled to vote present at the adjourned meeting represent not less than 10% of the number of votes able to be cast by members eligible to vote, the meeting



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may proceed with the business left unfinished at the adjourned meeting as if a quorum were present, otherwise the meeting shall be abandoned.

- (2) No business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

38. Voting at General Meetings

- (1) In the case of a vote on a member's disciplinary appeal under rule 21, an officer's removal appeal under rule 53, or a special resolution under rule 39, voting must be decided in accordance with those rules.
- (2) In the case of a vote whether or not to confirm the minutes of a previous meeting, only members entitled to vote who were present at that previous meeting may vote.
- (3) On other questions arising at the meeting:
 - (a) on matters related to these Rules, each member entitled to vote has one vote;
 - (b) on matters not related to these Rules, each member has one vote for each senior baseball team it has registered with the Association.
 - (c) Members entitled to vote may vote personally, by proxy or by delegate; and
 - (d) If votes are divided equally on a question, the chairperson of the meeting may exercise a second or casting vote.

39. Special Resolutions

- (1) The notice of business requiring a special resolution must:
 - (a) specify the date, time and place of the general meeting at which the resolution is intended to be proposed; and
 - (b) state in full the proposed resolution; and
 - (c) state the intention to propose the resolution as a special resolution.
- (2) The special resolution is passed if:
 - (a) at the general meeting, not less than three quarters (75%) of all members entitled to vote, vote in person or by proxy or delegate, in favour of the resolution; or
 - (b) the resolution is otherwise passed in a manner approved by the Registrar under section 66(2) of the Act.

40. Determining Whether Resolution Carried

- (1) Subject to sub-rule (2) and rule 21, where the required quorum is present, the chairperson of a general meeting may, on the basis of a show of hands of members entitled to vote, declare that a resolution has been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost;and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.



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- (2) If a poll (where votes are cast in writing) is demanded by three or more members entitled to vote on the question:
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson of the meeting; and
 - (b) the chairperson must declare the result of the resolution solely on the basis of the poll.
- (3) A poll demanded on the election of the chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the chairperson.

PART 5 – THE BOARD OF MANAGEMENT

Division 1 – Powers of the Board

41. Role and Powers of the Board

- (1) The business of the Association shall be managed by or under the direction of the Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members.

42. Delegation of Powers

- (1) The Board may delegate to an officer, a sub-committee or official, any of its powers and functions other than:
 - (a) the power of delegation; or
 - (b) the power to commit the Association to any monetary or other obligation or liability whatsoever, except with the prior written consent of the Board; and
 - (b) any duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Duties of the Board

43. Members of the Board

- (1) The Board shall consist of the officers of the Association each of whom shall be elected or appointed in accordance with rule 51 or rule 54.
- (2) The officers of the Association are the:
 - (a) **President**, and
 - (b) **Vice-President**, and
 - (c) **Secretary**, and
 - (d) **Treasurer**, and
 - (e) four (4) ordinary members of the Board.



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- (3) Each officer shall, subject to these Rules, hold office until the conclusion of the annual general meeting next following the date of their election or appointment but is eligible for re-election.

44. General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each officer must become familiar with these Rules and Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual officers comply with these Rules and the By-laws.
- (3) Officers must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Officers must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Officers and former officers must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position;so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, an officer must perform any other lawful duties imposed from time to time by resolution at a general meeting.

45. Specific Duties

In addition to the general duties in rule 44:

- (1) The Board has the power to:
 - (a) direct the policy of the Association affecting the control and management of baseball;
 - (b) formulate, approve, issue, adopt, interpret and amend By-laws in respect of any matter allowed under these Rules;
 - (c) undertake disciplinary actions and grievance resolutions in accordance with Divisions 2 and 3 of Part 3 of these Rules;
 - (d) undertake actions to resolve other matter referred to it by any member who it considers reasonable for the well-being or good name of the Association;
 - (d) determine the grading and number of teams in competitions of the Association;
 - (e) appoint selectors, managers, coaches, and officials for representative teams;
 - (f) fix fees and allowances for the conduct of intra-association, inter-association and other matches;
 - (h) appoint an independent tribunal panel, not being members or players of the Association, for the coming season; and



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- (i) ensure that all statutory records, books, documents, securities and accounting records are retained for seven (7) years after the completion of the financial year to which they relate.
- (2) The Board may also levy members for specified purposes.

Division 3—Duties of Officers

46. Duties of President

The duties of the President include:

- (1) when in attendance, being chairperson for all general meetings and Board meetings.
- (2) ensuring that the Board carries out its duties;
- (3) in conjunction with the Vice- President and Secretary, the setting the agendas of Board meetings;
- (4) overseeing the fund-raising activities of the Association;
- (5) signing the annual certificate required by Schedule 1 of the Regulations to be attached to the financial report presented to the annual general meeting and lodged with the Registrar; and
- (6) delegating tasks as required.

47. Duties of Vice-President

The duties of the Vice-President include:

- (1) deputising for the President in his/her absence;
- (2) in conjunction with the President and Secretary, setting agendas for Board meetings;
- (3) as required, chairing meetings of sub-committees; and
- (4) undertaking reasonable tasks delegated by the President.

48. Duties of Secretary

- (1) The specific duties of the Secretary include:
 - (a) carrying out the duties of Secretary of the Association required by the Act to be performed by the secretary of an incorporated association, including giving the Registrar notice of their initial appointment as Secretary in the prescribed form within fourteen (14) days after that appointment;
 - (b) maintaining the Register of Members; and
 - (c) except as otherwise provided in these Rules, keeping custody or control of all records, documents and securities of the Association as required by the Act.
- (2) The general duties of the Secretary include:
 - (a) scheduling and preparing the agenda for all Board meetings and general meetings;
 - (b) as far as practicable, attending all Board meetings and general meetings;
 - (c) recording and preparing minutes of the proceedings of all Board meetings and general meetings;
 - (d) distributing to members notices of changes made to By-Laws within seven (7) days of the changes being made by the Board.



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- (e) distributing copies of the minutes of the previous meetings of the Board and the Association at least seven (7) days prior to their next meeting;
- (f) preparing drafts of the Annual Report for consideration by the Board, and after approval by the Board forwarding one copy to each officer and the Auditor;

49. Duties of Treasurer

- (1) The duties of the Treasurer include carrying out the duties required by the Act to be performed by the treasurer of an incorporated association, specifically:
 - (a) ensuring that the financial records of the Association are kept in accordance with the Act;
 - (b) ensuring that at least one other Board member has access to the accounts and financial records of the Association.
 - (c) ensuring that the financial records and financial reports required by Part 7 of the Act are retained for seven (7) years after the end of the financial year to which they relate;
 - (d) as soon as practicable after the end of each financial year, coordinating the preparation and audit of financial statements that comply with section 101 of the Act, and:
 - (a) give a true and fair view of the financial position and performance of the Association during and at the end of its last financial year; and
 - (b) deal with any matters prescribed by the Regulations;
 - (e) signing the annual certificate required by Schedule 1 of the Regulations to be attached to the financial report presented to the annual general meeting and lodged with the Registrar; and
 - (f) supplying to the Auditor information sufficient to enable him to report upon the annual financial statements of the Association; and
- (2) The duties of the Treasurer shall also include:
 - (a) receiving all moneys paid to or received by the Association and issuing receipts for those moneys in the name of the Association;
 - (b) ensuring that all moneys received are paid into the account of the Association within 5 working days after receipt;
 - (c) making payments as authorised by the Board or by a general meeting from the Association's funds; and
 - (e) preparing a statement of receipts and payments for the financial year-to-date ending on the Friday prior to each meeting of the Board and each ordinary general meeting and presenting it to that meeting;
- (3) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.



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50. Duties of Ordinary Members of the Board

The duties of the ordinary members of the Board include:

- (1) in the absence of the President and Vice-President at a meeting of the Board, electing one of themselves to be chairperson of the meeting;
- (2) as required, chair meetings of sub-committees; and
- (3) undertaking reasonable tasks delegated by the Board.

Division 4—Election of Officers and Term of Office

51. Election of Officers

- (1) Nomination of candidates for election as officers of the Association:
 - (a) shall be in the form specified by the Board from time to time, and
 - (b) shall be delivered to the Secretary prior to the commencement of the annual general meeting to which it relates.
- (2) If insufficient nominations are received to fill all offices, the candidates nominated shall be deemed elected, and nominations may be taken at the meeting to fill the remaining vacancies. After the annual general meeting any remaining vacancies shall be filled as casual vacancies in accordance with rule 54.
- (3) If the number of nominations received is equal to the number of offices to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of offices to be filled a ballot shall be held.
- (5) The ballot for election of officers shall be conducted immediately in such usual and proper manner as the chairperson may direct
- (6) A nomination of a candidate for election under this rule is valid notwithstanding that the candidate has been nominated for another office at the same election.

52. Term of Office

- (1) Subject to rule 53, and sub-rule 2, an officer holds office until the end of the annual general meeting after their election.
- (3) An officer may be re-elected.

53. Vacation of Office

- (1) For the purposes of these Rules, the office of an officer becomes vacant if the officer:
 - (a) resigns their office by written notice addressed to the Board; or
 - (b) is absent from more than two consecutive meetings of the Board without excuse or without excuse acceptable to the Board; or
 - (c) is removed from office by special resolution; or
 - (d) fails to comply with rule 60; or
 - (d) dies; or
 - (e) becomes insolvent under administration; or
 - (f) in the case of the Secretary, they cease to reside in Australia;



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- (2) If an officer is removed under sub-rules (1)(b), (1)(c) or 1(d) the officer has all the rights accorded to a member under Division 2 of Part 3 of these Rules reworded to replace the words "rule 19" with the words "sub-rules 53(1)(c)".

54. Filling Casual Vacancy

- (1) Except as provide in sub-rule (2) the Board may appoint another person to a position that:
 - (a) has become vacant under rule 53; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint another person to the position within 14 days after the vacancy arises.
- (3) Sub-rule 43(3) applies to any officer appointed under sub-rule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

Division 5 – Board Meetings

55. Meetings and Proceedings

- (1) The Board shall meet at least 4 times per year at such place and at such time as the Board may determine.
- (2) Special meetings of the Board may be convened by any four officers.
- (3) The Secretary shall at least fourteen (14) days before the date fixed for holding a Board meeting cause to be sent to each officer at their nominated postal or email address appearing in the Register of Members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (4) The Secretary shall cause to be sent to the Auditor at their nominated postal or email address, a copy of each notice sent to officers under sub-rule (3).
- (5) The Board may act notwithstanding any vacancy on the Board.
- (6) Voting by proxy is not permitted.

56. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 55 provided that as much notice as is practicable is given to each officer by the quickest means practicable.
- (2) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.
- (3) Any resolution made at an urgent meeting must be passed by an absolute majority of the Board.

57. Procedure and Order of Business

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the officers present at the meeting.



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58. Quorum

- (4) A majority of officers constitutes a quorum for the transaction of the business of the meeting of the Board.
- (5) No business shall be transacted unless a quorum is present and, if within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and time on the corresponding day of the following week unless the meeting was an urgent meeting in which case it lapses.
- (6) At meetings of the Board the President, or in his absence the Vice-President, shall be chairperson. In the event that both the President and Vice-President are absent the ordinary officers present shall elect one of their number as chairperson.
- (7) Questions arising at a meeting of the Board shall be determined by an absolute majority of the Board by a show of hands or if demanded by any officer by a poll taken in such manner as the chairperson determines.
- (8) Subject to rule 60, each officer present at a Board meeting is entitled to one vote and, in the event of an equality of votes on any question, the chairperson is entitled to a second or casting vote.

59. Use of Technology

- (1) An officer who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that officer and all the other officers present to clearly and simultaneously communicate with each other.
- (2) For the purposes of this rule, an officer participating in a Board meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the officer votes at the meeting, is taken to have voted in person.

60. Conflict of Interest

- (1) An officer who has a direct or indirect:
 - (a) material personal interest in any contractual matter, or financial matter; or
 - (b) potential conflict of interest in any selection matter, or disciplinary matter;being considered at a meeting of the Board, shall as soon as they become aware of the interest in the matter, disclose the nature and extent of that interest to the Board and at the next general meeting of the Association.
- (2) Sub-rule (1) does not apply in respect of any such interest:
 - (a) that exists only because the officer:
 - (i) is a member, official or employee of the Association or a member; or
 - (iii) belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members.
- (3) If the officer discloses a material personal interest in a matter referred to in sub-rule (1)(a):
 - (a) they must provide details of the nature and extent of the interest, and the relation of the interest to the activities of the Association;



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- (b) they may not be present while the matter is being considered;
- (c) they may not vote on the matter or any other officer's eligibility to vote on the matter.
- (4) If the officer discloses a potential conflict of interest in a matter referred to in sub-rule (1)(b):
 - (a) they must provide details of the nature of the interest to the matter; and
 - (b) they may only vote on the matter if an absolute majority of the Board resolves to allow it.
- (5) A general notice that an officer is a member or employee of any specified firm, company, association or member is sufficient declaration with regards such officer and the said matters. After such general notice it is not necessary for the officer give a special notice relating to any particular transaction with that firm, company, association or member unless the nature of the relationship or interest changes materially.
- (6) The details referred to in sub-rules (3) and (4) must be recorded in the minutes of the Board meeting at which the interest is first disclosed.

61. Minutes of Meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

PART 6 - SUB-COMMITTEES

62. Purposes and Powers of Sub-committees

Any sub-committee formed pursuant to rule 42 shall:

- (1) conduct its business within the terms of its written delegation from the Board;
- (2) maintain minutes of its meetings and business;
- (3) within seven (7) days of any meeting, send a copy of the minutes and any supporting documents to the Secretary;
- (4) not commit the Association to any monetary or other obligation or liability whatsoever, except with the prior written consent of the Board.

PART 7 - FINANCIAL MATTERS

63. Source of Funds

The funds of the Association shall be derived from annual subscriptions and such other sources as the Association may determine from time to time.

64. Management of Funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.



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- (2) Subject to any restrictions imposed by a general meeting, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All negotiable instruments issued by the Association must be signed by two (2) Board members.

65. Financial Records

- (1) The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

66. Financial Statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include:
 - (a) the preparation of the financial statements;
 - (b) the audit of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 8 – GENERAL MATTERS

67. Indemnity of Officers and Officials

The Association indemnifies the Board and each officer and official against any liability incurred in good faith in the course of performing their duties under these Rules and the By-laws.

68. Alterations of Rules

These Rules may only be amended by a special resolution of members or as otherwise permitted by the Act.



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69. Delivery of Notices

- (1) A notice may be or served by or on behalf of the Association upon any member either personally or by sending it to the member at the nominated postal or email address shown in the Register of Members.
- (2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, be deemed to have been given at the time at which the letter would have been delivered in the ordinary course of post. Where a document is emailed to a person, it will have been deemed to have been given at the time and date digitally encoded within it.

70. Winding Up or Cancellation

In the event of the winding up or cancellation of the incorporation of the Association, the net assets of the Association shall be given or transferred to some other incorporated association having objects similar to the Association, as determined by the members of the Association at or before the time of dissolution, or in default thereof be given or transferred in trust to Baseball Victoria Inc. or its successors to be used specifically for the purposes of promoting the game of winter baseball in the region of Victoria serviced by the members of the Association.

71. Custody and Inspection of Records

- (1) The records of the Association required to be kept under the Act shall be kept by the Secretary and Treasurer, as stated in rules 48 and 49, for seven (7) years.
- (2) Members may on request inspect free of charge:
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub-rule (3), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- (3) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (4) The Board must on request make copies of these Rules available to members and applicants for membership free of charge.

72. Auditor

- (1) The Auditor shall be a member of Chartered Accountants Australia New Zealand, and/or CPA Australia, and/or the Institute of Public Accountants, and conduct the audit in accordance with the Australian Auditing Standards.
- (2) The Auditor may not be an officer of the Association.
- (3) The Auditor elected or appointed under these Rules shall not by virtue only of election or appointment be a member of the Association, nor shall membership of the Association be prerequisite for election or appointment as the Auditor.



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- (4) The Auditor if not otherwise so entitled shall be entitled to:
 - (b) attend general meetings and Board meetings; and
 - (c) to call for and receive such information and documents as he shall require in order to perform the audit.

73. Removal of Auditor

- (1) The Auditor may only be removed from office by resolution at a general meeting.
- (2) Written notice of an intention to move a resolution referred to in sub-rule (1) must be given to every member at least two (2) calendar months before the general meeting is to be held.
- (3) The notice must state in full the proposed resolution.
- (4) As soon as possible after being given the notice of the resolution, the Secretary must give a copy of the notice to the Auditor.

74. Auditor may make representation

- (1) The Auditor may, within 7 days after receiving the notice provided under sub-rule 71(4), make a written representation, not exceeding a reasonable length, to the Secretary.
- (2) If the Auditor makes a representation under subsection (1), a resolution proposing the Auditor's removal is of no effect unless:
 - (a) the Secretary gives a copy of the representation to all members prior to the meeting at which the resolution is to be considered; and
 - (b) the Auditor is allowed to attend the meeting and address the members present prior to the vote on the resolution.
- (3) A document required to be given to a member under this rule may be given:
 - (a) personally; or
 - (b) by post; or
 - (c) by any other means authorised under these Rules.
- (4) All costs associated with giving a document to the members under this rule are to be borne by the Association.