

CENTRAL **C**OAST **B**ASEBALL INC.

CONSTITUTION





CENTRAL COAST BASEBALL INC.

CONSTITUTION

AS AT FEBRUARY 2004

COVERING THE GEOGRAPHIC AREAS OF
THE WYONG SHIRE
COUNCIL AND THE GOSFORD CITY COUNCIL



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1. **INTERPRETATION**

- a) In these Rules except in so far as the context or subject matter otherwise indicates or requires words using the singular shall include the other gender.
 - i) "Central Coast" geographically means the Local Government Areas in NSW of the Shire of Wyong and the city of Gosford and any amendments made thereto
 - ii) "corporation" means a company or club or any legally recognised entity other than a natural person
 - iii) "Executive Council" or "Executive" means the committee of the association
 - iv) "junior player" means a player who plays in the under sixteen or under fourteen age groups with a member club
 - v) "little league player" means a player who plays in the under twelve, under ten or under eight age groups with a member club
 - vi) "principle place of administration" means those premises used to conduct meetings of the Executive Council
 - vii) "referee" means persons who are conducting the role of carnival coordinator
 - viii) "secretary" means
 - (a) the person holding office under these rules as secretary of the association or
 - (b) where no such person holds that office the public officer of the association
 - ix) "senior player" means a player playing grade baseball who is not already registered as a junior
 - x) "special general meeting" means a general meeting of the association other than the annual general meeting
 - xi) "the Act" means the Associations Incorporation Act 1985
- b) In these Rules
 - i) a reference to a function includes a reference to a power, authority and duty and
 - ii) a reference to the exercise of a function includes where the function is a duty a reference to the performance of the duty.

MEMBERSHIP

2. **MEMBERSHIP QUALIFICATIONS**

- a) A person or corporation is qualified to be a member of the association if -
 - i) they apply for membership in the required manner as regulated from time to time by the Executive Council and
 - ii) the person or corporation agrees to abide by the rules and regulations of the association as amended from time to time and to the directives of the Executive Council and
 - iii) the person or corporation is accepted as a member of the association by the Executive Council and
 - iv) the person or corporation pays the fees and subscriptions according to their membership category as set by the Executive Council
- b) The Executive Council may for any reason reject an application or nomination for membership



- c) All memberships shall be subject to yearly renewal in the manner as regulated by the Executive Council and the Executive Council may for any reason reject an application or request for renewal of membership and is not bound to give any reason for so doing.

3. MEMBERSHIP CATEGORIES AND VOTING

- a) Membership of the association shall be in one of 6 categories -

i) The Executive Council

- (a) shall be members whilst holding office
- (b) shall have one vote at general meetings
- (c) fees or subscriptions shall not be required

ii) Affiliate Members

Shall be clubs or associations which participate in baseball activities

- (a) each affiliate is entitled to have no more than two members voting at general meetings one for senior teams which participate in normal baseball competitions and one for junior teams which participate in normal baseball competitions
- (b) fees and subscriptions shall be set by the Executive Council
- (c) each club must deliver to the Executive Council the Affiliate member's financial statements and any other reports as required by the Executive Council.

iii) Constituent Members

Shall be a members of each Affiliate Member

- (a) each Constituent Member can only be members while a member of an Affiliate Member
- (b) each Constituent Member has no voting rights
- (c) fees and subscriptions shall be set by the Executive Council

iv) Associate Members

Shall be individuals or corporations

- (a) an Associate Member has no voting rights
- (b) fees and subscriptions shall be set by the Executive Council

v) Honorary Members

Shall be members of visiting teams or distinguished guests who the Executive Council by resolution elect as members for the duration of their stay or for some other specified period

- (a) Honorary Members shall be members for the specified period only
- (b) Honorary Members have no voting rights
- (c) no fees or subscriptions are payable

vi) Life Members

Are any person who has rendered outstanding service to Central Coast Baseball over an extended period of time may be elected to Life Membership by a special resolution carried at an annual general meeting of the association. Before a Life Membership may

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be considered at an annual general meeting it must have first been approved by



resolution at a meeting of the Executive Council and the proposed recipient must have acknowledged in writing their willingness to accept

- (a) A Life Member shall not pay any fees or subscriptions
- (b) A Life Member has no voting rights

4. CESSATION OF MEMBERSHIP

- a) A member ceases to be a member of the association if
 - i) the member dies
 - ii) the member resigns that membership
 - iii) the member is expelled from the association
 - iv) the member fails to pay any yearly renewal fee as determined by the Executive Council on or before the due date
 - v) in the case of constituent members as soon as they cease to be a member of an Affiliate Member
 - vi) the Executive Council does not renew the membership of the member
- b) Clause 4(a) - (vi) and (vii) do not apply to life members.

5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person or corporation has by reason of being a member of the association -

- i) is not capable of being transferred or transmitted to another person or corporation and
- ii) terminates upon cessation of the member's membership

6. RESIGNATION OF MEMBERSHIP

- a) A member of the Association is not entitled to resign that membership except in accordance with this rule
 - i) a member of the association having paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the Executive Council may determine) in writing to the secretary of the member's intention to resign and upon the expiration of the period of notice the member ceases to be a member
 - ii) where a member of the association ceases to be a member pursuant to clause (i) and in every other case where a member ceases to hold membership the Executive Council will cause an appropriate entry to be made in the register of members recording the date on which the member ceased to be a member

7. REGISTER OF MEMBERS

- a) The Executive Council shall establish and maintain a register of members of the association specifying the name and address of each member of the association together with the date on which the person or corporation became a member.



- b) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection free of charge by any member of the association at any reasonable hour.

8. FEES AND SUBSCRIPTIONS

- a) The Executive Council shall set membership fees (if any) and annual subscriptions (if any) for each category of member and may in addition set other fees or charges as it considers appropriate or necessary.
- b) The Executive Council shall determine the date when each amount pursuant to clause (a) becomes due and payable.

9. MEMBERS LIABILITIES

- a) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the cost, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

10. DISCIPLINING OF MEMBERS

- a) Where a member has -
 - i) in the opinion of the Executive Council persistently refused or neglected to comply with a provision or provisions of these rules or
 - ii) in the opinion of the Executive Council persistently and willfully acted in a manner prejudicial to the interests of the association or
 - iii) in the opinion of the Executive Council breached a condition of any code of behaviour of the association as determined from time to time by the Executive Council or
 - iv) been dismissed from a game of baseball played under the control or partial control of the association or any affiliate association by an umpire or referee or
 - v) been cited by an umpire or referee or any person performing the duties of an umpire or referee or by any member of the association for alleged bad or unsportsmanlike conduct at any game or function controlled either fully or partly by the association or any affiliate member and in the opinion of the Executive Council the member has a case to answer
 - vi) then the Executive shall refer the matter to a Judiciary sub-committee
- b) Where the Executive Council refers a matter to a Judiciary sub-committee the secretary shall advise the member in writing as to the time and place of such meeting and also provide in writing a full statement of the charges or allegations unless the member elects to attend an earlier and verbally advised meeting.
- c) Where the member elects to attend an earlier and verbally advised meeting the member is deemed to have so agreed by attending or being represented at such meeting.
- d) Any member who is required to appear before a Judiciary sub-committee shall not participate in any games or functions of the association or of an affiliate member until the member has so appeared unless the Executive Council consider that this would not be reasonable.
- e) A notice relating to any matter referred to in clauses 10 (a) - (i), (ii), (iii), (iv) and (v) shall give the member a minimum of 7 days notice and a maximum of 28 days notice of the meeting and shall be sent within 7 days of the Executive Council determining that the matter should be referred to a Judiciary sub-committee.

11. RIGHT OF APPEAL OF DISCIPLINED MEMBER

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- a) A member may appeal to the Executive Council against any resolution of the Judiciary sub-committee by lodging with the association within 7 days of the resolution being made a statement in writing stating the reasons for the appeal.
- b) The Executive Council may uphold an appeal and reverse or amend a resolution of the Judiciary sub-committee, or confirm the resolution of the Judiciary sub – committee.
- c) The appeals meeting requires no fewer than three members of the Executive Council none of whom shall have been a member of the Judiciary sub-committee.
- d) The member's further avenue of appeal shall be to the controlling association with which the association is directly or indirectly affiliated.
- e) No member shall be entitled to make any claim against the association or any member of the association for any delays in the disciplinary procedures.

EXECUTIVE COUNCIL

12. EXECUTIVE

- a) The committee shall be called the Executive Council and subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting.
 - i) shall control and manage the affairs of the association
 - ii) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules or the Act to be exercised by a general meeting of members of the association and
 - iii) has power to perform all such acts and do all such things as appear to the Executive Council to be necessary or desirable for the proper management of the affairs of the association

13. EXECUTIVE COUNCIL MEMBERSHIP

- a) The executive Council shall consist of the office bearers.
- b) The Office Bearers of the association shall be -
 - i) the President
 - ii) the Vice President Seniors
 - iii) the Vice President Juniors
 - iv) the Treasurer
 - v) the Secretary
- c) Each member of the Executive Council shall subject to these rules hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.
- d) In the event of a casual vacancy occurring in the membership of the Executive Council the Executive Council may appoint a member of the association to fill the vacancy and the member so appointed shall hold office subject to these rules until the conclusion of the annual general meeting next following the date of the appointment.

14. ELECTION OF EXECUTIVE COUNCIL

- a) Nominations of candidates for election as office bearers of the Executive Council shall be made by a voting member at the annual general meeting and must be seconded by a voting



member and consented to by the candidate

- b) If insufficient nominations are received to fill all vacancies on the Executive Council the candidates nominated shall be deemed to be elected.

- c) If insufficient further nominations are received any vacant positions remaining on the Executive Council shall be deemed to be casual vacancies.
- d) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.
- e) If the number of nominations received exceeds the number of vacancies to be filled a ballot shall be held.
- f) The ballot for the election of Office bearers of the Executive Council shall be conducted at the annual general meeting in such usual and proper manner as the Executive Council may direct.
- g) A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another position at the same election.

15. DUTY STATEMENTS FOR EXECUTIVE COUNCIL POSITIONS

- a) Duty statements are to be prepared for all Executive Council positions.
- b) If a member of the Executive Council does not abide by the duty statement governing their position then the member can be removed from office under clause 17(a).

16. CASUAL VACANCIES ON THE EXECUTIVE COUNCIL

- a) For the purposes of these rules a casual vacancy in the office of a member of the Executive Council occurs if the member -
 - i) dies
 - ii) ceases to be a member of the association
 - iii) resigns office by notice in writing given to the secretary
 - iv) is removed from office under clause 17
 - v) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health or
 - vi) is absent without the consent of the Executive Council from all meetings of the Executive Council held during a period of 6 months

17. REMOVAL OF THE EXECUTIVE COUNCIL

- a) The association in a general meeting may by resolution remove any member of the Executive Council from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- b) If a motion is to be placed before a general meeting of the association to remove a member of the Executive Council from office, that member may request the President or Secretary to send a copy of any written statement prepared by the association before that general is held, or may request that the statement be read out at that meeting. If such a request is made, the President or Secretary must comply with the request.

18. MEETINGS AND QUORUM OF THE EXECUTIVE COUNCIL

- a) The Executive Council shall meet at least five times in each period of 12 months at such place and time as the Executive Council may determine.



- b) Additional meetings of the Executive Council may be convened by the president or by any member of the Executive Council.

- c) Oral or written notice of a meeting of the Executive Council shall be given by the secretary to each member of the Executive Council at least 48 hours or such period as may be unanimously agreed upon by the members of the Executive Council before the time appointed for the holding of the meeting.
- d) Notice of a meeting given under clause (c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting except business which the Executive Council members present at the meeting unanimously agree to treat as urgent business.
- e) Any four members of the Executive Council constitutes a quorum for the transaction of the business of a meeting of the Executive Council.
- f) No business shall be transacted by the Executive Council unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the meeting shall be dissolved.
- h) At a meeting of the Executive Council -
 - i) the president or in the president's absence the vice president shall preside
 - ii) if the president and the vice president are absent or unwilling to act such one of the remaining members of the Executive Council as may be chosen by the members present at the meeting shall preside

19. DELEGATION BY EXECUTIVE COUNCIL TO SUB-COMMITTEE

- a) The Executive Council may by instrument in writing delegate to one or more sub committee (consisting of such member or members of the association as the Executive Council thinks fit) the exercise of such of the functions of the Executive Council as are specified in the instrument other than -
 - i) this power of delegation and
 - ii) a function which is a duty imposed on the Executive Council by the Act or any other law
- b) A function the exercise of which has been delegated to a sub committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub committee in accordance with the terms of the delegation.
- c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof or as to time or circumstances as may be specified in the instrument of delegation.
- d) Notwithstanding any delegation under this rule the Executive Council may continue to exercise any function delegated.
- e) Any act or thing done or suffered by a sub committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Executive Council.
- f) The Executive Council may by instrument in writing revoke wholly or in part any delegation under this rule.
- g) A sub committee may meet and adjourn as it thinks proper but subject to any other rule and resolution of the Executive Council.



- h) The Executive Council shall, apart from any other sub committees, cause a Judiciary sub committee to be elected to perform duties in accordance with the Judiciary Rules and Guidelines.

20. VOTING AND DECISIONS

- a) Questions arising at a meeting of the Executive Council or of any sub committee appointed by the Executive Council shall be determined by a majority of the votes of members of the Executive Council or sub committee present at the meeting.
- b) Each member present at a meeting of the Executive Council or of any sub committee (including the person presiding at the meeting) is entitled to one vote but in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.
- c) The Executive Council may act notwithstanding any vacancy on the Executive Council, subject to a quorum being present.
- d) Any act or thing done or suffered or purporting to have been done or suffered by the Executive Council or sub committee appointed by the Executive Council is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Council or sub committee.

GENERAL MEETINGS

21. ANNUAL GENERAL MEETINGS - HOLDING OF

- a) The association shall at least once in each calendar year and within the period of six months after the expiration of each financial year of the association convene an annual general meeting of its members.

22. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- a) The annual general meeting of the association shall subject to the Act and to clause 23 be convened on such date and at such place and time as the Executive Council thinks fit and being within six months of the close of the financial year
- b) In addition to any other business which may be transacted at an annual general meeting the business of an annual meeting shall be -
 - i) to confirm the minutes of the last preceding annual general meeting
 - ii) to receive from the Executive Council reports upon the activities of the association during the last preceding financial year
 - iii) to elect Office Bearers of the Executive Council
 - iv) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act
- c) An annual general meeting shall be specified as such in the notice convening it.

23. SPECIAL GENERAL MEETINGS - CALLING OF

- a) The Executive Council may whenever it thinks fit convene a special general meeting of the association.
- b) The Executive Council shall on the requisition in writing of not less than six members being members entitled to one or more votes at a general meeting convene a special general meeting of the association.
- c) A requisition of members for a special general meeting -



- i) shall state the purpose or purposes of the meeting
- ii) shall be signed by the members making the requisition

- iii) may consist of several documents in a similar form each signed by one or more of the members making the requisition
- d) If the Executive Council fails to convene a special general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- e) A special general meeting convened by a member or members as referred to in clause (d) shall be convened as nearly as practicable in the same manner as a general meeting is convened by the Executive Council and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

24. NOTICE OF ANNUAL OR GENERAL MEETINGS

- a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association the secretary shall at least 14 days before the date fixed for the holding of the general meeting cause to be sent by pre paid post to each member at the member's address appearing in the register of members a notice specifying the place date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association the secretary shall at least 21 days before the date fixed for the holding of the general meeting cause notice to be sent to each member in the manner provided in clause (a) specifying in addition to the matters required under clause (a) the intention to propose the resolution as a special resolution.
- c) Notwithstanding clauses (a) and (b) notices of meetings need only be sent to those members entitled to vote at a general meeting.
- d) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except in the case of an annual general meeting at which the business referred to in clause 22 (b) shall also be transacted.
- e) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member

25. PROCEDURE AT GENERAL MEETINGS

- a) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item
- b) Five members present (being members entitled under these rules to vote at a general meeting) constitutes a quorum for the transaction of the business of a general meeting
- c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice given to each member before the day to which the meeting is adjourned), to the same place.
- d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting the members present (being not less than 3)



26. PRESIDING MEMBER

- a) The president or in the president's absence the vice president shall preside as chairperson at each general meeting of the association.
- b) If the president and the vice president are absent from a general meeting or unwilling to act the members present shall elect one of their number to preside as chairperson at the meeting.

27. ADJOURNMENT

- a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting and who are entitled to vote, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b) Where a general meeting is adjourned for 14 days or more the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place date and time of the meeting and the nature of the business to be transacted at the meeting.
- c) Except as provided in clause (a) and (b) notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

28. MAKING OF DECISIONS

- a) A question arising at a general meeting of the association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution, and an entry to the effect in the minute book of the association shall be made.
- b) At a general meeting of the association a poll may be demanded by the chairperson or by not less than 3 members present in person each of whom is entitled to vote.
- c) Where a poll is demanded at a general meeting the poll shall be taken -
 - i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment or
 - ii) in any other case in such manner and at such time before the close of the meeting as the chairperson directs and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter

29. SPECIAL RESOLUTION

- a) A resolution of the association is a special resolution if it is passed by a majority which comprises not less than three quarter of such members of the association as being entitled under these rules so to do vote in person at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution has been given in accordance with these rules.

30. VOTING

- a) Upon any question originating at a general meeting of the association a member who is

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entitled to vote pursuant to clause 3 shall have one vote only except for the chairperson who shall have a casting vote pursuant to clause (c) regardless of whether a member qualifies for more than one membership category.

- b) All votes shall be made personally or by proxy.

- c) In the case of an equality of votes on a question at a general meeting the chairperson of the meeting is entitled to exercise a second or casting vote.

- d) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid other than the amount of the annual subscription payable in respect of the then current year.

FINANCIAL

31. FUNDS - SOURCE

- a) The funds of the association shall be derived from entrance fees and annual subscriptions of members, sponsors, donations, canteens, raffles and the like, social events, admission charges and subject to any resolution passed the association in general meeting such other sources as the Executive Council determines.

- b) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's account with a financial institution as approved by the Executive Council.

- c) The association shall as soon as practicable after receiving any money issue an appropriate receipt.

32. FUNDS - MANAGEMENT

- a) Subject to any resolution passed by the association in general meeting the Funds of the association shall be used to further the objects of the association in such manner as the Executive Council determines.

- b) All cheques drafts bills of exchange promissory notes and other negotiable instruments shall be signed by any two members of the Executive Council or employees of the association, being members or employees authorised to do so by the Executive Council.

- c) The financial year will be the twelve-month period ending on the 31st March each year.

ASSOCIATION

33. ALTERATION OF OBJECTS AND RULES

- a) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association

34. COMMON SEAL

- a) The common seal of the association shall be kept in the custody of the public officer.

- b) The common seal shall not be affixed to any instrument except by the authority of the Executive Council and the affixing of the common seal shall be attested by the signatures either of 2 members of the Executive Council or of 1 member of the Executive Council and of the public officer.



35. CUSTODY OF BOOKS ETC

- a) Except as otherwise provided by these rules the public officer shall keep in his or her custody or under his or her control all records books and other documents relating to the association.

36. INSPECTION OF BOOKS ETC

- a) The records books and other documents of the association shall be open to inspection free of charge by a member of the association at any Executive Council meeting

37. SERVICE OF NOTICES

- a) For the purpose of these rules a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the Register of members.
- b) Where a document is sent to a member by properly addressing prepaying and posting to the member a letter containing the document, the document shall, unless the contrary is proved be deemed for the purposes of these rules to have been served on the member at the time at which the letter would have been delivered in the ordinary course of post

38. DISSOLVING OF ASSOCIATION

- a) In the event of the association ceasing to operate all of the association's assets shall be placed into the control of Country Baseball N.S.W. Inc. The assets shall be held in trust for a period of ten years or until the association reforms, whichever occurs first. If the association does not reform within this time period then the said assets shall become the property of the Country Baseball N.S.W.Inc; to be used for the purposes of fostering baseball.