

**DONCASTER
BASEBALL CLUB
INCORPORATED**

STATEMENT OF PURPOSES

AND

RULES

December 1998

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DONCASTER BASEBALL CLUB INCORPORATED

STATEMENT OF PURPOSES

OBJECTIVES

The purposes of the Doncaster Baseball Club are to foster the game of baseball within the City of Manningham and surrounding districts and to participate in baseball competition.

DONCASTER BASEBALL CLUB INCORPORATED

RULES

1. NAME

The name of the incorporated Club is the “Doncaster Baseball Club Incorporated” (“the Club”).

2. INTERPRETATION

(1) In these Rules, unless contrary intention appears:-

“Baseball” means the game of baseball played under the Rules adopted by the Victorian Baseball Association or any future Body controlling the game of baseball in the State of Victoria;

“Board” means the Board of Management of the Club;

“Financial Members” means those members determined by the Board to be financial members;

“Financial Year” means the year ending on 30th April;

“General Meeting” means a General Meeting of members convened in accordance with Rules 8, 9 and 10;

“Member” means a member of the Club;

“Members eligible to vote” means all financial Playing Members, non - Playing Members, Patrons and Life Members;

“Ordinary Members of the Board” means a member of the Board who is not the President, Senior Vice-President, Vice-President, Secretary or Treasurer;

“The Act” means the Association’s Incorporation Act 1981;

“The Regulations” means Regulations under the Act.

INTERPRETATION (cont)

- (2) In these Rules, a reference to the Secretary of the Club is a reference:-
 - (a) where a person holds office under these Rules as Secretary of the Club - to that person;
 - (b) in any other case, to the Public Officer of the Club.
 - (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.
3. The colours of the Club shall be **green** and **gold**. The Club emblem shall be an approved dragon design.
4. (1) **Members of the Club shall comprise:-**
- (a) **Playing Members** - those members actively playing senior baseball;
 - (b) **Non-playing Members** - those people wishing to join the Club who are not covered by Sub- Rule (1) (a), (c), (d) or (e);
 - (c) **Patrons** - those persons appointed as patrons by the Board;
 - (d) **Junior Members** - those persons eligible to play junior baseball;
 - (e) **Life Members** - those persons elected to be Life Members in accordance with these Rules;
- (2) **Life Members**
- Notwithstanding anything contained in these Rules, where the Board resolves that a person has given extraordinary service to the Club which warrants special recognition, it shall cause a citation to be prepared and forwarded to each member entitled to vote, recommending that such person or persons be honoured as a Life Member. 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 made a Life Member and upon two - thirds of the members entitled to vote, present in person or by Proxy Vote, so approving the said person shall be a Life Member. No more than two (2) Life Members shall be elected at an Annual General Meeting.
- (3) A person shall not be exempted from the obligation to pay the annual subscription for membership of the Club unless the person is of a class specified in the Rules, and the admission or exemption is in accordance with the Rules.

5. **REGISTER OF MEMBERS**

The Secretary shall keep and maintain a register containing the name and address and date of entry to membership of each member of the Club and particulars of payment of the last subscription for membership paid by the member. The register must be kept open for inspection at any time by a Licensing Inspector, an authorised member of the Police Force, the Commissioner, Deputy Commissioner, an Assistant Commissioner, the Chief Executive Officer an officer or employee of the Commission, and shall be available for inspection by members at the address of the Public Officer.

6. RESIGNATION OF MEMBERS

- (1) A member of the Club, who has paid all monies due and payable by him to the Club, may resign from the Club by first giving one month's notice, in writing to the Secretary, of his intention to resign and, upon the expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice, given under Sub-Rule (1), the Secretary shall make, in the register of members, an entry recording the date on which the member, by whom the notice was given, ceased to be a member.

7. EXPULSION AND SUSPENSION OF MEMBERS

- (1) Subject to these Rules, the Board may, by resolution:-
 - (a) expel a member from the Club;
 - (b) suspend a member from membership of the Club for a specified period;
if the Board is of the opinion that the member:-
 - (c) has refused or neglected to comply with these Rules; or
 - (d) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club.
- (2) A resolution of the Board under Sub-Rule (1):-
 - (a) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under Sub-Rule (3), confirms the resolution in accordance with this Rule; and
 - (b) where the member exercises a right of appeal, to the Club, under this Rule does not take effect unless the Club confirms the resolution in accordance with this rule.
- (3) Where the Board passes a resolution under Sub-Rule (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-
 - (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he may do one or more of the following:-
 - (i) attend the meeting;
 - (ii) give to the Board, before the date of that meeting, a written statement seeking revocation of the resolution; or
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary, a notice to the effect that he wishes to appeal to the Club in a General Meeting against the resolution.

7. EXPULSION AND SUSPENSION OF MEMBERS (cont'd)

- (4) At a meeting of the Board, held in accordance with Sub-Rule (2), the Board:-
 - (a) shall give to the member, an opportunity be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall, by resolution, determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under Sub-Rule (3), he shall notify the Board and the Board shall convene a General Meeting to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a General Meeting of the Club, convened under Sub-Rule (5):-
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board may place before the meeting, details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote, by secret ballot, on the question whether the resolution should be confirmed or revoked.
- (7) If, at the General Meeting:-
 - (a) not less than two-thirds of the members eligible to vote, present in person or by proxy, vote in favour of the confirmation of the resolution, the resolution is confirmed ; and
 - (b) in any other case, the resolution is revoked.

8. ANNUAL GENERAL MEETING

- (1) The Club shall, in each calendar year, convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be held on such day, on or before 31st May 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 General Meeting held since that meeting;
 - (b) to receive, from the Board, reports upon the transactions of the Club during the last preceding financial year;
 - (c) to elect the President, Senior Vice-President, Vice-President, Secretary and Treasurer and the ordinary members of the Board;

ANNUAL GENERAL MEETING (cont'd)

- (d) to fix members' subscriptions for the ensuing financial year; and
- (e) to receive and consider the statement submitted by the Club in accordance with Section 30 (3) of the Act.
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

9. SPECIAL GENERAL MEETING

All General Meetings, other than the Annual General Meeting, shall be called a Special General Meeting.

- (1) The Board may, whenever it thinks fit, convene a Special General Meeting of the Club.
- (2) The Board shall, on the requisition in writing of members eligible to vote, representing not less than 5% of the total number of members eligible to vote, convene a Special General Meeting of the Club.
- (3) The requisition for the Special General Meeting shall state the objects 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 month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting, convened by members in pursuance of these Rules, shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred, in convening the meeting, shall be refunded by the Club to the persons incurring the expenses.

10. NOTICE OF MEETINGS

(1) Annual General Meeting

- (a) The Secretary shall, at least 28 days, before the date fixed for holding the Annual General Meeting of the Club, cause to be sent to each member of the Club at his 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.
- (b) A member desiring to bring any business before the Annual General Meeting may, within 7 days after the notice referred to in Sub-Rule (1) (a) hereof was sent, give notice of that business in writing to the Secretary who shall include that business in the notice referred to in Sub-Rule (1) (c) hereof.

10. NOTICE OF MEETINGS (cont'd)

(1) **Annual General Meeting** (cont'd)

- (c) At least 7 days after the notice referred to in Sub-Rule (1) (a) hereof was sent and at least 14 days before the date fixed for holding the Annual General Meeting, the said Secretary shall cause to be sent in like manner as that specified in the said Sub-Rule (1) (a), a further notice stating the business to be transacted at the meeting.
- (d) No business other than that set out in the notice referred to in Sub-Rule (1) (c) hereof shall be transacted at the meeting.

(2) **Special General Meeting**

- (a) The Secretary of the Club shall, at least 14 days before the date fixed for holding a Special General Meeting of the Club, cause to be sent to each member of the Club at his 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 but, non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.
- (b) A member desiring to bring any business before a Special General Meeting may 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.

11. PROCEEDINGS AT MEETINGS

- (1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- (2) No item of business shall be transacted at a General Meeting unless a quorum of members, eligible to vote, is present during the time when the meeting is considering that item.
- (3) Twenty-five per centum (25%) of those members eligible to vote, at a General Meeting, constitute a quorum for the transaction of the business of a General Meeting.
- (4) 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 next week at the same time and (unless another place is specified by the Chairman at the time of adjournment or by written notice to members, given before the day to which the meeting is adjourned) at the same place and, if at the adjourned meeting, the 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 15) shall be a quorum.
- (5) (a) The President or, in his absence, one of the Vice-Presidents, shall preside as Chairman at each General Meeting of the Club.

11. PROCEEDINGS AT MEETINGS (cont'd)

- (b) If the President and Vice-Presidents are absent from a General Meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
- (6) (a) The Chairman 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 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 meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given, as in the case of the General Meeting.
 - (c) Except as provided in Sub-Rules (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (7) Subject to Sub-Rule 7. (a) of Rule 7, a question arising at a General Meeting of the Club 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 Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the Minute Book of the Club is evident of the fact, without proof of the number or proportion of the votes in favour of, or against that resolution.
- (8) (a) Upon any question arising at a General Meeting of the Club, a member eligible to vote has one vote only.
 - (b) All votes shall be given personally or by Proxy.
 - (c) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- (9) (a) If, at a meeting, a poll on any question is demanded by not less than three members, it shall be taken at the meeting, in such manner as the Chairman may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 - (b) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time, before the close of the meeting, as the Chairman may direct.
- (10) A member is not entitled to vote at any General Meeting unless all monies, due and payable by him to the Club, have been paid.
- (11)(a) Each member shall be entitled to appoint another member as his Proxy by notice, given to the Secretary, prior to the time of the meeting in respect of which the Proxy is appointed.
 - (b) The notice appointing the Proxy shall be in the form set out in Appendix 1.

12. BOARD OF MANAGEMENT

- (1) The affairs of the Club shall be managed by the Board as constituted under these Rules.
- (2) The Board:-
 - (a) shall control and manage the business and affairs of the Club and its jurisdiction shall extend to and be acknowledged by all members;
 - (b) may, subject to these Rules, Regulations and the Act, exercise all such powers and functions, as may be exercised by the Club, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Club;
 - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear, to the Board, to be essential for the proper management of the business and affairs of the Club, including the adoption and amendment of by-laws, not inconsistent with these Rules, embodying additional provisions and Rules for the government of the Club;
 - (d) to direct policy of the Club affecting its activities;
 - (e) to appoint coaches and to fix their salaries or honorariums;
 - (f) to appoint special or standing Sub-Committees, including Selection Committees, on such terms and conditions as the Board deems fit;
 - (g) to levy members, other than Life Members, for special purposes; and
 - (h) to appoint an Auditor annually.
- (3) **The Officers of the Club shall be :-**
 - (a) the President;
 - (b) the Senior Vice-President;
 - (c) the Vice-President;
 - (d) the Secretary; and
 - (e) the Treasurer.
- (4) The provisions of Rule 13, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in Sub-Rule (3).
- (5) each officer of the Club shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
- (6) In the event of a casual vacancy, in any office referred to in Sub-Rule (3), the Board may appoint one of the members to fill the vacant office and the member so appointed may continue in office, up to and including the conclusion of the Annual General Meeting next following the date of his appointment.

12. BOARD OF MANAGEMENT (cont'd)

- (7) Subject to Section 23 of the Act, the Board shall consist of:-
- (a) the President;
 - (b) the Senior Vice-President;
 - (c) the Vice-President;
 - (d) the Secretary;
 - (e) the Treasurer; and
 - (f) 6 ordinary members -
- each of whom shall be elected at the Annual General Meeting of the Club in each year.
- (8) Each ordinary member of the Board shall, subject to these Rules, hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
- (9) In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint a member of the Club 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 his appointment.

13. ELECTION OF OFFICERS AND ORDINARY MEMBERS OF THE BOARD

- (1) Nominations of candidates for election as a nominated officer of the Club, or as an ordinary member of the Board:-
- (a) shall be made in writing, specifying which position or positions he is a candidate for, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of Nomination); and
 - (b) shall be delivered to the Secretary of the Club not less than 21 days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and no further nominations shall be received at the Annual General Meeting. Any remaining vacancies shall be filled as casual vacancies, in accordance with Rule (12) (6).
- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot, for the election of the officers of the Club and ordinary members of the Board, shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- (6) A nomination of a candidate, for election under this clause, is valid notwithstanding that the candidate has been nominated for another office for election at the same election.

13. ELECTION OF OFFICERS AND ORDINARY MEMBERS OF THE BOARD Cont'd)

(7) If and for so long as the number of members of the club entitled to vote for the election of the Board is below 60% of the total membership of the Club (excluding honorary members and persons who are members by reasons only of reciprocal arrangements with another club hereafter called "the excluded members") then all members of the Club (excluding the excluded members) shall be entitled to vote on the election of the Board.

14. For the purposes of these Rules the office, of an officer of the Club or of an ordinary member of the Board, becomes vacant if the officer or ordinary member:-

- (a) ceases to be a member of the Club;
- (b) resigns his office by notice, in writing, given to the Secretary; or
- (c) is absent from more than two consecutive ordinary meetings of the Board, without excuse or excuse unacceptable to the Board.

15. PROCEEDINGS OF THE BOARD OF MANAGEMENT

- (1) The Board shall meet at least once per month during the playing season and at least every six weeks during the off season of the Club, at such place and such times as the Board may determine.
- (2) Special Meetings of the Board may be convened by the President or by any three of the members of the Board.
- (3) Notice shall be given to members of the Board of any Special Meeting, specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any **six** members of the Board constitute a quorum for the transaction of the business of a Meeting of the Board.
- (5) No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week, unless the meeting was a Special Meeting, in which case, it lapses.
- (6) At meetings of the board:-
 - (a) the President, or in his absence, the Senior Vice-President, or in his absence, the Vice-President, shall preside; or
 - (b) if the President or Vice-Presidents are absent, such one of the remaining members of the Board, as may be chosen by the members present, shall preside.
- (7) Questions arising at a meeting of the Board, or of any Sub-Committee appointed by the Board, shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

15. PROCEEDINGS OF THE BOARD OF MANAGEMENT (Cont'd)

- (8) Each member present at a meeting of the Board, or of any Sub-Committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each Board Meeting shall be served on each member of the Board by delivering it to him at a reasonable time before the meeting, or by sending it by pre-paid post, addressed to him at his usual or last known place of abode, at least two business days before the date of the meeting.
- (10) Subject to Sub-Rule (4), the Board may act notwithstanding any vacancy on the Board.
- (11) The Secretary shall keep Minutes of the Resolutions and proceedings of each General Meeting and each Board Meeting, in books provided for that purpose, together with a record of the names of persons present at Board Meetings.

16. REMOVAL OF MEMBER OF THE BOARD

- (1) The Club, in a General Meeting, may by resolution remove any member of the Board before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of office of the first-mentioned member.
- (2) Where the member, to whom a proposed Resolution referred to in Sub-Rule (1), makes representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and requests that they be notified to the members of the Club or, if they are not so sent, the member may require that they be read out at the meeting.

17. TREASURER

- (1) The Treasurer of the Club:-
 - (a) shall collect and receive all monies due to the Club and make all payments authorised by the Club; and
 - (b) shall keep correct accounts and books, showing the financial affairs of the Club with full details of all Receipts and Expenditure, connected with the activities of the Club.
- (2) The accounts and books referred to in Sub-Rule (1) (b) shall be available for inspection by members.

18. CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two persons, as resolved by the Board, save that one of the signatories shall be the President, Secretary or Treasurer.

19. COMMON SEAL

- (1) The Common Seal of the Club shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument, except by the authority of the Board, and the affixing of the Common Seal shall be attested by the signatures, either of two members of the Board or of one member of the Board and the Public Officer of the Club.

20. ALTERATIONS OF RULES AND STATEMENT OF PURPOSES

These Rules and the Statement of Purposes of the Club shall not be altered, except in accordance with the Act.

21. SERVING OF NOTICES

- (1) A notice may be served, by or on behalf of the Club, upon any member either personally or by sending it by post, to the member at his address shown in the Register of Members.
- (2) Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

22. DISSOLUTION

Should the Club cease to function, all liabilities shall be discharged and any surplus funds shall be placed in a trust account, to be administered by any Trustee or Trustees appointed, for the purpose of allocation, at their discretion, to a body or bodies with similar aims and objectives. Any property shall be distributed to a body or bodies with similar aims and objectives.

23. CUSTODY OF RECORDS

Except as otherwise provided in these Rules, the Secretary shall keep, in his custody or under his control, all books, documents and securities of the Club.

24. FUNDS

The funds of the Club shall be derived from annual subscriptions, as determined in accordance with these Rules, donations and such other sources as the Board determines.

25. LIQUOR LICENCING REQUIREMENTS

- (1) If the rules of the club are amended or altered, the Secretary of the Club must, within 14 days after the making of the amendment or alteration, give to the Chief Executive Officer of the Liquor Licensing Commission a certified copy of the amendment or alteration.
- (2) No officer or servant of the club may derive any payment of any amount by way of commission or allowance from the receipts of the club for the sale and disposal of liquor.
- (3) No visitor to the club will be supplied with liquor in the club premises unless the visitor is a guest in the company of a member of the club.

25 LIQUOR LICENCING REQUIREMENTS (Cont'd)

- (4) A record of guests introduced to the club shall be maintained and kept at the club premises. It shall contain the name and address of the guest, the name and signature of the introducing member, and the date.
- (5) A member shall not introduce the same guest to the club premises on any more than twelve (12) occasions in any calendar year.
- (6) A member shall not introduce more than six (6) guests to the club premises at any one time.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I..... of

being a member of the **Doncaster Baseball Club Incorporated** hereby appoint

..... of

(Name)

(Address)

being a member of the Club as my proxy to vote for me on my behalf at the:

General Meeting of the Club / Annual General Meeting / Special General Meeting

(delete as appropriate)

to be held on the

(date)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of / against (delete as appropriate) the Resolution.

(insert details)

.....
.....
.....
.....
.....

Signed