

ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)

INCORPORATED ASSOCIATION

CONSTITUTION

Ringwood & District Cricket Association Inc

(Reg. No: A0110509M)

PART 1 - PRELIMINARY	1
1.1 NAME	1
1.2 PURPOSES	1
1.3 FINANCIAL YEAR	1
1.4 DEFINITIONS	1
PART 2 – POWERS OF THE ASSOCIATION	3
2.1 POWERS OF THE ASSOCIATION	3
2.2 NOT FOR PROFIT ORGANISATION	3
PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	3
3.1 MINIMUM NUMBER OF MEMBERS	3
3.2 CREATING CLASSES OF MEMBERSHIP	4
3.3 CLASSES OF MEMBERSHIP	4
3.4 CLUB MEMBERSHIP - ELIGIBILITY	4
3.5 CLUB MEMBERSHIP - APPLICATION	4
3.6 CLUB MEMBERSHIP - CONSIDERATION OF APPLICATION	4
3.7 NEW CLUB MEMBERS	5
3.8 LIFE MEMBERSHIP - ELIGIBILITY	5
3.9 NEW LIFE MEMBERS	5
3.10 GENERAL RIGHTS OF MEMBERS	5
3.11 RIGHTS NOT TRANSFERABLE	6
3.12 OBLIGATIONS OF CLUB MEMBERS	6
3.13 CEASING MEMBERSHIP	6
3.14 RESIGNING AS A MEMBER	6
3.15 REGISTER	7
4.1 AFFILIATION FEES	7
4.2 BONDS	8
4.3 ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS	8
5.1 GROUNDS FOR TAKING DISCIPLINARY ACTION	9
5.2 DISCIPLINARY COMMITTEE	9
5.3 NOTICE TO MEMBER	9
5.4 DECISION OF DISCIPLINARY COMMITTEE	9
5.5 APPEAL RIGHTS	10
5.6 CONDUCT OF DISCIPLINARY APPEAL MEETING	10
6.1 APPLICATION	11
6.2 PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE	11
6.3 APPOINTMENT OF MEDIATOR	11
6.4 MEDIATION PROCESS	11
6.5 FAILURE TO RESOLVE DISPUTE BY MEDIATION	12
PART 4—GENERAL MEETINGS OF THE ASSOCIATION	12
7.1 ANNUAL GENERAL MEETINGS	12
7.2 SPECIAL GENERAL MEETINGS	12
7.3 SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS	12
7.4 NOTICE OF GENERAL MEETINGS	13
7.5 PROXIES AND REPRESENTATIVES OF MEMBERS	13
7.6 MEMBERS’ UNDERTAKING	14
7.7 USE OF TECHNOLOGY	14
7.8 QUORUM AT GENERAL MEETINGS	14
7.9 ADJOURNMENT OF GENERAL MEETING	15
7.10 VOTING AT GENERAL MEETING	15
7.11 SPECIAL RESOLUTIONS	15
7.12 DETERMINING WHETHER RESOLUTION CARRIED	15
7.13 MINUTES OF GENERAL MEETING	16

PART 5—BOARD	16
8.1 ROLE AND POWERS	16
8.2 GENERAL DUTIES	16
8.3 DELEGATION	17
9.1 COMPOSITION OF BOARD	17
9.2 PRESIDENT	18
9.2 VICE PRESIDENT.....	18
9.3 SECRETARY	18
9.4 FINANCE MANAGER	18
10.1 WHO IS ELIGIBLE TO BE A BOARD MEMBER	19
10.2 TERM OF OFFICE	19
10.3 NOMINATIONS.....	20
10.4 ELECTION OF OFFICERS.....	20
10.5 ELECTION OF ORDINARY BOARD MEMBERS.....	20
10.6 BALLOT	20
10.7 REMOVAL OF A BOARD MEMBER	21
10.8 VACATION OF OFFICE	21
10.9 FILLING CASUAL VACANCIES	21
11.1 MEETINGS OF BOARD	22
11.2 NOTICE OF MEETINGS.....	22
11.3 PROCEDURE AND ORDER OF BUSINESS	22
11.4 USE OF TECHNOLOGY	22
11.5 QUORUM.....	22
11.6 VOTING	23
11.7 CONFLICT OF INTEREST.....	23
11.8 MINUTES OF MEETING	23
11.9 LEAVE OF ABSENCE.....	23
PART 6—COMMITTEES.....	24
12.1 ATTENDANCE OF EX-OFFICIO BOARD MEMBERS	24
12.2 COMMITTEE REPORTS TO BE GIVEN TO THE BOARD	24
12.3 CHAIR OF COMMITTEES	24
12.4 COMMITTEE MEETINGS	24
12.5 ATTENDANCE AT COMMITTEE MEETINGS.....	24
13.1 CREATION OF A COMPETITION COMMITTEE	24
13.2 PURPOSE AND FUNCTION OF THE COMPETITION COMMITTEE.....	24
13.3 COMPOSITION OF A COMPETITION COMMITTEE	25
13.4 ELECTION OF COMPETITION COMMITTEE MEMBERS	25
13.5 DUTIES OF COMMITTEE SECRETARY	25
14.1 PURPOSE AND FUNCTION OF THE UMPIRES' COMMITTEE	25
14.2 COMPOSITION OF THE UMPIRES' COMMITTEE	26
14.3 ELECTION OF UMPIRES' COMMITTEE MEMBERS.....	26
14.4 DUTIES OF UMPIRES' COMMITTEE SECRETARY	26
15.1 PURPOSE AND FUNCTION OF THE DISCIPLINARY COMMITTEE	26
15.2 COMPOSITION OF THE DISCIPLINARY COMMITTEE	26
15.3 ELECTION OF DISCIPLINARY COMMITTEE CHAIRPERSON.....	27
15.4 DUTIES OF DISCIPLINARY COMMITTEE CHAIRPERSON	27
PART 7—COMPETITION MATTERS.....	27
16.1 COMPETITION REGULATIONS.....	27
16.2 SUBMISSIONS TO AMEND COMPETITION REGULATIONS	27
16.3 ADOPTION OF NEW REGULATIONS FOR COMPETITIONS	27
PART 8—FINANCIAL MATTERS	28
17.1 SOURCE OF FUNDS.....	28
17.2 MANAGEMENT OF FUNDS	28

17.3	FINANCIAL RECORDS	28
17.4	FINANCIAL STATEMENTS.....	29
17.5	DUTIES OF THE AUDITOR	29
PART 9—GENERAL MATTERS		29
18.1	COMMON SEAL.....	29
18.2	REGISTERED ADDRESS	29
18.3	NOTICE REQUIREMENTS	29
18.4	CUSTODY AND INSPECTION OF BOOKS AND RECORDS	30
18.5	ALTERATION OF CONSTITUTION.....	30
18.6	INTERPRETATION OF CONSTITUTION	30
18.7	BY-LAWS	30
18.8	PATRONS.....	30
18.9	AFFILIATION WITH CRICKET VICTORIA	31
18.10	WINDING UP AND CANCELLATION.....	31
SCHEDULE 1		32
	PURPOSES OF THE ASSOCIATION.....	32

ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)
Ringwood & District Cricket Association Inc
CONSTITUTION

PART 1 - PRELIMINARY

1.1 Name

The name of the incorporated association is Ringwood & District Cricket Association Inc (in this Constitution called the **Association**).

1.2 Purposes

The purposes of the Association are set out in Schedule 1.

1.3 Financial Year

The Financial Year of the Association is each period of twelve (12) months ending on 31st May.

1.4 Definitions

In this Constitution, unless the contrary intention appears:—

Absolute Majority means, in relation to the Board, a majority of the Board Members currently holding office and entitled to vote at the time (as distinct from a majority of Board Members present at a Board Meeting);

Act means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under the Act;

Affiliation Fee means the amount payable by each Member to the Association in respect of the teams drawn from and representing that Member which wish to compete in competitions operated by Cricket Victoria RDCA;

Annual General Meeting (AGM) means the General Meeting of the Association held in accordance with Section 63 of the Act;

Appeal Tribunal: representatives, appointed by the Board, to act independently, to adjudicate an appeal against penalties imposed by relevant disciplinary bodies/sub-committee;

Board (BOM) means the decision-making body, described in Part 5, which has the ultimate responsibility of managing of the business of the Association;

Board Meeting means a meeting of the Board held in accordance with this Constitution;

Board Member means a member of the Board elected or appointed under Division 3 of Part 5;

Bond means an amount of money which an applicant Club must pay to the Association when applying to become a Member, the purpose of which is to provide funds for any damages or costs which the applicant Club may cause the Association to incur because of its membership;

Business Day means any day other than a Saturday, Sunday, bank holiday or public holiday in Melbourne;

Chair in relation to a meeting, means the person chairing the meeting as required under Rule 9.2;

Club means a body of natural persons, affiliated with the Association, and formed for the purposes of:-

- (a) fielding teams to play cricket in the Association competitions;
- (b) providing umpires to govern cricket matches;

Club Member means a Club which is a Member of the Association;

Club Non-Member means a cricket club which is not a Member of the Association;

Delegate means a natural person who has been nominated by a Club Member to represent the Club Member at General Meetings;

Disciplinary Appeal Meeting means a meeting of the Members convened under Rule 5.5;

Disciplinary Committee means the Committee described in Part 6 Division 4 of this Constitution;

Disciplinary Meeting means a meeting of the Board convened in accordance with Rule 5.3;

Financial Year means the twelve (12) month period specified in Rule 1.3;

Finance Manager may also be known or referred to as the Treasurer of the Association

Fines Officer means person responsible for the recording of financial penalties imposed by the Association and their Sub-Committees;

General Meeting means a general meeting of the Members convened in accordance with Part 4 and includes an Annual General Meeting, a Special General Meeting and a Disciplinary Appeal Meeting;

Investigation Officer means the person appointed by the BOM to investigate matters referred to by the Association or its sub-committees;

Competition Committee means the Competition Committee described in Part 6 Division 2 of this Constitution;

Member means a member of the Association;

Month means a calendar month;

Officer means a natural person holding one or more of the offices named in Rule 9.1;

Person includes:–

- (a) a natural person; and
- (b) a registered company, corporation or incorporated association;

Policies means the documented principles and guidelines established by the Association to govern its operations, ensure consistency, and promote fairness in areas such as membership, conduct, events, safety, inclusion, finances, and governance.

Register means the register of Members;

Registrar means the Registrar of Incorporated Associations;

Regulations is a reference to a rule, regulation and convention contained in a document other than this Constitution relating to playing cricket at the levels and in the competitions in which Club Members enter;

Relevant Document has the same meaning as in the Act;

Secretary has the same meaning as given to that term in Section 3 of the Act; Also referred to as Administration Manager;

Special General Meeting means a General Meeting other than an Annual General Meeting or a Disciplinary Appeal Meeting;

Special Resolution means a resolution that requires not less than three-quarters of the Voting Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution;

Tribunal means independent representatives, appointed by the Board, to adjudicate disciplinary matters referred to it in accordance with the playing rules;

Unfinancial Member means a Member who is in default of a financial obligation (including the payment by the due date of Affiliation Fees) to the Association;

Umpires' Committee means the Committee described in Part 6 Division 3 of this Constitution;

Voting Member means a Member who:—

- (a) has been granted membership of a class of membership which confers an entitlement to vote at a General Meeting; and
- (b) is not an Unfinancial Member; and

Year means a calendar year.

PART 2 – POWERS OF THE ASSOCIATION

2.1 Powers of the Association

- (a) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (b) Without limiting Rule 2.1(a), the Association may:–
 - (i) acquire, hold and dispose of real or personal property;
 - (ii) open and operate accounts with financial institutions;
 - (iii) invest its money in any security in which trust monies may lawfully be invested;
 - (iv) raise and borrow money on any terms and in any manner as it thinks fit;
 - (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (vi) appoint agents to transact business on its behalf;
 - (vii) enter into any other contract it considers necessary or desirable.
- (c) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

2.2 Not for profit Organisation

- (a) The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- (b) Rule 2.2(a) does not prevent the Association from paying a Member:–
 - (i) reimbursement for expenses properly incurred by the Member; or
 - (ii) for goods or services provided by the Member,if this is done in good faith on terms no more favourable than if the Member were not a Member

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

3.1 Minimum Number of Members

The Association must have at least five (5) Members.

3.2 Creating Classes of Membership

- (a) By Special Resolution, the Association may create different classes of membership and may confer on each such newly created class of membership such rights, privileges or benefits as the Association sees fit.
- (b) Where different classes of membership have been created, the Board may, on accepting an applicant's application for membership, admit an applicant to a class of membership which appears appropriate to the Board.

3.3 Classes of Membership

- (a) The Association has three classes of membership:-
 - (i) Club Members; and
 - (ii) Life Members, and
 - (iii) Club Non Members.
- (b) Eligibility to vote
 - (i) Club Members are entitled to two votes through their appointed delegates. The first delegate is automatically the Secretary of the Club.
 - (ii) Life Members are entitled to one vote.
 - (iii) Club Non Members are not entitled to a vote.

3.4 Club Membership - Eligibility

Any Club which is affiliated with Cricket Victoria who supports the purposes of the Association is eligible for membership as a Club Member.

3.5 Club Membership - Application

- (a) To apply to become a Club Member, a Club must submit a written application to the Association stating that the Club:-
 - (i) wishes to become a Club Member; and
 - (ii) supports the purposes of the Association; and
 - (iii) agrees to comply with this Constitution.
- (b) The application:-
 - (i) must be signed by the President and Secretary of the applicant Club; and
 - (ii) nominate two (2) natural persons as its Delegates, one of whom must be its current Secretary and the other of which must be a current paid up member (or elected officer bearer) of the applicant Club; and
 - (iii) must be accompanied by the Bond.

3.6 Club Membership - Consideration of Application

- (a) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (b) The Board must notify the applicant Club in writing of its decision as soon as practicable after the decision is made.
- (c) If the Board approves the application, a Special General Meeting must be convened where the application must be presented for final approval.
- (d) If the application is rejected, any monies representing the Bond which accompanied the application to the applicant Club must be returned.

- (e) No reason need be given for the rejection of an application.

3.7 New Club Members

- (a) If an application for Club Membership is approved by the Board:-
 - (i) the resolution to accept the Club Membership must be recorded in the minutes of the Board Meeting; and
 - (ii) the Secretary must, as soon as practicable, enter the name and address of the new Club Member, and the date of becoming a Club Member, in the Register.
- (b) A Person becomes a Club Member and, subject to Rule 3.10(b), is entitled to exercise its rights of Club Membership from the date, whichever is the later, on which the Board approves the Club's membership.

3.8 Life Membership - Eligibility

- (a) Club Members may nominate any person for admission as a Life Member in recognition of the special service to the Association and the game of cricket rendered by that person. Any such nomination must be received by the Board prior to the first day of July in any Year.
- (b) The Board shall consider and recommend all nominations for persons to be admitted as a Life Member and shall include its recommendations in the notice of the Annual General Meeting.
- (c) If recommended by the Board, the Association in General Meeting may elect by Special Resolution as a Life Member any natural person who has rendered special service to the Association and to the game of cricket.
- (d) Life Members shall have all the rights and privileges of Members of the Association as set out in Clause 3.10.

3.9 New Life Members

- (a) If the Association at an Annual General Meeting has admitted a person to Life Membership:-
 - (i) the resolution must be recorded in the minutes of the Annual General Meeting; and
 - (ii) the Secretary must, as soon as practicable, enter the name and address of the new Life Member, and the date of becoming a Life Member, in the Register.
- (b) A person becomes a Life Member and, subject to Rule 3.10(b), is entitled to exercise their rights of Life Membership from the conclusion of the Annual General Meeting at which that person was admitted to Life Membership.
- (c) Life Members are not required to pay any membership fees to the Association.
- (d) A person admitted as a Life Member shall be entitled to remain as such until:-
 - (i) the death of that Life Member; or
 - (ii) the resignation of that person as a Life Member; or
 - (iii) the expulsion of that person as a Life Member.

3.10 General Rights of Members

- (a) Club Members and Life Members have the right:-
 - (i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution; and
 - (ii) to submit items of business for consideration at a General Meeting; and
 - (iii) to attend and be heard at General Meetings; and

- (iv) to have access to the minutes of General Meetings and other documents of the Association as provided under Rule 18.4; and
- (v) to inspect the Register.
- (b) A Member is entitled to vote if:-
 - (i) the Member is a Voting Member; and
 - (ii) more than ten (10) Business Days have passed since that Person became a Member; and
 - (iii) the Member's membership rights are not suspended for any reason.

3.11 Rights not transferable

The rights of a Member are not transferable and end when membership ceases.

3.12 Obligations of Club Members

- (a) Each Club Member must hold its annual general meeting no later than the 31st day of July in each Year.
- (b) All Club Members are required to submit to the Board, within 21 days of holding their Annual General Meeting, a copy of the Club Member's financial statements as approved at its annual general meeting.
- (c) Each Club Member must support social functions arranged by the Association. Each Club Member must have at least three (3) members or one (1) person (excluding Association Representatives) for each Team entered in that Competition to attend each function, whichever is greater. Failure to observe this Rule will incur a fine equivalent to the cost of an additional ticket per Team and an additional fine as set by the Board.
- (d) Club Members shall pay all monies due and payable to the Association within twenty (20) Business Days of the date of submission of monthly accounts. Failure to do so will incur a fine as set by the Board. Unfinancial Club Members will be ineligible to commence participation in any finals matches of the Association.
- (e) A Club Member cannot field any teams, and it cannot vote at General Meetings until it pays all accounts rendered in the previous season.

3.13 Ceasing Membership

- (a) The membership of a Member ceases on:-
 - (i) resignation; or
 - (ii) withdrawal from competition; or
 - (iii) expulsion; or
 - (iv) death; or
 - (v) upon its liquidation or winding up.
- (b) If a Person ceases to be a Member, the Secretary must, as soon as practicable, enter the date the Person ceased to be a Member in the Register.
- (c) Advice that a Club Member is disbanding or ceasing to be a Member will be provided to the Victorian Metropolitan Cricket Union.

3.14 Resigning as a Member

- (a) A Member may resign by notice in writing given to the Association.
- (b) A Member is taken to have resigned if:-

- (i) the Member's Affiliation Fees are more than 12 Months in arrears; or
- (ii) where no annual subscription or Affiliation Fees are payable:-
 - (A) the Secretary has made a written request to the Member to confirm that the Member wishes to remain a Member; and
 - (B) the Member has not, within three (3) Months after receiving that request, confirmed in writing that the Member wishes to remain a Member.
- (c) Advice that a Club Member is disbanding or ceasing to be a Member will be provided to the Victorian Metropolitan Cricket Union.

3.15 Register

- (a) The Secretary must keep and maintain a Register that includes:-
 - (i) for each current Member—
 - (A) the Member's name;
 - (B) the address for notice last given by the Member;
 - (C) the date of becoming a Member;
 - (D) a note to record if the Member is a Voting Member or not;
 - (E) the names and roles of a Club Member's Delegates;
 - (F) any other information determined by the Board; and
 - (ii) for each former Member, the date of ceasing to be a Member.
- (b) The Secretary must also keep and maintain a Register of Board Members that includes:-
 - (i) for each current Member—
 - (A) the Member's name;
 - (B) the address for notice last given by the Member;
 - (C) the date of becoming a Member;
 - (D) the Position of the Member
 - (E) any other information determined by the Board; and
 - (ii) for each former Member, the date of ceasing to be a Member.
- (c) Any Member may, at a reasonable time and free of charge, inspect the Register.

Division 2—Fees and Bonds

4.1 Affiliation Fees

- (a) Prior to the Annual General Meeting, the Board must determine the amount of the annual Affiliation Fees for the competition which is to be commenced in the following season in respect to the various teams put forward for competition. These Fees are to be presented and approved by the Members at the Annual General Meeting.
- (b) The Board may determine that a lower Affiliation Fee is payable by specified classes of teams.
- (c) Subject to Clause 4.1(d), a team of players who are members of a Non-Member Club shall be permitted to compete in any competition operated by the Association.
- (d) The Board shall issue an invoice for Affiliation Fees during the month of October by which time, all Club Members and all Club Non-Members will have advised of the teams they are putting forward for competitions. The Affiliation Fee is payable by each Member and by any Club Non-Members which have submitted teams for the forthcoming competition as follows:-
 - (i) one-half of the Affiliation Fee is payable by 30th November in each Year; and

- (ii) the balance owed is due to be paid by the last day of February in the following Year.
- (e) The rights of a Club Member (including the right to vote) which has not paid the full annual Affiliation Fee by 31st March are suspended until all Affiliation Fees are paid in full.
- (f) A Club Member and Club Non-Members which has not paid its invoiced Affiliation Fees to the Association by the due date shall be fined as follows:-
 - (i) on the next day after the due date for payment of part of an Affiliation Fee;
 - (ii) on the first day of each Month following the due date for payment of part of an Affiliation Fee-

4.2 Bonds

- (a) Each Club Member, as a condition of admission as a Member of the Association, has paid the Association a Bond as set by the Board.
- (b) All Bonds will be lodged in a separate bank account which will belong to the Association. Such monies will be retained during the period which the Club Member wishes to retain its membership with the Association and will be refunded in full upon the cessation of membership of the Association.
- (c) In the sole and unfettered opinion of the Board, if:-
 - (i) a Club Member; or
 - (ii) a team of a Club Member; or
 - (iii) a member of a Club Member.

fails to observe and carry out all rules, Regulations and resolutions of the Association, the Club Member may forfeit the Bond.
- (d) If a team of a Club Member fails to play a scheduled match, the Club Member may forfeit the Bond. The forfeiture of the Bond will not occur if:-
 - (i) the team of the Club Member is excused by the Board for a reason satisfactory to the Board;
 - (ii) the reason for failing to play a scheduled match is communicated in writing to the Secretary prior to 7:00 pm on the Tuesday prior to the scheduled commencement of the match.
- (e) In the event a Club Member wishes to continue its membership of the Association after forfeiting its Bond, that Club Member may, after making good its default, with the consent of the Board, pay to the Finance Manager a further Bond, as set by the Board, on or before the Tuesday prior to the commencement of the next match and to retain its membership of the Association.
- (f) If the Club Member does not deposit the further Bond, the membership of that Club Member with the Association shall cease and no team from that Club Member will have the right to take part in any competition operated by the Association.

4.3 Entrance Fees and Annual Subscriptions

- (a) Prior to the Annual General Meeting, the Board must determine the amount of the annual subscription fees for each participant which is to be commenced in the following season. These Fees are to be presented and approved by the Member Clubs at the Annual General Meeting.
- (b) Any fee approved at the Annual General Meeting is payable at the time of Registration for that member.

5.1 Grounds for taking disciplinary action

- (a) The Association may take disciplinary action against a Member in accordance with this Division if the Board has determined that the Member:-
 - (i) has failed to comply with this Constitution; or
 - (ii) refuses to support the purposes of the Association; or
 - (iii) has engaged in conduct deemed prejudicial to the Association.
- (b) If a Club Member ceases to be, in the opinion of the Board, a playing club, that Club Member shall not be entitled to vote at an Annual General Meeting or any General Meeting and shall, subject to the provisions of Rule 10.9, forfeit the guarantee deposited with the Association in accordance with that rule.

5.2 Disciplinary Committee

- (a) At the AGM of each season a Disciplinary Committee is appointed as per Rule 15.3.
- (b) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board may refer matters to the Disciplinary Committee to hear the matter and determine what action, if any, to take against the Member.
- (b) The Members of the Disciplinary Committee:-
 - (i) may be Members of the Association or anyone else (excluding Board Members); but
 - (ii) must not be biased against, or in favour of, the Member concerned.

5.3 Notice to Member

- (a) Before disciplinary action is taken against a Member, the Disciplinary Committee Secretary must give written notice to the Member:-
 - (i) stating that the Association proposes to take disciplinary action against the Member; and
 - (ii) stating the grounds for the proposed disciplinary action; and
 - (iii) specifying the date, place and time of the Disciplinary Meeting at which the Disciplinary Committee intends to consider the disciplinary action; and
 - (iv) advising the Member that they may do one or both of the following:-
 - (A) attend the Disciplinary Meeting and address the Disciplinary Committee at that meeting;
 - (B) give a written statement to the Disciplinary Committee at any time before the Disciplinary Meeting; and
 - (v) setting out the Member's appeal rights under Rule 5.5.
- (b) The notice mentioned in Rule 5.3(a) must be given no earlier than twenty (20) Business Days, and no later than ten (10) Business Days, before the date set for the Disciplinary Meeting under Rule 5.3(a)(iii).

5.4 Decision of Disciplinary Committee

- (a) If the Member is present at the Disciplinary Meeting, the Disciplinary Committee must give the Member an opportunity to be heard.
- (b) If the Member has given a written statement to the Disciplinary Committee prior to the Disciplinary Meeting, the Disciplinary Committee must consider the written statement submitted by the Member.

- (c) After complying with Rules 5.4(a) and 5.4(b), the Disciplinary Committee may:-
 - (i) take no further action against the Member; or
 - (ii) reprimand the Member; or
 - (iii) suspend the membership rights of the Member for a specified period; or
 - (iv) expel the Member from the Association.
- (d) The Disciplinary Committee may not fine the Member.
- (e) The suspension of membership rights or the expulsion of a Member by the Disciplinary Committee under this Rule takes effect immediately after the vote is passed.
- (f) If the Member has failed to attend the Disciplinary Meeting, the Secretary must provide notice to the Member of the decision of the Disciplinary Committee within 48 hours of the Disciplinary Meeting.

5.5 Appeal rights

- (a) A Person whose membership rights have been suspended or who has been expelled from the Association under Rule 5.4 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (b) The notice must be in writing and given:-
 - (i) to the Disciplinary Committee Chairperson immediately after the vote to suspend or expel the Person is taken; or
 - (ii) to the Secretary not later than one week after the vote.
- (c) If a Person has given notice under Rule 5.5(b), a Disciplinary Appeal Meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (d) Notice of the Disciplinary Appeal Meeting must be given to each Voting Member of the committee as soon as practicable and must:-
 - (i) specify the date, time and place of the meeting; and
 - (ii) state:-
 - (A) the name of the Person against whom the disciplinary action has been taken; and
 - (B) the grounds for taking that action; and
 - (C) that at the Disciplinary Appeal Meeting, the Voting Members present must vote on whether the decision to suspend or expel the Person should be upheld or revoked.

5.6 Conduct of Disciplinary Appeal Meeting

- (a) At a Disciplinary Appeal Meeting:-
 - (i) no business other than the question of the appeal may be conducted; and
 - (ii) the Disciplinary Committee Chairperson must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (iii) the Person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) After complying with Rule 5.6(a), the Voting Members present must vote by secret ballot on the question of whether the decision to suspend or expel the Person should be upheld or revoked.
- (c) **A Member may not vote by proxy at the meeting.**

- (d) The decision is upheld if not less than three quarters of the Voting Members present at the meeting vote in favour of the decision.

Division 4—Grievance procedure

6.1 Application

- (a) The grievance procedure set out in this Division applies to disputes under this Constitution between:-
 - (i) a Member and another Member;
 - (ii) a Member and the Board;
 - (iii) a Member and the Association.
- (b) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

6.2 Parties must attempt to resolve the dispute

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

6.3 Appointment of mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 6.2, the parties must within ten days:-
 - (i) notify the Board of the dispute; and
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be:-
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:-
 - (A) if the dispute is between a Member and another Member, a person appointed by the Board; or
 - (B) if the dispute is between a Member and the Board or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Board may be a Member or former Member but, in any case, must not be a Person who:-
 - (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.

6.4 Mediation process

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

6.5 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute:-

- (a) by reference to the Victorian Metropolitan Cricket Union; or
- (b) in accordance with the Act; or
- (c) otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

7.1 Annual General Meetings

- (a) The Board must convene an Annual General Meeting to be held:-
 - (i) in August each Year;
 - (ii) no later than the 21st day of August each Financial Year.
- (b) The Board may determine the date, time and place of the Annual General Meeting.
- (c) The ordinary business of the Annual General Meeting is as follows:-
 - (i) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - (ii) to receive and consider:-
 - (A) the annual report of the Board on the activities of the Association during the preceding Financial Year; and
 - (B) the financial statements of the Association for the preceding Financial Year submitted by the Board in accordance with Part 8 of the Act;
 - (iii) to elect the Board Members;
 - (iv) to elect Competition Committee Members and, if relevant,
 - (v) to elect Life Members.
- (d) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with this Constitution.

7.2 Special General Meetings

- (a) Any General Meeting of the Association, other than an Annual General Meeting or a Disciplinary Appeal Meeting, is a Special General Meeting.
- (b) The Board may convene a Special General Meeting whenever it thinks fit.
- (c) No business other than that set out in the notice under Rule 7.4 may be conducted at a Special General Meeting.

7.3 Special General Meeting held at Request of Members

- (a) The Board must convene a Special General Meeting if a request to do so is made in accordance with Rule 7.3(b) by at least 10% of the total number of Voting Members.
- (b) A request for a Special General Meeting must:-
 - (i) be in writing; and
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed; and

- (iii) include the names and signatures of the Voting Members requesting the meeting; and
 - (iv) be given to the Secretary.
- (c) If the Board does not convene a Special General Meeting within one (1) Month after the date on which the request is made, the Members making the request (or any of them) may convene the Special General Meeting.
- (d) A Special General Meeting convened by Voting Members under Rule 7.3(c):-
 - (i) must be held within three months after the date on which the original request was made; and
 - (ii) may only consider the business stated in that request.
- (e) The Association must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under Rule 7.3(c).

7.4 Notice of General Meetings

- (a) The Secretary (or, in the case of a Special General Meeting convened under Rule 7.3, the Members convening the meeting) must give to each Member and each Delegate:-
 - (i) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a General Meeting in any other case.
- (b) The notice must:-
 - (i) specify the date, time and place of the meeting; and
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if a Special Resolution is to be proposed:-
 - (A) state in full the proposed resolution; and
 - (B) state the intention to propose the resolution as a Special Resolution; and
 - (iv) comply with Rule 7.5(e).
- (c) This Rule does not apply to a Disciplinary Appeal Meeting.
- (d) In advance of an Annual General Meeting, the Secretary must ensure that the Annual Report and Financial Statements are made available to all Club Members, all Life Members, all Board Members and, if relevant, the Auditor on the same day that notice of the Annual General Meeting is given.

7.5 Proxies and Representatives of Members

- (a) A Club Member shall be represented by two (2) Delegates, both of which may attend a General Meeting and shall have every right vested in a Member to speak and vote at a General Meeting.
- (b) A Life Member may appoint a natural person who need not be a Member as its, their proxy to speak and to vote on their behalf at a General Meeting other than at a Disciplinary Appeal Meeting.
- (b) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (c) A Member appointing a proxy may give specific directions as to how the proxy is to vote on their behalf. If specific directions have not been given, the proxy may vote on behalf of the Member in any matter as they see fit.

- (d) If the Board has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (e) Notice of a General Meeting given to a Member under Rule 7.4 must:-
 - (i) state that a Member may appoint a natural person who need not be a Member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Board has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chair of the meeting before or at the commencement of the meeting.
- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

7.6 Members' Undertaking

Any undertaking given by a Member at a General Meeting shall be binding on and enforceable against the Member which they represent.

7.7 Use of technology

- (a) A Member 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.
- (b) For the purposes of this Part, a Member participating in a General Meeting as permitted under Rule 7.7(a) is taken to be present at the meeting and, if that Member is a Voting Member, is taken to have voted in person.

7.8 Quorum at General Meetings

- (a) No business may be conducted at a General Meeting unless a quorum of Voting Members is present.
- (b) The quorum for a General Meeting is the presence (physically, by proxy or as allowed under Rule 7.7) representing greater than 50% of Clubs.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:-
 - (i) in the case of a meeting convened by, or at the request of, Members under Rule 7.3, the meeting must be dissolved;
 - (ii) in any other case:-
 - (A) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (B) 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.
- (d) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under Rule 7.8(c), the Members present at the meeting (being not fewer than three Voting Members) may proceed with the business of the meeting as if a quorum were present.

7.9 Adjournment of General Meeting

- (a) The Chair of a General Meeting at which a quorum is present may, with the consent of a majority of Voting Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting Rule 7.9(a), a meeting may be adjourned:-
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Voting Members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 7.4.

7.10 Voting at General Meeting

- (a) On any question arising at a General Meeting:-
 - (i) subject to Rule 7.10(c), each Voting Member has one vote; and
 - (ii) Voting Members may vote personally or by proxy; and
 - (iii) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chair of the meeting has a casting vote.
- (c) If the question is whether or not to confirm the minutes of a previous meeting, only Voting Members who were present at that meeting may vote.
- (d) This Rule does not apply to a vote at a Disciplinary Appeal Meeting conducted under Rule 5.6.

7.11 Special Resolutions

A Special Resolution is passed if not less than three quarters of the Voting Members present at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

7.12 Determining whether Resolution Carried

- (a) Subject to Rule 7.12(b), the Chair of a General Meeting may, based on a show of hands, declare that a resolution has been:-
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost,and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (b) If a poll (where votes are cast in writing) is demanded by three or more Voting Members on any question:-
 - (i) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
 - (ii) the Chair must declare the result of the resolution based on the poll.
- (c) A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.

- (d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

7.13 Minutes of General Meeting

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each Annual General Meeting must include:-
 - (i) the names of the Members attending the meeting; and
 - (ii) proxy forms given to the Chair of the meeting under Rule 7.5(f) or delivered to the Association under Rule 7.5(g); and
 - (iii) the financial statements submitted to the Members in accordance with Rule 7.1(c)(ii); and
 - (iv) the certificate signed by two Board Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (v) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD

Division 1—Powers of Board

8.1 Role and powers

- (a) The business of the Association must be managed by or under the direction of a Board.
- (b) The Board may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by the Members.
- (c) The Board may:-
 - (a) appoint and remove staff;
 - (b) establish committees consisting of such natural persons with terms of reference it considers appropriate.
- (d) Each elected Board member is entitled to one vote at all General Meetings.

8.2 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Board Member must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Board Members comply with this Constitution.
- (c) Board Members must exercise their powers and discharge their duties:-
 - (i) with reasonable care and diligence; and
 - (ii) in good faith in the best interests of the Association; and
 - (ii) for a proper purpose.
- (d) Board Members and former Board Members must not make improper use of:-
 - (i) their position; or

- (ii) 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.
- (e) In addition to any duties imposed by this Constitution, a Board Member must perform any other duties imposed from time to time by resolution at a General Meeting.
- (f) The Board shall be responsible for each of the following duties:-
 - (i) to direct and manage the operations of the Association;
 - (ii) to direct and manage the operations of any committee of the Association;
 - (iii) to create committees as required;
 - (iv) to appoint members to committees and to determine the Chair of all committees;
 - (v) to establish the staffing and duties of all committees;
 - (vi) to deal with any business or matter referred to it by a General Meeting;
 - (vii) to endorse the appointment of the Investigation Officer, Tribunal Members and Appeal Tribunal Members and to refer to the Investigation Officer or Tribunal or Appeal Tribunal, any matter it deems fit;
 - (viii) to deal with any matter which the Constitution places within its jurisdiction;
 - (ix) to levy fines, suspend and/or disqualify Club Members if directives of the Board are not complied with; and
 - (x) To review and approve all policies.

8.3 Delegation

- (a) The Board may delegate to a Board Member, a Committee or staff, any of its powers and functions other than:-
 - (i) this power of delegation; or
 - (ii) a duty imposed on the Board by the Act or any other law.
- (b) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (c) The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and Duties of Board Members

9.1 Composition of Board

- (a) The Board shall be comprised of the Officers and ordinary Board Members (if any)
- (b) The Officers of the Association shall be comprised of:-
 - (i) the President;
 - (ii) the Vice President
 - (iii) the Secretary;
 - (iv) the Finance Manager;
 - (v) the Chair(s) of Competition Committee(s).
- (c) Any person shall be eligible for election as an Officer. However, no more than two (2) members of any one Club Member shall be appointed to the Board as an Officer or otherwise.

9.2 President

- (a) Subject to Rule 10.2(b), the President is the Chair for any General Meeting, and for any Board Meeting.
- (b) If the President is absent, or is unable to preside, the Chair of the meeting shall be the Vice President.
- (c) The Chair of a meeting shall have a casting vote in addition to their deliberative vote.

9.2 Vice President

- (a) Subject to Rule 10.2(b), the Vice President is the Chair for any General Meeting, and for any Board Meeting where the President is absent.
- (b) If the Vice President is absent, or is unable to preside, the Chair of the meeting shall be:-
 - (i) in the case of a General Meeting, a Member elected by the other Members present; or
 - (iii) in the case of a Board Meeting, a Board Member elected by the other Board Members present.

9.3 Secretary

- (a) The Secretary (also known as Administrator) must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (b) The Secretary must:-
 - (i) maintain the Register in accordance with Rule 3.15; and
 - (ii) keep minutes of all resolutions and proceedings at each General Meeting and each Board Meeting in the books provided for that purpose, together with a record of the names of persons present at General Meetings;
 - (iii) handle all correspondence of the Association;
 - (iv) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 17.3, all books, documents and securities of the Association in accordance with Rules 18.1 and 18.4;
 - (v) subject to the Act and this Constitution, provide Members with access to the Register, the minutes of General Meetings and other books and documents; and
 - (vi) perform any other duty or function imposed on the Secretary by this Constitution.
- (c) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

9.4 Finance Manager

- (a) The Finance Manager (also known as the Treasurer) must manage and administer the receipts and payments of the Association including the requirement to:-
 - (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (ii) ensure that all moneys received are paid into the account of the Association within five (5) Business Days after receipt; and
 - (iii) make any payments authorised by the Board from the Association's funds; and
 - (iv) ensure cheques or electronic payments are signed or approved by any two of:-

- (A) the President;
 - (B) the Secretary;
 - (C) the Finance Manager;
- (v) ensure that no appropriation is made to or from any reserve fund of the Association except on a resolution carried by at least three-fourths of the Board Members
- (b) The Finance Manager must prepare reports and make them available to relevant recipients including the requirement to:-
 - (a) ensure that the financial records of the Association are kept in accordance with the Act;
 - (b) present to each meeting of the Board an up-to-date statement of income and expenditure;
 - (c) co-ordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the Annual General Meeting;
 - (d) render final accounts for amounts to be paid to the Association by Club Members not less than ten (10) Business Days prior to the end of each Financial Year;
 - (e) present properly audited financial statements relating to the activities of the past Financial Year
- (c) The Finance Manager must ensure that at least one other Board Member has access to the accounts and financial records of the Association.
- (d) The Finance Manager shall also be required to carry out other duties as determined by the Board as requested.

Division 3—Election of Board Members and tenure of office

10.1 Who is eligible to be a Board Member

A Voting Member or a natural person nominated by a Voting Member is eligible to be elected or appointed as a Board Member if that person is 18 years or over.

10.2 Term of Office

- (a) Subject to Rule 10.8 and Rule 10.9, the role of President, Secretary and Finance Manager will hold office for a term of three (3) years from the Annual General Meeting at which they are elected. This Triennial Rule to apply as follows:
 - President: - 2025 Annual General Meeting
 - Secretary – 2026 Annual General Meeting
 - Finance Manager – 2027 Annual General Meeting
- (b) Subject to Rule 10.8 and Rule 10.9, all other Board Members roles not listed in 10.2(a) hold office until the next Annual General Meeting after that Board Member was elected.
- (c) Only one of the President, Secretary and Finance Manager roles will fall vacant in any given year. In the event where a member ceases to hold Office before their term is completed, the replacement role will be elected at the next Annual General Meeting, however only for the remainder of that roles three (3) year term.
- (d) Elections shall be held at every Annual General Meeting for all Board Members in accordance with Rules 10.3 to 10.6
- (e) A Board Member may be re-elected

10.3 Nominations

- (a) Nominations for all positions must be submitted to the Secretary on the forms supplied by the Association by the first Friday in August each Year and must include:-
 - (a) the full name of the proposer, the seconder and the nominee; and
 - (b) the signature of the proposer, the seconder and the nominee.
- (b) A person eligible to be a Board Member may:-
 - (i) if a Delegate, nominate themselves; or
 - (ii) be nominated by a Member.
- (c) A person who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- (d) A list of persons nominated as a candidate for election to become a Board Member shall be circulated to all Members with the Notice of the Annual General Meeting. That list may include a short article provided by each candidate.
- (e) If a vacancy has not attracted any nomination, nominations will be accepted at the Annual General Meeting for that vacancy.

10.4 Election of Officers

- (a) At each Annual General Meeting, a separate election must be held for each office.
- (b) Election for an office shall be determined by a simple majority.
- (c) If only one person is nominated for an office, the Chair of the meeting must declare that person elected to the office.
- (d) If more than one person is nominated, a ballot must be held in accordance with Rule 10.6.

10.5 Election of Ordinary Board Members

- (a) At each Annual General Meeting, a separate election or a single election may be held to fill all vacancies in the role of ordinary Board Members (if any).
- (b) If the number of persons nominated for the position of ordinary Board Member is less than or equal to the number to be elected, the Chair of the meeting must declare each of those persons to be elected to the position.
- (c) If the number of persons nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 10.6.

10.6 Ballot

- (a) If a ballot is required for the election for a position, the Chair of the meeting may appoint a person to act as returning officer to conduct the ballot.
- (b) The returning officer must not be a person nominated for a position.
- (c) Before the ballot is taken, each candidate may make a short speech not exceeding ten (10) minutes in duration in support of their election. The persons present at the Annual General Meeting shall ~~not~~ be permitted to ask questions of any candidate and ~~no~~ the candidate shall be permitted to answer any questions asked. A time limit of 10 minutes per candidate will set for the asking and answering of question.
- (d) The election must be by secret ballot.
- (e) The returning officer must give a blank piece of paper to:-
 - (i) each Voting Member present in person; and
 - (ii) each proxy appointed by a Voting Member.

- (f) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (g) If the ballot is for more than one position:-
 - (i) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (ii) the voter must not write the names of more candidates than the number to be elected.
- (h) Ballot papers that do not comply with Rule 10.6(g) will not be counted.
- (i) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (j) The returning officer must declare, elected, the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (k) If the returning officer is unable to declare the result of an election under Rule 10.6(j) because two or more candidates received the same number of votes, the returning officer must:-
 - (i) conduct a further election for the position in accordance with Rule 10.6(d) to 10.6(j) to decide which of those candidates is to be elected; or
 - (ii) with the agreement of those candidates, decide by lot which of them is to be elected.

10.7 Removal of a Board Member

- (a) The Voting Members may:-
 - (i) by Special Resolution remove a Board Member from office; and
 - (ii) elect an eligible person to fill the vacant position in accordance with this Division.
- (b) A Member who is the subject of a proposed Special Resolution under Rule 10.8(a)(i) may make representations in writing to the Secretary or President (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- (c) The Secretary or the President may give a copy of the representations to each Member or, if they are not so given, the Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.

10.8 Vacation of office

- (a) A Board Member may resign from the Board by written notice addressed to the Board.
- (b) A person ceases to be a Board Member if they:-
 - (i) cease to be a Member; or
 - (ii) fail to attend two (2) consecutive Board Meetings (other than special or urgent Board Meetings) without leave of absence under Rule 11.9; or
 - (iii) otherwise ceases to be a Board Member by operation of Section 78 of the Act.

10.9 Filling casual vacancies

- (a) The Board by majority may appoint an eligible person to fill a position on the Board that:-
 - (i) has become vacant under Rule 10.8; or
 - (ii) was not filled by election at the last Annual General Meeting.
- (b) If the position of Secretary becomes vacant, the Board must appoint a Member to the position within 14 days after the vacancy arises.
- (c) Rule 10.7 applies to any Board Member appointed by the Board under Rule 10.9(a) or 10.9(b).

- (d) The Board may continue to act despite any vacancy in its membership. Subject to the requirements of 11.5 being met.

Division 4—Meetings of Board

11.1 Meetings of Board

- (a) The Board must meet at least four times in each year at the dates, times and places determined by the Board.
- (b) The date, time and place of the first Board Meeting must be determined by the Board Members as soon as practicable after the Annual General Meeting at which the Board Members were elected.
- (c) Special Board Meetings may be convened by the President or by any four (4) Board Members.

11.2 Notice of meetings

- (a) Notice of each Board Meeting:-
 - (i) must be given to each Board Member no later than seven (7) days before the date of the meeting; and
 - (ii) the notice must state the date, time and place of the meeting.
- (b) Notice may be given of more than one (1) Board Meeting at the same time.
- (c) If a Special Board Meeting is convened, the notice must include the general nature of the business to be conducted.
- (d) The only business that may be conducted at the meeting is the business for which the meeting is convened.
- (e) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 11.2(a) provided that as much notice as practicable is given to each Board Member by the quickest means practicable.
- (f) Any resolution made at a meeting convened under Rule 11.2(e) must be passed by an Absolute Majority of the Board.
- (g) The only business that may be conducted at a meeting convened under Rule 11.2(e) is the business for which the meeting is convened.

11.3 Procedure and order of business

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

11.4 Use of technology

- (a) A Board Member who is not physically present at a Board Meeting may participate in the meeting by the use of technology that allows that Board Member and the Board Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a Board Member participating in a Board Meeting as permitted under Rule 11.4(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

11.5 Quorum

- (a) No business may be conducted at a Board Meeting unless a quorum is present.
- (b) The quorum for a Board Meeting is the presence (in person or as allowed under Rule 11.4) of a majority of the Board Members holding office.

- (c) If a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting:-
 - (i) in the case of a Special Board Meeting, the meeting lapses;
 - (ii) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 11.2.

11.6 Voting

- (a) On any question arising at a Board Meeting, each Board Member present at the meeting has one vote.
- (b) A motion is carried if a majority of Board Members present at the meeting vote in favour of the motion.
- (c) Rule 11.6(b) does not apply to any motion or question which is required by this Constitution to be passed by an Absolute Majority of the Board.
- (d) If votes are divided equally on a question, the Chair of the meeting has a casting vote.
- (e) Voting by proxy is not permitted.

11.7 Conflict of interest

- (a) A Board Member who has a material personal interest in a matter being considered at a Board Meeting must disclose the nature and extent of that interest to the Board.
- (b) The Member:-
 - (i) must not be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This Rule does not apply to a material personal interest:-
 - (i) that exists only because the Member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the Member has in common with all, or a substantial proportion of, the Members.

11.8 Minutes of meeting

- (a) The Board must ensure that minutes are taken and kept of each Board Meeting.
- (b) The minutes must record the following:-
 - (i) the names of the Board Members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote; and
 - (iv) any material personal interest disclosed under Rule 11.7.

11.9 Leave of absence

- (a) The Board may grant a Board Member leave of absence from Board Meetings for a period not exceeding three (3) months.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board Member to seek the leave in advance.
- (c) Any Board Member being absent without leave from two (2) consecutive Board Meetings shall cease to be a Board Member.

PART 6—COMMITTEES

Division 1 – General

12.1 Attendance of Ex-Officio Board Members

When a Board Member is an ex-officio Committee Member, and who is in attendance at a Committee meeting in an ex-officio capacity, that person shall be:-

- (a) not included in determining whether a quorum for a Committee Meeting exists; and
- (b) not entitled to exercise normal voting rights.

12.2 Committee Reports to be given to the Board

All committees shall submit their reports and minutes in writing to the Board through their representative on the Board.

12.3 Chair of Committees

- (a) The person selected to act as the Chair of a Committee by the members of that Committee must first be ratified by the Board before assuming the role of Chair.
- (b) The person acting as the Chair of a Committee will be responsible for ensuring that the purposes of the Association are met.
- (c) The Chair of any Committee shall have a casting vote.
- (d) If the person elected as Chair is absent during, or unwilling to act as Chair for any part or parts of a Committee meeting, the Committee Members present shall elect one of their number to chair that meeting or that part or those parts of that meeting.

12.4 Committee Meetings

- (a) All Committees must meet at least four (4) times in each Year.
- (b) The Secretary of each Committee will convene each meeting of their Committee.

12.5 Attendance at Committee Meetings

- (a) A Committee may grant a Committee Member leave of absence from Committee Meetings for a period not exceeding three (3) months.
- (b) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.
- (c) Any Committee Member being absent without leave from two (2) consecutive Committee Meetings shall cease to be a Committee Member.

Division 2 – Competition Committee(s)

13.1 Creation of a Competition Committee

The Board of Management shall create a Competition Committee to oversee a given competition to assist with the streamlining of the operation of the Association. Any such Committee that is created will report back to the Board through their elected representative.

13.2 Purpose and Function of the Competition Committee

A Competition Committee is empowered:-

- (a) to generally administer the operations of the Competition. Any matter that comes before it that impacts another competition is to be referred to the Board.

- (b) to determine the number of playing grades in the Competition and grade teams in accordance with the Regulations of the Association;
- (c) to alter or vary times of starting and hours of play, days, and grounds at any time should the need arise;
- (d) to refer to the Investigation Officer or Tribunal or Appeal Tribunal any matter it deems fit;
- (e) to levy fines and/or deduct points as any matter necessitates;
- (f) to make written submissions to the Board recommending a proposed suspension or disqualification of Club Members;
- (g) to announce the fixtures; and
- (h) to deal with any matter which this Constitution places within its jurisdiction.

13.3 Composition of a Competition Committee

A Competition Committee shall be comprised of the following persons:-

- (a) the Chairperson;
- (b) the Secretary; and
- (c) Ordinary Committee Members.

13.4 Election of Competition Committee Members

The Office Bearers of a Competition Committee shall be the Chair and Secretary being elected at the Annual General Meeting. All other positions are to be recommended to and endorsed by the Board.

13.5 Duties of Committee Secretary

The Competition Committee Secretary shall:-

- (a) co-ordinate and manage the playing conditions and operations of the Competition;
- (b) co-ordinate and manage inter-association playing conditions and arrangements;
- (c) submit recommendations for changes to the Constitution or Regulations to the Secretary;
- (d) submit an annual budget detailing anticipated operations expenditure to the Finance Manager;
- (e) arrange for Committee meetings to be minuted and distributed to the Board;
- (f) refer matters to the Disciplinary Committee;
- (g) act as the primary contact person for Club Members in relation to all day-to-day matters emanating from the playing of matches in the Senior Competition; and
- fh) perform other duties as determined by the Board and/or the Committee.

Division 3 – Umpires' Committee

14.1 Purpose and Function of the Umpires' Committee

14.1.1 The purpose of the Umpires' Committee is:

- (a) to work with the Competition Committees to provide Umpires to matches as required;
- (b) support and foster the development of Umpires across the whole association;
- (c) represent the collective interests of the Umpires.

14.1.2 The Umpires' Committee reports to the Board Secretary.

14.1.3 The Umpires' Committee is empowered:-

- (a) to refer to the Investigation Officer or Tribunal or Appeal Tribunal any matter it deems fit;

- (b) to make written submissions to the Board recommending a proposed suspension or disqualification of Club Members; and
- (c) to deal with any matter which this Constitution places within its jurisdiction.

14.2 Composition of the Umpires' Committee

The Umpires' Committee shall be comprised of the following persons:-

- (a) the Chairperson;
- (b) the Secretary; and
- (c) Ordinary Committee Members.

14.3 Election of Umpires' Committee Members

The Office Bearers of the Umpires' Committee shall be the Chair and the Secretary as elected by the registered umpires and endorsed by the Clubs at the AGM.

14.4 Duties of Umpires' Committee Secretary

The Umpires' Committee Secretary shall:-

- (a) co-ordinate and supervise the activities of the Umpires;
- (b) submit recommendations for changes to the Regulations to the Secretary;
- (c) submit an annual budget detailing anticipated operations expenditure to the Finance Manager;
- (d) arrange for Umpires' Committee Meetings to be minuted and distributed to the Board and Competition Chairpersons;
- (e) other duties as determined by the Board and/or the Umpires' Committee; and
- (f) attend, or arrange for a relevant representative to attend, all relevant Tribunal and Appeal Tribunal hearings.

Division 4– Disciplinary Committee

15.1 Purpose and Function of the Disciplinary Committee

The purpose of the Disciplinary Committee is to provide an independent body to assist the Board, Competition Committees and Umpire Committee with dealing with Disciplinary matters as they arise.

The Disciplinary Committee reports into the Board via the Secretary of the Board.

The Disciplinary Committee is empowered:-

- (a) to refer to the Investigation Officer or Tribunal or Appeal Tribunal any matter it deems fit;
- (b) to levy fines and/or deduct points as any matter necessitates;
- (c) to make written submissions to the Board recommending a proposed suspension or disqualification of Club Members; and
- (d) to deal with any matter which this Constitution places within its jurisdiction.

15.2 Composition of the Disciplinary Committee

The Disciplinary Committee shall be comprised of the following persons:-

- (a) the Chairperson;
- (b) the Tribunal Chairperson;
- (c) the Appeals Chairperson; and

- (d) the Investigation Officer.

15.3 Election of Disciplinary Committee Chairperson

The Members of the Disciplinary Committee shall be the Disciplinary Committee Chairperson, Tribunal Chairperson, Appeals Chairperson and Investigation Officer. These roles are to be appointed by the Board.

15.4 Duties of Disciplinary Committee Chairperson

The Disciplinary Committee Chairperson shall:-

- (a) recommend persons to sit on the Tribunal and Appeals Tribunal to the Board for approval;
- (b) arrange for Disciplinary Committee meetings to be minuted and distributed to the Board;
- (c) co-ordinate, or delegate the co-ordination of, all Tribunal and Appeal Tribunal hearings; and
- (d) perform other duties as determined by the Board and/or the Disciplinary Committee.

PART 7—COMPETITION MATTERS

16.1 Competition Regulations

Each Competition Committee will have in place their own set of playing rules that relate to their Competition. These rules are to be reviewed by the Competition Committee at the conclusion of each season with all rule changes completed prior to the Association Annual General Meeting.

16.2 Submissions to Amend Competition Regulations

- (a) Formal submissions to amend, alter, vary, add to or delete a Regulation relating to a Competition are to be made to the Competition Committee by any Officer, Life Member or Club Member and must include:-
 - (i) the full text of the proposed amended Regulations;
 - (ii) a précis of the proposed amendments and the reasons for same;
 - (iii) an explanation as to the effect of the proposed amendments;
 - (iv) a cross-reference to any other Regulation affected by the proposed amendment; and
 - (v) the full names of each of the proposer and the seconder.
- (b) Any submission to amend a Regulation shall be proposed by a Club Member and must be seconded by a different Club Member.
- (c) The Competition Committee will decide whether such proposals are to proceed.
- (d) Should the Competition Committee decide against proceeding, reasons for such decision are to be advised in writing to the proposing Club Member and the seconding Club Member.
- (e) All proposed rule changes must be ratified by the Board of Management.

16.3 Adoption of new Regulations for Competitions

- (a) Upon deciding that a submission should proceed, the information set out in Rule 16.2(a) (the Proposal) will be forwarded in writing to all Officers, all Board Members, the Life Members and the Club Members. All recipients will be given fifteen (15) Business Days to respond by indicating agreement or otherwise on an appropriate form to be included with the Proposal.

- (b) If a Club Member fails to respond to the Proposal within the period nominated in Rule 16.3(a), that failure:-
 - (i) will be deemed to be an abstention to the Proposal; and
 - (ii) the relevant Club Member shall incur a fine as determined by the Competition Committee.
- (d) Unless special circumstances prevail (as considered appropriate by the Board) no amendment to any Regulation will be considered after the Annual Rules Meeting each year.
- (e) If special circumstances prevail (as considered appropriate by the Board, such that a failure to make an amendment to the Regulations will adversely affect the Association or its Club Members), an amendment to the Regulations will be dealt with in accordance with Rule 16.3(a) and Rule 16.3(b). The Secretary will then convene a Special General Meeting to consider and vote upon the proposed amendment.

PART 8—FINANCIAL MATTERS

17.1 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

17.2 Management of funds

- (a) 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.
- (b) Subject to any restrictions imposed by a General Meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (c) The Board may authorise the Finance Manager 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.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Board Members.
- (e) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (f) With the approval of the Board, the Finance Manager 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.

17.3 Financial records

- (a) The Association must keep financial records that:-
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act.
- (b) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (c) The Finance Manager must keep in their custody, or under their control:-
 - (i) the financial records for the current Financial Year; and
 - (ii) any other financial records as authorised by the Board.

17.4 Financial statements

- (a) For each Financial Year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (b) Without limiting Rule 17.4(a), those requirements include:-
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the Board;
 - (iv) the submission of the financial statements to the Annual General Meeting of the Association;
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

17.5 Duties of the Auditor

An Auditor appointed by the Association shall review and audit the books and the annual financial Statements of the Association. The Auditor may require the Finance Manager to produce proper and complete tax invoices, statements and receipts for all entries in the books of the Association and make a report to the Annual General Meeting.

PART 9—GENERAL MATTERS

18.1 Common seal

- (a) The Association may have a common seal.
- (b) If the Association has a common seal:-
 - (i) the name of the Association must appear in legible characters on the common seal;
 - (ii) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board Members; and
 - (iii) the common seal must be kept in the custody of the Secretary.

18.2 Registered Address

The registered address of the Association is:-

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—the postal address of the Secretary.

18.3 Notice Requirements

- (a) Any notice required to be given to a Member or a Board Member under this Constitution may be given:-
 - (i) by handing the notice to the Member personally;
 - (ii) by sending it by post to the Member at the address recorded for the Member on the Register;
 - (iii) by email transmission.
- (b) Rule 18.3(a) does not apply to notice given under Rule 11.2(e).
- (c) Any notice required to be given to the Association or the Board may be given:-

- (i) by handing the notice to a Member of the Board;
- (ii) by sending the notice by post to the registered address;
- (iii) by leaving the notice at the registered address;
- (iv) if the Board determines that it is appropriate in the circumstances, by email to the email address of the Association or the Secretary.

18.4 Custody and Inspection of Books and Records

- (a) Members may on request inspect free of charge:-
 - (i) the Register;
 - (ii) the minutes of General Meetings; and
 - (iii) subject to Rule 18.4(b), the financial records, books, securities and any other Relevant Document of the Association, including minutes of Board Meetings.
- (b) 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.
- (c) The Board must on request make copies of this Constitution available to Members and applicants for membership free of charge.
- (d) Subject to Rule 18.4(b), a Member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (e) For purposes of this Rule, "Relevant Document" means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:-
 - (i) its membership records;
 - (ii) its financial statements;
 - (iii) its financial records; and
 - (iv) records and documents relating to transactions, dealings, business or property of the Association.

18.5 Alteration of Constitution

This Constitution may only be altered by Special Resolution of a General Meeting of the Association.

18.6 Interpretation of Constitution

If any question arises which is not specifically provided for in this Constitution, or if any question arises as to the interpretation of any provision contained in this Constitution, the decision of the BOM shall be final and binding upon all parties.

18.7 By-Laws

The Board shall have the power to create, amend and issue By-Laws which shall be binding on every Club Member, every Delegate and every Life Member.

18.8 Patrons

A natural person may be elected as a Patron of the Association at an Annual General Meeting. Two (2) separate Club Members must nominate and second a person whom they consider worthy to be a patron of the Association. The nominations must be delivered to the Secretary prior to the 31st day of July.

18.9 Affiliation with Cricket Victoria

Except so far as the contrary intention appears in this Constitution:-

- (a) the constitution, rules and by-laws of Cricket Victoria shall apply to the Association; and
- (b) all matches played by Club Members and Club Non-Members shall be subject to the regulations provided and administered by Cricket Victoria.

18.10 Winding up and cancellation

- (a) The Association may be wound up voluntarily by Special Resolution.
- (b) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.
- (c) Subject to the Act and any court order made under Section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (d) The body to which the surplus assets are to be given must be decided by Special Resolution.

SCHEDULE 1

PURPOSES OF THE ASSOCIATION

(Refer to Rule 1.2)

The purposes of the Association are: to, free from any objectionable feature -

- promote, advance, control, manage and foster the game of cricket throughout the Outer East Metropolitan of Victoria (including the Yarra Valley) and its surrounding areas.
- control and manage and promote competitive and social cricket matches throughout the Outer East Metropolitan of Victoria (including the Yarra Valley) and its surrounding areas.
- promote, foster and preserve the best interests and traditions of the game of cricket.
- foster and promote friendship and community spirit through sporting and social activities.
- encourage the better acquaintance and fellowship between those who play cricket through their membership of the Association's Club Member