



Constitution of the
**Warrnambool Moyne and District
Cricket Association Incorporated**

Reg. No.: A0011458A ABN: 12 076 373 607
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CONSTITUTION OF THE WARRNAMBOOL MOYNE AND DISTRICT CRICKET ASSOCIATION INCORPORATED

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CONSTITUTION OF THE WARRNAMBOOL MOYNE & DISTRICT CRICKET ASSOCIATION

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1 - PRELIMINARY

1 Name

The name of the incorporated association is "Warrnambool Moyne and District Cricket Association Incorporated".

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purposes of the association are:

- 2.1 To promote the sport of cricket and cricket competition.
- 2.2 To conduct and arrange cricket competition between members.
- 2.3 To encourage social intercourse between members of the Association.
- 2.4 To affiliate with any like organisation that is deemed to have similar objects as that of the Association.
- 2.5 Such other objects as the members shall determine but always to have in mind the advancement and best interest of the game of cricket, a commitment from all members to help each other, and the engendering by association of a fraternal feeling amongst cricketers.
- 2.6 To determine and provide bylaws governing the conduct of cricket matches and cricket competitions.
- 2.7 To arrange cricket matches with other representative teams.
- 2.8 To promote and develop junior cricket.
- 2.9 To invest and deal with monies of the Association not immediately required in such manner as is from time to time thought fit.
- 2.10 To do all things as are incidental or necessary for the purposes of the above objects and ensure that all actions are fair and reasonable to all members of the Association at all times.
- 2.11 To promote, encourage and develop women's cricket.
- 2.12 To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Constitution.

- 2.13 To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- 2.14 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association: provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowable by the law having regard to such trusts.
- 2.15 To enter into any arrangements with any Government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 2.16 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- 2.17 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alterations or control thereof.
- 2.18 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- 2.19 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- 2.20 To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees to indemnities for the payment of money or the performance or contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- 2.21 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- 2.22 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

- 2.23 To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- 2.24 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- 2.25 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-clause 2.14.
- 2.26 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual sponsorships, gifts or bequests.
- 2.27 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- 2.28 To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Constitution.
- 2.29 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 2.30 To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 2.31 To make donations for patriotic, charitable or community purposes.
- 2.32 To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any way in which the Commonwealth of Australia is engaged.
- 2.33 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

3 Financial Year

The financial year of the Association is each period of 12 months ending on 30 April.

4 Definitions

In these Rules:

absolute majority, of the Board, means 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);

associate member means a member referred to in rule 16.1;

Association means the Warrnambool Moyne and District Cricket Association Incorporated.

Board means the Board having management of the business of the Association;

board meeting means a meeting of the Board held in accordance with these Rules;

Chairperson, of a general meeting or board meeting, means the person chairing the meeting as required under rule 50;

club means any duly constituted (and Incorporated in accordance with “the Act”) cricket club that is affiliated with the Warrnambool Moyne and District Cricket Association Incorporated and may comprise one or more teams competing in the Warrnambool Moyne and District Cricket Association Incorporated. The use of the word “club” in these presents means the duly constituted club referred to above herein and the word “team” refers to the team or teams that compete in the competition. The word “team” is not to be construed as meaning “Club” unless expressly stated in the context.

director means a member of the Board elected or appointed under Division 3 - Election of board members and tenure of office of PART 5 - BOARD OF MANAGEMENT;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 26.3;

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 25;

disciplinary subcommittee means the subcommittee appointed under rule 23;

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

general meeting means a general meeting of the members of the Association and affiliated clubs convened in accordance with

PART 4 - GENERAL MEETINGS OF THE ASSOCIATION and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

member entitled to vote means a member who under rule 15.2 is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

these presents mean and include these Articles of Association and the Bylaws and Playing Conditions of the Association from time to time in force.

PART 2 - POWERS OF THE ASSOCIATION

5 Powers of Association

- 5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 5.2 Without limiting subrule (1), the Association may:
- a) acquire, hold and dispose of real or personal property;
 - b) open and operate accounts with financial institutions;
 - c) invest its money in any security in which trust monies may lawfully be invested;
 - d) raise and borrow money on any terms and in any manner as it thinks fit;
 - e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - f) appoint agents to transact business on its behalf;
 - g) enter into any other contract it considers necessary or desirable.
- 5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- 6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2 Subrule (1) does not prevent the Association from paying a member:
- a) reimbursement for expenses properly incurred by the member; or
 - b) for goods or services provided by the member:

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7 Minimum number of members

7.1 The Association must have at least 5 members.

8 Members of the Association

8.1 The membership of the Association shall consist of all affiliated cricket clubs ('clubs') and each elected member of the Board.

8.2 Each club shall be entitled to be represented at all meetings by two delegates.

8.3 Delegates shall be named annually as provided in rule 13.

8.4 Delegates become a member of the Association and, subject to rule 15.2, are entitled to exercise their rights of membership from the date the club they represent pays the annual affiliation fee.

8.5 In the event of the death, retirement or expulsion of a delegate, the club shall proceed forthwith to appoint another person to act in his or her stead as delegate for the remainder of the year.

8.6 The General Manager shall amend the register of members accordingly.

9 Application for membership

9.1 A club that is nominated and approved for membership is eligible to be a member of the Association on payment of the annual affiliation fee.

Note - The annual affiliation fee is the fee (if any) determined by the Association under rule 12.

9.2 A club which is not a member of the Association at the time of Incorporation of the Association (or was such a member at the time but has ceased to be a member) shall not be admitted to membership unless:

- a) it is nominated as provided in rule 9.3; and
- b) its admission as a member is approved by the Board.

9.3 A nomination by a club for membership of the Association will be:

- a) made in writing in the form set out in Appendix 1; and
- b) lodged with the General Manager of the Association.

10 Consideration of application

10.1 Within 48 hours of receipt of an application, the General Manager must refer the application to the Board.

10.2 As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.

10.3 Upon an application being approved by the Board, the General Manager must, within 5 days:

- a) Notify the applicant in writing of the approval for membership of the Association; and
- b) Request payment within 28 days after receipt of the notification by invoice of the sum payable under the Constitution as the annual affiliation fee.

10.4 If the Board rejects an application the General Manager must, within 5 days, notify the nominee in writing that the nomination has been rejected.

10.5 No reason need be given for the rejection of an application.

11 New membership

- 11.1 If an application for membership is approved by the Board:
- a) the resolution to accept the membership must be recorded in the minutes of the board meeting; and
 - b) the General Manager must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- 11.2 A club becomes a member of the Association and, subject to rule 15.2, is entitled to exercise its rights of membership from the date, whichever is the later, on which:
- a) the Board approves the club's membership; or
 - b) the club pays the annual affiliation fee.

12 Annual subscription and fee on joining

- 12.1 At each annual general meeting, the Association must determine:
- a) the amount of the annual affiliation fee (if any) for the following financial year; and
 - b) the date for payment of the annual affiliation fee.
- 12.2 The Association may determine that a lower annual subscription is payable by associate members.
- 12.3 The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
- a) the full annual affiliation fee; or
 - b) a pro rata annual affiliation fee based on the remaining part of the financial year; or
 - c) a fixed amount determined from time to time by the Association.
- 12.4 The rights of a club (including the right to vote) that has not paid the annual affiliation fee by the due date are suspended until the subscription is paid.

13 Renewal of membership

- 13.1 Clubs will be required to renew their membership of the Association annually by completion of the renewal of membership application form (Appendix 3) and in accordance with the criteria set out in the annual invitation to affiliate issued by the General Manager.

14 Requirements of membership

- 14.1 Clubs shall provide proof that they have personal injury and accident and public liability insurance with a minimum coverage of ten million dollars. Public liability insurance policies owned by recreation reserve committees, municipalities, schools and the like are not acceptable to meet this requirement. Proof of current policy ownership shall be provided to the General Manager by 31 October in each year.

15 General rights of members

- 15.1 A member of the Association who is entitled to vote has the right:
- a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b) to submit items of business for consideration at a general meeting; and

- c) to attend and be heard at general meetings; and
- d) to vote at a general meeting; and
- e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 79; and
- f) to inspect the register of members.

15.2 A member is entitled to vote if:

- a) the member is a member other than an associate member; and
- b) more than 10 business days have passed since he or she became a member of the Association; and
- c) the member's membership rights are not suspended for any reason.

16 Associate members

16.1 Associate members of the Association include:

- a) any clubs not being regular members of the Association who wish to participate in the activities of the Association in a limited capacity; and

Example

A club wishing to field a junior team in one grade only.

- b) any other category of member as determined by special resolution at a general meeting.

16.2 An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

17 Life members and Legends

17.1 Life Members

- a) To be eligible for nomination by the Board for honorary life membership an individual player, umpire or office-bearer must satisfy the following minimum criteria:

- 1) a minimum of 15 years cumulative service as a player, committeeman of a club or umpire within the Association; or
- 2) a minimum of 10 years cumulative service to the Association as;
 - a. a representative player for five years; and
 - b. a director on the Board for a cumulative period of five years holding any administrative position such as Chairperson, including Senior Vice-Chairperson and Junior Vice-Chairperson, Treasurer, General Manager, Association Coach, or any subcommittee Chairpersonship; or
 - c. a director on the Board of Management for a cumulative period of 10 years holding administrative position(s) as detailed in subrule 2)b. above.

- b) The Association shall have the power to elect a maximum of two honorary life members in each year on the recommendation of the Board.
- c) Such a recommendation shall only be adopted by way of a special resolution presented at the annual general meeting.
- d) Life members shall have all the rights and privileges of club delegates but shall not be permitted to vote on any motion.

17.2 Legends

- a) To be eligible to be inducted into the Legends Club, an individual player must have made a significant contribution within the WMDCA and been a stand out player in the WMDCA for a number of years. To this end a criteria has been established whereby each nominee in order to be successful would be expected to have achieved a WMDCA Life Membership and as well as qualify in some of the following categories
- Association Cricketer of the year
 - Performance in Club Cricketer of the year award
 - Representative Cricket
 - Club Premierships
 - Substantial individual performances such as games, runs, wickets or dismissals
 - Association or Club administration
- b) Where the nomination criteria has been satisfactorily met, it is to be presented to the WMDCA Board for endorsement. If the nomination is accepted and sanctioned, the nomination shall be put forward at the next Annual General Meeting of the Association requiring a majority vote.
- c) Where the nomination has been considered to not demonstrate a significant contribution worthy of induction into the Legends Club, the WMDCA will notify in writing to the nominator, the outcome of the decision.
- d) The nominations for the Legends award must be in writing on the form "Application for Induction into the WMDCA Legends Club" (Appendix 5) with sufficient detailed information to ensure the eligibility criteria listed has been adequately fulfilled.

18 Rights not transferable

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

19 Ceasing membership

- 19.1 The membership of a person or club ceases on resignation, expulsion or death.
- 19.2 A person or club who ceases to be a member of the Association must return all property and documents of the Association to the General Manager or any director within 28 days.
- 19.3 If a person or club ceases to be a member of the Association, the General Manager must, as soon as practicable, enter the date the person or club ceased to be a member in the register of members.

20 Resigning as a member

- 20.1 A member may resign by notice in writing given to the Association.

Note

Rule 78.3 sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the board.

- 20.2 A member is taken to have resigned if:
- a) the member's annual affiliation fee is more than 12 months in arrears; or

- b) where no annual affiliation fee is payable
 - i. the General Manager has made a written request to the member to confirm that he or she wishes to remain a member; and
 - ii. the member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a member.

20.3 When a club who is indebted to the Association resigns:

- a) each registered player of such club as at the date of the notice of resignation is responsible for an equal share of the club's debt to the Association; and
- b) no clearance or permit will be issued until the individual player has paid his or her share of the debt to the Association.

21 Register of members

21.1 The General Manager must keep and maintain a register of members that includes:

- a) for each current member:
 - i. the member's name;
 - ii. the address for notice last given by the member;
 - iii. the date of becoming a member;
 - iv. if the member is an associate member, a note to that effect;
 - v. any other information determined by the Board; and
- b) for each former member, the date of ceasing to be a member.

21.2 Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2 - Disciplinary action

22 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:

- a) has failed to comply with these Rules; or
- b) refuses to support the purposes of the Association; or
- c) has engaged in conduct prejudicial to the Association.

23 Disciplinary subcommittee

23.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

23.2 The members of the disciplinary subcommittee:

- a) may be Board members, members of the Association or anyone else; but
- b) must not be biased against, or in favour of, the member concerned.

24 Notice to member

24.1 Before disciplinary action is taken against a member, the General Manager must give written notice to the member:

- a) stating that the Association proposes to take disciplinary action against the member; and
- b) stating the grounds for the proposed disciplinary action; and
- c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- d) advising the member that he or she may do one or both of the following:
 - i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- e) setting out the member's appeal rights under rule 26.

24.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

25 Decision of subcommittee

25.1 At the disciplinary meeting, the disciplinary subcommittee must:

- a) give the member an opportunity to be heard; and
- b) consider any written statement submitted by the member.

25.2 After complying with rule 25.1, the disciplinary subcommittee may:

- a) take no further action against the member; or
- b) subject to rule 25.3:
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period;
or
 - iii. expel the member from the Association.

25.3 The disciplinary subcommittee may not fine the member.

25.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

26 Appeal rights

26.1 A person or club whose membership rights have been suspended or who has been expelled from the Association under rule 25 may give notice to the effect that they wish to appeal against the suspension or expulsion.

26.2 The notice must be in writing and given:

- a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
- b) to the General Manager not later than 48 hours after the vote.

26.3 If a person or club has given notice under subrule (2), 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.

26.4 Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:

- a) specify the date, time and place of the meeting; and
- b) state:
 - i. the name of the person or club against whom the disciplinary action has been taken; and
 - ii. the grounds for taking that action; and
 - iii. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person or club should be upheld or revoked.

27 Conduct of disciplinary appeal meeting

27.1 At a disciplinary appeal meeting:

- a) no business other than the question of the appeal may be conducted; and
- b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

27.2 After complying with rule 27.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

27.3 A member may not vote by proxy at the meeting.

27.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3 - Grievance procedure

28 Application

- 28.1 The grievance procedure set out in this Division applies to disputes under these Rules between:
- a) a member and another member;
 - b) a member and the Board;
 - c) a member and the Association.
- 28.2 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.

29 Parties must attempt to resolve the dispute

- 29.1 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.

30 Appointment of mediator

- 30.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 29.1, the parties must within 10 days:
- a) notify the Board of the dispute; and
 - b) agree to or request the appointment of a mediator; and
 - c) attempt in good faith to settle the dispute by mediation.
- 30.2 The mediator must be:
- a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement:
 - i. if the dispute is between a member and another member - a person appointed by the Board; or
 - ii. 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.
- 30.3 A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who:
- a) has a personal interest in the dispute; or
 - b) is biased in favour of or against any party.

31 Mediation process

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

32 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 - GENERAL MEETINGS OF THE ASSOCIATION

33 Annual general meetings

- 33.1 The Board must convene an annual general meeting of the Association to be held within four months after the end of each financial year.
- 33.2 Despite rule 33.1, the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- 33.3 The Board may determine the date, time and place of the annual general meeting.
- 33.4 The ordinary business of the annual general meeting is as follows:
- a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - b) to receive and consider:
 - i. the annual report of the Board on the activities of the Association during the preceding financial year; and
 - ii. the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - c) to elect the members of the Board;
 - d) to appoint the auditor(s) for the Association;
 - i. The Auditor, who may be a representative of the Association shall each year prior to the annual general meeting, audit the accounts of the Association and submit a Certified Statement of Accounts to the Annual General Meeting.
 - ii. The Association may only remove an Auditor by resolution at a general meeting of the Association.
 - a. The Association must give notice of the resolution to all members, the Auditor, and the Public Officer.
 - iii. The Auditor can make written representations to the General Manager of the Association and request that a copy be given to all Members.
 - e) to confirm or vary the amounts (if any) of the annual affiliation fee.
- 33.5 Each club that comprised the Association during the preceding season shall be entitled to be represented by two delegates.
- 33.6 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

34 Special general meetings

- 34.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 34.2 The Board may convene a special general meeting whenever it thinks fit.
- 34.3 No business other than that set out in the notice under rule 36 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 36 and the majority of members at the meeting agree.

- 34.4 Clubs failing to be represented at any duly authorised meeting of the Association without a valid reason shall be fined an amount of one penalty unit.

Note

Penalty units as determined by the Department of Treasury and Finance of the Victorian Government.

35 Special general meeting held at request of members

- 35.1 The Board must convene a special general meeting if a request to do so is made in accordance with rule 35.2 by at least 10% of the total number of members.
- 35.2 A request for a special general meeting must:
- a) be in writing; and
 - b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - c) include the names and signatures of the members requesting the meeting; and
 - d) be given to the General Manager.
- 35.3 If the Board does not convene a special general meeting within one 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.
- 35.4 A special general meeting convened by members under rule 35.3:
- a) must be held within 3 months after the date on which the original request was made; and
 - b) may only consider the business stated in that request.
- 35.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under rule 35.3.

36 Notice of general meetings

- 36.1 The General Manager (or, in the case of a special general meeting convened under rule 35.3, the members convening the meeting) must give to each member of the Association:
- a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b) at least 14 days' notice of a general meeting in any other case.
- 36.2 The notice must:
- a) specify the date, time and place of the meeting; and
 - b) indicate the general nature of each item of business to be considered at the meeting; and
 - c) if a special resolution is to be proposed:
 - i. state in full the proposed resolution; and
 - ii. state the intention to propose the resolution as a special resolution; and
 - d) comply with rule 37.5.
- 36.3 This rule does not apply to a disciplinary appeal meeting.

Note

Rule 26.4 sets out the requirements for notice of a disciplinary appeal meeting.

37 Proxies

- 37.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 37.2 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 37.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 37.4 If the Board has not 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.
- 37.5 Notice of a general meeting given to a member under rule 36 must:
- a) state that the member may appoint another member as a proxy for the meeting; and
 - b) include a copy of any form that the Board has approved for the appointment of a proxy.
- 37.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 37.7 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.

38 Use of technology

- 38.1 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.
- 38.2 For the purposes of this Part, a member participating in a general meeting as permitted under rule 38.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

39 Quorum at general meetings

- 39.1 No business may be conducted at a general meeting unless a quorum of members is present.
- 39.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 38) of 10% of the members entitled to vote.
- 39.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
- a) in the case of a meeting convened by, or at the request of, members under rule 35 - the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 35.

- b) in any other case:
 - i. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - ii. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

39.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

40 Adjournment of general meeting

40.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

40.2 Without limiting subrule (1), a meeting may be adjourned:

- a) if there is insufficient time to deal with the business at hand; or
- b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.

40.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

40.4 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 36.

41 Entitlement to vote

41.1 All directors of the Board shall have the power to vote at all Meetings, excepting:

- a) for the election of a position, which they are contesting; or
- b) on any matter where there is a pecuniary interest.

41.2 The Chairperson of the Board shall be an ex-officio member of all committees established from time to time and he shall have the power to vote in all instances.

41.3 A club's delegate(s) shall not be entitled to vote at any general meeting unless all monies due and payable as at the date of such meeting, by the club to the Association have been paid in full.

42 Voting at general meeting

42.1 On any question arising at a general meeting:

- a) subject to rule 42.3, each member who is entitled to vote has one vote; and
- b) members may vote personally or by proxy; and
- c) except in the case of a special resolution, the question must be decided on a majority of votes.

42.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

- 42.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 42.4 If at a meeting a vote on any question is demanded by not less than fifty percent of members present it shall be taken at the meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 42.5 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 27.

43 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required:

- a) to remove a board member from office ;
- b) to alter these Rules, including changing the name or any of the purposes of the Association.

44 Determining whether resolution carried

- 44.1 Subject to rule 44.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
- a) carried; or
 - b) carried unanimously; or
 - c) carried by a particular majority; or
 - d) lost.

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

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

45 Minutes of general meeting

- 45.1 The Board must ensure that minutes are taken and kept of each general meeting.
- 45.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 45.3 In addition, the minutes of each annual general meeting must include:
- a) the names of the members attending the meeting; and
 - b) proxy forms given to the Chairperson of the meeting under rule 37.6; and

- c) the financial statements submitted to the members in accordance with rule 33.4(b)ii; and
- d) 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
- e) 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 OF MANAGEMENT

Division 1 - Powers of the Board of Management

46 Role and powers

- 46.1 The business of the Association must be managed by or under the direction of a Board.
- 46.2 The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- 46.3 The Board may:
 - a) appoint and remove persons to the positions listed herein and any other delegates to affiliated bodies and/or committees and/or positions so established by the Board;
 - i. General Manager
 - ii. Treasurer
 - iii. Independent Investigations Officer
 - a. The Independent Investigations Officer shall not under any circumstances act as an advocate for any member, committee, subcommittee, board member or player during their term of office.
 - iv. Independent Tribunal
 - a. No member of the Independent Tribunal shall act in the capacity of a player advocate when that tribunal member is not required on the Independent Tribunal.
 - v. Association Solicitor
 - vi. Professional Counsellor
 - vii. Association Representative Team Coach and Selection Committee.
 - b) establish subcommittees consisting of members with terms of reference it considers appropriate.

47 Delegation

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

Division 2 - Composition of the Board and duties of members

48 Composition of the Board

- 48.1 The Board consists of:
- a) a Chairperson; and
 - b) a Senior Vice-Chairperson; and
 - c) a Junior Vice-Chairperson; and
 - d) ordinary members (if any) elected under rule 57.
- 48.2 No current President or Secretary of a club shall be eligible to become a director of the Association.
- 48.3 President and Secretary of the Warrnambool Cricket Umpires' Association shall not be eligible to become a director of the Association.

49 General Duties

- 49.1 As soon as practicable after being elected or appointed to the Board, each board member must become familiar with these Rules and the Act.
- 49.2 The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- 49.3 Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- 49.4 Board members must exercise their powers and discharge their duties:
- a) in good faith in the best interests of the Association; and
 - b) for a proper purpose.
- 49.5 Board members and former board members must not make improper use of:
- a) their position; or
 - b) information acquired by virtue of holding their position.
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- 49.6 In addition to any duties imposed by these Rules, a board member must perform any other duties imposed from time to time by resolution at a general meeting.

50 Chairperson, Senior Vice-Chairperson and Junior Vice-Chairperson

- 50.1 Subject to rule 50.2, the Chairperson or, in the Chairperson's absence, the Senior Vice-Chairperson or, in the Senior Vice-Chairperson's absence, the Junior Vice-Chairperson is the Chairperson for any general meetings and for any board meetings.
- 50.2 If the Chairperson, Senior Vice-Chairperson and Junior Vice-Chairperson are all absent, or are unable to preside, the Chairperson of the meeting must be:
- a) in the case of a general meeting - a member elected by the other members present; or
 - b) in the case of a board meeting - a board member elected by the other board members present.

51 General Manager

51.1 The General Manager must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

51.2 The General Manager must:

- a) maintain the register of members in accordance with rule 21; and
- b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 74.3, all books, documents and securities of the Association in accordance with rules 76 and 79; and
- c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- d) perform any other duty or function imposed on the General Manager by these Rules.

51.3 The General Manager must give to the Registrar notice of his or her appointment within 14 days after the appointment.

52 Treasurer

52.1 The Treasurer must:

- a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
- b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
- c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
- d) ensure cheques are signed by at least 2 board members.

52.2 The Treasurer must:

- a) ensure that the financial records of the Association are kept in accordance with the Act; and
- b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.

52.3 The Treasurer must ensure that at least one other board member has access to the accounts and financial records of the Association.

Division 3 - Election of board members and tenure of office

53 Who is eligible to be a board member

A member is eligible to be elected or appointed as a board member if the member:

- a) is 18 years or over; and
- b) is entitled to vote at a general meeting.

54 Positions to be declared vacant

54.1 This rule applies to:

- a) the first annual general meeting of the Association after its incorporation; or
- b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

54.2 The Chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with rules 55 to 58.

55 Nominations

55.1 Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

55.2 An eligible member of the Association may:

- a) nominate himself or herself; or
- b) with the member's consent, be nominated by another member.

55.3 Nominations shall be in writing on the prescribed form (Appendix 4) and signed by two members, one of whom is a club of the Association and accompanied by the written consent of the candidate.

55.4 If the number of nominations received is equal to the number of vacancies to be filled, the Chairperson of the meeting must declare the members elected.

55.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held in accordance with rule 58.

55.6 All nominations for positions are to be lodged with the association general manager 7 days before the holding of the annual general meeting.

56 Election of Chairperson etc.

56.1 At the annual general meeting, separate elections must be held for each of the following positions:

- a) Chairperson;
- b) Senior Vice-Chairperson;
- c) Junior Vice-Chairperson.

56.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

56.3 If more than one member is nominated, a ballot must be held in accordance with rule 58.

56.4 A member 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.

56.5 On his or her election, the new Chairperson may take over as Chairperson of the meeting.

57 Election of ordinary members

- 57.1 The annual general meeting must by resolution decide the number of ordinary members of the Board (if any) it wishes to hold office for the next year.
- 57.2 A single election may be held to fill all of those positions.
- 57.3 If the number of members nominated for the position of ordinary board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 57.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 58.

58 Ballot

- 58.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 58.2 The returning officer must not be a member nominated for the position.
- 58.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 58.4 The election must be by secret ballot.
- 58.5 The returning officer must give a blank piece of paper to:
 - a) each member present in person; and
 - b) each proxy appointed by a member.

Example - If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers - one for the member and one each for the other members.

- 58.6 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.
- 58.7 If the ballot is for more than one position:
 - a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - b) the voter must not write the names of more candidates than the number to be elected.
- 58.8 Ballot papers that do not comply with rule 58.7(b) are not to be counted.
- 58.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 58.10 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.
- 58.11 If the returning officer is unable to declare the result of an election under rule 58.10 because two or more candidates received the same number of votes, the returning officer must:
 - a) conduct a further election for the position in accordance with rules 58.4 to 58.10 to decide which of those candidates is to be elected; or
 - b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples - The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

59 Term of office

- 59.1 Subject to rule 59.4 and rule 60, a director shall hold office for two years at which point his or her position shall be declared vacant at the next annual general meeting.
- 59.2 To ensure continuity of management, a maximum of five directors only may retire on a rotational basis at the annual general meeting each year.
- 59.3 A board member may be re-elected.
- 59.4 A general meeting of the Association may:
- a) by special resolution remove a board member from office; and
 - b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- 59.5 A member who is the subject of a proposed special resolution under rule 59.4(a) may make representations in writing to the General Manager or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 59.3 The General Manager or the Chairperson may give a copy of the representations to each member of the Association 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.

60 Vacation of office

- 60.1 A board member may resign from the Board by written notice addressed to the Board.
- 60.2 A person ceases to be a board member if he or she:
- a) ceases to be a member of the Association; or
 - b) fails to attend three consecutive board meetings (other than special or urgent board meetings) without leave of absence under rule 71; or
 - c) becomes insolvent or under administration within the meaning of the Companies (Victoria) Code; or
 - d) holds any office of profit with the Association provided that an honorarium or refund of expenses paid to the officer shall not disqualify him from so holding office; or
 - e) becomes bankrupt; or
 - f) becomes prohibited from being a Director of a Company by reason of an order made under any provision of the Companies Act either State or Commonwealth; or
 - g) becomes of unsound mind; or
 - h) is sentenced to imprisonment by a Court; or
 - i) does not advise the Board of any pecuniary interest in any contract with the Association; or
 - j) otherwise ceases to be a board member by operation of section 78 of the Act.

61 Filling casual vacancies

- 61.1 The Board may appoint an eligible member of the Association to fill a position on the Board that:
- a) has become vacant under rule 60; or
 - b) was not filled by election at the last annual general meeting.

- 61.2 If the position of General Manager becomes vacant, the Board must appoint a person to the position within 28 days after the vacancy arises.
- 61.3 Rule 59 applies to any Board member appointed by the Board under rule 61.1 or 61.2.
- 61.4 The Board may continue to act despite any vacancy in its membership.

Division 4 - Meetings of the Board

62 Meetings of the Board

- 62.1 The Board must meet at least four times in each year at the dates, times and places determined by the Board.
- 62.2 The date, time and place of the first board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- 62.3 Special board meetings may be convened by the Chairperson or by any four members of the Board.

63 Notice of meetings

- 63.1 Notice of each board meeting must be given to each board member no later than seven days before the date of the meeting.
- 63.2 Notice may be given of more than one board meeting at the same time.
- 63.3 The notice must state the date, time and place of the meeting.
- 63.4 If a special board meeting is convened, the notice must include the general nature of the business to be conducted.
- 63.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

64 Urgent meetings

- 64.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 63 provided that as much notice as practicable is given to each board member by the quickest means practicable.
- 64.2 Any resolution made at the meeting must be passed by an absolute majority of the Board.
- 64.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

65 Procedure and order of business

- 65.1 The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- 65.2 The order of business may be determined by the members present at the meeting.

66 Use of technology

- 66.1 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.
- 66.2 For the purposes of this Part, a board member participating in a board meeting as permitted under rule 66.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

67 Quorum

- 67.1 No business may be conducted at a board meeting unless a quorum is present.
- 67.2 The quorum for a board meeting is the presence (in person or as allowed under rule 67) of a majority of the board members holding office.
- 67.3 If a quorum is not present within 30 minutes after the notified commencement time of a board meeting:
- a) in the case of a special meeting - the meeting lapses;
 - b) 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 63.

68 Voting

- 68.1 On any question arising at a board meeting, each board member present at the meeting has one vote.
- 68.2 A motion is carried if a majority of board members present at the meeting vote in favour of the motion.
- 68.3 Rule 68.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- 68.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 68.5 Voting by proxy is not permitted.

69 Conflict of interest

- 69.1 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.
- 69.2 The member:
- a) must not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- 69.3 This rule does not apply to a material personal interest:
- a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - b) that the member has in common with all, or a substantial proportion of, the members of the Association.

70 Minutes of meeting

- 70.1 The Board must ensure that minutes are taken and kept of each board meeting.
- 70.2 The minutes must record the following—
- a) the names of the members in attendance at the meeting;
 - b) the business considered at the meeting;
 - c) any resolution on which a vote is taken and the result of the vote;
 - d) any material personal interest disclosed under rule 69.

71 Leave of absence

- 71.1 The Board may grant a board member leave of absence from board meetings for a period not exceeding three months.
- 71.2 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.

PART 6 - FINANCIAL MATTERS

72 Source of funds

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

73 Management of funds

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

- 73.2 Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.

- i. The Board must receive the approval of the members of the Association at a general meeting before purchasing assets of individual project value greater than ten thousand dollars (including G.S.T.) or other such figure as may be determined from time to time by approval at a general meeting.

- 73.3 The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

- 73.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two board members.

- 73.5 All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.

- 73.6 With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

74 Financial records

- 74.1 The Association must keep financial records that:
- a) correctly record and explain its transactions, financial position and performance; and
 - b) enable financial statements to be prepared as required by the Act.

- 74.2 The Association must retain the financial records for seven years after the transactions covered by the records are completed.

- 74.3 The Treasurer must keep in his or her custody, or under his or her control:
- a) the financial records for the current financial year; and
 - b) any other financial records as authorised by the Board.

75 Financial statements

- 75.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.

- 75.2 Without limiting rule 75.1, those requirements include:
- a) the preparation of the financial statements;

- b) if required, the review or auditing of the financial statements;
- c) the certification of the financial statements by the Board;
- d) the submission of the financial statements to the annual general meeting of the Association;
- e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 - GENERAL MATTERS

76 Common seal

- 76.1 The Association may have a common seal.
- 76.2 If the Association has a common seal:
- a) the name of the Association must appear in legible characters on the common seal;
 - b) 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;
 - c) the common seal must be kept in the custody of the General Manager.

77 Registered address

- 77.1 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 General Manager.

78 Notice requirements

- 78.1 Any notice required to be given to a member or a board member under these Rules may be given:
- a) by handing the notice to the member personally; or
 - b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - c) by email or facsimile transmission.
- 78.2 Rule 78.1 does not apply to notice given under rule 64.
- 78.3 Any notice required to be given to the Association or the Board may be given:
- a) by handing the notice to a member of the Board; or
 - b) by sending the notice by post to the registered address; or
 - c) by leaving the notice at the registered address; or
 - d) if the Board determines that it is appropriate in the circumstances:
 - i. by email to the email address of the Association or the General Manager; or
 - ii. by facsimile transmission to the facsimile number of the Association.

79 Custody and inspection of books and records

- 79.1 Members may on request inspect free of charge:
- a) the register of members;
 - b) the minutes of general meetings;
 - c) subject to rule 79.2, the financial records, books, securities and any other relevant document of the Association, including minutes of board meetings.

Note

See note following rule 21 for details of access to the register of members.

- 79.2 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.
- 79.3 The Board must on request make copies of these rules available to members and applicants for membership free of charge.

79.4 Subject to rule 79.2, 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.

79.5 For purposes of this rule:
relevant documents 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:
a) its membership records;
b) its financial statements;
c) its financial records;
d) records and documents relating to transactions, dealings, business or property of the Association.

80 Winding up and cancellation

80.1 The Association may be wound up voluntarily by special resolution.

80.2 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.

80.3 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.

80.4 The body to which the surplus assets are to be given must be decided by special resolution.

81 Alteration of Rules

81.1 These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rules 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

**APPENDIX 1: NOMINATION FOR MEMBERSHIP
WARRNAMBOOL MOYNE & DISTRICT CRICKET ASSOCIATION Inc.**

The General Manager
Warrnambool Moyne & District Cricket Association Inc.,
PO Box 1416
WARRNAMBOOL VIC 3280

Dear Sir,

We, the _____ Cricket Club Incorporated, apply for membership of the Warrnambool Moyne and District Cricket Association Incorporated (the Association).

We understand that it is a condition of membership that our club comply with the constitution, bylaws and policies of the Association and agree to pay all fees, levies and charges as directed by the Board of Management of the Association.

We further understand that it is a requirement to apply for affiliation each year in accordance with the bylaws of the Association.

We enclose:

- Latest Annual Report;
- Copy of Constitution and Bylaws of the Club; and
- Full details of both the Club and the Office Bearers.
(Full Names, Address, Home Phone, Mobile & Email Address)

CLUB ADDRESS	SUBURB	P/CODE

PRESIDENT	ADDRESS	SUBURB	P/CODE
HOME PHONE	MOBILE	EMAIL	

SECRETARY	ADDRESS	SUBURB	P/CODE
HOME PHONE	MOBILE	EMAIL	

TREASURER	ADDRESS	SUBURB	P/CODE
HOME PHONE	MOBILE	EMAIL	

SENIOR DELEGATE	ADDRESS	SUBURB	P/CODE
HOME PHONE	MOBILE	EMAIL	

JUNIOR DELEGATE	ADDRESS	SUBURB	P/CODE
HOME PHONE	MOBILE	EMAIL	

We understand that the Board of Management will notify us of the decision within five (5) working days of receipt of the Application.

SIGNATURES

PRESIDENT

SECRETARY

DATE

NOMINATING CLUB	
Nominated by:	
_____ CRICKET CLUB INCORPORATED	
SIGNATURES	
_____ PRESIDENT	_____ SECRETARY
_____ DATE	

Approved Declined

SIGNATURE

CHAIRPERSON, BOARD OF MANAGEMENT
WARRNAMBOOL MOYNE & DISTRICT CRICKET ASSOCIATION

**APPENDIX 2: PROXY FORM
WARRNAMBOOL MOYNE & DISTRICT CRICKET ASSOCIATION INC.**

I,

_____, registered delegate of
NAME OF REGISTERED DELEGATE

_____ Cricket Club Inc. hereby appoint

_____ to act as my proxy at the
NAME OF PROXY

_____ meeting of the Association to be held on

_____ at _____.
DATE AND TIME OF MEETING LOCATION OF MEETING

The proxy appointed shall have the same voting rights as the delegate in accordance with the Association constitution.

SIGNATURES

SIGNATURE

SIGNATURE

NAME OF REGISTERED DELEGATE

NAME OF PROXY

DATE

DATE

**APPENDIX 3: ANNUAL RENEWAL OF AFFILIATION
WARRNAMBOOL MOYNE & DISTRICT CRICKET ASSOCIATION INC.**

The General Manager
Warrnambool Moyne & District Cricket Association Inc.
PO Box 1416
WARRNAMBOOL VIC 3280

Dear Sir,

We, the _____ Cricket Club Incorporated, apply for Affiliation with the Warrnambool Moyne & District Cricket Association Incorporated (the Association).

Our club is compliant with the constitution, bylaws and policies of the Association and meets the minimum requirements of affiliation in the Association.

We enclose:

- Copy of Club Child Safety Code of Conduct and Child Safe Policy;
- Copy of Constitution and Bylaws of the Club (if amended); and
- Full details of both the Club and the Office Bearers.
(Full Names, Address, Phone (include Mobile/s) & Email Address)

CLUB ADDRESS	SUBURB	P/CODE

PRESIDENT	ADDRESS	SUBURB	P/CODE
HOME PHONE	MOBILE	EMAIL	

SECRETARY	ADDRESS	SUBURB	P/CODE
HOME PHONE	MOBILE	EMAIL	

TREASURER	ADDRESS	SUBURB	P/CODE
HOME PHONE	MOBILE	EMAIL	

SENIOR DELEGATE	ADDRESS	SUBURB	P/CODE
HOME PHONE	MOBILE	EMAIL	

JUNIOR DELEGATE	ADDRESS	SUBURB	P/CODE
HOME PHONE	MOBILE	EMAIL	

We agree to:

- Pay Association **Affiliation Fees** by 30 September and **Team Levies** by 30 November and 31 January (BL 15.3);
- Provide proof of **Personal Injury & Accident** and **Public Liability Insurance** policies with a minimum coverage of ten million dollars (\$10,000,000.00) by 31 October (rule 14); and
- Provide **weekly ground and pitch reports** during the month of September (BL 9.9).

Nomination of teams

INDICATE WITH A TICK (✓) EACH DIVISION IN WHICH YOU WISH TO FIELD A TEAM.

MEN

DIV 1	DIV 2	DIV 3	DIV 4

U 17	U 15	U 13	U 11

WOMEN

DIV 1

U 17	U 14	U 11

We nominate the following venue(s) for our home matches.

Turf Wicket _____

Hard Wicket(s) _____

We acknowledge that the Board of Management will consider the renewal request and notify us of the acceptance of Affiliations and Divisions of competition for teams within seven days of the June board meeting.

SIGNATURES

PRESIDENT

DATE

SECRETARY/DELEGATE

DATE

**APPENDIX 4: NOMINATION FORM
WARRNAMBOOL MOYNE & DISTRICT CRICKET ASSOCIATION INC.**

Board of Management Nomination

We, the _____ Cricket Club Incorporated,
would like to nominate _____ for the
following position and directorship of WMDCA Board of Management.

- Chairperson; or
- Senior Vice-Chairperson; or
- Junior Vice-Chairperson; or
- Director.

SIGNATURE

NAME

POSITION

Nominators must be financial members of the nominating club and at least one must hold an executive position OR be a current Director of the WMDCA Board of Management.

I _____ accept the nomination for the
above position/s on the WMDCA Board of Management.

SIGNATURE

NAME

DATE

NOMINATION SECONDED

Seconders must be financial members of the seconding club and at least one must hold an executive position OR be a current Director of the WMDCA Board of Management.

NAME

POSITION

**APPENDIX 5: APPLICATION FOR INDUCTION INTO THE WMDCA LEGENDS CLUB
WARRNAMBOOL MOYNE & DISTRICT CRICKET ASSOCIATION INC.**

We, The _____ Cricket

Club Incorporated, would like to nominate _____

to be recognised for their significant impact in the WMDCA by being inducted into the

WMDCA Legends Club.

SIGNATURE on behalf of the nominating club:

NAME

POSITION

CLUBS PLAYED:		TIME PERIOD:	
<u>LIFE MEMBERSHIPS:</u> (Please tick all that apply)	<u>YES</u>	<u>NO</u>	<u>UNSURE</u>
CLUB LIFE MEMBER			
WMDCA LIFE MEMBER			

OTHER			
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ASSOCIATION CRICKETER OF THE YEAR AWARD

(Please include the Division played, the Season of the Award, and relevant statistics)

CLUB CRICKETER OF THE YEAR AWARD

(Please include the Division played, the Season of the Award, and relevant statistics)

REPRESENTATIVE CRICKET

(Please include instances including the Division played, the Season, and relevant statistics)

CLUB PREMIERSHIPS

(Please include instances including the Division played, the Season, and relevant statistics)

SIGNIFICANT INDIVIDUAL BATTING PERFORMANCES IN GAMES

(ie. Partnerships, 100s, 50s, High Scores, Aggregate, Average)

Please specify the particular match, season, or career the batting statistic references.

SIGNIFICANT INDIVIDUAL BOWLING PERFORMANCES IN GAMES

(ie. Wickets taken, Best Bowling Figures, 5 wicket matches, 10 wicket matches, Average, Strike Rate, Hat-tricks)

Please specify the particular match, season, or career the bowling statistic references.

SIGNIFICANT INDIVIDUAL DISMISSAL PERFORMANCES IN GAMES

(ie. Catches, Stumpings, Run-outs)

Please specify the particular match, season, or career the statistic references.

ASSOCIATION OR CLUB ADMINISTRATION

Please include the season and the positions held.

OTHER RELEVANT INFORMATION

