



VTCA
VICTORIAN TURF CRICKET ASSOCIATION
ABN 23 192 325 880 INC. A0017147Z



VTCA

CONSTITUTION

Operative from 3 September 2013



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Statement of Rules and Purposes

PART 1 - PRELIMINARY

1. NAME and COLOURS

Name

- 1.1 The name of the incorporated association is Victorian Turf Cricket Association Incorporated (in these Rules called “the Association”)

Colours

- 1.2 The colours of the Association shall be blue and gold.

2. STATEMENT of PURPOSES

- 2.1 The purposes of the Association are to encourage, promote, control, arrange and develop the playing of Cricket by and between its affiliated clubs and their players.
- 2.2 Without limiting the powers of the Association to carry out the foregoing purposes of the Association, the Association shall have power to:
- a) promote and encourage the game of Cricket;
 - b) arrange, control and manage Cricket matches and competitions involving affiliated clubs;
 - c) define the qualifications by which an affiliated club may become a member of the Association and from time to time vary or alter such qualifications;
 - d) affiliate any club the Association may deem appropriate to affiliate;
 - e) determine, vary or alter the terms and conditions upon which players may play for, and matches may be played by, the Association’s affiliated clubs;
 - f) add or reduce the number and size of grades of competition and vary any provisions governing the entry of affiliated clubs into any or all such grades of competition;
 - g) arrange the time and place for the playing of matches in the competition organised or sanctioned by the Association;
 - h) hear and determine any allegation, complaint or charge pursuant to its rules or by-laws in relation to the rules, by-laws or laws of Cricket, or in relation to any matter which in the opinion of the Board of Management affects the interests of the game of Cricket or affects the interests of the Association itself;
 - i) impose any sanction, including fines, suspension or expulsion as may be deemed appropriate, where any allegation, complaint or charge is sustained by the Association or its appointees, including the Independent Tribunal and Appeals Board, against any affiliated club, player, umpire or individual pursuant to the Association’s rules or by-laws;
 - j) control and discipline any player or official of any team participating in a competition organised or sanctioned by the Association in relation to conduct occurring before, during or after the playing of a match;
 - k) become affiliated with or act in conjunction with any other body having as its objects its encouragement, development, fostering and promotion or regulation of Cricket;
 - l) provide and maintain premises from which the activities of the Association will be conducted;
 - m) make selection of and be responsible for representative players or teams to participate in matches with a team or competition of or with other bodies having as their purpose the encouragement, development, fostering, promotion or regulation of Cricket;
 - n) control the selection and appointment of any representative player, official or league team;
 - o) require affiliated clubs to perform such acts, deeds and matters as may be considered necessary by the Association for the attainment of all, or any, of the objects of the Association and require adherence by affiliated clubs with decisions of the Association on matters of policy;
 - p) purchase, take on lease or exchange, hire or otherwise acquire, or maintain any real or personal property and any rights and privileges in relation thereto;



- q) sell, exchange, lease, mortgage, hire, dispose of, account for or otherwise deal with all or any part of the real and personal property of the Association;
- r) invest and deal with real and personal property of the Association not immediately required for use by the Association;
- s) select, employ, remove or suspend employees as is appropriate;
- t) print and publish any literary work, booklet, circular or leaflet which the Association may consider desirable for the promotion of its objects;
- u) establish and maintain any insurance arrangements in relation to all property and business of the Association and players, officials and employees within the control of the Association;
- v) take such steps and actions reasonably necessary to enhance Cricket within the geographical area/s the Association operates in;
- w) take such steps and actions reasonably necessary to improve the standard of competition amongst affiliated Clubs within the Association;
- x) establish and maintain and/or participate in the establishment and maintenance of such mechanisms, processes, agencies or systems that are deemed necessary for and/or incidental to the furtherance of the purposes of the Association;
- y) take all steps and actions consistent with the rules and the *Associations Incorporations Reform Act 2012* to implement and carry out the purposes of the Association.

3. FINANCIAL YEAR

The financial year of the Association is each period of 12 months ending on 31 May.

4. DEFINITIONS and INTERPRETATION

In these Rules, unless the contrary intention appears:

“Act” means the *Associations Incorporation Reform Act 2012* (Victoria), the Regulations and all amendments thereto.

“Affiliated Club” means a cricket club affiliated with the Association whose application for membership has been approved in accordance with Rule 7 herein.

“Auditor” means the auditor appointed by the Association to audit the Association’s accounts.

“Board of Management” means the Board Members who are responsible for the Management of the Association as referred to in Rule 11 herein.

“Board Member” means a member of the Board of Management.

“By-laws” means the by-laws of the Association.

“Club Delegate” means a person nominated by an Affiliated Club under Rule 7.13.

“Emergency Special General Meeting” means a meeting called by the Board of Management in response to a matter that requires urgent attention.

“Financial Year” means **each period** of 12 months ending on 31 May.

“Member” means a member of the Association in accordance with Rule 7.1

“Register of Members” means a Register of members maintained by the Secretary which contains the contact details of members of the Association.

“Regulations” means regulations under the Act.

“Secretary” means the Secretary of the Association in accordance with Rule 19 herein

“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. Special resolution items

include but are not limited to a) the removal of a Board Member or b) an alteration to the Associations Rules, Constitution or Purpose.

“Statement of Purposes” means the Statement of Purposes of the Association as provided above at Rule 2.

Words and expressions contained in these Rules will be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* (Victoria) and the Act as in force from time to time.

PART 2 - POWERS of ASSOCIATION

5. POWERS of the ASSOCIATION

- 5.1 Subject to the Act, the Association has the power to do all things incidental or conducive to achieve its purposes as outlined in Rule 2.
- 5.2 Without limiting sub rule 5.1 the Association will provide the Board of Management with the power to carry out 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 Sub rule 6.1 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 - MEMBERSHIP

7. MEMBERSHIP

- 7.1 The Association shall consist of the following Members:
 - a) Affiliated Clubs pursuant to Rule 7.2 hereof;
 - b) Life Members pursuant to Rules 7.16 – 7.18 hereof.
 - c) members of the Board of Management pursuant to Rule 7.19 hereof;

Affiliated Clubs

- 7.2 An application by a club for Membership of the Association:
 - a) Shall be made in writing to the Secretary not later than 15 August in any year and shall contain particulars as prescribed by the Secretary of the Association;
 - b) As soon as possible after the receipt of the application the Secretary shall refer the application to the Board of Management who shall approve or reject the application;
 - c) Upon an application being approved by the Board of Management the Secretary shall, with as little delay as possible, notify the applicant club, in writing that it is approved for membership of the association and request payment of the Affiliation Fee within **14 days** or a time agreed between the applicant club and the Board of Management.
 - d) The Secretary shall upon due and punctual payment of Affiliation Fee having been made under these Rules or the club having entered into and complied with a financial arrangement as approved by the Board of Management enter the club’s name into the ‘Register of Members’ kept by him and upon the name being so entered, the applicant club shall become an Affiliated Club of the Association;
- 7.3 Without limitation to Rule 7.2, any cricket club which has never been an Affiliated Club seeking membership of the Association must advise the Association at the time its Club Application Form is lodged of the grade in which it wishes to participate. If requested by the Association, such cricket club must lodge with the Secretary a deposit determined by the Association. If the cricket club’s application is approved, the deposit shall be applied as part payment of the cricket club’s annual affiliation fee. If the

- cricket club's application is rejected or not proceeded with, the deposit shall be forfeited to the Association.
- 7.4 In respect of an application for membership of the Association other than one made pursuant to Rule 7.2, the Board of Management must in its absolute discretion determine whether to approve or reject the application by a cricket club for membership of the Association.
- 7.5 It is a condition of appointment of an Affiliated Club as a member of the Association that the Affiliated Club agrees to be bound by the Rules, By-laws, determinations and decisions of the Association.
- 7.6 The Club Application Form shall be lodged with the Association on or before 15 August in any year, and team entries on a date to be determined by the Board of Management. Failure to lodge the Club Application Form in accordance with this rule will give rise to a fine and may mean that an application for membership is not accepted by the Board of Management.

Register of Members

- 7.7 The Secretary shall keep and maintain a register of Members that includes –
- (a) for each current member –
 - i) the name of the member;
 - ii) the address for notice last given by the member;
 - iii) the date of becoming a member;
 - iv) any other information determined by the committee
 - (b) for each former member, the date of ceasing to be a member.
- 7.8 The register shall be available for inspection by all Members upon request in writing to the Secretary.
- 7.9 A Register of Affiliated Club Members shall be available on the VTCA website. The details of the affiliated clubs name, person of contact, phone number, address, email and link to club website shall be provided.
- 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. For example, confidential, personal, employment or legal information should not be provided without the express consent of the member. 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.

Affiliation Fee

- 7.10 The annual affiliation fee payable by Affiliated Clubs to the Association is to be determined by the Board of Management from time to time, and the first installment is payable at a time determined by the Board of Management.

Resignation of a Member

- 7.11 A Member of the Association may resign from the Association by first giving one month notice in writing to the Secretary of the intention to resign. Upon the expiration of that period of notice the member shall cease to be a Member of the Association.
- 7.12 If a person or Affiliated Club ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person or Affiliated Club ceased to be a member in the Register of Member.

Club Delegates

- 7.13 Each Affiliated Club shall be entitled to nominate one person, who shall be an office holder at the Affiliated Club (Club President or Club Secretary) or such other person authorised in writing by the Affiliated Club and approved by the Board of Management, as its representative at meetings of the Association. Any person nominated under this rule will be known as a Club Delegate.
- 7.14 Club Delegates must be nominated by their respective Affiliated Clubs on the Club Entity Form or such other form as the Board of Management may require. This form shall be lodged with the Association on or before the commencement of the VTCA cricket season. Failure to lodge the form in accordance with this rule will give rise to a fine.

- 7.15 Each Affiliated Club shall within 14 days of a change of its executive committee/management taking place notify the Secretary of any such change.

Match Committee

- 7.16 The Club Delegates, elected by each of the Affiliated Clubs prior to the commencement of the VTCA cricket season shall form a Match Committee.
- 7.17 The Match Committee shall vote on the 'Match Rules' and By-Laws of the VTCA. No further changes to the Match Rules and By-Laws will be effective unless submitted by the Executive Council and approved by the Match Committee prior to becoming operative.
- 7.18 Notice of any proposed alteration to the Match Rules by the Clubs must be lodged with the Secretary prior to 1 April in any year. Any proposed alteration shall be considered and voted upon by the Match Committee.

Life Members

- 7.19 The Board of Management may in each financial year nominate for life membership of the Association up to 3 persons who have served a minimum of 10 years in the promotion of the Association's objects and who have rendered special service to the Association or the game of cricket. All Life Members of the unincorporated association known as the Victorian Junior Cricket Association shall be deemed Life Members of the Association.
- 7.20 A person nominated for life membership of the Association by the Board of Management may be elected a life member by the Association. A vote for the election of Life Members shall be held at the Annual General Meeting of the Association. A three-fourths majority of all members present at the meeting or their representatives in attendance at the meeting and entitled to vote will be required to elect a nominated person to life membership of the Association.
- 7.21 All Life Members shall be entitled to:
- a) a suitably inscribed medallion;
 - b) attend all Annual and Special General Meetings of the Association and speak at such meetings;
 - c) vote at meetings.

Board Members

- 7.22 The members of the Board of Management ("Board Members") from time to time shall be Members of the Association for such time only as they hold office.

8. VOTING RIGHTS

- 8.1 The voting at all Annual and Special General Meetings of the Association shall be as follows:
- a) subject to Rule 16.15 every Club Delegate shall be entitled to attend and debate any resolution or amendment thereof, and shall be entitled to one vote on any resolution or amendment thereof PROVIDED THAT the Affiliated Club that appointed the Club Delegate has paid all debts in excess of \$500 (or such other sum determined by the Board of Management from time to time) due to the Association for 60 days or more prior to each respective Annual or Special General Meeting unless otherwise permitted by the Board;
 - b) subject to Rule 16.14, every individual Board of Management Member shall be entitled to attend and debate any resolution or amendment thereof, and shall be entitled to one vote on any resolution or amendment thereof;
 - c) every Life Member shall be entitled to attend and debate any resolution or amendment thereof, and be entitled to vote;
 - d) Members may vote personally or by proxy; and
 - e) Except in the case of a special resolution, the question must be decided on a majority of votes.
- 8.2 If votes are divided equally on a question, the person presiding as Chairman may cast a second or casting vote.

8.3 This rule does not apply to a vote at a disciplinary appeal meeting.

9. DISCIPLINE, SUSPENSION and EXPULSION OF MEMBERS

- 9.1 Subject to these Rules, in respect of any matter not expressly dealt with in Rule 11.24 or the By-laws, if the Board of Management is of the opinion that a Member, player or official has refused or neglected to comply with these Rules, or has been found guilty of conduct unbecoming of a Member, player or official or prejudicial to the interests of the Association, the Executive Council may refer the matter to mediation under Rule 10 or resolve to proceed under this rule and resolve to:
- a) fine that member, player or official an amount not exceeding \$1000;
 - b) suspend that member from membership of the Association for a specified period; or
 - c) expel that member from the Association.
- 9.2 If the matter is referred to mediation but is not resolved by that process, the Board of Management may resolve to:
- a) fine that member, player or official an amount not exceeding 100 units;
 - b) suspend that member from membership of the Association for a specified period; or
 - c) expel that member from the Association.
- 9.3 A resolution of the Board of Management under Rule 9.1 or 9.2 to expel a Member does not take effect unless:
- a) at a meeting held in accordance with Rule 9.4, the Board of Management confirms the resolution; and
 - b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 9.4 A meeting of the Board of Management to confirm or revoke a resolution passed under Rule 9.1 or 9.2 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member, player or official in accordance with Rule 9.5.
- 9.5 For the purposes of giving notice in accordance with Rule 9.4, the Secretary must, as soon as practicable, cause to be given to the Member, player or official a written notice:
- a) setting out the resolution of the Board of Management and the grounds on which it is based; and
 - b) stating that the Member, player or official or his or her representative, may address the Board of Management at a meeting to be held not less than 14 days and not later than 28 days after the notice has been given to the Member, player or official; and
 - c) stating the date, place and time of that meeting; and
 - d) informing the Member, player or official that he or she may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the Board of Management before the date of that meeting a written statement seeking the revocation of the resolution; and
 - e) informing the Member, player or official that, if at that meeting, the Board of Management confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.
- 9.6 At a meeting of the Board of Management to confirm or revoke a resolution passed under Rule 9.1 or 9.2, the Board of Management must:
- a) give the Member, player or official or his or her representative, an opportunity to be heard; and
 - b) give due consideration to any written statement submitted by the member, player or official; and
 - c) determine by resolution whether to confirm or to revoke the resolution.

Appeal Process

- 9.7 If at the meeting of the Board of Management, the resolution is confirmed, a Member, player or official may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.
- 9.8 If the Secretary receives a notice under Rule 9.7, he or she must notify the Board of Management and the Board of Management must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 9.9 At a General Meeting of the Association convened under Rule 9.8:
- a) no business other than the question of the appeal may be considered;
 - b) the Board of Management may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - c) the Member, player or official or his or her representative, must be given an opportunity to be heard; and
 - d) the Members or their representatives present and entitled to vote under their rules must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 9.10 A resolution at a General Meeting of the Association convened under Rule 9.8 is confirmed if not less than two thirds of the Members present or their representatives, entitled to vote under the Rules, vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

PART 4 - GRIEVANCE PROCEDURE

10. DISPUTES and MEDIATION

- 10.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- a) a Member and another Member; or
 - b) a Member and the Association (other than a dispute in relation to or arising from the removal of a Board Member under Rule 11.24).
- 10.2 The parties to the dispute must meet to discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 10.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 10.4 The mediator must be:
- a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board of Management; or
 - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 10.5 A Member of the Association can be a mediator.
- 10.6 The mediator cannot be a Member who is a party to the dispute.
- 10.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 10.8 The mediator, in conducting the mediation, must:
- a) give the parties to the mediation process 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 to the dispute throughout the mediation process.



- 10.9 The mediator must not determine the dispute but rather allow the parties to determine a resolution or otherwise of the dispute.
- 10.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 10.11 This Rule does not apply to any disputes arising from, relating to or in any way connected with disciplinary matters referred to or determined by the Board of Management, the Tribunal, Investigations Officer or Appeal Boards.

PART 5 – BOARD of MANAGEMENT

11. BOARD of MANAGEMENT

- 11.1 Subject to these Rules and the Act, the Board of Management:
- a) shall control and manage the business and affairs of the Association;
 - b) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by a General Meeting of the Members of the Association; and
 - c) has the power to perform all such acts and things as appear to the Board of Management to be essential for the proper management of the business and affairs of the Association.
- 11.1 Subject to these Rules and the Act, the Board of Management:
- d) shall control and manage the business and affairs of the Association;
 - e) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by a General Meeting of the Members of the Association; and
 - f) has the power to perform all such acts and things as appear to the Board of Management to be essential for the proper management of the business and affairs of the Association.
- 11.2 The Board of Management shall consist of:
- a) a Chairman;
 - b) a Deputy Chair;
 - c) a Treasurer;
 - d) a maximum of five ordinary Board Members;
- 11.3 Each of the Board Members, other than the Chairman, shall be responsible for one of the following portfolios:
- a) Administration;
 - b) Finance;
 - c) Umpires;
 - d) Competition;
 - e) Grounds;
 - f) Communications;
 - g) Protests / Appeals; and
 - h) General Administration and Operations

In the absence of agreement between Board Members on the allocation of portfolios, the Chairman shall allocate portfolios to each of the other Board Members.

- 11.4 The Chairman shall be ex-officio on all committees and sub committees of the Association.

Election of Board Members and Tenure of Office

- 11.5 A person may be eligible to be elected to the Board of Management while holding office at an Affiliated Club.
- 11.6 Each Board Member elected at the Annual General Meeting will serve a 2 year term as a Board Member of the Board of Management.

- 11.7 Any position on the Board of Management that is to be vacated will be advertised, and any interested person may make an application to the Secretary. Any application that does not include all information requested by the Secretary does not have to be considered. Any application made after the closing date specified by the Secretary does not have to be considered. All applicants who make applications that comply with this Rule are entitled to stand for election at the Annual General Meeting.
- 11.8 Prior to or at the Annual General Meeting, applications for positions on the Board of Management will be reviewed by the then existing Board of Management which will recommend applicants for consideration for election at the Annual General Meeting of the Association.
- 11.9 Any retiring Board Member is eligible to reapply for a position on the Board of Management.

Election of Chairman

- 11.10 Following the election of Board Members at the Annual General Meeting, the Club Delegates or their proxies present must elect one of the Board Members to be the Chairman of the Association.
- 11.11 A Chairman elected at the Annual General Meeting will serve as Chairman for 2 years.
- 11.12 At the conclusion of the 2 year term the immediate past Chairman will retire as Chairman at the Annual General Meeting. Subject to the retiring Chairman being a Board Member, he or she will be eligible to be elected as Chairman for a further 2 years.
- 11.13 There is no limit placed on the holding of concurrent terms. For the avoidance of doubt, a Board Member may continue his tenure in any position on the Board for as long as he or she continues to be elected.

Proceedings at Board Meetings

- 11.14 The Board of Management shall meet at such places and at such times as the Board of Management may determine from time to time.
- 11.15 Special meetings of the Board of Management may be convened by any three Board Members making a written request to the Secretary specifying the objects of the meeting.
- 11.16 Notice shall be given by the Secretary to Board Members of any special meeting of the Board of Management specifying the general nature of the business to be transacted and no other business shall be transacted at that meeting.
- 11.17 Any four members of the Board of Management constitute a quorum for the transaction of the business of a meeting of the Board of Management.
- 11.18 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case, it lapses.
- 11.19 At meetings of the Board of Management:
- a) the Chairman shall preside or if the Chairman is absent, the Executive Council shall nominate a Chair to preside at the meeting. ;
 - b) any Board Member who is an interested party in a matter before the Board of Management **may**, at the request of the Board of Management, leave the meeting during the hearing and discussion of the matter, and not be involved in the determination relating to the matter;
 - c) questions arising at a meeting of the Board of Management or any sub-committee appointed by the Board of Management shall be determined on a show of hands or, if a poll is demanded by three Board Members, by a poll taken in such manner as the person presiding at the meeting may determine;
 - d) each Board Member present at a meeting of the Board of Management or any sub-committee appointed by the Board of Management (including the person presiding at the meeting) is entitled



to one vote and, in the event of an equality of votes on any question, the person presiding may cast a second or casting vote;

- e) notice of each Board of Management meeting shall be given to each Board Member by communicating the time and place of the meeting to him or her a reasonable time before the meeting;
- f) no Board Member shall be represented at any meeting of the Board of Management by a proxy.

Vacancy

- 11.20 The office of a Board Member shall become vacant if a Board Member:
 - a) submits his or her resignation in writing to the Secretary;
 - b) dies or becomes physically or mentally incapacitated to an extent which interferes with the performance of his or her duties as a Board Member; or
 - c) is absent from three consecutive meetings of the Board of Management without an apology.
- 11.21 In the event of a casual vacancy by any Board Member, the Board of Management may appoint any suitable person to the office and that person may continue in office up to and including the conclusion of the Annual General Meeting following his or her appointment.
- 11.22 In the event of a casual vacancy by the Chairman, the Board of Management shall:
 - a) direct the Secretary to convene a Special General Meeting within one month to elect a new Board Member and Chairman;
 - b) appoint one of the Board Members to act as Standing Chairman until the election of the new Chairman at the Special General Meeting.

During the period from when the vacancy of the office of Chairman arises until the election of a new Chairman at a Special General Meeting, the Standing Chairman may exercise all powers conferred upon the Chairman under these Rules. Any persons elected to the office of Board Member and Chairman under this Rule shall hold office until the next Annual General Meeting.

Removal of Board Member

- 11.23 A Board Member may be removed from office for neglect of duty, misconduct or breach of the objects or rules of the Association, PROVIDED that he or she may only be removed on a resolution passed by at least two thirds of the Board Members present at a special meeting of the Board of Management convened specifically to deal with the matter and FURTHER PROVIDED that such resolution is confirmed by a majority of Board Members at the next ordinary meeting of the Board of Management. At any such special meeting of the Board of Management the Board of Management may adopt such procedure as it may in its discretion think fit.
- 11.24 A Board Member removed from office under Rule 11.23 may request a Special General Meeting of the Association be convened to consider and determine whether to void the resolution of a majority of the Board Members to remove that Board Member from office. A three-fourths majority of all members or their representatives in attendance at the meeting and entitled to vote will be required to void a resolution of the Board of Management to remove the Board Member from office.

PART 6 - GENERAL MEETINGS

11. ANNUAL GENERAL MEETING

- 12.1 The Annual General Meeting of the Association shall be held no later than 31 July in each year. The Board of Management will determine the date, time and place of the Annual General Meeting.
- 12.2 At least 21 days' notice of the Annual General Meeting must be given if a special resolution is to be proposed, otherwise 14 days' notice must be given.
- 12.3 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting of the Association.
- 12.4 The ordinary business of the Annual General Meeting shall be:
 - a) to confirm the minutes of the previous Annual General Meeting and of any general meeting held since that



- meeting; and
- b) to receive from the Board of Management reports upon the transactions of the Association during the last preceding financial year; and
- c) to elect the Board Members and Chairman of the Association in accordance with the Rules; and
- d) to receive and consider the statements submitted by the Association in accordance with Part 7 of the Act.

12.5 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

12.6 When any election provided for at the Annual General Meeting does not take place, such election shall be dealt with at the next Special General Meeting. Where it may affect the composition of the Board of Management or the Umpires Appointment Board, the previous members of these bodies shall continue to act.

13. GENERAL MEETINGS

- 13.1 In addition to the Annual General Meeting, other general meetings of the Association will be held in the same year.
- 13.2 All general meetings other than the Annual General Meeting shall be called General Meetings, except those convened as Special General Meetings
- 13.3 In the case of any General Meeting it will be sufficient for the Board of Management to advise members of the association in advance of the place and time of the next and future General Meeting.
- 13.4 A Member wishing to bring business before a General Meeting may do so with the permission of the Chairman and the consent of the Members present.
- 13.5 A Member desiring to bring business before a future General Meeting may give notice in writing to the Secretary who shall include the business in the agenda for the next General Meeting after the receipt of the notice.

14. SPECIAL GENERAL MEETINGS

- 14.1 The Secretary shall convene Special General Meetings of the Association as follows:
 - a) from time to time upon the direction of the Board of Management;
 - b) upon receipt by the Secretary of a written request from at least one third of the total number of Affiliated Clubs to convene a Special General Meeting of the Association;
 - c) upon receipt by the Secretary of a written request from a person who has been removed as a Board Member under Rule 11.24.
- 14.2 A request for a Special General Meeting under Rule 14.1 (b) and (c) must:
 - a) state the objectives of the meeting;
 - b) be signed by the person or persons requesting the meeting; and
 - c) be sent to the postal or email address of the Secretary.
- 14.3 If the Secretary does not cause a Special General Meeting to be held within one month after the date on which a request under Rule 14.1(b) and (c) is sent to the postal or email address of the Secretary, the person or persons making the request, or any of them, may convene a Special General Meeting to be held not less than 3 months after that date.

15. NOTICE OF ANNUAL AND SPECIAL GENERAL MEETINGS

- 15.1 If a special resolution is to be proposed at the meeting the Secretary shall, at least 21 days before the date fixed for convening an Annual General Meeting or Special General Meeting, cause to be sent to each Member of the Association at each Member's email address or postal address appearing in the Register of Members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 15.2 If no special resolution is proposed for the Annual General Meeting or Special General Meeting, the Secretary must give at least 14 days' notice to each Member of the Association at each Member's email address or postal address appearing in the Register of Members, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 15.3 It may at times be necessary for the Board of Management to call an emergency Special General Meeting. The



Secretary shall, at least 3 days before the date fixed for convening an emergency Special General Meeting, cause to be sent to each Member of the Association at each Member's email or postal address appearing in the Register of Members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 15.4 No business other than that set out in the notice convening the meeting shall be transacted at any Annual or Special or emergency Special General Meeting.
- 15.5 A member intending to bring any business before a meeting must, prior to the required notice period, notify the Secretary of that business in writing, and the Secretary must include that business in the notice calling the next General Meeting.
- 15.6 Any items for business at the Annual General Meeting, including alterations to the Rules, must be notified in writing to the Secretary prior to 1 May ahead of the Annual General Meeting. The Annual General Meeting must be held on or before 31 July each year.

16. QUORUM AND PROCEDURE AT GENERAL MEETINGS

- 16.1 No item of business may be conducted at a General Meeting unless a quorum of Members or their representatives entitled to vote under these Rules is present at the time the meeting is considering that item.
- 16.2 A majority of Club Delegates entitled to vote at meetings personally present or represented by persons entitled under these rules to vote at Annual and Special General Meetings, constitutes a quorum for the transaction of business at any Annual or Special General Meeting. Attendance at a general meeting may be via teleconference or video conference facility.
- 16.3 If within half an hour after the appointed time for the commencement of an Annual or Special General Meeting, a quorum is not present, the meeting, if convened upon the requisition of Club Delegates, shall be dissolved and in any other case shall stand adjourned to a time and place determined and announced by the Chairman.
- 16.4 The Chairman shall preside as Chairperson at each Annual or Special General Meeting of the Association.
- 16.5 If the Chairman is absent from any Annual or Special General Meeting, the Members or their representatives entitled to vote under these Rules present at the meeting shall nominate one of the other Board Members to preside as Chairperson of the meeting. If none of those persons are willing to act as Chairperson of the meeting, the members or their representatives entitled to vote under these Rules may elect a Chairperson of the meeting from the members present.
- 16.6 The Chairperson of an Annual or Special General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 16.7 Where a meeting is adjourned for ten (10) days or more, a notice of the adjourned meeting shall be given as in the case of an Annual or Special General Meeting.
- 16.8 Except as provided in Rule 16.7 it is not necessary to give notice of an adjournment or of the business to be transacted at the adjourned meeting.
- 16.9 A question or motion arising at an Annual or Special General Meeting of the Association, except as otherwise provided in these Rules, shall be determined on a show of hands. Unless before or on the declaration of the show of hands, a poll or ballot is demanded by not less than three members or their representatives entitled to vote under these Rules, a motion is carried, or not carried by a declaration by the Chairperson that a resolution has, on a show of hands, been carried or not carried, and an entry to that effect is made in the minutes of the meeting, is evidence of the fact, without proof of the number of the votes recorded in favour of or against the question or motion.

- 16.10 If at an Annual or Special General Meeting a poll or ballot on any question or motion is demanded by not less than three members or their representatives entitled to vote under these Rules at such meeting it shall be taken at the time and in such manner as the Chairperson of the meeting may direct and the resolution of the poll or ballot shall be deemed to be a resolution of the meeting on that question or motion.
- 16.11 The President or Secretary of an Affiliated Club may give notice in writing to the Secretary that a substitute for a Club Delegate has been appointed for a particular meeting of the Association. Any such substitute person attending without notice may be accepted with the Association's consent.
- 16.12 Each Member or Club Delegate is entitled to appoint another Member or Club Delegate as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 16.13 The notice appointing the proxy must be:
- for a meeting of the Association convened under Rule 9.8, in the form set out in Appendix 2; or
 - in any other case, in the form set out in Appendix 3.
- 16.14 In the case of an equality of voting on a question or motion at an Annual or Special Meeting, the Chairperson of the Meeting is entitled to exercise a second or casting vote.
- 16.15 A Club Delegate is not entitled to vote at an Annual or Special General Meeting if the Affiliated Club that appointed the Club Delegate has not paid all debts in excess of \$500 (or such other sum as determined by the Board of Management from time to time) due to the Association for 60 days or more prior to the Annual or Special General Meeting, unless otherwise permitted by the Board of Management.
- 16.16 Unless otherwise determined and directed by the Chairperson of the Annual or Special General Meeting, the following standing orders shall apply at Annual and Special General Meetings:
- a Club Delegate on rising to speak shall name the Affiliated Club he or she represents;
 - any Club Delegate or Member wishing to move a motion shall rise, address the chair, avoiding personal or unbecoming language, and the motion shall be seconded before it is debated;
 - a motion shall not be withdrawn without the consent of the seconder;
 - no Member or representative of a Member shall speak more than once to any motion or amendment, excepting the mover of the original motion, who shall have a right of reply;
 - a motion or amendment having been moved and seconded, debate may be conducted, but not more than two speakers shall follow successively on the same side of the question. If two speakers having so spoken and there is no speaker to take the opposite view, the question shall be put;
 - on any Member or representative of a Member rising to a point of order during discussion, the speaker shall resume his seat, and the Member or representative rising shall state his point of order, upon which the Chairperson of the meeting shall then rule, which ruling may be reviewed by the meeting;
 - when two or more Members or representatives of Members rise to speak at the same time, the Chairperson of the meeting shall decide who is entitled to the floor;
 - any Club Delegate wishing to leave the meeting shall ask permission of the Chairperson of the meeting;
 - no new business will be taken two and a half hours after the commencement of the meeting.

Minutes of the General Meeting

- 16.17 The Secretary must ensure that minutes are taken and kept of each general meeting.
- 16.18 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 16.19 In addition, the minutes must include –
- the names of the members attending the meeting;
 - Proxy forms given to the Chairperson of the meeting;
 - the financial statements submitted to the members;
 - The certificate signed by the two board members certifying that the financial statements give a true and accurate view of the financial position and performance of the Association; and
 - any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.



PART 7 - POWERS OF CLUB DELEGATE AND MATCH COMMITTEE

17. POWERS OF CLUB DELEGATES and MATCH COMMITTEE

- 17.1 Notwithstanding Rule 11.1, Club Delegates may resolve at any Annual General Meeting or Special General Meeting that:
- any resolution or decision of the Board of Management be revoked, varied or amended;
 - the Board of Management is directed to act or to refrain from acting in a specified way on any particular matter.
- 17.2 Upon the passing of any resolution by the Club Delegates pursuant to Rule 17.1 the resolution or decision of the Board of Management shall be revoked, varied or amended accordingly or the Board of Management shall act or refrain from acting in a specified way on a particular matter, as the case may be.
- 17.3 Provided that:
- any resolution of the Club Delegates pursuant to Rule 17.1 will only have effect if it is passed by a majority of at least 75% of Club Delegates present at the Annual General Meeting or Special General Meeting.
 - Rule 17 will not apply with respect to resolutions, decisions or actions of the Board of Management or to be made by the Board of Management in relation to any disciplinary matter pursuant to Rule 9 or any resolution of the Board of Management pursuant to Rule 10.

PART 8 - GENERAL MATTERS

18. BY-LAWS

- 18.1 The Board of Management may make, vary, amend, revoke and repeal By-laws in respect of any matter whatsoever provided such By-laws are not inconsistent with these Rules or the Act.
- 18.2 The Board of Management shall give notice to all Affiliated Clubs and members of the Board of Management of any proposed change to the By-laws as soon as practicable after the meeting of the Board of Management at which the change to the By-law was proposed to be made.
- 18.3 Subject to Rule 18.4 a proposed change to the By-laws becomes effective 21 days after notice has been given under Rule 18.2 provided that within that period the Secretary has not received a written request from one third of the Affiliated Clubs requiring the Board to have the change to the By-laws considered by a Special General Meeting or Annual General Meeting of the Association.
- 18.4 Where the Secretary receives a written request under Rule 18.3 to have the proposed change to the By-laws considered by a Special General Meeting or Annual General Meeting of the Association, the Board shall either convene a Special General Meeting under Rule 14.1(b) or have the proposed change to the By-laws placed on the agenda of the next Special General Meeting or Annual General Meeting convened under Rule 14.1(a) to determine whether to approve the proposed changes to the By-laws.
- 18.5 A three-fourths majority of all Club Delegates or their proxy's in attendance at the Special General Meeting or Annual General Meeting held under this Rule 18 and entitled to vote is required to approve a proposed change to the By-laws.
- 18.6 Where a proposed change to the By-laws is considered by a Special General Meeting or Annual General Meeting of the Association under this Rule 18, any proposed change to the By-laws only becomes effective after the Special General Meeting or Annual General Meeting and provided that the proposed change is approved at that meeting.
- 18.7 Alternatively to the procedure referred to in By-laws 18.2 – 18.6 (inclusive), the Board of Management may give notice of any proposed changes to the By-laws to all Affiliated Clubs and members of the Board of Management and notice of the proposed changes will be considered for adoption at a Special General Meeting or Annual General Meeting to be held not less than 21 days from the date of giving of the notice of the proposed changes. At the Special General Meeting or Annual General Meeting (as the case may be) the proposed changes will be considered. Rules 18.5 and 18.6 apply with respect to any proposed changes to the



By-laws dealt with pursuant to this sub-rule.

18.8 Where at least one-third of the Affiliated Clubs desire to make, vary, amend, revoke or repeal any by-law (provided such proposed changes are not inconsistent with these Rules or the Act) they shall, subject to giving notice of the proposed changes to the Board of Management, request that a Special General Meeting be convened pursuant to Rule 14.1(c) and the Secretary shall give notice to all Affiliated Clubs and members of the Board of Management of the proposed changes and otherwise proceed to convene a Special General Meeting in accordance with the requirements of Rule 14.1(c) provided that such meeting shall not be called earlier than 21 days from the date on which the Secretary gives notice of the proposed changes to all Affiliated Clubs and members of the Board of Management.

18.9 Rules 18.5 and 18.6 apply with respect to any proposed changes to the By-laws dealt with pursuant to Rule 18.8.

PART 9 - ROLES OF SECRETARY AND TREASURER

19. SECRETARY and TREASURER

Secretary

- 19.1 The Board of Management shall appoint a Secretary of the Association ("the Secretary") who:
- may, at the discretion of the Chairman and Treasurer, be an employee of the Association;
 - may, at the discretion of the Chairman and Treasurer, be entitled to remuneration, a term of employment and other employment benefits as the Chairman and Treasurer may determine from time to time;
 - shall be responsible for the day to day activities of the Association under the directions of the Board of Management;
 - shall be responsible for attending, recording and keeping all minutes of meetings of the Association and the Board of Management, including all duly appointed sub-committees and a record of the names of persons present at the meetings;
 - shall be the Public Officer of the Association.

Treasurer

- 19.2 The Executive Council shall appoint a Treasurer of the Association ("Treasurer"). The Treasurer shall be:
- responsible for the collection and receipt of all monies due to the Association;
 - responsible for the custody and maintenance of correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditures connected with the activities of the Association;
 - responsible for:
 - submitting a statement of accounts and bank balance in respect of the Association to the first Board of Management meeting in each month;
 - presenting the Association's accounts to the Auditor by 31 October in each Financial Year, and
 - submitting an audited balance sheet for the Association to the Board of Management prior to presentation at the Annual General Meeting.
- 19.3 If the either or both the Secretary or Treasurer die, are removed from office by the Board of Management or unable to fulfill the responsibilities, the Board of Management will:
- appoint an alternative person as Secretary and or Treasurer; or
 - exercise the powers of the Secretary and or Treasurer under these Rules.

PART 10 - FINANCIAL MATTERS

20. FUNDS

- 20.1 The Treasurer must:
- collect and receive all monies due to the Association and make all payments authorised by the Association; and
 - keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditures connected with the activities of the Association.
- 20.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two of the Chairman, Treasurer or the Board Member responsible for finance.
- 20.3 The funds of the Association shall be derived from annual subscriptions, donations, fines, levies and other

sources as the Board of Management determines.

PART 11 - NOTICES

21. NOTICES

- 21.1 Any notice required to be given to or served upon the Association or Board of Management shall be addressed to the Secretary at the registered office of the Association from time to time and shall be deemed to have been duly served:
- (a) at the time personal service was effected on the Secretary; or
 - (b) at the time any notice sent by pre-paid mail to the registered office of the Association is received by the Association in the ordinary course of the post.
- 21.2 Any notice by the Association or Board of Management to any member, player or official shall be posted by pre-paid ordinary mail or served personally and shall be deemed to have been duly served at the time it would ordinarily be received in the post or in the case of personal service, at the actual time service is effected. Any notice to a player may be given by pre-paid ordinary mail to the player at the address of the secretary of the player's Club, or the player's Club.
- 21.3 Notwithstanding Rule 21.2, where a Member, player or official has requested or agreed that any notice the Association or Board of Management is entitled to serve on a Member, player or official be given by facsimile or electronic transmission, the Association or Board of Management may affect any notice by such means and such notice shall be deemed to be duly served at the time the transmission was effected.

PART 12 - GOVERNING LAW AND JURISDICTION

22. SEAL

- 22.1 The common seal of the Association shall be kept in the custody of the Secretary.
- 22.2 The common seal of the Association shall not be affixed to any instrument except with the authority of the Board of Management and the affixing of the common seal shall be attested by the signatures of either two members of the Board of Management or of one member of the Board of Management and the Secretary.

23. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 23.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 23.2 Subject to sub rule 23.3, all financial records, accounts, books, securities, minutes of meetings of committees, minutes of general meetings, including financial statements submitted at a general meeting and other relevant documents of the Association must be available for inspection by any Member upon written request to the Secretary giving at least 7 days' notice of the time for such inspection.
- 23.3 The Executive Council 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.
- 23.4 Subject to Rule 23.3, a Member may make a copy of any accounts, books, securities and any other relevant document of the Association.

24. WINDING UP

- a. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

25. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 25.1 These Rules and the Statement of Purposes shall not be altered except in accordance with the provisions of the Act.

26. SUBMISSION TO JURISDICTION

26.1 Each Member irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria and waives any right to object to proceedings being brought in these courts.



APPENDIX 1

Application for Membership of Victorian Turf Cricket Association Incorporated

On behalf of the Cricket Club
(Name of Club)

of
(Address)

we desire to become a member of the Victorian Turf Cricket Association as an
Affiliated Club for the 20___ / ___ season.

In the event of admission as a member, the Club agrees to be bound by the Rules,
By-laws, determinations or decisions of the Association for the time being in force,
and to require its members and registered players to be bound by the Rules, By-
laws, determinations or decisions of the Association for the time being in force.

Our Club nominates the following person as its Club Delegate:

.....
(insert name of Club Delegate)

Signed by:
(insert name of Club Signatory)

Signature:

on behalf of the Cricket Club
(Name of Club)

Date: / /



APPENDIX 3

Form of Appointment of Proxy

.....
 (Name)

of

.....
 (Address)

being

- a member;*
- a Club Delegate of a member of:*

.....
 (Name of Incorporated Association)

appoint

.....
 (Name of proxy holder)

of

.....
 (Address of proxy holder)

being a member*/a Club Delegate of a member* of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on:

.....
 (Date of meeting)

and at any adjournment of that meeting,

My proxy is authorised to vote in favour or/against* following resolution *[insert details of resolution]*.

.....
 Signed

.....
 Date

*Delete if not applicable

