

# **SECTION VII**

## **STATEMENT OF PURPOSES & CONSTITUTION**

## **Section: I**

### **STATEMENT OF PURPOSES**

1. The purposes for which the proposed Incorporated Association is established are:
  - 1.1 To promote and foster the sport of cricket as a safe, lifetime sport in the Latrobe Valley and District area at both Senior and Junior levels,
  - 1.2 To promote and foster fellowship among persons engaged in the sport of cricket,
  - 1.3 To administer competition among the Member Clubs,
  - 1.4 To promote representative cricket for individuals as a pathway to future success,
  - 1.5 To manage the assets and liabilities of the Association now known as Cricket Latrobe Valley Incorporated.
  - 1.6 To engage in such other activities, whether of a like nature or not for the time being permitted by law and determined by the Association.
  
2. Solely for the purpose of furthering the purposes set out above the Association shall have the power:
  - 2.1 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 the Association shall not subscribe to or support with its funds any club, association or organization which, does not prohibit or restrict 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 Rules.
  - 2.2 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 objects of the Association.
  - 2.3 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 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.
  - 2.4 To appoint, employ, remove or suspend such managers, coaches, secretaries and other personnel as may be necessary or convenient for the purposes of the Association.
  - 2.5 To engage in such other activities, of a like nature as may for the time being be permitted by law and determined by the Association.
  - 2.6 To invest and deal with the money of the Association not immediately required in such manner as may from time to time see fit.
  - 2.7 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
  - 2.8 To borrow or raise money either alone or jointly with any other person or legal

entity in such a manner as may be thought proper and whether upon fluctuating further advances 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.

- 2.9** 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.
- 2.10** To take any gift of property whether subject to any special trust or not, for anyone or more of the objects of the Association but subject always to the proviso in paragraph 2.3.
- 2.11** 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 subscriptions or otherwise.
- 2.12** To print and publish any newspapers, periodicals, and books or leaflets that the Association may think desirable for the promotions of its objects.
- 2.13** To amalgamate with any one or more Incorporated Association's having objects altogether or in part similar to those of the Association and which shall prohibit or restrict the distribution of its or their income and property among its or their members to an extent that is at least as great as that imposed upon the Association under or by virtue of the Rules.
- 2.14** To purchase or otherwise acquire and undertake all or 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.
- 2.15** 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.
- 2.16** To make donations for patriotic, charitable, sporting or community purposes.
- 2.17** To settle all questions or disputes on any matters relating to cricket which may be submitted to the Association for its adjudication or determination.
- 2.18** To hold or arrange competitions and or provide or contribute towards the provision of prizes, awards and distinctions in connection therewith provided that no member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.
- 2.19** To do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.

## **CONSTITUTION**

### **1. NAME;**

- 1.1** The name of the Incorporated Association is Cricket Latrobe Valley Incorporated.  
(In these rules called "the Association")

### **2. INTERPRETATION:**

- 2.1** In these Rules, unless the contrary intention appears:

**2.1.1** "Board" means the Committee of Management of the Association.

**2.1.2** "Financial Year" means the year ending 30 April.

**2.1.3** "Annual Subscription" means Annual Affiliation.

**2.1.4** "General Meeting" means Club President's Meeting convened in accordance with Rule 10.

**2.1.5** "Member" means an affiliated Club with the Association.

**2.1.6** "Associate Member" means a registered Playing Member or an Umpire Member of the Association.

**2.1.7** "The Act" means the Associations Incorporation Reform Act 2012 (Vic).

**2.1.8** "The Regulations" mean the Regulations under the Act.

- 2.2** In these rules, a reference to the Secretary is a reference to the person who holds office as Secretary of the Association and in any other case to the Public Officer of the Association.

- 2.3** Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time and words importing the masculine gender include the feminine gender or vice versa.

### **3. ALTERATIONS OF RULES AND STATEMENT OF PURPOSE:**

- 3.1** The Rules and the Statement of Purpose must not be altered except in accordance with the Act.

### **4. MEMBERSHIP:**

- 4.1** The members of the Association shall be those cricket clubs (herein collectively called "Clubs" and individually called "Club"), having as a principal object the promotion of the sport of cricket who were members at the date of Incorporation or have subsequently been admitted as members.

**4.1.1** Membership Rights:

**4.1.1.1** Membership shall entitle Club representatives the right to vote on matters affecting the Constitution and By-Laws of the Association and compete with teams in organised Association competitions.

**4.1.1.2** A right, privilege or obligation of a Member Club or Associate Member by reason of Membership of the Association:

- a) Is not capable of being transferred to another person or member.
- b) Terminates upon cessation of membership, whether by resignation, disqualification or upon a Member Club disbanding.

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

**4.2.1** Application is made as provided in Clause 4.3 and

**4.2.2** Its admission as a member is approved by a majority of Board Members and a 75% majority of the members;

**4.2.3** Provides proof from the Office of Fair Trading & Business to signify that its Incorporation is current.

**4.3** Membership Application shall be made in writing;

**4.3.1** It shall contain a statement that the applicant is willing to be bound by the Purpose, Constitution and By-Laws of the Association, and

**4.3.2** Shall be lodged with the Secretary of the Association at least fourteen (14) days prior to the Annual General Meeting or a Special General Meeting convened to consider the Membership Application. It shall be accompanied by a fidelity bond as set at the previous year's First Special General Meeting. This amount shall be refunded if the application is refused. If the application is successful, the amount, upon application, shall be refunded at the end of the season, less any amounts outstanding to the Association for fines or other charges incurred by the Association on behalf of the Club.

**4.3.3** A new club upon being accepted into the Association will only be allowed to obtain clearances for a maximum of two (2) players from another affiliated Club in the season of entry, unless otherwise agreed to by both Clubs.

**4.4** OTHER MEMBERSHIP CATEGORIES

**4.4.1** The Association may from time to time create various other categories of Membership described hereunder in 4.5 & 4.6 (provided that only the category of Club Member as provided in Rule 4.1 hereof shall entitle the member to voting rights) and may from time to time determine the fees payable with respect to each category so created.

#### **4.5 LIFE MEMBERSHIP**

**4.5.1** Persons who were Honorary Life Members of the Central Gippsland Cricket Association prior to the Incorporation of the Latrobe Valley and District Cricket League and Honorary Life Members of the Traralgon and District Cricket Association shall become Honorary Life Members of the Incorporated Association, unless they decline the Life Membership in writing to the Association Secretary

**4.5.2** The Association shall have the power to elect Honorary Life Members (not more than one (1) in any one year); such membership to be awarded to those who have rendered outstanding service to the Association and shall be recommended to the Board in writing prior to the Annual General Meeting.

**4.5.3** Life Members shall be elected by an absolute majority (75% of those present) at the Annual General Meeting and shall have all rights and privileges of the Association.

#### **4.6 ASSOCIATE MEMBERSHIP: (Umpire Membership)**

**4.6.1** Registered Cricket Latrobe Valley umpires shall be afforded Associate Membership of the Association. The privileges assigned to such membership shall be restricted to being allowed to vote at the Annual General Meeting, be elected as an Office Bearer of the Association and the right of appeal against a Board or Tribunal decision under provisions set out in the By-Laws.

#### **4.7 ASSOCIATE MEMBERSHIP: (Player Membership)**

**4.7.1** All registered Cricket Latrobe Valley players shall be afforded Associate membership of the Association.

**4.7.2** The privileges assigned to such membership shall be restricted to being allowed to vote at the Annual General Meeting, be elected as an Office Bearer of the Association and the right of appeal against Board or Tribunal decision under provisions set out in the By-Laws. Provision for player registration shall be set out in the By-Laws.

### **5. ANNUAL SUBSCRIPTION / AFFILIATION:**

**5.1** The Annual Subscription (Affiliation Fee) shall be set at the First Board Meeting after the Annual General Meeting and shall be payable in three (3) equal instalments as outlined below:

**5.1.1** 1st Instalment Payment Due -30 November

**5.1.2** 2nd Instalment Payment Due -31 December

**5.1.3** 3rd Instalment Payment Due -28th February

**5.2** This fee may be altered at a Special General Meeting called for that purpose.

- 5.3** Ongoing affiliation is dependent upon evidence that the Annual Return has been sent to Consumer Affairs Victoria to signify that the Incorporation is current.
- 5.4** The Annual Subscription shall be recommended by the Finance Committee and subsequently endorsed at the First Board Meeting of the Association.
- 6. REGISTER OF CLUBS:**
- 6.1** The Association Secretary must maintain a register of Clubs in which must be recorded:
- 6.1.1** The name, postal address, email address and telephone contact number of the President and Secretary of each Club, and
- 6.1.2** The date on which each members name and details were entered in the register.
- 6.1.3** All Clubs must be issued with a current copy of the Register known as the Cricket Latrobe Valley Directory.
- 7. RESIGNATION of MEMBERSHIP:**
- 7.1** A Club of the Association which has paid all monies due and payable by it to the Association may resign from the Association by first giving two (2) weeks' notice in writing to the Association Secretary of its intention to resign. Upon the expiration of that period of notice, the Club shall cease to be a member Club.
- 7.2** Upon the expiration of such notice, the Association Secretary shall make an entry in the Register of Clubs recording the date and by whom the notice was given.
- 7.3** Upon resignation, a Club shall forfeit all claims to assets that may have accumulated during the time of membership and shall not be entitled to claim a refund of prepaid fees, levies or charges.
- 8. EXPULSION, DE-REGISTRATION AND THE DISCIPLINING OF CLUBS**
- 8.1** Subject to the Rules, the Board may, by resolution either expel or terminate a Club from the Association, suspend a Club from the Association for a specified period or fine a Club in accordance with the Regulations. Where a fine is imposed, the amount shall not exceed \$500.00
- 8.2 GROUNDS FOR ACTION**
- 8.2.1** The only grounds for such action shall be:
- 8.2.1.1** Dissolution in the case of the Member Club
- 8.2.1.2** Continued failure to pay outstanding debts incurred with or duly levied by the Association.
- 8.2.1.3** Behaviour of the Members or in the case of a Member Club, its officials or its players of a nature deemed to bring the Association into disrepute.
- 8.2.1.4** Financial insolvency of a Member Club.
- 8.2.1.5** Continued failure to meet playing commitments.
- 8.3** Notwithstanding anything included in these Rules, where a Member Club fails to pay annual affiliation and registration fees and fails to lodge other documents or information, which may otherwise be required by the Board, it shall be deemed that the Member has relinquished membership of the Association. Subject to the approval of the Board, such Member Club can be restored to membership of the Association from the date of lodging of the monies or documents required.

#### **8.4 BOARD RESPONSIBILITIES:**

##### **8.4.1** A resolution of the Board under Rule 8.1:

**8.4.1.1** Does not take effect unless the Board, at a meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after the service on the Club Member of a notice under Rule 8.5 confirms the resolution; and

**8.4.1.2** Where the Member exercises a right of appeal to the Association in a Special General Meeting under this Rule does not take effect unless the Association in a Special General Meeting confirms the resolution.

#### **8.5** Where the Board passes such a resolution under Rule 8.1, the Association Secretary must, as soon as practical, cause to be served upon the Club a notice in writing:

**8.5.1** Setting out the resolution of the Board and the grounds upon which it was based.

**8.5.2** Stating that the member may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice.

**8.5.3** Stating the date, place and time of that meeting.

**8.5.4** Informing the member that it may do one or more of the following;

**8.5.4.1** Attend that meeting.

**8.5.4.2** Give the Board before the date of that meeting, a written statement seeking the revocation of the resolution.

**8.5.4.3** Not later than seventy-two (72) hours before the date of the meeting, lodge with the Association Secretary a notice to the effect that it wishes to appeal to the Association in a Special General Meeting against the resolution.

#### **8.6 APPEAL PROCEDURES:**

**8.6.1** At a meeting of the Board held in accordance with Rule 8.4, the Board must:

**8.6.1.1** Give to the Member an opportunity to be heard.

**8.6.1.2** Give due consideration to any written statement submitted by the member; and

**8.6.1.3** By resolution, determine whether to confirm or revoke the resolution.

#### **8.7** Where the Association Secretary receives a notice under sub clause 8.5.4.3, the Secretary must notify the Board and the Board must convene a Special General Meeting of the Association to be held within sixty (60) days after the date on which the Secretary received the notice.

#### **8.8** At a Meeting of the Association convened under Rule 8.7:

**8.8.1** No business other than the question of the appeal shall be transacted.

**8.8.2** The Board may place before the meeting details of the grounds for the resolution and the reasons for passing the resolution.

**8.8.3** The Member shall be given the opportunity to be heard; and

**8.8.4** The Members present shall vote by secret ballot on the question of whether the resolution is confirmed or revoked.

#### **8.9** If at the meeting convened under Rule 8.7:

**8.9.1** Two Thirds of the Members vote in favour of the resolution, the resolution is confirmed and

**8.9.2** In any other case, the resolution is revoked.

#### **8.10** Any Club resigning or being disqualified from the Association shall not have any claim upon the assets of the Association. Such Rule is effective from the moment the Club ceases to be a member.

- 8.11** If the Club has not paid monies due and payable to the Association and either resigns from the Association or is expelled by the Association, players registered with that Club will not be permitted to play with any Club in the Association until they pay a proportionate amount of the money owing by the Club.
- 8.12** The V.C.C.L, Region 7 members shall be notified that all registered players are suspended until they have either paid their proportionate amount or the Club debt is paid in full. An individual player shall pay the amount of the total debt outstanding divided by the number of registered players taken from the Club's registration form.
- 8.13** A Club will be un-financial if all monies owing to the Association are not paid by the date directed by the Board.

**9. DISPUTES:**

- 9.1** The grievance procedure set out in this Rule applies under these Rules between:

- 9.1.1** A member and another Member

- 9.1.2** A Member and the Association

- 9.2** The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.

**9.3 MEDIATION**

- 9.3.1** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend a meeting, then the parties must hold a meeting in the presence of a mediator.

- 9.3.2** The mediator(s) must be:

- 9.3.2.1** A person or persons chosen by agreement between the parties; or

- 9.3.2.2** In the absence of an agreement;

- 9.3.2.3** In the case of a dispute between two (2) members, the Board of Directors of the Association or

- 9.3.2.4** In the case between a member and the Association, a person who is a member of the Dispute Settlement Centre of Victoria (Department of Justice)

- 9.4** A registered player, official of the Association or the members of the Independent Tribunal can be a mediator.

- 9.5** The Mediator cannot be a registered player with a member club that is party to the dispute.

- 9.6** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- 9.7** The mediator, in conducting the mediation, must;

- 9.7.1** Give the parties to the mediation process every opportunity to be heard; and

- 9.7.2** Allow due consideration by all parties of any written statement submitted by any party; and

- 9.7.3** Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- 9.8** The mediator must not determine the dispute.

- 9.9** 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 otherwise at law.

**10. THE ANNUAL GENERAL MEETING: (AGM)**

- 10.1** The Annual General Meeting of the Association shall be held in June of each year. Written notice shall be forwarded to each affiliated Club at least fourteen (14)

days before the date of such meeting and a Public Notice shall be placed in the local newspapers advising of same.

- 10.2** A quorum shall be any number in excess of one half of the total members' eligible to vote and the President of the Association or his nominee shall constitute a quorum for the transaction of the business of the meeting.
- 10.3** The Annual General Meeting Agenda shall be restricted to:
  - 10.3.1** Adoption of the minutes of the previous Annual General Meeting and of any Special General Meetings held since that meeting.
  - 10.3.2** Presentation of the President's Report.
  - 10.3.3** Presentation of the Secretary's Report.
  - 10.3.4** Presentation of the Treasurer's Report in accordance with section 30(3) of the Act.
  - 10.3.5** Election of Office Bearers
    - 10.3.5.1** President;
    - 10.3.5.2** Vice President
    - 10.3.5.3** Secretary (non-voting position)
    - 10.3.5.4** Treasurer
    - 10.3.5.5** Committee Members (6 positions)
- 10.4** The Annual General Meeting shall be held in addition to any other General Meetings that may be held in the same year.

**11. SPECIAL GENERAL MEETINGS:**

- 11.1** All Special General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 11.2** Any three (3) Board or any three (3) Club Secretaries on behalf of their Clubs may request, in writing, a Special General Meeting. In this case, the Association shall, within ten (10) days of receipt of such a request, call a meeting and give all Clubs fourteen (14) days' notice of the meeting and its purpose. The meeting shall deal only with the stated specified matters.
- 11.3** If the Board does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is made, Member Clubs may convene a Special General Meeting to be held not later than three (3) months after the date on which the one (1) month period lapses.
- 11.4** If a Special General Meeting is convened by members in accordance with this rule, all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the person(s) incurring the expenses.
- 11.5** The accidental omission to give notice of a Meeting or the non-receipt of a Notice of Meeting by any Member shall not invalidate the proceedings at any meeting.

**12. SPECIAL BUSINESS:**

- 12.1** All business that is transacted at a Special General Meeting shall be deemed special business.

**13. NOTICE OF GENERAL MEETING:**

- 13.1** The Secretary of the Association, at least fourteen (14) days, or if a special resolution has been proposed at least twenty one (21) days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each member of the Association. A notice stating the place, date, and time of the meeting and the nature of the business to be conducted at the meeting.

**13.2** Notice may be sent by prepaid post to the address appearing in the register of members or by fax transmission or electronic transmission.

**14. QUORUM:**

**14.1** No item of business shall be transacted unless a quorum of members entitled under these Rules to vote is present when the Meeting is considering that item.

**14.2** A quorum shall be any member in excess of one half of the total members eligible to vote and the President of the Association or his nominee shall constitute a quorum for the transaction of the business of the Meeting.

**14.3** If within thirty (30) minutes of the appointed time for the commencement of a Special General Meeting a quorum is not present, the meeting, if convened by the request of members, shall be dissolved. If not so convened, the Meeting shall stand adjourned to the same day the next week, at the same time.

**14.4** If at the adjourned meeting there is no quorum at the time appointed for the commencement of the meeting, the members present (being not less than [6] six) shall be a quorum.

**14.5** No special resolution or resolution of like effect lost by virtue of the lack of a quorum or by vote shall be re-introduced prior to the next Annual General Meeting.

**15. PRESIDING AT GENERAL MEETINGS: (President's Meetings)**

**15.1** The President, or in their absence, the Vice President shall preside as Chairman at each General Meeting of the Association.

**15.2** If the President and the Vice President are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairman at the Meeting.

**16. ADJOURNMENTS:**

**16.1** The Chairman of the 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.

**16.2** Where a Meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned Meeting shall be given as in case of a General Meeting in accordance with Rule 13.

**16.3** Except as provided in sub-clause 16.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.

**17. VOTING AT GENERAL MEETINGS:**

**17.1** All Member Clubs shall be represented by the Club President or nominee for the purposes of voting at General Meetings.

**17.2** A question arising at a General Meeting of the Association shall be determined by a show of hands and unless before or on declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands been carried or carried unanimously or carried with a particular majority or lost.

**17.3** All votes shall be given personally.

**17.4** The majority of votes from the President or nominee from each Club shall decide the outcome of the motion.

**17.5** In the case of equality of voting on a question, the Chairman of the Meeting is entitled to a casting vote.

**17.6** A Member Club shall not be entitled to vote at General Meetings unless all monies due and payable by such Member Clubs to the Association have been paid.

**18. POLL AT GENERAL MEETINGS:**

**18.1** If at a Meeting a poll is demanded on any question by not less than three (3) members eligible to vote, it shall be taken at that Meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the Meeting on that question.

**18.2** A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the Meeting that the Chairman may direct.

**19. MANNER DETERMINING WHETHER RESOLUTION CARRIED:**

**19.1** If a resolution arising at a General Meeting of the Association is determined on a show of hands, a declaration by the Chairman that a resolution has been:

**19.1.1** Carried; or

**19.1.2** Carried unanimously; or

**19.1.3** Carried by a particular majority; or

**19.1.4** Lost

**19.2** Must be recorded in the minute book of the Association and such recording is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**20. PROXIES:**

**20.1** Clubs may nominate six (6) registered player members prior to or at the First General Meeting who may act as a proxy for the Club President at General Meetings throughout the year.

**21. THE BOARD OF MANAGEMENT:**

**21.1** The affairs of the Association shall be managed by a Board of Management (called the "Board") constituted as provided in Rule 22.

**21.2** The Board:

**21.2.1** Shall control and manage the business affairs of the Association.

**21.2.2** May subject to these Rules, Regulations and the Act, 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 General Meetings of the Members of the Association.

**21.2.3** Subject to these Rules, the regulations and the Act shall have the power to perform all such acts that appear to the Board to be essential for the proper management of the business and affairs of the Association.

**21.2.4** Shall have the power to investigate all matters reported to it that may be detrimental to the image of the game. As such, it may refer such matters to the Independent Tribunal if deemed necessary. Such action must take place within twenty one (21) days from the date on which the report was received.

**22. COMPOSITION:**

**22.1** The Board shall comprise:

**22.1.1** President;

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- 22.1.2** Vice President
- 22.1.3** Secretary (non-voting position)
- 22.1.4** Treasurer
- 22.1.5** Committee Members (6 positions) Each Board Member of the Association shall hold office until the next Annual General Meeting after the date of their election and is eligible for re-election.

**23. ELECTION OF THE BOARD:**

- 23.1** An elected Board member may hold only one (1) Board Position.
- 23.2** Nominations for election to the Board:
  - 23.2.1** Shall be received in writing signed by one (1) registered playing member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) either prior to the Meeting or during the course of the Meeting; and
  - 23.2.2** If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected.
  - 23.2.3** The Board shall at a later meeting of the Board, appoint a person or persons to fill the vacant positions.

**24. VACANCY ON THE BOARD:**

- 24.1** Should any office become vacant during the year, the Board shall then make an appointment. For the purpose of the law, an office shall become vacant if the Office Bearer:
  - 24.1.1** Resigns their office in writing given to the Association Secretary; or
  - 24.1.2** Becomes prohibited from being a Director of a Company by reason of an Order made under the provision of the Corporations Law or any State or Commonwealth law; or
  - 24.1.3** Is absent without reasonable excuse from three (3) consecutive Committee Meetings; or
  - 24.1.4** Is sentenced to imprisonment by a Court.

**25. BOARD MEETINGS:**

- 25.1** The Board shall meet not less than nine (9) times in each year on the last Monday of the Month at such place as the Board may determine.
- 25.2** The President or any member of the Board may convene meetings of the Board.
- 25.3** The First Board Meeting shall formulate recommendations to the First Special General Meeting (President's Meeting) on:
  - 25.3.1** All monetary matters: i.e. affiliation and registration fees fines, honorariums, umpire fees and ground hire fees
  - 25.3.2** The recommended Grade format for the forthcoming season in accordance with the By-Law governing the grading procedures
  - 25.3.3** All Notices of Motions recommended by the previous Board
  - 25.3.4** Set the Bond (Currently \$200.00)
  - 25.3.5** Set the date of the First Special General Meeting
  - 25.3.6** Appoint the Independent Tribunal
  - 25.3.7** Appoint the Media Manager (refer Rule 32)
  - 25.3.8** Appoint the Independent Investigative Officer (refer Rule 32)

- 26. NOTICE OF BOARD MEETING:**
- 26.1** Notice of each Board Meeting must be given to each Board member at least two (2) business days before the date of the meeting.
  - 26.2** Written notice must be given to members of the Board of any Special Meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.
- 27. QUORUM FOR BOARD MEETINGS:**
- 27.1** A quorum shall be the majority of Board members who are present within thirty (30) minutes of the scheduled start of the meeting.
  - 27.2** If a quorum is not present, the meeting shall be reconvened within seven (7) days. If at the reconvened meeting, the quorum is not present within thirty (30) minutes of the time appointed for the commencement of the meeting, the numbers present being not less than four (4) shall be a quorum.
  - 27.3** In the case of a Special Meeting of the Board, the Meeting lapses if a quorum is not present.
  - 27.4** The Board may act notwithstanding any vacancy on the Board. –
- 28. PRESIDING AT BOARD MEETINGS:**
- 28.1** At Meetings of the Board
    - 28.1.1** The President or in their absence, the Vice President shall preside; or
    - 28.1.2** If the President, and the Vice President are all absent, one of the remaining Members of the Board, as chosen by those present, shall preside.
- 29. VOTING AT BOARD MEETINGS:**
- 29.1** Questions arising at a Meeting of the Board shall be determined by a show of hands or, if demanded by a Board Member, a poll taken in such a manner as the person presiding at the meeting may determine.
  - 29.2** Each Board Member present at the Meeting (including the person presiding) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
  - 29.3** No resolution passed by the Board shall be altered or rescinded unless by unanimous consent of the Board Members present at that Meeting or except where prior notice in writing of the intention to move a rescinding resolution is given to Board members that a subsequent Meeting of the Board is to consider a motion to alter or rescind such resolution. In which case a simple majority only shall be necessary.
- 30. REMOVAL OF BOARD MEMBER:**
- 30.1** The Association at a General Meeting may by resolution remove any Member of the Board before the expiration of their term of office and appoint another Member in their stead to hold office until the expiration of the term of the first mentioned Member.
  - 30.2** Where a Member to whom a proposed resolution referred to in Sub-Clause 30.1 makes representation in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the Members of the Association. The Secretary or the President may send a copy of the representations to each Member of the Association or, if they are not sent, the Member may require that they be read at the Meeting.

**MINUTES OF MEETING:**

**30.3** The Secretary of the Association shall keep minutes of the resolutions and proceedings of each Annual General Meeting, Special General Meetings, General Meeting (President's Meeting) and each Board Meeting, together with a record of the names of persons present at such Meetings.

**30.4** All resolutions passed and appointments made at all board meetings shall be sent to the Clubs within ten (10) days of the Board meetings by way of a report from the Board. Such reports shall be sent to both the Secretary and President of each Club.

**31. BOARD APPOINTMENTS:**

**31.1** At its first meeting after each Annual General Meeting, the Board shall appoint the Independent Tribunal Members and the Independent Investigative Officer.

**31.2** The Board may appoint Executive Officers, Coaches, Captains, Managers and other personnel as it deems necessary for the proper functioning of the Association and shall fix any salaries, honorariums and allowances it deems appropriate to the functions and duties of those persons appointed.

**31.3 INDEPENDENT TRIBUNAL**

**31.3.1** Tribunal Members once appointed to the Independent Tribunal shall hold office until the next Annual General Meeting but shall be subject to Rule 24.

**31.3.2** The Independent Tribunal, consisting of (10) ten members and requiring (3) three members to form a quorum shall be appointed by the Board at the First General Meeting of the Board. If prior to a hearing, a quorum cannot be formed, then the Board may co-opt one more member.

**31.4 HONORARY OFFICERS**

**31.4.1** At the First Board Meeting after the Annual General Meeting, the Board shall appoint an Honorary Solicitor and Honorary Auditor and other such Honorary Officers, as it deems advisable.

**32. FUNDS:**

**32.1** Two (2) members of the Board of Directors must sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.

**32.2** The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board of Directors determines.

**33. SEAL:**

**33.1** The Common Seal of the Association shall be kept in the custody of the Secretary.

**33.2** The Common Seal shall not be affixed to any instrument except by the authority of the Board. Two (2) members of the Board of Directors shall attest the fixing of such Seal.

**34. SERVICE OF NOTICES:**

**34.1** Any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:

**34.1.1** Delivering it to the Club representative personally; or

**34.1.2** Sending it, via pre-paid post addressed to the address shown in the Register of Members.

- 34.1.3** Electronic transmission, if the Member Club representative has agreed that notices be sent in this manner.
- 34.2** Where a document is properly addressed, pre-paid and posted as a prepaid letter, or sent as electronic mail, the document shall, unless the contrary is proved, be deemed to have been given to the addressee at the time at which the letter would have been delivered in the ordinary course of post or in the case of electronic mail, at the time it was sent.
- 35. WIND UP OR CANCELLATION:**
- 35.1** The Association must be wound up or cancelled in accordance with the Act.
- 36. CUSTODY & INSPECTION OF BOOKS & RECORDS:**
- 36.1** Except as otherwise provided herein, the Secretary must keep in their control all books, documents and securities of the Association.
- 36.2** Members of the Association may on request inspect free of charge, at such times and venues as the Board of Management shall from time to time determine, provided that the Board of Management shall not act unreasonably when determining the time and venue for the inspection of the records:
- 36.2.1** The register of members;
- 36.2.2** The minutes of all meetings;
- 36.2.3** The Financial Records, Books, Securities and any other relevant document of the Association
- 36.3** The Committee 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.
- 36.4** A member of the Association 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.
- 37. BYLAWS AND REGULATIONS:**
- 37.1** For the better running of the Association, a majority of Members at any General Meeting duly constituted may alter such By-Laws and or Regulations as are necessary.
- 37.2** The Board shall have the power to make such By-Laws and or Regulations not being inconsistent with the Statement of Purposes and the Rules of the Association as it may from time to time deem necessary or expedient to give effect to the Statement of Purposes and or amend any such By-Laws and or Regulations and shall provide all Member Clubs with at least fourteen (14) days written notice.
- 37.3** The Board shall have the power to set, alter, amend or revise the levies of fines, deposits or other amounts required to be paid under the Rules, By-Laws or Regulations and shall provide all Member Clubs fourteen (14) days written notice thereof.