



MEMORANDUM, ARTICLES & BY-LAWS

UPDATED: 21 MARCH 2016

TABLE OF CONTENTS

MEMORANDUM	3
ARTICLES	6
INTERPRETATION.....	6
MEMBERSHIP.....	8
REPRESENTATIVES OF MEMBERS.....	9
WOMEN'S PREMIER PANEL.....	10
CESSATION OF MEMBERSHIP.....	10
GENERAL MEETINGS.....	11
PROCEEDINGS AT GENERAL MEETINGS.....	12
AFFILIATED BODIES.....	15
THE DIRECTORS.....	15
POWERS AND DUTIES OF THE DIRECTORS.....	17
PROCEEDINGS OF THE DIRECTORS.....	18
CHIEF EXECUTIVE OFFICER.....	19
CRICKET VICTORIA TRIBUNAL.....	20
CRICKET VICTORIA APPEALS TRIBUNAL.....	20
MEN'S SELECTION COMMITTEE.....	21
WOMEN'S SELECTION COMMITTEE.....	21
WOMEN'S COMMUNITY CRICKET PANEL.....	22
AUDIT.....	22
NOTICE.....	22
WINDING-UP.....	23
INDEMNITY.....	23
BY-LAWS	25
INTERPRETATION.....	25
QUALIFICATIONS FOR MEN'S PREMIER CLUB MEMBERSHIP.....	25
QUALIFICATIONS FOR WOMEN'S PREMIER CLUB MEMBERSHIP.....	25
VICTORIAN SUB-DISTRICT CRICKET ASSOCIATION.....	26
OTHER COMPETITIONS OR MATCHES.....	27
DISQUALIFICATION OR SUSPENSION.....	27
SUSPENSION AND FINES.....	27
APPROVAL OF CHANGES TO PREMIER CLUB OR SUB-DISTRICT CLUB AND PRECONDITION TO COMPETING IN PREMIER COMPETITION.....	27
PLAYERS' APPAREL.....	28
MEN'S & WOMEN'S SELECTION COMMITTEES.....	29
WOMEN'S PREMIER PANEL.....	29
WOMEN'S COMMUNITY CRICKET PANEL.....	33
PREMIER CRICKET MANAGEMENT TEAM.....	34

MEMORANDUM

1. The name of the Association is VICTORIAN CRICKET ASSOCIATION.
2. The objects for which the Association is established are:
 - (a) To take over and acquire the whole or any part of the real and personal property of the present unincorporated body known as the "Victorian Cricket Association", whether vested in trustees or not and to undertake all or any of the liabilities of and to carry on the work of the said Association.
 - (b) To promote, control and manage the game of cricket and to encourage social interaction between Members.
 - (c) To settle all questions or disputes on any matters relating to cricket which may be submitted to the Association for its adjudication or determination.
 - (d) To take on lease or on exchange hire, or by other means acquire any real and personal estate which may be deemed necessary or convenient for any of the objects of the Association.
 - (e) To lay out, construct, maintain and alter any grounds for cricket or other athletic sports or pastimes necessary or convenient for the objects of the Association.
 - (f) To construct, maintain or alter any houses, buildings or works which may be required for the objects of the Association and to furnish and equip the same in such manner as may be necessary or convenient for such objects.
 - (g) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association.
 - (h) To sell, improve, manage, develop, exchange, lease, mortgage or otherwise deal with all or any part of the property of the Association.
 - (i) To establish, maintain and conduct a club for the accommodation of the Members and of affiliated clubs, associations, unions and leagues and generally to afford them all the usual privileges advantages and conveniences of a club.
 - (j) To buy, supply, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required or used by Members or other persons frequenting the said grounds, club-house or premises of the Association.
 - (k) To hire and employ all classes of persons whose services may be considered necessary for the objects of the Association and to pay to them and to persons other than a Member thereof in return for services rendered to the Association salaries, wages, gratuities and pensions.
 - (l) To invest the moneys of the Association not immediately required for any of its objects in such manner as from time to time may be determined.
 - (m) To borrow or raise money by mortgage or otherwise and in such manner as the Association may think fit.
 - (n) To promote, hold and arrange, either alone or jointly with any other association, club or person, cricket matches or competitions and to offer, give or contribute towards prizes,

medals and awards therefor and to promote, give or support dinners, balls, concerts and other entertainments.

- (o) To establish, promote and otherwise assist any association for the purpose of furthering any of the objects of this Association and to subscribe to and become a member of any other association or club whose objects are similar, or in part similar, to the objects of the Association or the establishment or promotion of which may be beneficial to the Association.
- (p) To subscribe or contribute to any charitable, benevolent or useful object of a public character and to provide a superannuation fund for the servants of the Association or otherwise to assist any such servants, their widows and children.
- (q) To create and maintain a fund to enable retiring allowances to be paid at the direction of the Association to such players at such times and on such occasions as the Association may think fit.
- (r) To create and maintain a fund to be applied towards the relief and assistance of necessitous players and ex-players and their widows and children.
- (s) To establish, form and maintain a library of sporting and other literature.
- (t) To acquire, establish, print and publish newspapers, periodicals, books and leaflets or other library work that the Association may think desirable for the promotion of its objects.
- (u) To do all or any of the matters hereby authorised either alone or in conjunction with or as factors, trustees or agents for any other association, company or person or by or through any factors, trustees or agents.
- (v) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (w) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith.

PROVIDED that no Member shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.

- (x) To subscribe to become a member of and co-operate with or amalgamate with any other association or organisation whether incorporated or not, whose objects are similar to those of the Association.

PROVIDED that the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of clause 4 of this Memorandum.

3. The liability of the Members is limited.
4. The income and property of the Association when so ever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend bonus or otherwise, to the Members but may, however be paid by way of a gift or donation or sponsorship payments or by way of distribution from time to time of surplus funds or grants provided that the same is applied solely towards the promotion of the Association's objects.

PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Member in return for any services actually

rendered to the Association or for goods supplied in the ordinary and usual way of business, but so that no Director shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Director except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let to the Association.

5. Every Member undertakes to contribute to the assets of the Association in the event of its being wound up whilst it is a Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as shall be required not exceeding one hundred dollars \$100.
6. If on the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be distributed among the Members but shall be given or transferred to some other associations, clubs or institutions having objects similar to the objects of the Association and which are not carried on for the profit or gain of their individual members to be determined by the Members at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.
7. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure takes place and of the property, credit and liabilities of the Association and subject to all reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being shall be open to the inspection of Members. Once at least in every year the accounts of the Association shall be examined and a balance-sheet prepared and the correctness of the accounts and balance-sheet ascertained by a suitably qualified and appointed auditor in accordance with the Law.

ARTICLES

INTERPRETATION

1. In these Articles:

- (a) **Appointed Director** means a Director appointed by the Elected Directors under Article 43.
- (b) **Association** means the Victorian Cricket Association trading as Cricket Victoria.
- (c) **By-Laws** means the By-Laws of the Association.
- (d) **Chief Executive Officer** means the chief executive officer of the Association.
- (e) **Club** means any of the Men's Premier Clubs, Women's Premier Clubs or Sub-District Clubs.
- (f) **Cricket Victoria Appeals Tribunal** means the appeals tribunal appointed by the Directors under Article 78.
- (g) **Cricket Victoria Tribunal** means the tribunal panel appointed annually by the Directors under Article 72.
- (h) **Cricket Australia** means the body currently known by that name or any successor of that body.
- (i) **CV Delegates Meeting** means the quarterly General Meeting of Members of the Association as set out under Article 15.
- (j) **Directors** means the board of Directors of the Association referred to in Article 40 and includes the Appointed Directors and Elected Directors.
- (k) **Elected Director** means a Director elected by the Members in accordance with Article 42.
- (l) **General Meeting** means the Annual or any Special General Meeting of the Association and includes a CV Delegates Meeting.
- (m) **Law** means the Corporations Act.
- (n) **Member** means a member of the Association.
- (o) **Men's Premier Club** means any of the clubs named in Article 7.
- (p) **Official Position** means, in connection with anybody corporate or organisation, a person who:
 - (i) holds a position, whether elected or appointed, as president, vice president, secretary, treasurer, director or equivalent of that body corporate or organisation; or
 - (ii) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

- (q) **Ordinary Resolution** means a resolution passed by a simple majority (i.e. more than 50%) of votes cast by Members entitled to vote at the relevant General Meeting in accordance with this Constitution and/or the Law.
- (r) **Premier Clubs** means the Men's Premier Clubs and the Women's Premier Clubs.
- (s) **Premier Cricket Competition** means the cricket competition contested by the Men's Premier Clubs and the Women's Premier Clubs.
- (t) **Premier Cricket Management Team** means the team consisting of Cricket Victoria management and staff appointed to oversee and administer the Premier Cricket Competition with the powers as described in the By-Laws.
- (u) **Premier Delegates Meeting** means the quarterly meeting of the delegates from the Premier Clubs as set out under Article 16 (and to be held following the CV Delegates Meeting).
- (v) **Rules** mean rules made by the Association or a committee of the Association including, but without limitation, Premier Cricket Competition rules made by the Premier Cricket Management Team in consultation with the Premier Clubs in respect of Premier Cricket Competition.
- (w) **Selection Committee** includes the Men's Selection Committee and the Women's Selection Committee as the context so requires.
- (x) **Special Resolution** means a resolution that must be passed by a majority of at least 75% of votes cast by Members entitled to vote at the relevant General Meeting in accordance with this Constitution and/or the Law.
- (y) **Sub-District Club** means any of the clubs named in Article 8.
- (z) **Victorian Sub-District Cricket Association** means the incorporated association of Sub-District Clubs described in the By-Laws.
- (aa) **Women's Community Cricket Panel** means the panel as constituted under Article 91.
- (bb) **Women's Premier Panel Chairperson** means the chairperson of the Women's Premier Panel as elected under By-Law 23 (a).
- (cc) **Women's Premier Clubs** means the clubs named in Article 9 and such other clubs that may from time to time be approved by the Association to be a Women's Premier Club in accordance with these Articles.
- (dd) **Women's Premier Panel** means the panel responsible for the representation of the Women's Premier Clubs to the Association and as constituted under Article 11.
- (ee) In these Articles unless the context requires otherwise:
 - (i) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
 - (ii) Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Law.
 - (iii) Words importing the masculine gender include the feminine and neuter genders.

- (iv) Words importing the singular include the plural and vice versa.
- (v) The words include, includes, including and for example are not to be interpreted as words of limitation.
- (vi) The word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority.

2. The Association is established for the objects set out in the Memorandum of Association.

MEMBERSHIP

- 3. The Directors, the Premier Clubs, The Victorian Sub-District Cricket Association, The Victorian Metropolitan Cricket Union, The Victorian Country Cricket League Inc and such other bodies as the Association shall admit to membership in accordance with these Articles shall be Members.
- 4. Every applicant for membership of the Association (other than the subscribers to the Memorandum of Association) shall be proposed by one and seconded by another Member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Directors from time to time prescribe.
- 5. At the next meeting of Directors after the receipt of any application for membership, such application shall be considered by the Directors, following which it will be referred to the Association for consideration. The Directors may make a recommendation to the Association concerning the application. In no case shall the Directors be required to give any reason for recommending rejection of an applicant.
- 6. Following referral of an application for membership from the Directors, the Association shall determine upon the admission or rejection of the applicant at the next meeting of the Association. The Chief Executive Officer shall inform the applicant of the Association's decision. In no case shall the Association be required to give any reason for the rejection of an application.
- 7. The Men's Premier Clubs, subject to their possessing the necessary qualifications provided for in the By-Laws for the time being shall be Camberwell Magpies, Carlton, Casey-South Melbourne, Dandenong, Essendon, Fitzroy-Doncaster, Footscray Edgewater, Frankston Peninsula, Geelong, Greenvale Kangaroos, Kingston Hawthorn, Melbourne, Melbourne University, Northcote, Prahran, Richmond (Monash Tigers), Ringwood, St. Kilda and such other clubs as may from time to time be approved by the Association.
- 8. The Sub-District Clubs shall be Altona, Balwyn, Bayswater, Box Hill, Brighton, Brunswick, Caulfield, Coburg, Croydon, Elsternwick, Endeavour Hills, Hoppers Crossing, Ivanhoe, Kew, Malvern, Melton, Moorabbin, Mount Waverley, Noble Park, Oakleigh, Ormond, Plenty Valley Preston, Roxburgh Park Broadmeadows, Sunshine, Werribee, Williamstown and Yarraville and such other clubs as may from time to time be admitted to the Victorian Sub-District Cricket Association by the Association. The Victorian Sub-District Cricket Association shall not while it is a Member admit any new members nor make any alterations to its rules without the consent of the Association.
- 9. The Women's Premier Clubs are as follows:
 - (a) Box Hill, Dandenong Women's, Essendon Maribyrnong Park Ladies, Melbourne, Plenty Valley and Prahran (together "**The Women's Premier Firsts Clubs**"); and

- (b) Brighton District, Coburg, Melton, Napoleons-Sebastopol and Ringwood (together, "**The Women's Premier Seconds Clubs**");

and such other clubs as may from time to time be approved by the Association.

REPRESENTATIVES OF MEMBERS

10. (a) Subject to Article 10(b), the Members shall be entitled to nominate to the Association in writing the number of representatives (each a "primary nominee") set out respectively opposite the Member's name:

Each Men's Premier Club	1
The Victorian Sub-District Cricket Association	2
The Victorian Metropolitan Cricket Union	1
The Victorian Country Cricket League Inc.	1
The Women's Premier Clubs	1
Directors	3

- (b) The representative for the Women's Premier Clubs shall be the Women's Premier Panel Chairperson or such alternate nominee as is appointed from time to time to represent the Women's Premier Panel where the Women's Premier Panel Chairperson is unable to fulfil duties for whatever reason (and with such alternate nominee being a member of the Women's Premier Panel).
- (c) In addition, the Members (being those Members that are not the Women's Premier Clubs) shall nominate in writing an equivalent number of alternate representatives to act for the Member in the event that a primary nominee is unable to fulfil duties for whatever reason.
- (d) All representatives nominated by a Member shall be entitled to attend and vote at any meeting of the Association and to cast, in aggregate, the number of votes on behalf of that Member set out respectively opposite that Member's name in Article 32. A representative nominated to the Association under this Article shall be deemed to be a representative of the Member duly authorised in writing for the purposes of Article 32.
- (e) A representative of a Member will not be entitled to attend and vote at a meeting of the Association unless the Member has nominated that representative prior to that meeting.
- (f) (i) If in the opinion of the Directors any person has given such outstanding service to the Association and a Member that it is appropriate that that person be made a Life Member of the Association the Directors may recommend to a General Meeting that that person be elected a Life Member.
- (ii) The Members may on the recommendation of the Directors elect a person a Life Member.
- (iii) A Life Member shall not pay any subscription or be liable for any call, but shall be entitled to enjoy all the rights and privileges of a Member's representative, but will not have any voting entitlements.
- (iv) At the date of the adoption of this Constitution existing life members of the Victorian Women's Cricket Association (**VWCA**) will be deemed Life Members of the Association (and who shall each be designated "Life Member, former VWCA" and shall receive the benefits and privileges as was afforded to VWCA Life Members under the VWCA Constitution as at the date of the adoption of this Constitution

except for the entitlement to vote under this Constitution). For the avoidance of doubt, from the date of the adoption of this Constitution, all new Life Members of the Association shall be admitted as Life Members in accordance with Article 10(f)(i) to (iii) only (and none shall be entitled to receive the designation "Life Members, former VWCA").

WOMEN'S PREMIER PANEL

11. The Women's Premier Panel shall consist of the Women's Premier Panel Chairperson, two Women's Premier Firsts Clubs Representatives, one Women's Premier Seconds Club Representative and one Women's Premier Panel Ordinary Representative who shall be nominated and elected in accordance with the process as may be prescribed from time to time by the By-Laws, and the Cricket Victoria Women's Premier and Community Cricket Officer. The function, duties and purpose of the Women's Premier Panel shall be such as may be prescribed from time to time in the By-Laws and includes but is not limited to providing advice to the Premier Cricket Management Team in relation to the conduct, organisation and management of Women's Premier Cricket and to represent the interests of the Women's Premier Clubs at meetings of the Association (with such interest to be recorded by way of the Women's Premier Panel Chairperson casting of votes in accordance with the number of votes set out opposite the Member's name in Article 32).

CESSATION OF MEMBERSHIP

12. A Member may at any time, by giving notice in writing to the Chief Executive Officer, resign its membership of the Association but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of its resignation and for all other moneys due by it to the Association and in addition for any sum not exceeding one hundred dollars (\$100) for which it is liable as a Member under Article 5 of the Memorandum of Association of the Association.
13. If any Member or representative of a Member shall:
 - (a) refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Association or any By-Laws or Rules;
 - (b) be guilty of any conduct which in the opinion of the Directors is unbecoming of a Member or prejudicial to the interests of the Association;
 - (c) fail to retain any one of the qualifications entitling it to membership of the Association including, but without limitation, possession or use of a ground; or
 - (d) without the consent of the Directors, not attend three consecutive meetings of the Association,

the Directors shall have power by resolution to censure, fine, suspend, or expel the Member from the Association.

PROVIDED that at least one week before the meeting of the Directors at which such_a resolution is passed the Member shall have had notice of such meeting and of what is alleged against it or the representative of the Member and of the intended resolution and that the representative of the Member shall, at such meeting and before the passing of such resolution, have had an opportunity of giving, orally or in writing, any explanation the representative of the Member may think fit and, provided further, that any such Member may, by notice in writing lodged with the Chief Executive Officer at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Directors, elect to have the question dealt with by the Association in General Meeting. In that event a General Meeting of

the Association shall be called for the purpose and if, at the meeting such a resolution be passed by a majority of those present and voting (such vote to be taken by ballot), the Member concerned shall be punished accordingly and in the case of a resolution for the Member's expulsion the Member shall be expelled. A resolution for censure, fine or suspension must be passed by a simple majority of those present and voting and a resolution for expulsion must be passed by a majority of three-quarters of those present and voting.

GENERAL MEETINGS

14. An Annual General Meeting of the Association shall be held in accordance with the provisions of the Law, on the last Monday in the month of August in each year or as otherwise determined by the Directors from time to time.
15. General Meetings shall be held on the second Monday of the months of March, July, October and December in each year (to be known as the **CV Delegates Meetings**). If that day is a public holiday, such meeting shall be held on the first Monday thereafter which is not a public holiday or such other day as the Directors may nominate.
16. The Association shall hold a meeting of the delegates from the Premier Clubs (to be known as the **Premier Delegates Meeting**) to immediately follow each of the CV Delegates Meetings. For the avoidance of doubt, the Premier Delegates Meeting is not a General Meeting of the Association (as it is only attended by the representatives of the Premier Clubs as set out under clause 10(a) and not all the members of the Association). The Premier Delegates Meeting shall only consider matters relevant to Premier Cricket. All business transacted at the Premier Delegates Meeting is to be determined by a simple majority (50% plus 1) of delegates in attendance at the meeting. A quorum for Premier Delegates Meetings shall be 10 Members entitled to vote, attended by their representatives present in person or by proxy.
17. Otherwise, General Meetings shall also be convened on requisition, or in default may be convened by the requisitioner, as provided by Sections 249D or 249F of the Law.
18. Special General Meetings of the Association may be convened:
 - (a) by resolution of the Directors;
 - (b) on a requisition signed by or on behalf of not fewer than five Members; or
 - (c) by the Chief Executive Officer.
19. All Member representatives shall be entitled to vote at a General Meeting of the Association.
20. Business of General Meetings
 - (a) The business to be transacted at the Annual General Meeting of the Association is that required under the Law and includes confirming the minutes of the last preceding Annual General Meeting, the consideration of the annual financial report, directors' report and auditor's report, the election of directors and the appointment of the auditor (known as **Ordinary Business**).
 - (b) All business that is transacted at a General Meeting, and also that is transacted at the Annual General Meeting, with the exception of the Ordinary Business as set out in Article 20(a), shall be **Special Business**. Special business is business that:
 - (i) is submitted by the Directors and contained in the Notice of Meeting; or

- (ii) relates to the exercise of any rights of the Members in General Meeting as set out under this Constitution or business that is otherwise submitted by the Members in accordance with the Law.
 - (c) Unless required by the Law all:
 - (i) Ordinary Business is to be determined by Ordinary Resolution; and
 - (ii) Special Business is to be determined by Special Resolution.
 - (d) For the avoidance of doubt, determination of whether a resolution (Ordinary Resolution and Special Resolution) has passed is calculated only on the basis of votes actually cast and does not include any votes from members who: do not attend the meeting; are not represented at the meeting; do not lodge a valid proxy; or who abstain from voting.
21. Subject to the Law, at least 21 days' notice of the date, time and place of a General Meeting must be given to all Members entitled to attend the General Meeting, the Directors and the auditor of the Company together with:
- (a) all information required to be included in accordance with the Law;
 - (b) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (c) where applicable, any notice of motion received from any Member or Director in accordance with this Constitution and the Law; and
 - (d) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.
22. No business other than that stated in the notice of meeting may be transacted at a General Meeting.
23. A copy of, or electronic link to, the Association's Annual Report for the previous financial year, incorporating a duly audited balance sheet showing assets and liabilities of the Association shall be sent to each Member and Life Member at its last known address at least three days before the Annual General Meeting.
24. Each Member (other than a Director) shall hold its own Annual General Meeting not less than five business days prior to the Annual General Meeting of the Association.

PROCEEDINGS AT GENERAL MEETINGS

25. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum for General Meetings and CV Delegates Meetings shall be 12 Members entitled to vote, attended by their representatives present in person or by proxy. For the purpose of this Article "Member" includes a person attending as a proxy or as representing a corporation or other entity which is a Member.
26. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week to the same time and place, or to such other day and at such other time and places the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not fewer than three) shall be a quorum.

27. The Chairman appointed in accordance with Article 58 shall preside as Chairman at every General Meeting of the Association, or if there is no Chairman appointed by the Directors, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chairman of Director meetings appointed in accordance with Article 58 shall preside as Chairman. If the Deputy Chairman is not present or unwilling to act, then the Members present shall elect one of their number to be Chairman of the meeting.
28. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
29. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairman; or
 - (b) by at least three Members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes for the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

30. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately.
31. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
32. A representative of a Member may vote in person or by proxy or by attorney and both on a show of hands and on a poll every representative of a Member present in person or by proxy or by attorney shall have the following number of votes set out respectively opposite the Member's name:

Each Men's Premier Club	1
The Victorian Sub-District Cricket Association	2
The Victorian Metropolitan Cricket Union	1
The Victorian Country Cricket League Inc.	1
The Women's Premier Clubs (collectively)	3
Directors	3

For the avoidance of doubt, the representative of the Women's Premier Clubs (which under Article 10(b) is the Women's Premier Panel Chairperson) shall cast the abovementioned number of votes on behalf of the Women's Premier Clubs.

33. If any current legal proceedings between the Association and a Member or between two Members relate to any matter the subject of discussion at a meeting of the Association then the Member or Members concerned and their representatives shall absent themselves from the meeting for the duration of the discussion on that matter.
34. A representative of a Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.
35. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A representative of a Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

The instrument appointing a proxy may be in the following form:

Victorian Cricket Association

I,

of

being a representative of a member of the Victorian Cricket Association

hereby appoint.....

of

or failing him

of

as my proxy to vote for me on my behalf at the (Annual General Meeting or General Meeting as the case may be) of the Association to be held on the day of and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/ *against the following resolutions,

Signed this day of

(Note: If the representative of a member desires to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit)

** Strike out whichever is not desired.*

36. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote,

or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll. In default the instrument of proxy shall not be treated as valid.

37. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the representative of a Member, or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

AFFILIATED BODIES

38. Any country or junior cricket association in the State of Victoria consisting of no fewer than three clubs or any association or union of associations or any bona fide cricket club playing within the State of Victoria which has an annual revenue of \$5,000 and the possession or lease of a ground for the time being of sufficient dimensions and with the necessary conveniences for cricket purposes, may become affiliated with the Association without representation with the sanction of a resolution of the Association. Applications shall be made in writing signed by the President and Secretary of the body desiring affiliation and such affiliation shall be subject to such terms and conditions as the Association may prescribe from time to time. No fee shall be charged for affiliation. Members of the affiliated bodies shall be eligible for selection in all international and interstate matches controlled by the Association.
39. There shall be constituted the following committees of the Association:
- (a) Selection Committees;
 - (b) the Cricket Victoria Tribunal; and
 - (c) the Cricket Victoria Appeals Tribunal.

THE DIRECTORS

40. The Directors of the Association shall consist of:
- (a) six Elected Directors;
 - (b) a maximum of three Appointed Directors.

Not more than one representative of any Member may be a Director.

41. The term of the Elected Directors shall be three years, with two Elected Directors elected at each Annual General Meeting. The term of each Elected Director shall expire at the conclusion of the third Annual General Meeting following his/her election. The Elected Directors shall be elected by the Members by ballot. Elected Directors are eligible for re-election following the expiry of their term.
42. The election of Elected Directors shall take place in the following manner:
- (a) Any two representatives of a Member shall be at liberty to nominate a person to serve as an Elected Director. The nominee must be a representative of a Member, or maintain current or life membership with a Member or a Member affiliate, in order to be eligible to nominate for an Elected Director position.
 - (b) The nomination, which shall be in writing and signed by the nominee and his proposer and seconder (who shall be representatives of Members), shall be lodged with the Chief

Executive Officer on or before the last business day in June before the Annual General Meeting at which the election is to take place.

- (c) A list of the candidates' names, in alphabetical order, with the proposers' and seconders' names, shall be circulated to Members via electronic mail at least seven days prior to the subsequent General Meeting in July, or otherwise as soon as possible following the time of expiry for nominations.
 - (d) If the number of valid nominations is greater than the number of vacancies, and a ballot is therefore necessary, all candidates will be invited to attend the General Meeting in July to make a short oral presentation to promote their credentials to representatives of Members.
 - (e) The election for Elected Directors shall take place at the Annual General Meeting. Balloting lists shall be prepared (if necessary) containing the names of the candidates, in alphabetical order. Each representative of a Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - (f) In case there shall not be a sufficient number of candidates nominated, the Association may fill up the remaining vacancy or vacancies.
43. The Elected Directors may appoint a maximum of three Appointed Directors for a term not exceeding three years. The appointment of Appointed Directors shall be on a rotational basis, with no more than one Appointed Director appointed each year for a term of three years. The appointment of the Appointed Directors shall be tabled for acknowledgement at the next General Meeting of the Association. Appointed Directors are eligible for re-appointment following the expiry of their term.
44. The Appointed Director may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the composition of the Directors.
45. The Association shall have power at any time, to appoint any representative of a Member as an Elected Director to fill a casual vacancy. Any Elected Director so appointed shall hold office only until the next following Annual General Meeting and in the event the term of the original Elected Director has not expired the Members shall fill the vacancy for the remainder of the term. Any vacancy in the office of an Appointed Director shall be filled by the Elected Directors.
46. The Association may, by ordinary resolution of which special notice pursuant to Section 203D of the Law has been given, remove any Director before the expiration of his period of office, and may, by an ordinary resolution, appoint another person in his stead. The person so appointed shall hold office only until the next following Annual General Meeting and in the event the term of the removed Director has not expired the Members shall fill the vacancy for the remainder of the term.
47. The office of a Director shall become vacant if the Director:
- (a) becomes insolvent under administration or makes any arrangement or composition with his creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the Law;
 - (c) ceases to be a Director by virtue of the Law;

- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) attains the age of 72;
- (f) resigns his office by notice in writing to the Association;
- (g) for more than three months is absent from meetings of the Directors held during that period without permission of the Directors;
- (h) is directly or indirectly interested, within the meaning of Section 191 of the Law in any contract or proposed contract with the Association **PROVIDED** always that nothing in this sub-article shall affect the operation of Article 4 of the Memorandum of Association of the Association.

POWERS AND DUTIES OF THE DIRECTORS

48. The business of the Association shall be managed by the Directors who may exercise all such powers of the Association as are not by the Law or these Articles required to be exercised by the Association in General Meeting, subject, nevertheless, to any of these Articles, the provisions of the Law, and such directions, not being inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Association in General Meeting. The duties of the Directors shall include, but are not limited to:
- (a) investigating and reporting to the Association on all:
 - (i) applications for and admissions to membership of the Association; and
 - (ii) grants from the funds of the Association;
 - (b) dealing with any matters requiring attention between meetings of the Association;
 - (c) approving for payment on behalf of the Association all accounts received by the Association which are within the annual expenditure budget approved from time to time by the Association;
 - (d) making Rules and By-Laws; and
 - (e) the appointment of a patron (or patrons) of the Association. The appointment will be tabled for acknowledgement at the next General Meeting of the Association.
49. No resolution passed by the Association in General Meeting shall invalidate any prior act of the Directors, which would have been valid if that resolution had not been passed.
50. The Directors may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association.
51. The Directors may declare any resolution of the Directors they deem fit a Rule or By-Law. By-Laws shall be invalid to the extent they are repugnant to or inconsistent with any provision of these Articles or any resolution of the Association passed in General Meeting and for the time being in force. A register shall be kept of all such Rules and By-Laws.
52. All Rules or By-Laws shall be tabled at the General Meeting of the Association held following their declaration. Such Rules and By-Laws shall remain in force until vetoed by resolution of the Members.

53. Any Rule or By-Law dealing with the financial affairs of the Association shall not be altered, added to or repealed except with the consent of not less than two-thirds of the Directors present at a meeting convened for the purpose of which not less than 21 days' notice shall have been given to each Member and each Director, specifying such proposed addition, alteration or repeal.
54. No Rule or By-Law shall be rescinded or altered except in accordance with these Articles of Association and otherwise, in the case of amendments to the Articles of Association, in accordance with the Law.
55. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors from time to time determine.
56. The Directors shall cause minutes to be made:
 - (a) of all appointments of officers and servants;
 - (b) of the names of the Directors present at all meetings of the Association and of the Directors; and
 - (c) of all proceedings at all meetings of the Association and of the Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

PROCEEDINGS OF THE DIRECTORS

57. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time, and the Chief Executive Officer shall, on the requisition of a Director, convene a meeting of the Directors.
58. At the first meeting of Directors held after the Annual General Meeting the Directors shall elect a Chairman and a Deputy Chairman for the ensuing year. The Chairman of Directors shall preside at every meeting of Directors, or if there is no Chairman of Directors, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, or if being present, he is unwilling to preside, the Deputy Chairman shall be Chairman of the meeting or if the Deputy Chairman is not present at the meeting then the Directors may choose one of their number to be Chairman of the meeting.
59. Subject to these Articles questions arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of the members present shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
60. The quorum necessary for the transaction of the business of Directors shall be four Directors, consisting of at least three Elected Directors, or such greater number as may be fixed by the Directors.
61. The continuing Directors may act notwithstanding any vacancy in the Directors, but if and so long as their number is reduced below the number fixed by the preceding Article as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of convening a General Meeting of the Association, but for no other purpose.

62. The Directors may delegate any of their powers or functions (not being duties imposed on the Directors as the directors of the Association by the Law or the general law) to one or more committees consisting of such Member or Members or representatives of Members or other persons as the Directors think fit. Any committee so formed shall conform to any regulations that may be given by the Directors and subject thereto shall have power to co-opt any person and all members of such committees shall have one vote.
63. The Directors may appoint one or more advisory committees consisting of such Director or Directors and such other Member or Members or representatives of Members or other persons as the Directors think fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be given by the Directors and, subject thereto, shall have power to co-opt any person and all members of such advisory committees shall have one vote.
64. Every committee or advisory committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman of the committee or advisory committee shall have a second or casting vote.
65. All acts done by any meeting of Directors, of a committee or by any Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any committee or Director, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or a committee member.
66. A resolution in writing signed by all Directors in Australia for the time being entitled to receive notice of a meeting of Directors, shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Director.
67. The Directors may meet either in person or by telephone or by other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed on by the Directors attending the meeting if at least one of the Directors present at the meeting was at that place for the duration of the meeting.

CHIEF EXECUTIVE OFFICER

68. The Chief Executive Officer shall be appointed by the Directors for such term, at such salary and upon such conditions as they think fit, and any Chief Executive Officer so appointed may be removed by the Directors upon one month's notice.
69. The duties of the Chief Executive Officer shall be those which from time to time are delegated to the Chief Executive Officer by the Directors.
70. In the temporary absence of the Chief Executive Officer, the Directors may appoint an acting Chief Executive Officer who shall be deemed for the purposes of these Articles to be the Chief Executive Officer.
71. The Directors may fill any vacancy in the office of Chief Executive Officer as they think fit.

CRICKET VICTORIA TRIBUNAL

72. The members of the Cricket Victoria Tribunal shall be appointed by the Directors from time to time. The Directors may appoint a pool of Cricket Victoria Tribunal members who shall be persons of experience and skills suitable to the function of chairing a disciplinary tribunal.
73. A member of the Cricket Victoria Tribunal will be appointed as the Chair and sole tribunal member for each hearing. The Cricket Victoria management team will support the panel member as required.
74. No member of the Cricket Victoria Tribunal shall be a member, official, employee or player of the Member or Club which participated in the match from which the hearing of the charge arises.
75. Every charge brought by the Association pursuant to Premier Cricket Competition Rule 11 against any Member, Club or any official, member, employee or player of any Member or Club shall be placed before the Cricket Victoria Tribunal.
76. The Cricket Victoria Tribunal shall observe the rules of natural justice. Subject to the Premier Cricket Competition Rules, the Cricket Victoria Tribunal may lay down its own rules of procedure, which it may vary as it sees fit. The Cricket Victoria Tribunal shall not be subject to requirements of legal formality.
77. The Cricket Victoria Tribunal may reprimand, fine and suspend any Member or Club and may reprimand, fine, suspend or disqualify from playing any member, official, employee or player of a Member or Club.

CRICKET VICTORIA APPEALS TRIBUNAL

78. The Directors shall from time to time appoint five (5) members of the Cricket Victoria Appeals Tribunal. The Cricket Victoria Appeal Tribunal members shall be persons of experience and skills suitable to participate in appeal tribunals.
79. Three (3) members of the Cricket Victoria Appeals Tribunal shall be appointed for each appeal hearing. Those three members from amongst their number shall elect a chair. The Cricket Victoria management team will provide support to the appeal panel as required.
80. No member of the Cricket Victoria Appeals Tribunal shall hear any matter in which he or she has an actual or perceived conflict of interest that might call into question the impartiality of the Cricket Victoria Appeals Tribunal.
81. The Cricket Victoria Appeals Tribunal has jurisdiction to hear appeals where:
 - (a) the person or Club seeking to appeal (Appellant) satisfies the Cricket Victoria Appeals Tribunal that substantial new or additional evidence has become available; and
 - (b) the decision being appealed is:
 - (i) a decision of the Cricket Victoria Tribunal which resulted in a sanction; or
 - (ii) a decision of the Premier Cricket Management Team (for the avoidance of doubt, an appeal of a decision of the Premier Cricket Management Team is to directly proceed to the Cricket Victoria Appeals Tribunal).
82. To appeal a decision of the Cricket Victoria Tribunal or Premier Cricket Management Team the Appellant must:

- (a) lodge a notice stating the full the grounds of appeal (including detailed information related to the significant new or additional evidence that has become available) with the Chief Executive Officer within 48 hours of the notification of a determination of the Cricket Victoria Tribunal or Premier Cricket Management Team using the form prescribed by the Board (**Notice of Appeal**); and
 - (b) pay the appeal fee (as determined by the Board from time to time) to the Chief Executive Officer when lodging the Notice of Appeal.
83. The Cricket Victoria Appeals Tribunal shall observe the rules of natural justice. Subject to the Premier Cricket Competitions Rules, the Cricket Victoria Appeals Tribunal may lay down its own rules of procedure, which it may vary as it sees fit. The Cricket Victoria Appeals Tribunal shall not be subject to requirements of legal formality.

MEN'S SELECTION COMMITTEE

84. The structure of the Men's Selection Committee shall be determined from time to time by the Directors and advised to Members, but will consist of at least three voting members, any or all of whom may be employees of the Association with specific roles relating to the management of the Victorian Men's senior squad.
85. The Men's Selection Committee will be assisted by a panel of non-voting advisers ("Advisory Panel") with the number of members to be determined by the Association from time to time. The function of the Advisory Panel will be to observe Men's Premier Cricket and provide information as required on players of interest to the Committee. Nominations for the Advisory Panel will be sought from time to time from Members. Appointments to the Advisory Panel may be, but need not necessarily be, Members or nominees of Members **PROVIDED HOWEVER** that no Member shall be entitled to nominate more than one person to the Advisory Panel. Each such member of the Advisory Panel shall be appointed for a period of 12 months, or for such other period as determined by the Association.
86. The Men's Selection Committee will make a recommendation to the Directors as to who should be Captain and Vice-Captain of the Victorian Men's Team from time to time. The Directors shall appoint a Captain and Vice-Captain and the persons so appointed may be appointed to the Men's Selection Committee by the Directors. In determining whom to appoint as the Captain and Vice-Captain the Directors shall have regard to, but shall not be bound to follow, the Men's Selection Committee's recommendation.
87. Three members of the Men's Selection Committee shall constitute a quorum.
88. The duties of the Men's Selection Committee shall be such as may be prescribed from time to time by the By-Laws.

WOMEN'S SELECTION COMMITTEE

89. The Women's Selection Committee shall consist of up to four persons, and if so desired, the Women's State Head Coach and Captain. Nominations for the Women's Selection Committee will be received by the Chief Executive Officer and confirmed by the Directors from time to time.
90. The duties of the Women's Selection Committee shall be such as may be prescribed from time to time by the By-Laws and includes but is not limited to making recommendation to the Directors as to who should be Captain and Vice-Captain of the Victorian Women's Team from time to time. In determining whom to appoint as the Captain and Vice-Captain the Directors

shall have regard to, but shall not be bound to follow, the Women's Selection Committee's recommendation.

WOMEN'S COMMUNITY CRICKET PANEL

91. The duties and function of and nomination and appointment to the Women's Community Cricket Panel shall be such as may be prescribed from time to time by the By-Laws and includes but is not limited to making recommendation to Cricket Victoria management about grading of teams, match formats, proposed rule changes, use of venues, clearance disputes and affiliation fees related to women's cricket.

ACCOUNTS

92. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Law, provided, however, that the Directors shall cause to be made out and laid before each General Meeting an income and expenditure statement and before each Annual General Meeting a balance-sheet and profit and loss account made up to a date no more than five months before the date of the meeting.
93. The Directors shall from time to time determine in accordance with Article 7 of the Memorandum of Association at what times and places and under what conditions, the accounting and other records of the Association shall be open to the inspection of Members (or their nominees).

AUDIT

94. A properly qualified auditor shall be appointed and his duties regulated in accordance with the Law.
95. The financial year of the Association shall end on 30 June each year.

NOTICE

96. Any notice required by law or by or under these Articles to be given to any Member shall be given by sending it by electronic mail to the address supplied by the Member for the giving of notices. In the absence of a Member having supplied an electronic address, the notice shall be given by sending it to the Member's postal address as it appears in the register from time to time.
97. (1) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- (a) every Member except those Members for whom the Association has no registered address or other address or an address for the giving of notices to them;
 - (b) the Women's Premier Panel Chairperson; and
 - (c) the auditor for the time being of the Association.
- (2) No other person shall be entitled to receive notices of General Meetings.

WINDING-UP

98. The provisions of Article 6 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

99. (1) The Association shall indemnify each officer of the Association and each officer of each wholly owned subsidiary of the Association out of the assets of the Association to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Association or of such wholly owned subsidiary (as the case may be) or in or arising out of the discharge of the duties of the officer unless the liability was incurred by the officer through his or her own dishonesty, negligence, lack of good faith or breach of duty.
- (2) In addition to paragraph (1) of this Article, an officer of the Association and an officer of a wholly owned subsidiary of the Association may be indemnified to the relevant extent out of the assets of the Association against any liability incurred by the officer in or arising out of the conduct of the business of the Association or of such wholly owned subsidiary (as the case may be) or in or arising out of the discharge of the duties of the officer where the Directors consider it appropriate to do so.
- (3) Where the Directors consider it appropriate to do so, the Association may pay amounts by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the Association or an officer of a wholly owned subsidiary of the Association against liability incurred by the officer in or arising out of the conduct of the business of the Association or of such wholly owned subsidiary (as the case may be) or in or arising out of the discharge of the duties of the officer.
- (4) In this Article:
- (a) **officer** means:
- (i) a director, secretary, executive officer, auditor, or employee including, without limitation, each Director, and each member of the Women's Premier Cricket Panel, Women's Community Cricket Panel, Cricket Victoria Tribunal, the Cricket Victoria Appeals Tribunal and the Selection Committee; or
- (ii) a person appointed as a trustee by, or acting as a trustee at the express request of, the Association or a wholly owned subsidiary of the Association; and
- (b) includes a former officer.
- (5) **Duties of the officer** includes duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Association or any wholly owned subsidiary of the Association to any other corporation.
- (6) **To the relevant extent** means:
- (a) to the extent the Association is not precluded by law from doing so;
- (b) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and

- (c) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.
- (7) **Liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

BY-LAWS

INTERPRETATION

1. Unless the contrary intention appears, words used in these By-Laws shall have the same meaning as is ascribed to them in the Articles of Association of the Association.

QUALIFICATIONS FOR MEN'S PREMIER CLUB MEMBERSHIP

2. The qualifications for membership of the Association for a Men's Premier Club are a members' roll of at least 50, an income from members' subscriptions of at least \$1,000 per annum and the possession or lease of two grounds and office bearers or officials approved by the Association or the Directors.
3. (1) Any Men's Premier Club applying for admission to the Association must forward with its application:
 - (a) a copy of its last Balance Sheet, signed by its Secretary and Treasurer, showing that it possesses the necessary qualifications;
 - (b) a copy of its Memorandum and Articles of Association or Rules for the approval of the Association;
 - (c) a list of its financial members;
 - (d) particulars of its grounds and facilities; and
 - (e) a written acknowledgment signed by at least three office bearers of the Club (being the President, Secretary and Treasurer of the Club), that the Club satisfies every criteria in the Association's Men's Premier Criteria Assessment for all clubs.(2) Not less than seven days prior to the Annual General Meeting of the Association in each year, each Premier Club shall deliver to the Chief Executive Officer:
 - (a) evidence, in a form approved by the Directors from time to time, of the continued satisfaction by it of the qualifications required by By-Law 2 and the criteria set out in the Association's Men's Premier Criteria Assessment for all Clubs;
 - (b) a copy of its audited annual accounts and its annual report;
 - (c) a list of the office bearers or officials of the Premier Club for the following season; and
 - (d) a declaration signed by the President, Secretary, Administration Manager, Treasurer and its representatives to the Association stating that the members, officials and employees of the Club agree to be bound by the Constitution (Memorandum and Articles), By-laws and Premier Cricket Competition Rules of the Association.

QUALIFICATIONS FOR WOMEN'S PREMIER CLUB MEMBERSHIP

4. The qualifications for membership of the Association for a Women's Premier Club are a members' roll of at least 25, an income from members' subscriptions of at least \$500 per annum and the possession or lease of a turf wicket ground and office bearers or officials approved by the Association or the Directors.

5. Prospective applicants for membership of the Association will need to nominate at which grade of Women's Premier Cricket their First XI intend to compete (being either Women's Premier Firsts or Women's Premier Seconds) and with such nomination, will also need to provide a formal letter of endorsement from the Premier Women's Cricket Panel supporting the application for membership. For the avoidance of doubt:
 - (a) it is mandatory to compete as a Women's Premier Firsts Club; the Club also fields a Second XI team in the Women's Premier Seconds; and
 - (b) it is preferred to compete as a Women's Premier Seconds Club; the Club also fields a Second XI team in the Cricket Victoria Women's Community Cricket Competition.
6. (1) Any Women's Premier Club applying for admission to the Association must forward with its application:
 - (a) a copy of its last Balance Sheet, signed by its Secretary and Treasurer, showing that it possesses the necessary qualifications;
 - (b) a copy of its Memorandum and Articles of Association or Rules for the approval of the Association;
 - (c) a list of its financial members;
 - (d) particulars of its grounds and facilities; and
 - (e) a written acknowledgment signed by at least three office bearers of the Club (being the President, Secretary and Treasurer of the Club), that the Club satisfies every criteria in the Association's Premier Women's Criteria Assessment.
- (2) Not less than seven days prior to the Annual General Meeting of the Association in each year, each Women's Premier Club shall deliver to the Chief Executive Officer evidence, in a form approved by the Directors from time to time, of the continued satisfaction by it of the qualifications required by By-Law 4, the criteria set out in the Association's Premier Women's Criteria Assessment and a copy of its audited annual accounts and its annual report.

VICTORIAN SUB-DISTRICT CRICKET ASSOCIATION

7. The qualifications for membership of the Victorian Sub-District Cricket Association for a Sub-District Club are a members' roll of at least 50, an income from members' subscription of at least \$1000 per annum and the possession or lease of a ground to be approved by the Association or the Directors.
8. The Victorian Sub-District Cricket Association may make rules or by-laws for the management of its affairs. Such rules or by-laws shall be subject to the Articles and By-Laws of the Association from time to time in force and shall not be inconsistent therewith and shall not come into force until approved by the Association. Rules relating to matches played between Sub-District Clubs need not be submitted to the Association for approval.
9. Not less than seven days prior to the Annual General Meeting of the Association in each year, each Sub-District Club shall deliver to the Chief Executive Officer a copy of its audited accounts and its annual report.

OTHER COMPETITIONS OR MATCHES

10. (1) No Member shall, and shall ensure that none of its members shall, negotiate for or arrange or take part in or make any ground available for any cricket match within or without the State of Victoria other than in a competition arranged or recognised by or played under the auspices or with the approval of the Association, or by any association affiliated with or recognised by the Association without first obtaining the consent of the Directors, provided always that the Directors may, from time to time, name a match or matches or class of matches in which players may participate without such consent.

(2) The Directors may at any time withdraw any consent made pursuant to the provisions of Sub-clause (1) of this By-Law.
11. No Member shall, nor shall it permit any of its members to, arrange or take part in or make any ground available for any match with any country association or club, or with any association or club represented on the Victorian Metropolitan Cricket Union without first obtaining the approval of the Directors.

DISQUALIFICATION OR SUSPENSION

12. Any Member while under disqualification or suspension shall forfeit all the rights and privileges held under the Association, its representatives shall cease to serve on any committee of the Association and the Member shall be barred from competing in any match played under the auspices of the Association.
13. Each Member shall ensure that neither it nor any of its members knowingly plays in any cricket match in which any disqualified or suspended person plays.
14. The Association may endorse the suspension or disqualification of any member or player of a cricket club imposed by any body controlling a cricket competition which is recognised by the Association and may prohibit any such member or player from participating in any match played under the auspices of the Association.

SUSPENSION AND FINES

15. Any player, official member or employee of a Member or Club charged with misbehaviour or bringing the game of cricket into disrepute pursuant to Premier Cricket Competition Rule 11 shall be liable to be reprimanded, fined, disqualified or suspended for such time as may be decided upon by the Cricket Victoria Tribunal.
16. Any playing member of a Member who, having been selected to do so, fails to take part in any International or Interstate match played under the management of the Association or the auspices of Cricket Australia without satisfactory reason being given shall be liable to be fined, suspended or disqualified for such time as the Directors determine.

APPROVAL OF CHANGES TO PREMIER CLUB OR SUB-DISTRICT CLUB AND PRECONDITION TO COMPETING IN PREMIER COMPETITION

17. No Premier Club or Sub-District Club may change their legal or trading name, relocate to other grounds and facilities and/or merge with another club (regardless of whether the proposed partner club is a Premier Club or Sub-District Club or another affiliate member) without first obtaining the approval of the Directors.
18. Not less than seven days prior to the first scheduled round of premierships matches being played in each season, each Women's Premier Club must lodge with the Association a list of the current office bearers or officials of the Women's Premier Club, and a declaration signed

by the President, Secretary, Administration Manager (if any) and Treasurer stating that the members, officials and employees of the Club agree to be bound by the Constitution (Memorandum and Articles), By-laws and Premier Cricket Competition Rules of the Association.

PLAYERS' APPAREL

19. (1) No part of cricket apparel including footwear (**Cricket Apparel**) shall be worn by players or umpires in any match played under the auspices of the Association, or by players chosen in teams by the Association's Selection Committee, or by umpires appointed by a Committee of the Association, unless such apparel complies with the provisions of sub-clause (2) and (3) of this By-Law. Cricket Apparel in any game of Premier Cricket shall be worn in accordance with any by-law as prescribed by the Board from time to time.
- (2) Apparel approved by the Association for two day games is as follows:
- (a) for all matches played under the auspices of the Association, players' shirts, trousers, socks and footwear shall be white unless otherwise approved by the Directors; trousers shall be full length except where the players are directed by the Directors to wear shorts, no advertising logos may be worn on any cricket apparel, footwear or equipment with the exception of logos approved by Cricket Australia and the Association or the players' Club logo and the official Association and Cricket Victoria logo;
 - (b) caps and pullovers worn by players representing the Association in first-class matches or other non-first-class games shall be those issued by the Association;
 - (c) caps and pullovers worn by players in matches in competitions played under the Association's direct management shall be those approved by their respective clubs or associations;
 - (d) caps specifically issued by the Association to players for any particular match or matches must be worn;
 - (e) umpires' shirts, hats and footwear shall be white or as directed by the Association and their trousers shall be black;
 - (f) for the purposes of this By-Law, cream coloured shirts, trousers and socks shall be deemed to be white;
 - (g) nothing herein prevents players wearing white hats of types approved by the Directors;
 - (h) advertising logos may be worn on players' shirts/pullovers as hereinafter prescribed:
 - (i) a Club or the Association logo may be worn on the left breast of either or both of shirts/pullovers;
 - (ii) if required, the Association's major sponsor logo must be worn on the right breast of players' shirts, with the exception of players under the age of eighteen;
 - (iii) the Club's major sponsor logo may be worn on the one location, being either the upper sleeve or collar of players' shirts/pullovers.

All logos must be submitted to the Chief Executive Officer for approval and are to be applied in accordance with the dimensions laid down from time to time by the International Cricket Council and adopted by Cricket Australia and circulated to Clubs.

- (3) Coloured clothing, as approved by Cricket Victoria, may be worn in one-day matches and Twenty20 matches played under the direction of Cricket Victoria.

If required, Cricket Victoria's major sponsor or sponsor of the respective competitions must have priority as to the location of its logo and the Club's sponsor logo must not be in conflict with the Association's. All coloured clothing and/or logo designs must be submitted to the Chief Executive Officer or the Premier Cricket Manager for prior approval.

MEN'S & WOMEN'S SELECTION COMMITTEES

20. The duties of the Selection Committee shall be:

- (a) To select players to practise for and represent Victoria in all International, Interstate and other representative cricket matches.
- (b) To appoint a selection committee to select the team in all matches played outside the State of Victoria.
- (c) Prior to commencement of each season to recommend to the Directors a Captain and a Vice-Captain of the Victorian Team.

For the avoidance of doubt, the Directors may override any decisions of the Selection Committee in exceptional circumstances.

WOMEN'S PREMIER PANEL

23. (1) The Women's Premier Panel shall consist of the following persons:

- (a) An independent chairperson (the "**Women's Premier Panel Chairperson**") who shall be elected for a term of three (3) years in accordance with the following procedure:
 - (i) Qualifications for Women's Premier Panel Chairperson: a nominee to the position of Women's Premier Panel Chairperson must be over 18 years of age and be a resident of Victoria.
 - (ii) Elections of Women's Premier Panel Chairperson: There shall be a call for nominations sixty (60) days before any meeting of the Women's Premier Clubs at which the election of the Women's Premier Panel Chairperson is to occur.
 - (iii) Nominations: The Women's Premier Clubs each have the right to nominate one or more individuals for the position of the Women's Premier Panel Chairperson. Nominations must be:
 - (A) in writing;
 - (B) on the prescribed form (if any) provided for that purpose;
 - (C) signed by the relevant Women's Premier Club or the Directors;

- (D) certified by the nominee (who need not be a financial member of a Women's Premier Club) expressing his or her willingness to accept the position for which he or she is nominated; and
 - (E) received by the returning officer (who for the first election of the Women's Premier Panel Chairperson shall be the Chief Executive Officer and thereafter shall be such other person as determined by the Women's Premier Panel from time to time) at least 28 days prior to the meeting of the Women's Premier Clubs at which the election of the Women's Premier Panel Chairperson is to occur.
- (iv) Voting: The voting shall be conducted by preferential ballot and each of the Women's Premier Clubs shall have one vote. In the event of a tie, the Women's Premier Panel Chairperson will be determined by lot.
- (v) The Women's Premier Panel Chairperson, must within six (6) months of being elected to such position, resign from any position that may be held as either:
- (A) an employee of a Women's Premier Club or;
 - (B) an Official Position within a Women's Premier Club.
- (b) Two representatives from the Women's Premier Firsts Clubs (Women's Premier Firsts Clubs Representative) who shall each be elected for a two year term in accordance with the following procedure:
- (i) Qualifications for Women's Premier First Clubs Representative: a nominee to the position of Women's Premier Firsts Clubs Representative must be over 18 years of age, be a resident of Victoria and a member of a Women's Premier Firsts Club.
 - (ii) Elections of Women's Premier First Clubs Representative: There shall be a call for nominations sixty (60) days before any meeting of the Women's Premier Clubs at which the election of the Women's Premier First Clubs Representatives are to occur.
 - (iii) Nominations: The Women's Premier First Clubs each have the right to nominate one or more individuals for the positions of Women's Premier Firsts Clubs Representative. Nominations must be:
 - (A) in writing;
 - (B) on the prescribed form (if any) provided for that purpose;
 - (C) signed by the relevant Women's Premier Firsts Club;
 - (D) certified by the nominee expressing his or her willingness to accept the position for which he or she is nominated; and
 - (E) received by the returning officer (who for the first election of the Women's Premier Firsts Clubs Representative shall be the Chief Executive Officer and thereafter shall be such other person as determined by the Women's Premier Panel from time to time) at least 28 days prior to the meeting of the Women's Premier Clubs at which

the election of the Women's Premier Firsts Clubs Representatives are to occur.

- (iv) Voting: The voting shall be conducted by preferential ballot and each of the Women's Premier First Clubs shall have one vote. In the event of a tie, the two Women's Premier Firsts Clubs Representatives will be determined by lot.
- (c) One representative from the Women's Premier Seconds Clubs (**Seconds Clubs Representative**) who shall be elected for a two year term in accordance with the following procedure:
- (i) Qualifications for the Women's Premier Seconds Clubs Representative: a nominee to the position of Women's Premier Seconds Clubs Representative must be over 18 years of age, be a resident of Victoria and a member of a Women's Premier Seconds Club.
 - (ii) Elections of Women's Premier Seconds Clubs Representative: There shall be a call for nominations sixty (60) days before any meeting of the Women's Premier Clubs at which the election of the Women's Premier Seconds Clubs Representatives is to occur.
 - (iii) Nominations: The Women's Premier Seconds Clubs each have the right to nominate one or more individuals for the positions of the Women's Premier Seconds Clubs Representative. Nominations must be:
 - (A) in writing;
 - (B) on the prescribed form (if any) provided for that purpose;
 - (C) signed by the relevant Women's Premier Seconds Club;
 - (D) certified by the nominee expressing his or her willingness to accept the position for which he or she is nominated; and
 - (E) received by the returning officer (who for the first election of the Women's Premier Seconds Clubs Representative shall be the Chief Executive Officer and thereafter shall be such other person as determined by the Women's Premier Panel from time to time) at least 28 days prior to the meeting of the Women's Premier Clubs at which the election of the Women's Premier Seconds Clubs Representatives is to occur.
 - (vi) Voting: The voting shall be conducted by preferential ballot and each of the Women's Premier Seconds Clubs shall have one vote. In the event of a tie, the Women's Premier Seconds Clubs Representative will be determined by lot.
- (d) One representative from either of the Women's Premier First Clubs or the Women's Premier Second Clubs (**Women's Premier Panel Ordinary Representative**) who shall be elected for a two year term in accordance with the following procedure:
- (i) Qualifications for the Women's Premier Panel Ordinary Representative: a nominee to the position of Women's Premier Panel Ordinary Representative must be over 18 years of age, be a resident of Victoria and a financial member of a Women's Premier Club.

- (ii) Elections of Women's Premier Panel Ordinary Representative: There shall be a call for nominations sixty (60) days before any meeting of the Women's Premier Clubs at which the election of the Women's Premier Panel Ordinary Representatives are to occur.
 - (iii) Nominations: The Women's Premier Clubs each have the right to nominate one or more individuals for the position of the Women's Premier Panel Ordinary Representative. Nominations must be:
 - (A) in writing;
 - (B) on the prescribed form (if any) provided for that purpose;
 - (C) signed by the relevant Women's Premier Club;
 - (D) certified by the nominee expressing his or her willingness to accept the position for which he or she is nominated; and
 - (E) received by the returning officer (who for the first election of the Women's Premier Panel Ordinary Representative shall be the Chief Executive Officer and thereafter shall be such other person as determined by the Women's Premier Panel from time to time) at least 28 days prior to the meeting of the Women's Premier Clubs at which the election of the Women's Premier Panel Ordinary Representative is to occur.
 - (vi) Voting: The voting shall be conducted by preferential ballot and each of the Women's Premier Clubs shall have one vote. In the event of a tie, the Women's Premier Panel Ordinary Representative will be determined by lot.
 - (e) The Cricket Victoria Women's Premier and Community Cricket Officer (who is an employee of Cricket Victoria and who shall maintain a position on the Women's Premier Panel for so long as they are employed in that role). The Cricket Victoria Women's Premier and Community Cricket Officer shall have no voting rights on the Women's Premier Panel.
- (2) The function and purpose of the Women's Premier Panel shall be to provide advice to the Premier Cricket Management Team in relation to the conduct, organisation and management of Women's Premier Cricket and to represent the interests of the Women's Premier Clubs at meetings of the Association. The Women's Premier Panel represent and record the interests of the Women's Premier Clubs at General Meetings of the Association by way of the Women's Premier Panel Chairperson casting votes in accordance with the number of votes for the Women's Premier Panel as set out in Article 32. For the avoidance of doubt, the Women's Premier Panel is free to decide how the Women's Premier Panel Chairperson will cast the votes of the Women's Premier Panel under Article 32 at any General Meeting of the Association.
- (3) The Women's Premier Panel shall meet as often as is deemed necessary, but at least 4 times per year, and always prior to the Annual General Meeting of the Association and General Meetings (as referred to in Articles 14 and 15 respectively). Without limiting the power of the Women's Premier Panel to regulate its meetings as it thinks fit, a meeting of the Women's Premier Panel may be held where one or more of the Women's Premier Panel is not physically present at the meeting provided that all persons participating in the meeting are able to communicate with each other and that each Women's Premier Panel member has received notice of the meeting.

- (4) Subject to the Articles or any Rule or By-law, the Women's Premier Panel may lay down its own rules of procedure, which it may vary as it sees fit. The Women's Premier Panel shall not be subject to requirements of legal formality. A resolution in writing, signed or assented to by telegram, facsimile or electronic mail or other form of visible or other electronic communication by all the members of the Women's Premier Panel shall be valid and effectual as if it had been passed at a meeting of the Women's Premier Panel duly convened and held.
- (5) For match rule changes directly relating to Women's Premier Cricket, the process will be as follows: The Women's Premier Clubs, the Women's Premier Panel or the Premier Cricket Management Team may submit proposed rule changes by a date nominated by Cricket Victoria Management each season. A majority of the Women's Premier Clubs are required to approve any proposed rule change prior to it taking effect. However, prior to the Women's Premier Clubs voting to approve any proposed rule change that is submitted, the Women's Premier Panel will review all proposed rule changes and will provide a recommendation to the Women's Premier Clubs in relation to each one. All recommendations of the Women's Premier Panel will be provided to the Women's Premier Clubs prior to a vote of the Women's Premier Clubs to approve a proposed rule change. All proposed rule changes received by Cricket Victoria Management will be submitted to the Women's Premier Clubs for approval. The Women's Premier Panel shall ensure that each Women's Premier Club receives at least 14 days' notice of any vote to approve a proposed rule change. Any rule change that is approved by the Women's Premier Clubs can be implemented immediately on approval (unless otherwise resolved) and the Women's Premier Panel will advise Cricket Victoria of all rule changes that are accepted by the Women's Premier Clubs at the next Members' meeting of the Association.

WOMEN'S COMMUNITY CRICKET PANEL

24. (1) The Women's Community Cricket Panel (**WCCP**) shall consist of 5 elected members and the Cricket Victoria Women's Premier and Community officer (non-voting).
- (2) The nomination and appointment process of the Women's Community Cricket Panel shall be conducted as follows:
 - (a) There shall be a call for nominations prior to any meeting of the Women's Community Cricket Clubs (**WCC Clubs**) at which the election of the Women's Community Cricket Panel Representative (**WCCP Representative**) is scheduled to occur;
 - (b) The WCC Clubs each have the right to nominate one or more individuals for the positions of WCCP Representative;
 - (c) Nominees for the position of WCCP Representative must be over 18 years of age, be a resident of Victoria and a member of a WCC Club or interested individual;
 - (d) In the event that there are more nominations received than positions available, profiles of each candidate will be emailed to WCC Clubs prior to the vote;
 - (e) The voting shall be conducted by preferential ballot and each of the WCC Clubs shall have one vote. In the event of a tie, the WCCP Representative will be determined by lot;
 - (f) There shall not be more than one representative of any WCC Clubs on the WCCP.

25. The duties of the Women's Community Cricket Panel shall include but is not limited to making recommendation to the Directors about grading of teams, match formats, rule changes, use of venues, clearance disputes and affiliation fees related to women's cricket.
26. The process relating to rule changes effecting Women's Community Cricket shall occur as follows:
 - (a) WCC Clubs and Cricket Victoria Management are to submit proposed rule changes by a date nominated by Cricket Victoria Management each season.
 - (b) The WCCP will review all suggestions and provide a recommendation on each. WCC Clubs are then to be provided with proposed rule changes not less than 14 days prior to the May WCCP meeting.
 - (c) WCC Clubs will vote on rule change proposals at the May meeting, with any approved rules to then be implemented.

PREMIER CRICKET MANAGEMENT TEAM

27. The function of the Premier Cricket Management Team shall include but is not limited to:
 - (a) in consultation with the representatives of the Premier Clubs to prepare and publish, each season, a program of matches (fixture) for teams competing in the Men's Premier Cricket Competition and have such programs for each season endorsed and approved at a Premier Delegates Meeting;
 - (b) in consultation with the Women's Premier Panel, to prepare and publish a program of matches (fixture) for teams competing in all Women's Premier Cricket competitions;
 - (c) to administer the Premier Cricket Competition and ensure that it runs smoothly;
 - (d) to prescribe rules pursuant to which the matches referred to in paragraph 27(a) are played and submit those rules to the Premier Clubs for approval at a Premier Delegates Meeting (with rules pursuant to which the matches referred to in paragraph 27(b) are played to be approved by the Women's Premier Clubs in accordance with the process set out in the By-Laws);
 - (e) to deal with all applications and permits for players and clearances of players from and to Premier Clubs;
 - (f) to settle all disputes arising out of or in connection with matches;
 - (g) to inspect and report on the condition of and forfeitures at grounds at which matches are played or are proposed to be played by both existing Members and clubs applying for admission to the Association; and
 - (h) any other duties that may be conferred from time to time upon it by the By-Laws or referred to it by the Association or the Directors.

SERVICES AGREEMENTS

28. Subject always to the Articles, including but not limited to clause 4 of the Memorandum of Association, the Directors may resolve at any time to enter the Association into a services agreement with entities (including member clubs and affiliates) provided that any payment made under any service agreement entered into between the Association and that entity must:

- (a) not be distributed to any of the individual members of the relevant service provider;
- (b) be made in return for goods or services properly rendered to the Association by the relevant service provider;
- (c) be for the purposes of achieving the principal objects of Association;
- (d) be in return for the relevant service provider promoting and fostering the growth of the sport of Cricket throughout the territory in which the relevant service provider operates; and
- (e) be properly referable to the services provided by that relevant service provider to the Association.