



# **RULES**

**of**

# **MCC CRICKET INC.**

*(Incorporated under the Associations Incorporation Reform Act 2012 (Vic.))*

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**RULES**  
**of**  
**MCC CRICKET INC.**

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**PREAMBLE**

MCC Cricket Incorporated ("***MCC Cricket***") is a voluntary not-for-profit incorporated association established to promote cricket as a sporting activity and for the other purposes set out in these Rules (see Rule 2 below).

MCC Cricket is affiliated with but separate from the Melbourne Cricket Club<sup>1</sup> ("***MCC***"). Upon its incorporation, MCC Cricket will enter into an affiliation agreement with MCC ("***the Affiliation Agreement***") under which, among other things:

- MCC Cricket is granted a licence to use the name "Melbourne Cricket Club" in its name and the MCC logo;
- certain premises of MCC are made available for use by MCC Cricket; and
- MCC must provide certain administrative assistance and benefits to MCC Cricket,

on the terms and subject to the conditions set out in the Affiliation Agreement.

The members of MCC Cricket are bound by these Rules.

***Note***

*The persons who from time to time are members of MCC Cricket are an incorporated association by the name given in Rule 1 of these Rules.*

*Under section 46 of the Act, these Rules are taken to constitute the terms of a contract between MCC Cricket and its members.*

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<sup>1</sup> The Melbourne Cricket Club is incorporated under the *Melbourne Cricket Club Act 1974* (Vic).

## PART 1—PRELIMINARY

### 1. Name

- (1) The name of the incorporated association is "*MCC Cricket Incorporated*".

*Note*

*Under section 23 of the Act, the name of MCC Cricket Inc. and its registration number must appear on all its business documents. Under section 22 "Inc" or "Inc." is an acceptable abbreviation for "Incorporated".*

- (2) MCC has granted MCC Cricket a licence to use the name "*Melbourne Cricket Club*" and the initials "MCC" in its name or in connection with its activities. However, if so required under the Affiliation Agreement, MCC Cricket must change its name to a name that does not include "*Melbourne Cricket Club*" or "MCC", and must cease using the words "*Melbourne Cricket Club*" or the initials "MCC" or "MCG", or any derivative or similar name of any of them, in its name or in a way that implies any association with MCC. MCC Cricket, the Committee and the members must promptly take all reasonable steps to effect a change in the name of MCC Cricket to a name selected by the Committee, if MCC requires MCC Cricket to change its name as aforesaid.

### 2. Purposes

The purposes of MCC Cricket are—

- (1) to promote cricket as a sporting activity, and to foster the development of cricket at all levels;
- (2) to constitute a not-for-profit sporting association separate from, but affiliated with, MCC to enable persons to participate in cricket matches and related activities (including social functions);
- (3) to provide facilities, infrastructure, organisation, management and support for members and other persons wishing to participate in cricket matches and related activities (including related social activities);
- (4) to encourage and support its members and other persons who participate in, officiate and administer cricket matches;

- (5) to be a member of or otherwise participate in peak cricket bodies including but not limited to Cricket Australia and Cricket Victoria;
- (6) to field cricket teams in cricket competitions promoted by Cricket Australia and Cricket Victoria, and in the Victorian Premier Cricket Competition, and other cricket competitions as the Committee decides, and to oversee matches in which MCC Cricket teams participate;
- (7) to provide elite pathways for male and female cricketers; and
- (8) to undertake and do all such things or activities which are necessary, incidental or conducive to the advancement of these objects and purposes.

**3. Financial year**

- (1) The first financial year of MCC Cricket shall commence on the date of incorporation of MCC Cricket and end on the 30 June falling after the date of incorporation provided, unless the Committee determines that this proviso does not apply, that if such period would be less than six months, the first financial year of MCC Cricket shall commence on the date of incorporation of MCC Cricket and end on second 30 June falling after the date of incorporation.
- (2) Each subsequent financial year of MCC Cricket shall be a period of 12 months commencing at the expiration of the previous financial year of MCC Cricket, or such other period (whether longer or shorter than 12 months) not exceeding 18 months as MCC Cricket resolves.

**4. Definitions and interpretation**

- (1) In these Rules—

*absolute majority*, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

*absolute special majority*, of the Committee, means not less than three-quarters of the committee members currently holding office and entitled to vote at the time;

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

***Affiliation Agreement*** means the agreement so titled made upon incorporation of MCC Cricket, between MCC Cricket and MCC (as amended, supplemented, replaced or novated from time to time);

***Chairperson,***

- (a) of a general meeting or committee meeting, means the person chairing the meeting in accordance with Rule 45; or
  - (b) the person who is for the time being elected as Chairperson under Rule 45(1),
- as the context requires;

***Committee*** means the Committee having management of the business of MCC Cricket;

***committee meeting*** means a meeting of the Committee held in accordance with these Rules;

***committee member*** means a member of the Committee elected or appointed under Division 3 of Part 5;

***disciplinary meeting*** means a meeting of the disciplinary subcommittee convened for the purposes of Rule 23;

***disciplinary subcommittee*** means the subcommittee appointed under Rule 21;

***election*** includes re-election;

***financial year*** means the period specified in Rule 3;

***general meeting*** means a general meeting of the members of MCC Cricket convened in accordance with Part 4 and includes an annual general meeting and a special general meeting;

***MCC*** means Melbourne Cricket Club, a body corporate incorporated under the *Melbourne Cricket Club Act 1974* (Vic);

***member*** means a member of MCC Cricket;



***member entitled to vote*** means a member who under sub-Rule 15(1) is entitled to vote at a general meeting;

***Registrar*** means the Registrar of Incorporated Associations;

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

- (2) Headings and notes are for convenience only, and do not affect interpretation.
- (3) The following rules apply in interpreting these Rules, except where the context makes it clear that a rule is not intended to apply—
  - (a) A reference to:
    - (i) legislation (including subordinate legislation) is to that legislation or those rules as re-enacted, amended or replaced;
    - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
    - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
    - (iv) anything (including a right, obligation or concept) includes each part of it.
  - (b) A singular word includes the plural, and vice versa.
  - (c) A word which suggests one gender includes the other genders.
  - (d) If a word is defined, another part of speech has a corresponding meaning.
  - (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something

else, the example does not limit the scope of that thing.

- (f) A power, authority or discretion to do something includes a power, authority or discretion, exercisable in the like circumstances, to revoke or undo it.
- (h) A word (other than a word or expression defined in sub-Rule 4(1)) which is defined by the Act has the same meaning in these Rules where it relates to the same matters as the matters for which it is defined in the Act.

## **5. Written communications**

- (1) A reference to something being *written* or *in writing* includes that thing being represented or reproduced in any mode in a visible form.
- (2) Where, under these Rules, the signature, approval or assent of a person is required, that requirement is taken to have been satisfied by an written electronic communication if the Committee is satisfied that the method used for the communication identifies the person and indicates the person's intention to sign, approve or assent in respect of the information communicated.

**PART 2—POWERS OF MCC CRICKET**

**6. Powers of MCC Cricket**

- (1) Subject to the Act, MCC Cricket has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-Rule (1), MCC Cricket may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) apply for and hold a licence under the *Liquor Control Reform Act 1998* (Vic.);
  - (g) appoint agents to transact business on its behalf;
  - (h) employ or otherwise engage any person;
  - (i) enter into the Affiliation Agreement with MCC; and
  - (j) enter into any other contract and do anything else it considers necessary or desirable.
- (3) MCC Cricket may only exercise its powers and use its income and assets (including any surplus) for its purposes.

**7. Not for profit organisation**

- (1) MCC Cricket must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-Rule (1) does not prevent MCC Cricket from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or

- (b) for goods or services provided by the member—

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

**Note**

*Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for any of its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members. More particularly, by virtue of section 4, an incorporated association is not taken to secure pecuniary profit for its members merely because one or more of the following apply to the Association:*

- (a) the association itself makes a pecuniary profit, unless that profit, or any part of it, is divided among or received by its members or some of them;*
- (b) the members are entitled under the Act to divide its assets amongst themselves on its dissolution; or*
- (c) a member receives:*
  - (i) a payment of remuneration in good faith; or*
  - (ii) a benefit to which he or she would be entitled if he or she were not a member;*
- (d) the members:*
  - (i) compete for trophies or prizes in contests directly related to the purposes of the association; or*
  - (ii) receive benefits through the enjoyment of services provided by the association for social, recreational, educational or other similar purposes;*
- (e) the association makes payments to a member that is an incorporated association having the same or similar purposes.*

**PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND  
GRIEVANCES**

**Division 1—Membership**

**8. Members and classes of membership**

- (1) The members of MCC Cricket are, subject to these Rules:
- (a) the persons determined under section 51(1) of the Act; and
  - (b) those persons who are subsequently admitted to membership in accordance with these Rules and whose names are entered on the register of members.
- (2) MCC Cricket shall have the classes of members set out in the table below.

<b>Classes</b>	<b>Qualifications &amp; restrictions</b>	<b>Voting rights</b> (subject to these Rules)
Playing member	A member who has attained the age of 18 years and wishes to play in competitions with a MCC Cricket team	Entitled to vote
Social member	A member who has attained the age of 18 years and does not actively play in competitions	Entitled to vote
Junior member	A member who has not attained the age of 18 years (refer sub-Rule (4) of this Rule)	Not entitled to vote
Honorary life member	A member who in the opinion of the Committee has rendered outstanding service to MCC Cricket and is elected as an honorary life member in accordance with	Entitled to vote

## RULES OF MCC CRICKET INC.

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Classes	Qualifications & restrictions	Voting rights (subject to these Rules)
	sub-Rule (5) of this Rule	

- (3) The Committee may approve a member changing class.
- (4) For the purpose of these Rules, unless the Committee determines otherwise, if a member has not attained the age of 18 years by the first day of a financial year, that person shall be a junior member for the whole of the financial year.
- (5) For a member to become an honorary life member:
- (a) the Committee must resolve:
    - (i) by absolute special majority that the member has, in its opinion, rendered outstanding service to MCC Cricket (and, in forming its opinion, the Committee may take into service to "MCC Cricket" prior to the incorporation of MCC Cricket); and
    - (ii) to nominate the member for election as an honorary life member at a general meeting of MCC Cricket by special resolution; and
  - (b) the notice of convening the general meeting at which the person is to be proposed for election as an honorary life member must be accompanied by a statement that the Committee has resolved:
    - (iii) by absolute special majority that the member has, in its opinion, rendered outstanding service to MCC Cricket; and
    - (iv) to nominate the member for election as an honorary life member at a general meeting of MCC Cricket by special resolution; and
  - (c) the person must be elected as an honorary life member by special resolution passed at a general meeting.

**9. Minimum number of members**

MCC Cricket must have at least five members.

**10. Who is eligible to be a member**

Any person who meets criteria determined by the Committee, if any, and supports the purposes of MCC Cricket is eligible for membership.

**11. Application for membership**

- (1) To apply to become a member of MCC Cricket, a person must submit a written application by the method and manner of application as the Committee may determine, stating that the person—
  - (a) wishes to become a member of MCC Cricket; and
  - (b) supports the purposes of MCC Cricket; and
  - (c) agrees to comply with these Rules.
- (2) The application—
  - (a) must be signed by the applicant;
  - (b) must state whether the person is applying for membership as a playing member, social member or junior member; and
  - (c) must include such other information as the Committee may require.
- (3) The Committee may determine that a person must pay the full annual subscription (see Rule 14 below), or a lesser amount determined by the Committee, to be admitted to membership.

**12. Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application. An application may be rejected even if the applicant meets the eligibility criteria.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

**13. New membership**

- (1) If an application for membership is approved by the Committee—
  - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of MCC Cricket and, subject to these Rules, is entitled to exercise his or her rights of membership from the date on which the person's details are entered in the register of members in accordance with sub-Rule (1).

**14. Annual subscriptions and special levies**

*Annual subscriptions*

- (1) The Committee may from time to time determine the amount of the annual subscriptions payable by members and the date for payment. The amount so determined is payable as so determined by the Committee and notified to members.
- (2) The Committee may determine that a lower annual subscription is payable:
  - (a) by one class of members than another class (or other classes) of members;
  - (b) by members within a class on the basis of criteria determined by Committee (for example, the Committee may determine that the annual subscriptions payable by members within a class of membership who are full-time students, unemployed, or concession holders shall be less than the annual subscriptions payable by other members within the class).
- (3) The Committee may determine that the annual subscriptions payable by playing members shall differ based on the competition in which they wish to play (for example, the annual subscription payable by a playing member wishing to play in the Premier Cricket competition may be greater than the annual



subscription payable by a playing member wishing to play in the Club XI competition).

- (4) The Committee may determine generally, or for a class of members, or agree with a particular member having regard to the circumstances of the member, that the annual subscription may be paid in instalments.
- (5) The Committee may determine, if the Committee is satisfied that the circumstances of a member justify it, to reduce the amount of, or waive in full, the annual subscription that, but for this sub-Rule, would be payable by the member.

*Special levies*

- (6) The Committee may decide to levy additional sums for any extraordinary expenditure or special purpose from members (*special levies*), but only with the prior approval of members by special resolution.
- (7) Subject to sub-Rule (6) above and sub-Rule (8) below, special levies shall be payable by members in accordance with the decision of the Committee, as notified to members.
- (8) The Committee may make any determinations in relation to a special levy that it could make under sub-Rules (2), (3), (4) and (5) above if the special levy were instead an annual subscription.

*Other matters*

- (9) For the avoidance of doubt—
  - (a) membership does not confer on the member a right to play for or with a MCC Cricket cricket team or in any competition promoted by MCC Cricket;
  - (b) a person need not be a member of MCC Cricket to play for or with a MCC Cricket cricket team or in a competition promoted by MCC Cricket; and
  - (c) honorary life members are not liable to pay annual subscriptions or special levies.

**15. General rights of members**

- (1) Subject to these Rules, every member of MCC Cricket has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) unless the member is a junior member, to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of MCC Cricket as provided under Rule 74; and
  - (f) to inspect the register of members.
- (2) If a member fails to pay their annual subscription or an instalment or a special levy by the date that is 14 days after the due date, the right of the member to vote at general meetings, and all other rights of the member, shall be automatically suspended until the relevant amount is paid, unless the Committee determines otherwise.

**16. Rights not transferable**

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

**17. Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of MCC Cricket, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

- (3) Unless the Committee determines otherwise, a person is not entitled, upon ceasing to be a member, to a refund of any subscriptions, special levies or other amounts previously paid.

**18. Resigning as a member**

- (1) A member may resign by notice in writing given to MCC Cricket.

*Note*

*Rule 73(3) sets out how notice may be given to MCC Cricket. It includes by post or by handing the notice to a member of the committee.*

- (2) A member is taken to have resigned if—
  - (a) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
  - (b) the member has not, within three months after the date of that request, confirmed in writing that he or she wishes to remain a member.
- (3) A member is also taken to have resigned if the Secretary has made a written demand to the member for payment of an annual subscription or instalment, or a special levy, that is in arrears and the member's annual subscription or instalment or special levy (as the case may be) is in arrears on the date that is three months after the date of the written demand.

**19. Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) the membership class to which each member belongs;
    - (v) any other information required by the Committee; and
  - (b) for each former member, the date of ceasing to be a member.

- (2) Subject to the Act, any member may, at a reasonable time and free of charge, inspect the register of members.

*Note*

*Under section 56 of the Act, a register of members must be kept and maintained. Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the register of members.*

**Division 2—Disciplinary action**

**20. Grounds for taking disciplinary action**

- (1) The Committee has power to investigate whether a member, and MCC Cricket may take disciplinary action against a member in accordance with this Division if it is determined by the Committee that the member—
- (a) has failed to comply with these Rules; or
  - (b) refuses to support the purposes of MCC Cricket;
  - (c) has been convicted of an indictable offence;
  - (d) has behaved, or a guest of the member has behaved, in a manner that the Committee considers is unacceptable, unbecoming or dishonourable (whether on premises used, occupied or managed by MCC Cricket or otherwise, and whether or not whilst engaged in playing cricket, and whether or not in connection with an event involving, or a meeting of, MCC Cricket), or brings MCC Cricket into disrepute;
  - (e) has failed to comply with any rules, codes (including any player code of conduct), guidelines, policies, by-laws and rulings of:
    - (i) MCC Cricket; or
    - (ii) a body or other organisation that governs the competition in which the MCC Cricket team for which the member plays from time to time; or
  - (f) has engaged in conduct prejudicial to MCC Cricket.

- (2) If a member has initiated a grievance procedure in respect of a dispute between the member and MCC Cricket, MCC Cricket must not take disciplinary action against any of the following persons in relation to the matter which is the subject of the grievance procedure until the grievance procedure has been completed—
  - (a) the member who initiated the grievance procedure ("*complainant member*");
  - (b) a member of MCC Cricket appointed by the complainant member under sub-Rule 24(3) to act on behalf of the complainant member in the grievance procedure.

## **21. Disciplinary subcommittee**

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be any or all of the committee members, members of MCC Cricket or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

## **22. Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that MCC Cricket proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that he or she may do one or both of the following—

- (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting, alone or with representation but not legal representation;
  - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

**23. Decision of disciplinary subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with sub-Rule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to sub-Rule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member (including the member's right to vote at any general meeting) for a specified period; or
    - (iii) expel the member from MCC Cricket.

The disciplinary subcommittee may do so even if the member did not attend the disciplinary meeting.

- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this Rule takes effect immediately upon the decision of the disciplinary subcommittee being made.
- (5) During a member's period of suspension, the member must (if the member has not already)

pay in full all subscriptions, instalments and special levies applicable to the member.

- (6) The decision of the disciplinary subcommittee on such a hearing shall be final.

### **Division 3—Grievance procedure**

#### **24. Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
- (a) a member and another member; or
  - (b) a member and MCC Cricket (or the Committee).
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (3) In accordance with section 55 of the Act, a member may appoint any person to act on behalf of the member in the grievance procedure.

#### **25. Parties must attempt to resolve the dispute**

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

#### **26. Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 25, the parties must within 10 days—
- (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator appointed under sub-Rule (2); and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or

- (ii) if the dispute is between a member and the Committee or MCC Cricket—  
a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of MCC Cricket but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

**27. Mediation process**

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

**28. Failure to resolve dispute by mediation**

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



**PART 4—GENERAL MEETINGS OF MCC CRICKET**

**29. Annual general meetings**

- (1) The Committee must convene an annual general meeting of MCC Cricket to be held within 5 months after the end of each financial year or within such other period as is allowed under an extension granted by the Registrar under section 104 of the Act.
- (2) Despite sub-Rule (1), MCC Cricket may hold its first annual general meeting at any time within 18 months after its incorporation.

*Note*

*Under section 63 of the Act, an annual general meeting must be held each calendar year or within the period allowed under an extension granted by the Registrar under section 104. The first annual general meeting may be held at any time within the period of 18 months after its incorporation. The second and each subsequent annual general meeting must be held within five months after the end of the financial year.*

- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Committee on the activities of MCC Cricket during the preceding financial year; and
    - (ii) the financial statements of MCC Cricket for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect members of the Committee in accordance with Part 5 of these Rules;
  - (d) if required under the Act, to appoint the auditor.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

**30. Special general meetings**

- (1) Any general meeting of MCC Cricket, other than an annual general meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule 32 may be conducted at the meeting.

*Note*

*General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule 32 and the majority of members at the meeting agree.*

**31. Special general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub-Rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub-Rule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) MCC Cricket must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-Rule (3).

**32. Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under Rule 32(3), the members convening the meeting) must give to each member of MCC Cricket—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting;
  - (b) otherwise, at least 14 days' notice of a general meeting.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with Rule 33(5).

**33. Proxies**

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under Rule 32 must—

- (a) state that the member may appoint another member as a proxy for the meeting; and
- (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post, facsimile transmission or other electronic means is of no effect unless it is in fact received by MCC Cricket no later than 24 hours before the commencement of the meeting.

**34. Use of technology**

- (1) MCC Cricket may hold its general meetings, or permit members to take part in its general meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub-Rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**35. Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 34) of three members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under Rule 31—the meeting must be dissolved;

***Note***

*If a meeting convened by, or at the request of, members is dissolved under this sub-Rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another*

*special meeting, the members must make a new request under Rule 31.*

- (b) in any other case—
  - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
  - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under paragraph (b) of sub-Rule (3), the members present at the meeting (if not fewer than two) may proceed with the business of the meeting as if a quorum were present.

### **36. Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-Rule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

#### ***Example***

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

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 32.

**37. Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to sub-Rule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

**38. Special resolutions**

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

*Note*

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

- (a) *to remove a committee member from office (see Rule 51(3)) ;*
- (b) *to alter these Rules, including changing the name or any of the purposes of MCC Cricket (see Rule 77).*

**39. Determining whether resolution carried**

- (1) Subject to sub-Rule (2) and to section 65 of the Act, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members present at

the meeting (whether in person or by proxy) on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.
- (5) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

**40. Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under sub-Rule 33(6); and
  - (c) the financial statements submitted to the members in accordance with sub-paragraph (4)(b)(ii) of Rule 29; and
  - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of MCC Cricket; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## PART 5—COMMITTEE

### Division 1—Powers of Committee

#### 41. Role and powers

- (1) The business of MCC Cricket must be managed by or under the direction of the Committee.
- (2) The Committee may exercise all the powers of MCC Cricket except those powers that these Rules or the Act require be exercised by general meetings of the members of MCC Cricket.
- (3) The Committee may—
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.
- (4) The Committee may make by-laws as it sees fit for the benefit of MCC Cricket, so long as they are consistent with these Rules. Every member of MCC Cricket shall be bound by and shall observe all by-laws which are in force from time to time. At least 14 days' notice of any by-laws made under this Rule must be given to members.
- (5) Without limiting sub-Rule (4), the Committee may make by-laws regulating the admission of visitors to meetings of MCC Cricket, and to facilities of, or premises used, occupied or managed by, MCC Cricket.

#### 42. Delegation

- (1) The Committee may delegate to:
  - (a) a member of the Committee;
  - (b) a subcommittee;
  - (c) any employee or person otherwise engaged by MCC Cricket; or
  - (d) any other person (including a member of staff of MCC),any of its powers and functions other than a duty that, by reason of the Act or other applicable law, cannot be delegated.
- (2) Delegations must be recorded in writing (such as in the minutes of a meeting of the Committee or



another document approved by the Committee) and may be subject to the conditions and limitations the Committee considers appropriate.

- (3) The Committee may, in writing, revoke or vary a delegation wholly or in part.

## **Division 2—Composition of Committee and duties of members**

### **43. Composition of Committee**

- (1) The Committee shall consist of the committee members elected under Rule 49 or appointed under Rule 53.
- (2) The maximum number of committee members is ten, or such other number as the Committee may determine from time to time, provided that the number so determined is not less than the number of committee members in office at the time the determination takes effect.
- (3) The minimum number of committee members is four, unless and until another number is fixed by resolution at an annual general meeting.

#### *Eligibility*

- (4) To be eligible to be elected or appointed as a committee member, the person must :
  - (a) be 18 years or over and have consented in writing to being elected or appointed; and
  - (b) be a member.

#### *Initial committee members*

- (5) Subject to the Act, on incorporation of MCC Cricket, the Committee shall initially consist of—
  - (a) Andrew Kent, who shall be the initial Chairperson and taken to have been elected in accordance with sub-Rule 45(1); and
  - (b) the following other committee members—
    - (i) Mark Anderson;
    - (ii) Sam Dimopoulos;
    - (iii) Wendy Moore;
    - (iv) Nick Quinn;
    - (v) Michael Sholly, and
    - (vi) Marcella Torre.

- (6) Subject to Rule 52, the initial committee members shall hold office until the conclusion of the first annual general meeting of MCC Cricket.

#### **44. General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that MCC Cricket complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of MCC Cricket; and
  - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
  - (a) their office or position; or
  - (b) information acquired by virtue of holding their office or position—so as to gain an advantage for themselves or any other person or to cause detriment to MCC Cricket.

#### ***Note***

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

- (6) In addition to any duties imposed by these Rules or the Act, a committee member must perform any other duties imposed from time to time by the Committee with his or her agreement or by law.

#### **45. Chairperson and Deputy Chairperson**

- (1) The Committee may elect one of their number as Chairperson to preside as chairperson at any general and committee meetings provided that

the MCC has endorsed their election by the Committee.

- (2) The Committee may choose another committee member to be the Deputy Chairperson.
- (3) Subject to sub-Rule (4), the Chairperson or, in the Chairperson's absence or if the Chairperson is unable or unwilling to preside at a general meeting or committee meeting, or if no person has been elected as Chairperson under sub-Rule (1), the Deputy Chairperson (if any) shall preside as chairperson at the general meeting and committee meeting.
- (4) If the Chairperson and the Deputy Chairperson are both absent, or are unwilling or unable to preside, the chairperson of the meeting must be—
  - (a) in the case of a general meeting—a committee member chosen by the committee members present or, if no committee member is present, willing and able to act as the chairperson, a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

**46. Secretary**

- (1) Subject to the Act, on incorporation of MCC Cricket, the first Secretary will be Braden Tuohey, being the person nominated to be the first secretary of MCC Cricket in the application for MCC Cricket's incorporation.
- (2) The Committee shall appoint a person (who need not be a member of the Committee or of MCC Cricket) to be Secretary of MCC Cricket, on such terms as to remuneration and otherwise as the Committee determines. Subject to the Act, the Committee may, subject to any agreement between the person and MCC Cricket, at any time remove or dismiss the Secretary.
- (3) The duties and functions of the Secretary shall comprise:
  - (a) those which are provided for in these Rules;
  - (b) those which the Committee shall assign to him or her from time to time; and

- (c) those which are required under the Act to be performed by the secretary of an incorporated association.

**Example**

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

- (4) The Secretary is responsible for—
  - (a) maintaining the register of members in accordance with Rule 19; and
  - (b) keeping custody of the common seal (if any) of MCC Cricket and, except for the financial records referred to in Rule 69(3), all books, documents and securities of MCC Cricket in accordance with Rules 70 and 74; and
  - (c) subject to the Act and these Rules, providing members with access to the register of members, the minutes of general meetings and other books and documents as required by these Rules or the Act; and
  - (d) performing any other duty or function imposed on the Secretary by these Rules.
- (5) If the position of Secretary becomes vacant, the Committee must appoint an eligible person to the position within 14 days after the vacancy arises.
- (6) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

**47. Treasurer**

- (1) Subject to the Act, on incorporation of MCC Cricket, the first Treasurer will be Jarrod Nash.
- (2) The Committee shall appoint a person (who need not be a member of the Committee or of MCC Cricket) to be Treasurer of MCC Cricket, on such terms as to remuneration and otherwise as the Committee determines. Subject to the Act, the Committee may, subject to any agreement between the person and MCC Cricket, at any time remove or dismiss the Treasurer.
- (3) The duties and functions of the Treasurer shall comprise:

- (a) those which are provided for in these Rules;
  - (b) those which the Committee shall assign to him or her from time to time; and
  - (c) those which are required under the Act to be performed by the treasurer of an incorporated association.
- (4) The Treasurer is responsible for—
- (a) receiving all moneys paid to or received by MCC Cricket and issue or cause to be issued receipts for those moneys in the name of MCC Cricket; and
  - (b) ensuring that all moneys received are paid into the account of MCC Cricket within five working days after receipt; and
  - (c) making or causing to be made any payments authorised by the Committee from MCC Cricket's funds; and
  - (d) ensuring cheques are signed and payments are made out of the account of MCC Cricket in accordance with procedures approved by the Committee.
- (5) The Treasurer must—
- (a) ensure that the financial records of MCC Cricket are kept in accordance with the Act; and
  - (b) co-ordinate the preparation of the financial statements of MCC Cricket and their certification by the Committee prior to their submission to the annual general meeting of MCC Cricket.
- (6) Each committee member shall be given access to the accounts and financial records of MCC Cricket upon request.

**Division 3— Election of committee members**

**48. Nominations**

- (1) A person eligible for election under sub-Rule 43(4) may—
  - (a) nominate himself or herself; or

- (b) with the person's consent, be nominated by resolution of the Committee or by any two members.
- (2) A nomination for election must:
  - (a) include the name and address of the person;
  - (b) be made in writing, signed by two members (which may include the person being nominated if such person is a member) or, where the person is nominated by resolution of the Committee, by two Committee members;
  - (c) be accompanied by the written consent of the person being nominated (which may be endorsed on the form of the nomination);
  - (d) be delivered to the Secretary at least 14 days before the date of the annual general meeting at which the election is to take place; and
  - (e) must be displayed in a conspicuous place in MCC Cricket's registered office (or in another conspicuous place approved by the Committee) not less than one week before the date of the election or otherwise circulated generally to members.
- (3) If the number of candidates nominated for election as committee members in accordance with sub-Rule 48(2) is fewer than the maximum number of committee members fixed for the time being under sub-Rule 43(2), the Chairperson may call for nominations for the remaining positions at the annual general meeting. A nomination will be accepted only if the nominee is eligible for election and, unless the person nominates himself or herself, the person consents to being nominated. The requirements of sub-Rule 48(2) do not apply to nominations received at the annual general meeting under this sub-Rule 48(3).
- (4) A person may not be elected or hold more than one position on the Committee.

**49. Elections of committee members**

- (1) A single election shall be held for the positions of all committee members at each annual general meeting.
- (2) If the number of members standing for the position of committee member is less than or equal to the number fixed under sub-Rule 43(2), the Chairperson must declare each of those persons to be elected to the position.
- (3) If the number of members standing for the position of committee member exceeds the number to be elected, a ballot must be held in accordance with Rule 50.

**50. Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a person nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a ballot paper to—
  - (a) each member present in person entitled to vote in the election; and
  - (b) each proxy appointed by a member entitled to vote in the election.

***Example***

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

- (6) The voter must write or otherwise indicate on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must write or otherwise indicate on the ballot paper the name of each candidate for whom they wish to vote; and

- (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub-Rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written or otherwise indicated counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub-Rule (10) because two or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with sub-Rules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

***Examples***

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

**51. Term of office**

- (1) Subject to sub-Rule (3) of this Rule and to Rule 52, a committee member holds office from the conclusion of the general meeting at which they are elected or, if appointed under Rule 53, from the time that their appointment takes effect until the conclusion of the next annual general meeting.
- (2) A retiring committee member who remains eligible for election, is eligible to be elected.
- (3) A general meeting of MCC Cricket may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member in accordance with this Division to fill the vacant position.
- (4) A member who is the subject of a proposed special resolution under paragraph (a) of sub-Rule (3) may make representations in writing



to the Secretary or Chairperson (not exceeding a reasonable length) and may request that the representations be provided to the members of MCC Cricket.

- (5) The Secretary or the Chairperson may give a copy of the representations to each member of MCC Cricket or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## **52. Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
  - (a) ceases to be a member of MCC Cricket; or
  - (b) fails to attend more than three consecutive committee meetings (disregarding special or urgent committee meetings) without leave of absence under Rule 64; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

### ***Note***

*A Committee member may not hold the office of secretary if they do not reside in Australia.*

## **53. Filling casual vacancies**

- (1) The Committee may appoint a member eligible under sub-Rule 43(4) to fill a position on the Committee that—
  - (a) has become vacant under Rule 52; or
  - (b) was not filled by election at the last annual general meeting.
- (2) Sub-Rule 51(1) and (2) apply to any committee member appointed by the Committee under sub-Rule (1) of this Rule.
- (3) The Committee may continue to act despite any vacancy in its membership.

**Division 5—Meetings of Committee**

**54. Meetings of Committee**

- (1) The Committee must meet at least six times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after incorporation of MCC Cricket.
- (3) Special committee meetings may be convened:
  - (a) by the Chairperson; or
  - (b) by any five committee members, provided that if there are less than six committee members in office, by a majority of such members.

**55. Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than seven days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

**56. Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 55 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

**57. Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

**58. Use of technology**

- (1) The Committee may hold committee meetings, or permit committee members to take part in committee meetings, by using any technology that allows committee members to clearly and simultaneously communicate with each other participating committee member.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub-Rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**59. Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under Rule 58) of six committee members holding office provided that, if there are less than eight committee members holding office at the time scheduled for commencement of the meeting, the quorum shall be a majority of the committee members holding office for the time being.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 55.

**60. Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of the committee members present at the meeting vote in favour of the motion. Voting on a motion shall be by show of hands unless at least three committee members present demand a poll.
- (3) Sub-Rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority or an absolute special majority of the Committee.
- (4) Except in the case of a committee meeting convened under Rule 56, if votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

**61. Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The committee member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

***Note***

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

- (3) This Rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit MCC Cricket is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of MCC Cricket.

- (4) Subject to Rule 7, sub-Rules (1), (2) and (3) of this Rule, and the Act—
- (a) a committee member is not disqualified by their office or position from holding any other office under or position with MCC Cricket;
  - (b) a committee member may be counted in a quorum at a committee meeting that considers, and may vote on, any matter in relation to which that committee member has a conflict of interest or duty;
  - (c) MCC Cricket may proceed with any transaction in relation to which a committee member has an interest or conflict of duty and the committee member may participate in the execution of any relevant document by or on behalf of MCC Cricket;
  - (d) the committee member may retain any benefits accruing to the committee member under the transaction; and
  - (e) MCC Cricket cannot avoid the transaction merely because of the existence of the committee member's interest or conflict of duty.

If the interest is required to be disclosed under sub-Rule (1) or the Act, paragraph (d) of this sub-Rule applies only if the interest is disclosed before the transaction is entered into.

- (5) MCC Cricket cannot avoid an agreement with a third party merely because a committee member fails to make a disclosure of a conflict of interest or duty or, is present at, or counted in the quorum for, a committee meeting that considers or votes on that agreement.

## **62. Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;

- (d) any material personal interest disclosed under Rule 61.
- (3) Minutes shall be circulated to the committee members promptly after each meeting. They must signed within a reasonable period after the meeting to which they relate, either by the person who presided at the meeting or by the person who presides at the next meeting of the Committee.

**63. Resolutions in writing**

- (1) If all the committee members entitled to receive notice of a committee meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a resolution in those terms is passed at the time when the last committee member signs.
- (2) For the purpose of sub-Rule (1)—
  - (a) two or more separate documents in identical terms, each of which is signed by one or more committee members, are treated as one document; and
  - (b) a facsimile or electronic message containing the text of the document expressed to have been signed by a committee member that is sent to the Chairperson or Secretary, or is otherwise received by MCC Cricket, is a document signed by that committee member at the time of its receipt by that person.

**64. Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

**65. Valid proceedings**

Each resolution passed or thing done by, or with the participation of, a person acting as a committee member or member of a subcommittee is valid even if it is later discovered that—

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

**66. Subcommittee meetings**

Subject to the Committee determining otherwise, the Rules in this Division 5 apply in relation to a meeting of a subcommittee established under Rule 42 (as far as they are capable of application) modified as necessary, save as follows—

- (a) the quorum for a meeting of the subcommittee shall be one-half of the subcommittee's members then in office;
- (b) the subcommittee may elect one of their number as chairperson of its meetings. If there is no chairperson, or the chairperson is not present within 15 minutes after the time for which a subcommittee meeting is called or such person is unwilling to act, the subcommittee members present must elect a subcommittee member present to chair the meeting;
- (c) any committee member may attend and speak at any meeting of the subcommittee meeting (whether or not he or she is a member of the subcommittee).

**PART 6—FINANCIAL MATTERS**

**67. Source of funds**

The funds of MCC Cricket may be derived from subscriptions, special levies and other amounts received from members, donations, fund-raising activities, grants (including grants from MCC), interest and any other sources approved by the Committee.

**68. Management of funds**

- (1) MCC Cricket must open one or more accounts with a financial institution approved by the Committee from which all expenditure of MCC Cricket is made and into which all of MCC Cricket's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of MCC Cricket, the Committee may approve expenditure on behalf of MCC Cricket.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of MCC Cricket (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two committee members.
- (5) All funds of MCC Cricket must be deposited into the financial account of MCC Cricket no later than five working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

**69. Financial records**

- (1) MCC Cricket must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.



- (2) MCC Cricket must retain the financial records for seven years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

**70. Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of MCC Cricket are met.
- (2) Without limiting sub-Rule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of MCC Cricket; and
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

**PART 7—GENERAL MATTERS**

**71. Common seal**

- (1) MCC Cricket may (but need not) have a common seal.
- (2) If MCC Cricket has a common seal—
  - (a) the name of MCC Cricket must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

**72. Registered address**

The registered address of MCC Cricket is—

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

**73. Notice requirements**

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
  - (a) by handing the notice to the member personally, in which case it is deemed to have been given on the date it is so handed to the member; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members, in which case it is deemed to have been given on the date that is three business days after the date of posting; or
  - (c) by email or facsimile transmission to an email address or facsimile number provided

by the member, in which case it is deemed to have been given on—

- (i) the date on which the email or facsimile transmission is sent if sent during business hours on a business day in Melbourne,
  - (ii) otherwise, the next business day in Melbourne.
- (2) Sub-Rule (1) does not apply to notice given under Rule 56.
- (3) Any notice required to be given to MCC Cricket or the Committee may be given—
  - (a) by handing the notice to a member of the Committee or the Secretary; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances—
    - (i) by email to the email address of MCC Cricket approved by the Committee or to the email address of the Secretary; or
    - (ii) by facsimile transmission to a facsimile number of MCC Cricket approved by the Committee.

**74. Inspection of books and records**

- (1) Members may on request to inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings.
- (2) The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- (3) Subject to the Act, a member who is not a committee member does not have any right to inspect or be given a copy of any book, record or other document of MCC Cricket except as authorised by the Committee.

*Note*

*See note following Rule 19 for details of access to the register of members. See sections 53 and 57 of the Act for statutory rights of inspection by members.*

**75. Winding up and cancellation**

- (1) MCC Cricket may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of MCC Cricket, the surplus assets of MCC Cricket must not be distributed to any members or former members of MCC Cricket.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to MCC or, if MCC so approves, to a body that has similar purposes to MCC Cricket and which is not carried on for the profit or gain of its individual members.

**76. Indemnity of office holders**

MCC Cricket must indemnify, to the maximum extent permitted by law, each of its office holders against any liability incurred in good faith by the office holder in the course of performing his or her duties as an office holder.

**77. Alteration of Rules**

- (1) Subject to sub-Rule (2), these Rules may only be altered by special resolution of a general meeting of MCC Cricket.
- (2) A special resolution to alter these Rules (including this Rule) shall be of no force or effect unless and until MCC consents to the alteration.

*Note*

*Under section 50(2) of the Act an alteration of these Rules does not take effect unless or until the alteration is approved by the Registrar.*

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