Victorian Metropolitan Cricket Union
(Incorporated)

Part II

Corporate Rules

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1 NAME

1.1 The name of the Union shall be the Victorian Metropolitan Cricket Union Incorporated (hereinafter called "the Union").

2 INTERPRETATION

2.1 In these Rules, unless the contrary intention appears:

"Board" means the Board of Directors of the Union.
"Financial Year" means the year ending 31st May.
"General Meeting" means a General Meeting of Members convened in accordance with Rule 8 and / or Rule 9.
"Member" means a Member of the Union regardless of category of Membership.
"The Act" means the Associations Incorporation Act 1981.
"The Regulations" mean the Regulations under the Act.

2.2 In these Rules, a reference to the Administrator of the Union is a reference:

2.2.1 Where a person holds office under these Rules as Administrator of the Union to that person; and

2.2.2 In any other case to the Public Officer of the Union.

2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time and words importing the masculine gender include the feminine gender or vice versa.

3 MEMBERSHIP

3.1 The following persons and/or bodies shall be entitled to membership of the Union:

3.1.1 The eleven (11) Board Members elected or appointed pursuant to these Rules who shall remain Members only during the currency of their term of their office.

3.1.2 Each Melbourne Metropolitan Cricket Association in Victoria which is presently affiliated with the Union or

which may become affiliated in accordance with these Rules which shall be termed a Member Association.

3.1.3 The Board may from time to time create various other categories of Membership and may from time to time determine the fees payable with respect to each category so created. Such categories may also include Life Members and in the event that the Board wish to nominate a Life Member in recognition of special or meritorious services rendered to the Union, they may do so as in Rule 3.4.

3.2 A nomination from an Association for Membership of the Union shall be made in writing and shall be accompanied by Membership fees as specified in the Rules and shall include details of the Association's Office Bearers and such details of its affairs as the Board may from time to time require by notice in writing to the Association. With the Board's recommendation and the consent of a majority of the Members present at a General Meeting, the Association may be admitted to membership of the Union provided that all necessary qualifications are met and all applicable fees are paid.

3.3 A right, privilege, or obligation of a Member by reason of Membership of the Union:

3.3.1 Is not capable of being transferred or transmitted to another person or Member.

3.3.2 Terminates upon cessation of membership, whether by death, resignation, retirement, disqualification or upon a Member Association disbanding or otherwise.

3.4 Life Membership

3.4.1 Proposed when a two-thirds majority of the Board at a duly convened Board Meeting considers that the meritorious service of the nominee warrants such recognition. Life Membership nominations shall be limited to two (2) in any single year.

3.4.2 Life Membership nominations shall then be submitted to the next Annual General Meeting for approval and shall require a two thirds majority of the eligible votes at the Annual General Meeting to be agreed to.

3.4.3 The granting of Life Membership confers on the Life Member all the privileges of the Union.

3.4.4 Life Members shall not be required to pay fees associated with Membership.

3.5 Restricted Membership

3.5.1. Any group with the primary role of playing cricket which is not a Metropolitan Cricket Association "Member Association" under Rule 3.1.2 can nominate for Membership of the Union in the Restricted Member Category.

3.5.2. Nominations for Restricted Members shall be made as in Rule 3.2.

3.5.3. The granting of Restricted Membership to a group confers all the privileges and obligations of the union, save that Restricted Member Groups do not have voting rights.

3.5.4. Restricted Members shall be required to pay fees as determined by the Board under 3.1.3.

4 ENTRANCE/AFFILIATION FEE

4.1 The entrance fee, annual subscriptions, levies, and the date for payment thereof shall be determined from time to time for each membership category by the Board.

5 REGISTER OF MEMBERS

5.1 The Administrator shall keep and maintain a register of Members in which shall be entered the full details, name, address (including an electronic address) and date of entry of each Member and the register shall be available for inspection by Members at the address of the Union.

6 RESIGNATION OF MEMBERSHIP

6.1 A Member may resign by giving notice in writing to the Union but such resignation shall not relieve the Member from liability for any debts then due by the Member to the Union nor any liability legally

attached to the Member by being a Member of the Union until the time of such resignation.

6.2 Upon resignation, a Member shall forfeit all claims to assets that may have been accumulated during the time of Membership and shall not be entitled to claim a refund of prepaid fees, levies or charges.

7 FORFEITURE OF MEMBERSHIP

7.1 The Board may in its absolute discretion suspend or terminate the Membership of a Member.

7.2 The only grounds for such action shall be:

7.2.1 Dissolution in the case of a Member Association.

7.2.2 Continued failure to pay outstanding debts incurred with or duly levied by the Union.

7.2.3 Behavior of the Member or in the case of a Member Association, its officials or its players of a nature deemed to bring the Union into disrepute.

7.2.4 Financial insolvency of a Member Association.

7.2.5 Continued failure to meet playing commitments.

7.3 Notwithstanding anything included in these Rules, where a Member fails to pay annual fees and or levies and fails to lodge any other documents or information, which may otherwise be required by the Board, it shall be deemed that the Member has relinquished Membership of the Union. Subject to the approval of the Board, such Member can be restored to Membership of the Union from the date of lodging of the monies and or details required.

7.4 A resolution of the Board under Rule 7.1:

7.4.1 Does not take effect unless the Board, at a Meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after the service on the Member of a notice under Rule 7.6 confirms the resolution; and

7.4.2 Where the Member exercises a right of appeal to the Union in General Meeting under this Rule does not take effect unless the Union in General Meeting confirms the resolution.

7.5 Where the Board passes a resolution under Rule 7.1 the Administrator shall, as soon as practicable, cause to be served on the Member a notice in writing;

7.5.1 Setting out the resolution of the board and the grounds on which it is based.

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

7.5.3 Stating the date, place and time of that Meeting.

7.5.4 Informing the Member that it may do one or more of the following:

a) Attend that Meeting.

b) Give the Board before the date of that meeting a written statement seeking the revocation of the resolution.

c) Not later than seventy two (72) hours before the date of the Meeting, lodge with the Administrator a notice to the effect that it wishes to appeal to the Union in General Meeting against the resolution.

7.6 At a meeting of the Board held in accordance with Rule 7.5 the Board:

7.6.1 Shall give to the Member an opportunity to be heard.

7.6.2 Shall give due consideration to any written statement submitted by the Member; and

7.6.3 Shall by resolution determine whether to confirm or revoke the resolution.

7.7 Where the Administrator received a notice under Rule 7.5, he shall notify the Board and the Board shall convene a General Meeting of the Union to be held within sixty (60) days after the date on which the Administrator receives the notice.

7.8 At a General meeting of the Union convened under Rule 7.7:

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

7.8.2 The Board may place before the Meeting details of the grounds for the resolution.

7.8.3 And the reasons for passing the resolution.

7.8.4 The Member shall be given an opportunity to be heard; and

7.8.5 The Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

7.9 If at the General Meeting convened under Rule 7.8:

7.9.1 Two thirds of the Members present vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed and;

7.9.2 In any other case, the resolution is revoked.

7.10 Any Association resigning, retiring or being disqualified from the Union shall not have any claim upon any monies, property, credits or other assets of the Union and upon such resignation, retirement or disqualification the interest or interests in such monies, property, credits or other assets shall wholly cease.

8 ANNUAL GENERAL MEETING

8.1 The Union shall in each calendar year convene an Annual General Meeting for its Members by providing them with not less than twenty one (21) days written notice.

8.2 The Annual General Meeting shall be held on such day as the Board determines but shall be held no later than 31st August in each year.

8.3 The Annual General Meeting shall be specified as such in the notice convening it

8.4 The Ordinary business of the Annual General Meeting shall be:

8.4.1 To confirm the minutes of the preceding Annual General Meeting and of the last General Meeting held since that Meeting.

8.4.2 To receive from the Board reports of the transactions of the Union during the last preceding financial year.

8.4.3 To elect office bearers and Board Members of the Union.

8.4.4 To receive and consider the statement submitted by the Union in accordance with Section 30(3) of the Act.

8.4.5 To confirm the allocation of Member Associations to Regions.

8.5 The Annual General Meeting may transact special business of which notice has been given to the Administrator at least thirty (30) days prior to the date of such Meeting whereupon the Administrator shall include notice of that special business on the agenda for the Annual General Meeting.

8.6 The Annual General Meeting shall be held in addition to any other General Meetings that may be held in the same year.

9 CONVENING OF SPECIAL GENERAL MEETINGS

9.1 A minimum of twenty one (21) days notice (exclusive of the date on which the notice is served but inclusive of the day for which notice is given) shall be provided in writing to all Members for any Special General Meeting with such notice to specify the general nature of the business to be transacted which may be in the form of a Special Resolution or Ordinary Resolution.

9.2 The accidental omission to give notice of a Meeting to, or the non-receipt of a Notice of Meeting by any Member shall not invalidate the proceedings at any Meeting.

9.3 At a Special General Meeting the only business to be transacted shall be that business as is generally notified in the Notice of Meeting.

9.4 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

9.5 The Board may, whenever it deems fit, convene a Special General Meeting of the Union.

9.6 The Board shall, on the requisition in writing of not less than one-third of Member Associations, convene a Special General Meeting of the Union.

9.7 The requisition for a Special General Meeting shall state the objects of the Meeting and shall be signed by the Member Associations and be

sent to the address of the Administrator and may consist of several documents in a like form each signed by one (1) or more of the Member Associations making the requisition.

9.8 The Board shall within ten (10) working days of receipt of such requisition forward the Notices of Meeting to Members. However, if the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Administrator, the Member Associations making the requisition or any of them, may convene a Special General Meeting to be held not later than three months after the date on which the one month period lapses.

9.9 A Special General Meeting convened by Member Associations pursuant to this Rule shall be convened in the same manner or as nearly as possible as that in which those Meetings are convened by the Board and all reasonable expenses incurred in convening the Meeting shall be refunded by the Union to the Member Associations incurring the expenses.

10 PROCEDURE AT GENERAL MEETINGS

10.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specifically referred to in these Rules, as being ordinary business of the Annual General Meeting shall be deemed to be special business.

10.2 No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the Meeting is considering that item.

10.3 Not less thaneight (8) Members being representatives of Member Associations entitled under these Rules to vote together with not less than five (5) Board Members shall constitute a quorum for the transaction of the business of a General Meeting.

10.4 If within thirty (30) minutes of the appointed time for the commencement of a General Meeting a quorum is not present, the Meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned), at the same place.

If at the adjourned meeting the quorum is not present within half an hour after the time appointed for commencement of the meeting, the members present representing not less than 50% of affiliated associations shall constitute a quorum.

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

10.6 The President, or in his absence the Vice President shall preside as Chairman at each General Meeting of the Union.

10.7 If the President and Vice President are absent from a General Meeting, the Members present shall elect one (1) of their number to preside as Chairman at the Meeting.

10.8 The Chairman of the General Meeting at which a quorum is present may with the consent of the Meeting, adjourn the Meeting from time to time and place to place, but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.

10.9 Where a Meeting is adjourned for fourteen (14) days or more a like Notice of the adjourned Meeting shall be given as in the case of a General Meeting.

10.10 Except as provided in rules 10.8 and 10.9 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.11 A question arising at a General Meeting of the Union shall be determined on a show of hands and unless before or on declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried with a particular majority or lost. An entry to that effect in the Minute Book of the Union is evidence of the fact, without further proof of the number or proportion of the votes recorded in favour of or against that resolution.

10.12 No person shall be entitled to vote at a General Meeting other than as provided for in these Rules. Upon any question at a General Meeting of the Union, a Board Member or Member Association has one vote only the latter of which is to be given by duly appointed delegate of such Member Association.

10.13 All votes shall be given personally or by proxy.

10.14 All Member Associations shall appoint one (1) delegate for the purposes of voting at General Meetings who shall be entitled to vote on behalf of the Member Association. Such delegates shall be nominated in writing to the Union to reach it not later than seven (7) days prior to the Annual General Meeting in each year. Member Associations may also appoint up to two (2) proxy delegates at the same time and in the same manner who can stand in the stead of the delegate when that delegate is unavailable or unable to attend.

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

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

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

10.18 A Board Member shall be entitled to move or second a motion at a General Meeting and shall be entitled to vote only as provided in the Rules.

10.19 Save for the case of Member Associations which shall be governed by Rule 10.14 hereof each Member shall be entitled to appoint another Member as its proxy by notice given to the Administrator no later than twenty four (24) hours before the time of the Meeting in respect of which the proxy is appointed.

10.20 The notice appointing the proxy for either a Member or Member Association shall be in the form set out in Appendix 1.

11 BOARD OF DIRECTORS

11.1 The affairs of the Union shall be managed by a Board of Directors (called the “Board”) constituted as provided in Rule 11.3.

11.2 Subject to these Rules, the Regulations and the Act the Board;

11.2.1 Shall control and manage the business and affairs of the Union.

11.2.2 May exercise all such powers and functions as may be exercised by the Union other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Union.

11.2.3 Has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Union.

11.3 The Board shall comprise:

11.3.1 President, (who may or may not be a member of an affiliated Association).

11.3.2 Treasurer (a person to be appointed by the Board).

11.3.3 Administrator (a person to be appointed by the Board. This person shall also be the Public Officer of the Union).

11.3.4 Directors comprising one (1) representative duly appointed from time to time by each of the Metropolitan Cricket Regions. All ordinary Directors must be members of an Association currently affiliated with the Union.

11.4 The provisions of Rule 13 so far as they are applicable and with all necessary modifications shall apply to the eligibility of persons to any of the offices mentioned in Rule 11.3.

11.5 Each Officer and Director of the Union shall hold office until the close of the Annual General Meeting next after the date of his election but is eligible for re-election.

11.6 In the event of a casual vacancy in any elected office referred to in Rule 11.3 the Board may appoint a substitute to the vacant office and the person so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment. Where appropriate, the Board may consider persons who were nominated for but were unsuccessful in being elected for that position at the previous Annual General Meeting to fill the vacancy concerned.

11.7 In the event of a casual vacancy in the office of a Director appointed by a Region, the Region concerned shall forthwith appoint a new representative and notify the Administrator of the Union. If the Region does not comply with this requirement, the Board of the Union shall appoint such representative within thirty days of the vacancy. The person so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.

12 ELECTION OF PRESIDENT, TREASURER AND ADMINISTRATOR

12.1 Nominations of candidates for election as President of the Union pursuant to Rules 11.3.1 shall;

12.1.1 Be in writing signed by two Members of the Union and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

12.1.2 Be delivered to the Administrator of the Union not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.

12.2 If no nomination is received to fill a vacancy on the Board, further nominations shall be received at the Annual General Meeting. If insufficient nominations are then still received to fill all vacancies on the Board, the Board shall, at a later meeting of the Board appoint a person or persons to fill the positions vacant, as set out in Rule 11.6.

12.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

12.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

12.5 The ballot for the election of officers shall be conducted at the Annual General Meeting in such usual and proper manner as the Chairman may direct.

13 VACANCY ON THE BOARD

13.1 For the purposes of these Rules, the office of a Board Member of the Union becomes vacant if the Office Bearer:

13.2 Resigns his office in writing given to the Administrator; or

13.3 Holds any office of profit with the Union provided that an honorarium or refund of expenses paid to an office bearer shall not disqualify him from so holding office; or

13.4 Becomes bankrupt; or

13.5 Becomes prohibited from being a Director of a Company by reason of an Order made under any provision of the Corporations Law or any State or Commonwealth law; or

13.6 Becomes of unsound mind; or

13.7 Is sentenced to imprisonment by a court; or

13.8 Any Board Member other than the President who without permission of the Board absents himself from two consecutive Board Meetings; or

13.9 Fails to advise the Board of any pecuniary interest in any contract with the Union.

14 PROCEDURE OF BOARD OF DIRECTORS

14.1 The Board shall meet not less than four (4) times in each year at such place and times as the Board may determine.

14.2 Meetings of the Board may be convened by the President, or any two (2) Members of the Board.

14.3 Any five (5) Ordinary Directors of the Board and at least one (1) Executive Officer shall constitute a quorum for the transaction of the business of a Meeting of the Board.

14.4 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the Meeting a quorum is not present, the Meeting shall stand adjourned to the same place at the same hour of the same day in the following week.

14.5 At meetings of the Board:

14.5.1 The President or in his absence the Vice President shall preside; or

14.5.2 If the President and Vice President are both absent, such one of the remaining Members of the Board as may be chosen by the Board Members present shall preside.

14.6 Questions arising at a Meeting of the Board shall be determined on a show of hands or, if demanded by a Board member, a poll taken in such a manner as the person presiding at the Meeting may determine.

14.7 Each Board Member present at the Meeting of the Board (including the person presiding at the Meeting) is entitled to one (1) vote and, in the event an equality of votes on any question, the person presiding may exercise a second or casting vote.

14.8 Subject to Rule 14.3, the Board may act notwithstanding any vacancy on the Board and may also act to increase their numbers pursuant to Rules 11.6 and 12.2 provided that all existing Board Members must be present to elect a substitute or further Member.

14.9 No resolution passed by the Board shall be altered or rescinded unless by unanimous consent of the Board Members present at that Meeting, or except where prior notice in writing of the intention to move a rescinding resolution is given to Board Members that a subsequent Meeting of the Board is to consider a motion to alter or rescind such resolution, at which time a simple majority only shall be necessary.

14.10 A Member of the Board shall not vote on any matter in which he has a pecuniary interest or in which he is a Member of a Member Association directly concerned in the business at hand.

14.11 At its first Meeting after each Annual General Meeting the Board shall:

14.11.1 Elect a Vice President from within those eight ordinary Members appointed by the Regions. The Vice President shall, in the absence of the President from any Meeting, carry out the duties of the President at that Meeting pursuant to the Rules of the Union.

14.11.2 Appoint delegates to other bodies as necessary from the members of the Board or at its discretion from nominations received at the Annual General Meeting. Delegates so appointed shall hold office at the discretion of the Board until the conclusion of the next Annual General Meeting.

14.12 The Board shall have power to appoint such Executive Officers, Coaches, Managers and personnel as it deems necessary for the proper functioning of the Union and shall fix any salaries, honorariums, allowances it deems appropriate to the functions and duties of those persons appointed.

15 DUTIES OF TREASURER

15.1 The Treasurer of the Union:

15.1.1 Shall collect and receive all monies due to the Union and make all payments authorised by the Union; and

15.1.2 Shall keep correct accounts and books showing the financial affairs of the Union with full details of all receipts and expenditure connected with the activities of the Union; and

15.1.3 Shall present up to date statements to the Board from time to time as requested and shall present an Audited Statement pursuant to the Act and the Regulations to the Members at the Annual General Meeting.

15.2 The accounts and the books referred to in Rule 15.1.2 shall be available for inspection by Members.

16 MINUTES OF MEETINGS

16.1 The Administrator of the Union shall keep custody of minutes of the resolutions and proceedings of each General Meeting and each Board Meeting in books provided for that purpose together with a record of the names of the persons present at Board Meetings.

17 REMOVAL OF BOARD MEMBER

17.1 The Union in General Meeting may by resolution remove any Member of the Board before the expiration of his term of office and appoint another Member in his stead to hold office until the expiration of the term of the first mentioned Member.

17.2 Where the Member to whom a proposed resolution referred to in rule 17.1 makes representations in writing to the Administrator or President of the Union (not exceeding a reasonable length) and

requests that they be notified to the Members of the Union, the Administrator or the President may send a copy of the representations to each Member of the Union or, if they are not so sent, the Member may require that they be read at the Meeting.

18 CHEQUES

18.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) of the following:

18.1.1 President.

18.1.2 Administrator.

18.1.3 Treasurer.

19 COMMON SEAL

19.1 The Common Seal of the Union shall be kept in the custody of the Administrator.

19.2 The Common Seal shall not be affixed to any instrument except by the Authority of the Board and the affixing of the Common Seal shall be attested by two signatories who shall be Members of the Board, one of whom may be the Public Officer of the Union.

20 ALTERATION OF RULES AND STATEMENT OF PURPOSES

20.1 These Rules and Statement of Purposes shall not be altered except in accordance with the Act and the Regulations.

21 SERVICE OF NOTICES

21.1 A notice may be served by or on behalf of the Union upon any Member either personally or by sending it by post or electronically to the Member at the Address shown in the Register of Members or to their electronic address.

21.2 Where a document is properly addressed prepaid and posted to a Member as a letter (including their electronic address where available), the document shall, unless the contrary is proven, be

deemed to have been given to the Member at the time of which the letter would have been delivered in the ordinary course of post or in the case of electronic transmission, at the time notification is received from the recipient's file server.

22 WINDING UP OR CANCELLATION

22.1 In the event of the winding up or the cancellation of incorporation of the Union, the assets of the Union shall be disposed of in accordance with the provisions of the Act.

23 CUSTODY OF RECORDS

23.1 Except as otherwise provided in these Rules, the Administrator shall keep in his custody or under his control all books, documents and securities of the Union.

24 SOURCE OF FUNDS

24.1 The funds of the Union shall be derived from entrance fees, annual subscriptions, levies upon Members, donations and such other sources as the Board determine.

25 OTHER TRANSACTIONS

25.1 The income and property of the Union whencesoever derived shall be applied solely towards the promotion of the objects of the Union as set forth and no part thereof shall be paid or transferred directly or indirectly by way of dividends bonus gratuity or otherwise whosoever by way of profit to any Member of the Union provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Union or to any member of the Union or any other person for goods supplied in the ordinary or usual way of business nor prevent the payment to any Member for reasonable and proper rent for premises derived or let by that Member to the Union and further provided that no person shall receive a greater profit, benefit or advantage from the Union than that received by every member of the Union other than a remuneration or honorarium for work done by the Administrator, Treasurer or other Officer of the Union or salary or wages paid to Employees.

26 REGIONS AND DELEGATES

26.1 Metropolitan Melbourne shall be divided into Regions for the administration of the Union. The Union shall at each Annual General Meeting confirm the number of Regions for the ensuing year for the purposes of these Rules.

26.2 Affiliated Associations within each Region shall meet prior to the Annual General Meeting of the Union in each year and shall nominate the Region delegate to be appointed to the Board of the Union for the ensuing year and such nomination is to be notified in writing to the Administrator of the Union prior to the Annual General Meeting. If the Region does not comply with this requirement, the Board of the Union shall appoint such representative.

26.3 In the unavoidable absence of a Region delegate from a Meeting of the Board, he may appoint in writing a proxy to represent him at that Meeting and such proxy may vote and act as such delegate might or could have done if present upon lodging with the Chairman of such Meeting the written proxy appointment referred to.

26.4 The Regions shall at all times act in accordance with the provisions and intent of the Statement of Purposes and the Rules and Regulations of the Union.

26.5 Notwithstanding anything contained herein, each Region shall be entitled to establish its governing Committee or Board in the form most suited to the needs and requirements of its Members subject to the requirements of the Act and the Regulations and subject to adherence to the Statement of Purposes and the Rules of the Union.

27 APPOINTMENT OF HONORARY OFFICERS

27.1 At the first Board Meeting after the Annual General Meeting the Board shall appoint an Honorary Solicitor, Honorary Auditor and such other Honorary Officers, as it may deem advisable.

28 ADOPTION OF REGULATIONS

28.1 A majority of Members at any General Meeting duly constituted may make or alter such Regulations as are necessary. All decisions so made at any General meeting are binding on all member associations.

28.2 The Board shall have the power to make such Regulations not being inconsistent with the Statement of Purposes and the Rules of the Union as it may from time to time deem necessary or expedient to give effect to the Statement of Purposes and or the Rules and may from time to time suspend, revoke or amend any such Regulations and shall provide all Member Associations with at least twenty one (21) days written notice thereof.

28.3 The Board shall have the power to set, alter, amend or revise the levels of fines, deposits or other monetary amounts required to be paid under the Rules, or Regulations and shall provide all Member Associations with at least twenty one (21) day written notice thereof.

29 DISPUTES AND MEDIATION

29.1 Where no other specific provision is made in these Rules the grievance procedure set out herein applies to disputes under these Rules between:

29.1.1 A Member and another Member; or

29.1.2 A Member and the Union

Provided that where the procedure conflicts with another Rule then the procedure shall at all times be construed and be subject to such other Rule.

29.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

29.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting then the parties must, within 10 days, hold a meeting in the presence of a mediator.

29.4 The Mediator must be a person chosen by agreement between the parties or be in the absence of agreement;

29.4.1 In the case of a dispute between a Member and another Member, a person appointed by the Board; or

29.4.2 In the case of a dispute between a Member and the Union a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of

Justice) or such other similar organisation as may be determined by the Board.

29.5 The Mediator cannot be a Member who is a party to the dispute.

29.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

29.7 The Mediator, in conducting the mediation, must:

29.7.1 Give the parties to the mediation process every opportunity to be heard; and

29.7.2 Allow due consideration by all parties of any written statement submitted by any party; and

29.7.3 Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

29.8 The mediator must not determine the dispute.

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

Appendix 1

Victorian Metropolitan Cricket Union

Form of appointment proxy

I, ……

Of ……..

Being a Member of ……..

(the Incorporated Association)

hereby appoint

……

of …….

being a Member of the Union, as my proxy to vote for me on my behalf at the General Meeting of the

Union (Annual General Meeting or Special General Meeting, as the case may be) to be held on the

..... Day of .... 200 and at any adjournment of that

Meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).