

# **CONSTITUTION & RULES of GELLIBRAND CRICKET CLUB INCORPORATED**

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

## **The Association**

1. The name of the Association is Gellibrand Cricket Club Incorporated (*the Club*)
2. The official club colours are red and white.
3. The purposes of the Club are:
  - a) to promote participation in cricket at all levels in the Hobsons Bay area;
  - b) to foster the family and community values of the Club;
  - c) to enable and encourage the growth of the Club;
  - d) to provide for the perpetual on-field and off-field success of the Club;
  - e) to encourage a better acquaintance and fellowship between players, members and supporters of the Club; and
  - f) to ensure that the Club is regarded as the cricket club of choice in the Hobsons Bay area.
4. The Club has power to undertake all actions to help it to achieve these Purposes.
5. The Club and its Committee may only exercise their powers and use the income and assets of the Club for the Purposes listed herein.

## **Financial year**

6. The financial year of the Club starts on May 1 of each year.

## **Members**

7. Anyone who supports the Purposes of the Club can apply to join the Club as a member.
8. The Committee can set or change annual subscription fees for members. Changes to the amount must be approved by members at a general meeting.
9. A person can apply to join the Club by communicating their intentions to the Secretary and paying the subscription fee.
10. The Committee can approve or reject an application to join the Club. If the Committee rejects an application, it is not required to give reasons for that decision, but it must return the joining fee and write to the person to tell them their application has been rejected.
11. A person becomes a member when:
  - a. the Committee has approved their application to join the Club
  - b. the Club has received the person's joining fee, and

- c. the Secretary has entered the person's name, address (email or postal) and date they became a member on the members register.
- 12. Members can choose to stop being a member of the Club at any time by communicating their intentions to the Secretary, or by allowing their annual subscription to lapse. The Club will not refund any subscription fees already paid.
- 13. Members must pay the annual subscription fee by a date stipulated by the Committee. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting (**AGM**)).
- 14. Members have rights and liabilities as set out in the Act and in these rules.
- 15. Each member's liability is limited to the joining and annual subscription fees.

### **Life Members**

- 16. The Committee shall have the power to elect Honorary Life Members. Members, who are considered to have rendered special or extended service to the Club, may be nominated for life membership.
- 17. Nominations for life membership can be made by any Club Member. Nominations can be made in writing to the Secretary, or verbally at any Committee Meeting.
- 18. Nominations for life membership are to be endorsed or rejected by the Committee, at the meeting immediately following a nomination. An endorsement for life membership must be supported by a three-quarter majority of those members present.
- 19. Life Members shall be entitled to all privileges and voting entitlements of Members.

### **Members' access to documents**

- 20. A member may, subject to rules 22 to 24, inspect the rules of the Club, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.
- 21. A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.
- 22. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Club.
- 23. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
- 24. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.

## The Committee

25. The Club is governed by a management committee (the **Committee**) which is made up of committee members (**Committee Members**).
26. The Committee can exercise all powers and functions of the Club (consistent with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).
27. The Committee may write and adopt policies and procedures (By-Laws) which it deems necessary to assist the Club in the achievement of its Purposes. By-Laws are to reviewed annually and amended if necessary. By-laws can be changed at any committee or general meeting. A majority vote of all members present shall be needed to change any By-Laws.
28. The Committee can delegate any of its powers and functions to a committee member, a sub-committee or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.
29. Committee Members, and offices are elected by members of the Club at the AGM by a show of hands, or if requested, a ballot.
30. The Committee is made up of the following roles:
  - a. The President

The President is to chair all meetings at which he/she is present (see rule 50). It is also expected that, unless otherwise delegated, the President will act as the Club's spokesperson when necessary.
  - b. The Vice President

The Vice-President is to, in circumstances where the President is absent or unable to do so, carry out the duties of the President. In the instance that the President is permanently unable or unwilling to carry out his/her duties, the Vice-President will assume to role of the President until the next AGM.
  - c. The Treasurer

The Treasurer is responsible for all financial transactions actioned by the club. The Treasurer is also responsible for the presentation of statements and reports at all Committee meetings.
  - d. The Secretary

The Secretary is responsible for reporting to Consumer Affairs Victoria (CAV) on the organisation's financial affairs in the *annual statement* and notifying CAV of changes to key club details. The Secretary shall also be responsible for organising meetings, overseeing memberships and keeping records of the Club. The Secretary has a number of legal duties and responsibilities under the Act; any member appointed as the Secretary must be made aware of, and familiar with, the duties set out in the Act.

(these are the **Offices**)
  - e. Up to six (6) Ordinary Committee Members.
31. The Secretary must be over 18 years of age, and live in Australia.
32. If the Secretary stops living in Australia, they cannot remain the Secretary.

33. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days. CAV must be informed of a change of Secretary within 14 days.
34. Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.
35. A member can nominate him/herself, or another member, to be on the Committee by writing to the Secretary, another member must support their nomination in writing. The supported nomination must be received by the Secretary at least 48 hours before the AGM.
36. If the number of members nominated to be Committee Members is equal to the number of positions open for election, the AGM Chair may declare the positions filled without holding a vote.
37. If the number of applicants for the Committee is less than the number of positions, other members of the Club can nominate themselves, or other members, at the AGM.
38. A Committee Member stops being on the Committee if they:
  - a. resign, by writing to the Committee or the Secretary
  - b. are removed by a special resolution of members of the Club
  - c. become insolvent (as the term is used in the *Corporations Act 2001*)
  - d. become a represented person (under the *Guardianship and Administration Act 1986*),  
or
  - e. die.
39. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 38, the Committee can temporarily appoint a member of the Club to fill the vacancy on the Committee until the next General Meeting.
40. Among its other responsibilities, the Committee is responsible for making sure that:
  - a. accurate minutes of general meetings and Committee meetings of the Club are made and kept, and
  - b. all records, securities and relevant documents of the Club are kept properly.

### **Sub-Committees**

41. The Committee may choose to appoint and delegate responsibilities to sub-committees.
42. The composition of any sub-committee is to be decided by the Committee. The Committee is also to elect a Chair & Minute Taker for each sub-committee.
43. Any sub-committee appointed by the Committee must have a set portfolio and purview. The purview of a sub-committee must be formally adopted by the Committee as a By-Law document.
44. Sub-committee meetings are to be conducted under the same rules as Committee meetings (see rules 47-52).
45. Each sub-committee may set its own agenda, but must also consider any issues presented to it by the Committee. Any submission, question or recommendation to a sub-committee must be sent in writing to the sub-committee Chair.

46. Minutes of each sub-committee meeting must be submitted to the Secretary for the consideration of the Committee.

### **Committee Meetings**

47. The Secretary must give 7 days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting. At an urgent meeting, only the issues for which the meeting was called can be considered. Notice of any sub-committee meeting must be given by the sub-committee Chair.
48. The Committee can decide how often it meets.
49. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
50. The Chair of Committee Meetings is the President, or if the President cannot attend, the Vice President, and if the President and Vice President cannot attend, the Committee Members can choose who will be Chair for that meeting. The Chair of sub-committee is to be the sub-committee's own Chair, or if the sub-committee Chair cannot attend the sub-committee members can choose who will be Chair for that meeting.
51. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
52. The majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

### **General Meetings**

53. The Club shall hold an Annual General Meeting (AGM) no later than the first week of August. No less than 14 days notice of an AGM shall be given to Members. The notice of AGM must include any special business or motions to be considered.
54. The order of business at each AGM shall be;
- i. Confirmation of the minutes of the previous AGM
  - ii. Presentation and adoption of annual reports (President, Secretary, Junior President, etc.)
  - iii. Presentation and adoption of annual financial statements and Treasurer's report
  - iv. Election of a meeting chair to oversee appointments
  - v. Dissolution of the current Committee
  - vi. Election of the new Committee
  - vii. Any other business as determined by the Committee
55. A Committee majority, or a group of at least 10% of all senior members may call a Special General Meeting.
56. At least 10% of senior members (a quorum) must be present at a general meeting (either in person or through the use of technology, or by proxy) for the meeting to be held.
57. Members may vote by proxy at general meetings.
58. Proxy votes must be received by the Secretary 1 hour before a meeting.

59. Notice of general meetings must be provided to members at least 14 days before the meeting in writing to each member's postal or email address listed on the members register.
60. Notices of general meetings must include proposed matters to be dealt with at that meeting. If a special resolution is proposed, this must be clearly specified in the notice.
61. The Chair of a general meeting will be the President, or if the President is not in attendance, the Vice President, or if the President and Vice President are not in attendance, the members at the meeting can choose another Committee Member to be Chair.
62. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
63. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
64. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 56) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

### **Special Resolutions**

65. Special resolutions must be passed in order for the following to be changed, amended or actioned;
  - a. The Club name
  - b. The official Club colours
  - c. The Club location
  - d. The Club constitution & rules
  - e. A merger with another club, or
  - f. Winding up of the Club
66. Special resolutions may be motioned by any member; however the motion must be supported, in writing, by no less than 10% of senior members.
67. A special resolution can only be passed at a general meeting of members, at either an annual general meeting (AGM) or a special general meeting.
68. The special resolution will only be passed at the general meeting if at least 75% of those members, who vote on the resolution, vote in favour. This includes members who are not actually present themselves but whose 'proxies' cast votes on their behalf. It excludes those members who abstain from voting.

## **Grievance disputes**

69. If there is a dispute between a member and another member, a member and the Club, or a member and the Committee; the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
70. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
  - a. the party with a grievance must write to the Club and any other people affected, and explain their grievance
  - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved 4 days notice of the time and place of the hearing
  - c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
  - d. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

## **Disciplining members**

71. The Committee can discipline a member of the Club if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Club.
72. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
73. The Committee must arrange a disciplinary procedure that meets these requirements:
  - a. the outcome must be determined by a unbiased decision-maker
  - b. the member must have opportunity to be heard, and
  - c. the disciplinary procedure must be completed as soon as reasonably practicable.
74. The outcome of a disciplinary procedure can be that the member must leave the Club, for a period of time or indefinitely. The Club cannot fine a member as a disciplinary measure.

## **Funds**

75. The Club must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.
76. The Club may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Club's Purposes.
77. Cheques, EFT transfers or cash payments made from the Club's funds must be authorised by two members of the Committee.

78. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
79. The Club does not have a common seal.

#### **Alteration of rules**

80. These Rules may be changed, added to, or replaced by special resolution of the Club's members at a general meeting (see Rules 65-68).

#### **Winding Up**

81. The members may vote by special resolution at a general meeting to wind up the Club (see Rules 65-68).
82. If the Club is wound up, any surplus assets must not be distributed to the members or former members of the Clubs, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members.