



Approved by VDCC Membership on 21 August 2023

Valley District Cricket Club Inc. Rules



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1. Terms and Definitions

- (a) “**Act**” means the Associations Incorporation Act 1981. A word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
- (b) “**Member**” means an Honorary Member, an Executive Committee Member, a Playing Member, a Life Member, an Ordinary Member or a Junior Playing Member, as applicable.
- (c) “**Patron**” means a person appointed by the Members at the Annual General Meeting in accordance with Clause 6.1(a)(i) who at the time of the passing of these Rules is Mr. A R Border AO.
- (d) “**President**” means a person appointed by the Members at the Annual General Meeting in accordance with Clause 6.1(a)(ii) who at the time of the passing of these Rules is Mr. R P Easton OAM.
- (e) “**Rules**” means these rules as amended from time to time.
- (f) “**VDCC**” means Valley District Cricket Club Inc.
- (g) “**VDCC Policies**” means the Code of Conduct, the Member Protection Policy, the Roles and Responsibilities Policy, the Executive Committee Charter, each Sub-Committee Charter and any other document as determined and implemented by the Executive Committee in furtherance of the objects and interests of VDCC, each as amended from time to time.
- (h) “**Vice President**” means a person appointed by the Members at the Annual General Meeting in accordance with Clause 6.1(a)(iii) who at the time of the passing of these Rules are Mr. K E Dudgeon and Mr. W G Chapman.

2. Name

The name of the incorporated association is Valley District Cricket Club Inc.

3. Objects

3.1. The objects of the VDCC are:

- (a) to foster cricket, athletic games, sports and pastimes (at all levels from juniors to seniors);
- (b) the establishment, acquisition and the conduct of playing fields, practice grounds and clubhouses; and
- (c) any other objects which are conducive to the above.



4. Powers

- 4.1. VDCC shall have the powers of an individual.
- 4.2. VDCC may:
 - (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;
 - (c) make charges for services and facilities it supplies;
 - (d) do other things necessary or convenient to be done in carrying out its affairs; and/or
 - (e) affiliate with and/or continue affiliation with the Queensland Cricket Association Limited, Queensland Sub Districts Cricket Association, Warehouse Cricket Association, Brisbane North Junior Cricket Association or such other similar associations governing cricket in Queensland or any successor thereto, as the case may be.
- 4.3. In furtherance of the objects of VDCC to buy, sell and deal in all provisions, both liquid and solid, for the members of VDCC or persons frequenting VDCC's premises.
- 4.4. To purchase, take or leave or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal (including motor vehicles or equipment of any kind or description), and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of VDCC. Provided that in the case where VDCC shall take or hold any property which may be subject to any trusts, VDCC shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 4.5. To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of VDCC to obtain from any such government or authority any rights, privileges, concessions and grants which VDCC may think is desirable to obtain; and to carry out, exercise and comply with any such arrangements rights, privileges and concessions.
- 4.6. To appoint, employ, remove or suspend such Honorary Members, Executive Committee Members, Playing Members, Life Members, Ordinary Members, Junior Playing Members, Coaches, Managers and other persons as may be necessary or convenient for the objects of VDCC.
- 4.7. To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to



place or guaranteeing the placing of any unsecured notes, debentures or other securities of VDCC or in the furtherance of its objects.

- 4.8. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance VDCC's objects and interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration, or control thereof.
- 4.9. To invest and deal with the money of VDCC not immediately required in such manner as may from time to time be thought fit.
- 4.10. To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the VDCC's property or future and to purchase, redeem or pay-off any such securities.
- 4.11. In furtherance of the objects of VDCC to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any of the property and rights of VDCC.
- 4.12. To take any gift of property whether subject to any special trust or not, for any one or more of the objects of VDCC, but subject always to the proviso in Clause 4.4.
- 4.13. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of VDCC, in the shape of donations, annual subscriptions, or otherwise.
- 4.14. To produce and publish any newsletters, books, leaflets or any other materials that VDCC may think desirable for the promotion of its objects.
- 4.15. To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of VDCC and which shall prohibit the distribution



of its or their income and property among its or their members to an extent at least as great as that imposed upon VDCC.

- 4.16. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which VDCC is authorised to amalgamate.
- 4.17. To transfer all or any part of the property, assets, liabilities and engagements of VDCC to any one or more of the incorporated associations with which VDCC is authorised to amalgamate.
- 4.18. To make donations for patriotic, charitable or community purposes and in furtherance of the objects of VDCC.
- 4.19. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of VDCC.

5. Membership

The membership of VDCC consists of Honorary Members, Executive Committee Members, Playing Members, Life Members, Ordinary Members, and Junior Playing Members.

6. Classes of Members

6.1. Honorary Members

- (a) The Honorary Members of VDCC shall include:
 - (i) Patron;
 - (ii) President; and
 - (iii) Vice President.
- (b) Each Honorary Member who fulfills a position set out in Clause 6.1(a) shall be elected at the Annual General Meeting (“**AGM**”) of VDCC in a manner hereinafter provided, and may remain in office for a period of up to five (5) years, unless resignation or termination occurs.
- (c) An Honorary Member who fulfills a position set out in Clause 6.1(a) may have that position terminated by the Executive Committee and subsequently approved at the next AGM if such Honorary Member:
 - (i) fails to comply with any of the provisions of these Rules or the VDCC Policies made hereunder;



- (ii) conducts themselves, whether on or off the playing field or as a member of a team representing VDCC or on VDCC's premises or elsewhere in a manner which is considered by the Executive Committee and the Conducts Sub-Committee to be injurious or prejudicial to the good name, reputation or interests of VDCC or is a breach of a VDCC Policy;
 - (iii) is convicted of an indictable offence; or
 - (iv) if the Honorary Member misbehaves or makes themselves offensive or obnoxious to the other members or is guilty of conduct which is considered derogatory to the good name and reputation of VDCC, that Member shall be dealt with in the absolute discretion of the Executive Committee and/or the Conducts Sub-Committee, provided that any Honorary Member alleged to have offended under this rule shall have seven (7) days' notice of the charges to be brought against that Honorary Member and shall have the right to appear before the Conducts Sub-Committee prior to the hearing of such charges but, under no circumstances, shall a member of the legal profession or a professional advocate be allowed to represent such member.
- (d) The persons named in **Appendix A** of these Rules are current Honorary Members of VDCC.
- (e) The number of Honorary Members shall be unlimited.
- (f) An Honorary Member will not be eligible to vote at the AGM or any other general meeting but are entitled to attend and speak at the AGM or any other general meeting.

6.2. The Executive Committee

- (a) The Executive Committee of VDCC shall comprise of up to nine (9) members and shall include:
- (i) Chairperson of the Executive Committee;
 - (ii) Secretary;
 - (iii) Treasurer; and
 - (iv) No less than four (4) and no more than six (6) other Executive Committee members.



- (b) All members of the Executive Committee shall be elected at the AGM of VDCC in a manner hereinafter provided and may remain in office for a period of three (3) years but shall be eligible for re-election.
- (c) An Executive Committee Member will be eligible to attend, speak and vote at the AGM or any other general meeting.

6.3. **Playing members**

- (a) The Playing Members shall include any person aged eighteen (18) years and over as at the date of the AGM that has paid the relevant membership fees, wishing to become or continue to be a playing member. A playing member shall comply with the conditions of any Rules and/or VDCC Policies and in addition, shall be qualified to play for VDCC in accordance with the Queensland Cricket Association Limited's Regulations, if so required. A Playing Member shall be eligible to take part in VDCC 's senior fixtures (if selected), practices and social matches.
- (b) The number of Playing Members shall be unlimited.
- (c) Playing Members will be eligible to attend, speak and vote at the AGM or any other general meeting.

6.4. **Life Members**

- (a) Life Members shall include a person who has been nominated by the Executive Committee in consideration of special services rendered to VDCC, such nominations numbering not more than one (1) in any calendar year must be submitted to the AGM of VDCC, at which during the AGM, Life Members may be elected.
- (b) Any person elected as a Life Member shall be presented with a Life Member's badge.
- (c) The persons named in **Appendix B** of these Rules are current Life Members of VDCC.
- (d) The number of Life Members shall be unlimited.
- (e) Life Members may be appointed posthumously and the Executive Committee can appoint a Life Member prior to any AGM but such membership shall become effective upon approval at the next AGM.
- (f) A Life Member will be eligible to attend, speak and vote at the AGM or any other general meeting.



6.5. Ordinary Members

- (a) Ordinary Members shall include any person aged eighteen (18) years and over as at the date of the AGM that has paid the relevant membership fees, and has previously played for VDCC or wishes to support VDCC and shall comply with the conditions of the Rules and/or VDCC Policies.
- (b) An Ordinary Member shall not be entitled to take part in VDCC's junior or senior fixtures, practices and social matches.
- (c) The number of Ordinary Members shall be unlimited.
- (d) Ordinary Members will not be eligible to vote at the AGM or any other general meeting but are entitled to attend and speak at the AGM or any other general meeting.

6.6. Junior Playing Member

- (a) Junior Playing Member shall include any person under the age of eighteen (18) years as at the date of the AGM, wishing to become or continue to be a Junior Playing Member of the VDCC.
- (b) The Junior Playing Member shall comply with the conditions of the Rules and/or VDCC Policies and in addition, shall be qualified to play for VDCC in accordance with the relevant Queensland Cricket Association Limited's Regulations, if so required.
- (c) A Junior Playing Member shall be eligible to take part in VDCC's junior fixtures (if selected), senior fixtures (if selected), practices and social matches (if selected).
- (d) Junior Playing Members shall not be entitled to receive notice of any meeting of VDCC or to vote at any AGM or general meeting nor, (without the express permission of the Chairperson of such meeting, which permission may be withdrawn at any time) shall a Junior Playing Member be entitled to attend or speak at any AGM or general meeting.
- (e) Junior Playing Members upon attaining the age of eighteen (18) years, shall automatically become Playing Members of VDCC after payment of the relevant membership fees as specified by VDCC's Executive Committee from time to time.
- (f) The number of Junior Playing Members shall be unlimited.



7. New Membership

- 7.1. Any person wishing to apply to become a Playing Member; Ordinary Member; or Junior Playing Member of VDCC shall make application, through the VDCC registration process.
- 7.2. At the discretion of the Executive Committee, after the receipt of any application, the Executive Committee may reject an application of membership to VDCC.
- 7.3. A record shall be kept by the Secretary of all persons admitted to membership.
- 7.4. Every applicant who has been admitted as a Member shall be deemed to be a Member from the date of payment of that year's subscription.
- 7.5. The payment of the relevant membership subscription records a member's agreement to the Rules and VDCC Policies. A copy of the Rules and VDCC Policies shall be provided to members by the Secretary on request but in any event shall be posted to the VDCC's website.
- 7.6. Any Member wishing to extend their membership from year to year shall make an annual application through the registration process.

8. Membership Fees

- 8.1. The annual membership fees for each class of membership (required to pay same) shall be such sum as the Executive Committee so determines in its absolute discretion but shall generally be altered in accord with the Consumer Price Index (C.P.I.) figures from time to time.
- 8.2. The membership fees for each class of membership shall be payable at such time and in such manner as the Executive Committee shall from time to time determine.
- 8.3. Notwithstanding anything to the contrary herein contained, the Executive Committee shall have power to admit to VDCC playing members of cricketing ability, without payment of subscriptions.
- 8.4. The Executive Committee shall have the power to grant pro-rata reductions of the subscriptions to members elected to or re-joining VDCC.

9. Termination of Membership

- 9.1. A Member may resign from VDCC at any time by giving notice in writing to the Secretary. Such resignation shall only take effect at the time when such notice is



received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

9.2. The Executive Committee shall have the power to terminate the membership of any Member who:

- (a) fails to comply with any of the provisions of these Rules or the VDCC Policies made hereunder;
- (b) conducts themselves, whether on or off the playing field or as a member of a team representing VDCC or on VDCC's premises or elsewhere in a manner which is considered by the Executive Committee and the Conducts Sub-Committee to be injurious or prejudicial to the good name, reputation or interests of VDCC or is a breach of a VDCC Policy;
- (c) is convicted of an indictable offence; or
- (d) if any Member misbehaves or makes themselves offensive or obnoxious to the other members or is guilty of conduct which is considered derogatory to the good name and reputation of VDCC, that Member shall be dealt with in the absolute discretion of the Executive Committee and/or the Conducts Sub-Committee, provided that any Member alleged to have offended under this rule shall have seven (7) days' notice of the charges to be brought against that Member and shall have the right to appear before the Conducts Sub-Committee prior to the hearing of such charges but, under no circumstances, shall a member of the legal profession or a professional advocate be allowed to represent such member.

10. Appeal against rejection or termination of Membership

10.1. A person whose application for membership or membership in any category has been rejected or terminated may, within one (1) month after receiving written notification of such rejection, appeal against the decision to the Conducts Sub-Committee of VDCC held for the purpose of determining that appeal.

10.2. Notice in writing of their intention to appeal shall be given to the Chairperson of the Conducts Sub-Committee.

10.3. The Chairperson of the Conducts Sub-Committee or, in their absence, another member of the Conducts Sub-Committee, shall convene such a Conducts Sub-Committee meeting so that the Conducts Sub-Committee Meeting is held within one (1) month of the date of receipt by the Chairperson of the Conducts Sub-Committee



of a notice to appeal, at a time suitable to the majority of the Sub-Committee members to attend.

10.4. At such meeting, the appellant shall be given the opportunity to fully present their case either orally or in writing or partly by one of these means and partly by the other, and those members who rejected the application shall subsequently likewise have the opportunity of presenting their case. The appeal shall be determined by a simple majority vote of the Conducts Sub-Committee members present at that meeting.

11. Register of Members

11.1. The Executive Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of VDCC, the classes of membership and the dates of admission.

11.2. Particulars shall also be entered of resignations, terminations and reinstatement of membership and any further particulars as the Executive Committee or the members at any AGM or Executive Committee Meeting may require from time to time.

11.3. The names of those listed in the Register of Playing Members shall be open for inspection at all reasonable times by any Playing Member who previously applies to the Secretary for such inspection.

11.4. The Executive Committee may, on application of a Playing Member of the VDCC to inspect the Register of Playing Members, withhold information about a Playing Member in its sole discretion.

12. Prohibition on use of information on register of Members

12.1. A Playing Member of VDCC must not:

- (a) use information obtained from the register of Playing Members of VDCC to contact, or send material to, another Playing Member of VDCC for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the Register of Playing Members to someone else, knowing that the information is likely to be used to contact, or send material to, for the purpose of advertising for political, religious, charitable or commercial purposes.



12.2. Clause 12.1 does not apply if the use or disclosure of the information is approved by the Playing Member or is required to be disclosed by law.

13. Election of Honorary Members and Executive Committee

13.1. At the AGM of VDCC, upon expiry of their three (3) year term, an Executive Committee Member shall retire from office but shall be eligible for re-election.

13.2. At the AGM of VDCC, upon expiry of their five (5) year term, an Honorary Member elected pursuant to Clause 6.1(a) shall retire from office but shall be eligible for re-election.

13.3. The Executive Committee will be elected by Members of VDCC eligible to vote at an AGM. This applies to all candidates mentioned in Clauses 13.4 and 13.5.

13.4. Every candidate for election to the office of:

- (a) President;
- (b) Vice President;
- (c) Chairperson of the Executive Committee;
- (d) Secretary;
- (e) Treasurer; and
- (f) Members of the Executive Committee,

shall be a Member of VDCC (excluding Junior Playing Members) and shall be proposed by one Member and seconded by another Member in writing, signed by all three (3) parties and lodged with the Secretary not less than ten (10) business days before the date of the AGM at which the elections are to be made.

13.5. Candidates for election as an Honorary Member shall be proposed by the Executive Committee at the AGM at which the elections are to be made, provided that elections of such Honorary Members shall not be effective unless and until such person elected



advises the Secretary of their acceptance of the office to which they have been elected.

- 13.6. If more than the required number of qualified candidates are nominated for any office, a secret ballot shall be taken; but, if only the required number are nominated, the Chairperson shall declare such qualified candidates duly elected.

14. Termination of Members of the Executive Committee

- 14.1. Any member of the Executive Committee may resign at any time from membership of the Executive Committee by giving notice in writing to the Chairperson. Such resignation shall only take effect at the time when such notice is received by the Chairperson unless some later date is specified in the notice when it shall take effect on that later date.
- 14.2. Any member of the Executive Committee may be removed from office at a general meeting of VDCC convened for that purpose. At any such general meeting, the member shall be given the opportunity to fully present a case whether orally or in writing or partly by either of these means. The question of removal shall be determined by the majority vote of the members present at such general meeting.
- 14.3. Any member of the Executive Committee being absent from three (3) consecutive meetings without leave of absence or without sending a satisfactory explanation may be held as having vacated that office.

15. Vacancies on the Executive Committee

- 15.1. The Executive Committee shall have power to appoint a member who may or may not already be a member of the Executive Committee to fill any casual vacancy in the positions of:
- (a) Chairperson of the Executive Committee;
 - (b) Secretary;
 - (c) Treasurer; and
 - (d) any other member or members of the Executive Committee appointed under Clause 13.1;

until the next AGM. Where a member of the Executive Committee is so appointed, then the Executive Committee may fill the vacancy so caused by such appointment of a member who is not then a member of the Executive Committee.

- 15.2. In the event of a casual vacancy thereon, the continuing members of the Executive Committee may act notwithstanding any casual vacancy, but if and so long as their



number is not reduced below the number fixed by or pursuant to these Rules, as the necessary quorum of the Executive Committee, the continuing members may act for the purpose of increasing the number of members of the Executive Committee to that number or of summoning a general meeting of VDCC; but for no other purpose.

16. Functions of Executive Committee

16.1. Except as otherwise provided by these Rules and subject to resolutions of the members of VDCC carried at any AGM or general meeting, the Executive Committee shall have the authority to:

- (a) exercise general control and management of the administration of the affairs, property and funds of VDCC;
- (b) interpret and apply these Rules with regard to any matter concerning the activities of VDCC; and on any question as to the interpretation thereof, the opinion of the Executive Committee shall be taken as final and conclusive and acted upon;
- (c) repeal or amend VDCC Policies, designed to promote the good governance and management of VDCC;
- (d) appoint sub-committees and create sub-committee charters to undertake such tasks as it may from time to time determine;
- (e) appoint, from their number, a delegate to the Executive Committee of the Queensland Cricket Association Limited and also from their number, two (2) delegates to the Queensland Cricket Association Limited. The Executive Committee shall have power to remove and replace such delegates as it sees fit from time to time;
- (f) borrow or raise or secure the payment of money in such manner as the members of VDCC may think fit, and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by VDCC in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of VDCC's property both present and future, and to purchase, redeem or pay off any such securities;
- (g) borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts or money lent, whether the loan be short or long, and to mortgage or charge its property or any part thereof to issue debentures and other securities whether



outright or as security for any debt, liability or obligation of VDCC, and to provide and payoff any such securities;

- (h) formulate a budget of income and expenditure for the financial year. At each Executive Meeting, VDCC's financial performance shall be reviewed against this budget and where necessary, remedial action taken; and
- (i) invest in such manner as the members of VDCC may from time to time determine.

16.2. Subject to the terms on which a power of the Executive Committee is delegated to a Sub-Committee, the meetings and proceedings of Sub-Committees are, to the greatest extent practical, governed by the clause of these Rules which regulate the meetings and proceedings of the Executive Committee.

17. Meetings of the Executive Committee

17.1. The Executive Committee shall meet at least nine (9) times per year to exercise its functions at which the Secretary will ensure that each member of the Executive Committee has received reasonable notice of the meeting in writing.

17.2. A special meeting of the Executive Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Executive Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

17.3. At every meeting of the Executive Committee a simple majority of a number equal to half the number of members elected and/or appointed to the Executive Committee or if that number is not a whole number, the next highest whole number as at the close of the last general meeting of the members, shall constitute a quorum.

17.4. The Executive Committee may meet together and regulate its proceedings as it thinks fit; provided that questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and, in the case of equality of votes, the Chairperson



has a casting vote if necessary, in addition to any vote they have in their capacity as an Executive Committee Member.

- 17.5. A member of the Executive Committee shall not vote in respect of any contract with VDCC in which they are interested, or any matter arising thereout, and if they do vote, their vote shall not be counted.
- 17.6. Not less than seven (7) days' notice shall be given by the Secretary to members of the Executive Committee of any special meeting of the Executive Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 17.7. The Chairperson shall preside at every meeting of the Executive Committee, or if at any meeting they are not present within ten (10) minutes after the time appointed for holding the meeting, then the members may choose one of their number to be Chairperson of the meeting.
- 17.8. If within half an hour from the time appointed for the commencement of an Executive Committee meeting, a quorum is not present, the meeting if convened upon the requisition of members of the Executive Committee, shall lapse. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

18. Order of Business at Executive Committee Meetings

- 18.1. The order of business transacted at meetings of the Executive Committee shall be:
 - (a) Meeting Opening;
 - (b) Executive Committee Action List;
 - (c) Matters for Decision;
 - (d) Matters for Discussion;
 - (e) Matters for Noting; and
 - (f) Meeting Finalisation.

19. Powers of the Executive Committee

- 19.1. The Executive Committee may delegate any of its powers to a sub-committee consisting of such members of VDCC as the Executive Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform



to any regulations that may be imposed on it by the Executive Committee and/or these Rules.

- 19.2. The Executive Committee may elect a Chairperson for each of the Sub-Committees and their meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.
- 19.3. There shall be a standing sub-committee known as the “**Senior Men’s Cricket Sub-Committee**” which shall function in accordance with such rules as the Executive Committee shall promulgate from time to time in the Roles and Responsibilities Policy and the Senior Men’s Cricket Sub-Committee Charter.
- 19.4. There shall be a standing sub-committee known as the “**Senior Ladies Cricket Sub-Committee**” which shall function in accordance with such rules as the Executive Committee shall promulgate from time to time in the Roles and Responsibilities Policy and the Senior Ladies’ Cricket Sub-Committee Charter.
- 19.5. There shall be a standing sub-committee known as the “**Junior Cricket Sub-Committee**” which shall function in accordance with such rules as the Executive Committee shall promulgate from time to time in the Roles and Responsibilities Policy and the Junior Cricket Sub-Committee Charter.
- 19.6. There shall be a standing sub-committee known as the “**Past Players and Supporters Sub-Committee**” which shall function in accordance with such rules as the Executive Committee shall promulgate from time to time in the Roles and Responsibilities Policy and the Past Players Supporters Sub-Committee Charter.
- 19.7. There shall be a standing sub-committee known as the “**Conducts Sub-Committee**” which shall function in accordance with such rules as the Executive Committee shall promulgate from time to time in the Roles and Responsibilities Policy and the Conducts Sub-Committee Charter.
- 19.8. All acts done by any meeting of the Executive Committee or of a sub-committee or by any person acting as a member of the Executive Committee shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting as aforesaid, or that the members of the Executive Committee or any of them were disqualified, be as valid



as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.

19.9. A resolution in writing signed by the majority of the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Executive Committee.

20. Executive Committees Interests

20.1. If an Executive Committee Member is interested in a matter:

- (a) the Executive Committee Member must not be present, and is not entitled to vote, at an Executive Meeting that considers a matter in which that Executive Committee Member has a material personal interest (whether that interest is a direct interest or an Indirect Interest);
- (b) If the interest has been disclosed by the Executive Committee Member, VDCC may proceed with any transaction that relates to the Executive Committee Member's interest;
- (c) an Executive Committee Member may retain benefits under the transaction even though the Executive Committee Member has the interest. If the interest is required to be disclosed, this Clause 20(1)(c) applies only if the interest has been disclosed before the transaction is entered into; and
- (d) VDCC cannot avoid the transaction merely because of the existence of the interest.

20.2. VDCC shall have a Register of Interests

In addition to recording every declaration of interest in the minutes of the meeting at which it is made, VDCC must maintain a register of interests.

20.3. VDCC cannot avoid an agreement with a third party merely because an Executive Committee Member:

- (a) fails to make a disclosure of an interest; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.



20.4. Every Executive Committee Member must keep the transactions and affairs of VDCC and the state of its financial reports confidential unless required to disclose them:

- (a) in the course of duties as an Executive Committee Member of VDCC;
- (b) by the Executive Committee or VDCC in General Meeting; or
- (c) by law.

21. Annual or General Meetings

21.1. The AGM shall be held within six (6) months of the close of the financial year.

21.2. The business to be transacted at the AGM shall include:

- (a) confirmation of minutes for the previous AGM;
- (b) receiving of the Executive Committee's report and the audited financial report of VDCC for the preceding financial year;
- (c) election of Life Members, Honorary Members and the Executive Committee;
- (d) appointment of an auditor; and
- (e) any general business.

21.3. One (1) auditor shall be appointed by the members at the AGM to audit the books and accounts of VDCC for the financial year ending on 30 April following the date of the AGM.

21.4. Candidates for election as auditor shall be proposed by one Member and seconded by another in writing which shall be signed by all three (3) parties and lodged with the Secretary not less than ten (10) business days before the date of the AGM at which the election is to be made. Provided that in the event that no such nomination is received, the auditor may be elected from the floor of the AGM. No member of the Executive Committee shall be eligible for election as auditor.

21.5. Notice of any general meeting shall be served by VDCC upon Members either personally or by electronic mail addressed to such member's registered e-mail address as given to the Secretary through the VDCC registration process. Any such notice shall be received by such members in the ordinary course on the next business day after being sent (as recorded on the device from which the sender sent the email)



prior to the date of the holding of such meeting as is required by these Rules and VDCC Policies.

- 21.6. At any general meeting, the number of Playing Members and Executive Committee Members required to constitute a quorum shall be double the number of members presently on the Executive Committee, plus one.
- 21.7. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- 21.8. If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Executive Committee or VDCC, shall lapse. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 21.9. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) business days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 21.10. The Secretary shall convene all general meetings of VDCC by giving not less than fourteen (14) business days' notice of any such meeting to the Members of VDCC.
- 21.11. The manner by which such notice shall be given shall be determined by the Executive Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a Member against the rejection or termination of their membership by the Executive Committee shall be given in writing.



Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

21.12. Unless otherwise provided by these Rules, at every general meeting:

- (a) the Chairperson of the Executive Committee shall be Chairperson, or if the Chairperson of the Executive Committee is not present or is unwilling to act, then the members present shall elect one of their number to be Chairperson of the meeting;
- (b) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- (c) every question, matter or resolution shall be decided by a majority of votes of the Playing Members and Executive Committee Members present;
- (d) every Playing Member and Executive Committee Member present shall be entitled to one vote and in the case of an equal vote, the Chairperson shall have a second or casting vote, provided that no Playing Member shall be entitled to vote at any general meeting if their annual subscription is more than one (1) month in arrears at the date of the general meeting;
- (e) if more than the required number of qualified candidates are nominated for any office, a secret ballot shall be taken; but, if only the required number are nominated, the Chairperson shall declare such qualified candidates duly elected. The Chairperson shall appoint two (2) Members to conduct the secret ballot in such manner as he/she shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting;
- (f) a Life Member, Playing Member and/or Executive Committee Member may vote in person or by proxy or by attorney and on a show of hands, every person present who is a Life Member, Playing Member and/or Executive Committee Member, shall have one vote and in a secret ballot, every Life Member, Playing Member and/or Executive Committee Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- (g) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointer or of their attorney duly authorised in writing or, if the appointer is a corporation, either the seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;



- (h) where it is desired to afford Playing Members and Executive Committee Members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the form or a form as near thereto as set out in **Appendix C** as circumstances permit;
- (i) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposed to vote; and
- (j) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Executive Meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any Member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Executive Committee Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Executive Committee Meeting certifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting: Provided that the minutes of any AGM shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or AGM.

22. Special General Meeting

22.1. The Secretary shall convene a special general meeting:

- (a) when directed to do so by the Executive Committee;
- (b) upon receipt of written request of at least ten (10) members of VDCC addressed to the Secretary. This requisition shall state the object for which the meeting is to be held; or
- (c) being given notice in writing from the Conducts Committee of an intention of a Member to appeal against the decision of the Conducts Committee to reject an application for membership or to terminate the membership of any person.



22.2. At least fourteen (14) days' notice of all special general meetings shall be given in the manner aforesaid and such special general meeting shall be convened within thirty (30) days of the receipt by the Secretary of the written request.

23. Indemnity and Insurance

23.1. Subject to and to the maximum extent permitted by any applicable law:

- (a) VDCC must, to the extent the person is not otherwise indemnified, indemnify every Executive Committee Member of VDCC out of the property of VDCC against any Liability incurred by that person in that capacity to any other person (other than VDCC or a related body corporate) including a Liability incurred as a result of appointment or nomination by VDCC as a trustee or as an officer and/or member of another association or corporation, unless the Liability arises out of conduct involving a lack of good faith and or involves a pecuniary penalty;
- (b) VDCC may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an Executive Committee Member in defending an action for a Liability incurred as such an Executive Committee Member or in resisting or responding to actions taken against such person,

except to the extent that:

- (a) VDCC is forbidden by statute to indemnify the person against the Liability or legal costs; or
- (b) the Liability arises out of conduct involving a lack of good faith or involves a pecuniary penalty or compensation order; or
- (c) an indemnity by VDCC of the person against the Liability or legal costs would, if given, be made void by law.

23.2. In this Clause 23, "**Liability**" means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

23.3. Subject to any other applicable law, VDCC may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of VDCC against any Liability incurred by the person in that capacity (other than one for legal costs) except:

- (a) for a liability arising out of conduct involving a wilful breach of duty; or
- (b) if VDCC is forbidden by law to pay or agree to pay the premium; or



(c) if the contract would, if VDCC paid the premium, be made void by law.

23.4. The indemnity in favour of Executive Committee Members under Clause 23 is a continuing indemnity. It applies in respect of all acts done by a person while an Executive Committee Member of VDCC even though the person is not an Executive Committee Member (as applicable) at the time the claim is made.

23.5. Subject to the any other applicable law, VDCC may, without limiting a person's rights under this Clause 23, enter into an agreement with a person who is or has been an Executive Committee Member of VDCC, to give effect to the rights of the person under this Clause 23 on any terms and conditions that the Executive Committee thinks fit.

24. VDCC Policies

The Executive Committee may from time to time make, amend or repeal the VDCC Policies, not inconsistent with these Rules, for the internal management of VDCC. Such VDCC Policies shall be binding to all members.

25. Alteration of Rules

Subject to the Act, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting, provided that no such amendment, rescission or addition shall be valid unless the same shall have been submitted to and approved by the Office of Fair Trading.

26. Common Seal

The Executive Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by a member of the Executive Committee and shall be countersigned by the Secretary or by a second



member of the Executive Committee or by some other person appointed by the Executive Committee for the purpose.

27. Funds and Accounts

27.1. The funds of VDCC shall be banked in the name of VDCC in such bank as the Executive Committee may from time to time direct.

27.2. Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of VDCC and the particulars usually shown in the books of a like nature.

27.3. All moneys shall be banked as soon as reasonably practicable after receipt thereof.

27.4. All amounts shall be paid by way of electronic funds transfer, BPay, debit, credit, cheque or any such similar payment method provided that all payments have firstly been approved for payment via submission of supporting information to the accounts@valleycricket.org.au email address and that all payments are authorised by at least two parties with the requisite approval as may be delegated via the Executive Committee from time to time.

27.5. The Executive Committee shall have the power to agree certain expenditure approval thresholds for various sub-committees, provided these are incorporated into relevant Roles and Responsibilities Policies and Sub-Committee Charter documents, as are relevant from time-to-time.

27.6. All expenditure pertaining to infrastructure projects or operating expenditure of a material nature, being those amounts in excess of \$20,000 per annum, shall be approved or ratified at an Executive Committee Meeting or via a circular resolution of Executive Committee members.

27.7. As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:

- (a) the income and expenditure of the financial year just ended; and
- (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of VDCC at the close of that year.

27.8. All such statements shall be examined by the auditor who shall present their report upon such audit to the Secretary prior to the holding of the AGM next following the financial year in respect of which such audit was made.

27.9. The income and property of VDCC whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its power as set out herein



and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of VDCC provided that nothing herein contained shall prevent the payment in good faith of interest to any such Member in respect of VDCC to their or of remuneration to any Executive Committee Member of VDCC or to any Member of VDCC or other person in return for any services actually rendered to VDCC provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any Member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by VDCC or reasonable and proper rent for premises demised or let to VDCC.

28. Documents

The Executive Committee shall provide for the safe custody of books, documents and any other information relating to VDCC.

29. Financial Year

The financial year of VDCC shall close on 30 April in each year.

30. Distribution of Surplus Assets

If VDCC shall be wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of VDCC, but shall be given or transferred to some other institution or institutions having objects similar to the objects of VDCC, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on VDCC under or by virtue of Clause 27.9 such institution or institutions to be determined by the members of VDCC.

31. Colours

The colours of VDCC shall be navy blue and sky blue.



I, being the Chairperson of the Executive Committee of the Valley District Cricket Club Inc. do hereby certify that the above Rules of the Valley District Cricket Club Inc. were unanimously adopted at the Annual General Meeting held at Yoku Road, Ashgrove, 4060 on the 21st August 2023

Signed

Dated

Name

Title

Matthew Walter

Chairperson



Appendix A

HONORARY MEMBERS OF VALLEY DISTRICT CRICKET CLUB INC. AS AT 21 AUGUST 2023:

NAME	TITLE
Mr A R Border	Patron
Mr R P Easton	President
Mr. K E Dudgeon	Vice President
Mr. W G Chapman	Vice President
Ms S M Hunt	Honorary Member
Mrs L Shinnick	Honorary Member



Appendix B

LIFE MEMBERS OF VALLEY DISTRICT CRICKET CLUB INC AS AT 21 AUGUST 2023:

NAME	YEAR	NAME	YEAR
RP Easton OAM	1965	DG Kirkman	1967
CR Leggat	1969	WG Chapman	1972
PW Muspratt	1975	KE Dudgeon	1979
FM Francke	1980	RG Perrett	1987
GK Moore	1988	RA Cowles	1991
MB Irwin	1992	JM Stoddart	1993
CG Murphy	1995	RJM Crawford	1996
AB Henschell	1997	DL Walker	1998
IJ Reeves OAM	2000	DK Hickey	2001
DA Connell	2002	CF Kempnich	2003
KG Tuite	2004	ML Dudgeon	2005
RK Retell	2006	PD Kent	2007
PN Culpan	2008	SC Fitzgerald	2010
GC Brown	2011	MR Somerville	2012
GW Mitchell	2014	RAJ Anderson	2015
JW Shinnick	2018		

Note: Life Members shall not be required to pay any membership fees unless the Executive Committee determines otherwise.



Appendix C

Proxy Template

VALLEY DISTRICT CRICKET CLUB INC.:

I, _____ of

being a Life Member/Playing Member/Executive Committee Member of VDCC,

hereby appoint _____

or failing him/her, _____

as my proxy to vote for me on my behalf at the (Annual) General Meeting of VDCC, to be held on _____ and at any adjournment thereof.

Signed this _____ day of 20__

Signature of Member

Signed in the presence of:

Signature of Witness

Name of Witness *(block letters)*

This form is to be used *in favour of *against the resolution.

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he/she thinks fit.