



**CRICKET
VICTORIA**

BY-LAWS

19 SEPTEMBER 2020

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CRICKET VICTORIA

BY-LAWS

1. STATUS

This By-law is made by the Directors under the powers conferred on them by the Constitution of the Victorian Cricket Association (**CV**) (**Constitution**).

2. INTERPRETATION

Unless the context otherwise requires, words and phrases defined in the Constitution have the same meanings in these By-Laws, which are to be read in conjunction with (and subject to) the Constitution. In the event of any inconsistency between the Constitution and the By-Laws, the Constitution prevails. For ease, the definitions and interpretation sections of the Constitution are included as the Schedule to this By-Law. Any changes to the definitions and interpretation sections of the Constitution shall immediately apply to these By-Laws. Additional definitions are included within these By-Laws as needed.

3. QUALIFICATIONS FOR PREMIER CLUB MEMBERSHIP

3.1 Purpose and precedence of clause

In addition to any requirement set out in the Constitution, this clause provides the minimum requirements for obtaining and maintaining Premier Club membership. These minimum requirements apply and take precedence over any inconsistent provision in any Premier Cricket Competition Rules, which in turn apply and take precedence over any service level agreement under **paragraph 9 (Service Level Agreement)** between CV and a Premier Club.

3.2 Minimum qualifications

Subject to any dispensation granted by the Directors in accordance with these By-Laws, the following minimum qualifications are required for a Premier Club to be granted membership of CV:

- (a) in respect of a Men's Premier Cricket Club:
 - (i) a senior men's teams competing in each of the four grades of Men's Premier Cricket throughout the Cricket season (**Season**); and
 - (ii) the lease, licence or confirmed right to use of two turf-wicket grounds, each with associated facilities, throughout the Season that meet the requirements to host Premier Cricket matches approved by CV; and/or
- (b) in respect of a Women's Premier Cricket Club:
 - (i) a senior women's team competing in each of the two grades of Women's Premier Cricket; and
 - (ii) the lease, licence or other confirmed right to use of two turf-wicket grounds, each with associated facilities, throughout the Season that meet the requirements to host Premier Cricket matches approved by CV.

3.3 Application for membership

Any entity applying for admission to membership of CV as a Premier Club must complete the Application Form set out in **Annexure A**, as this may be updated from time to time, and supply all supporting documents and information specified in the Application Form. CV may request such other information from the applicant entity as is reasonably necessary or appropriate for CV to satisfy itself that the applicant entity has satisfied or is able to satisfy the requirements to host Premier Cricket matches approved by CV. To avoid doubt, an entity which is an existing Men's Premier Club or Women's Premier Club may make a further application for membership which would enable that entity to operate as a fully integrated Premier Club.

3.4 Changes to Premier Clubs

No Premier Club may change its legal or trading name, relocate to other grounds and facilities and/or merge with another club (regardless of whether the proposed partner club is a Premier Club, an Affiliate or otherwise) without obtaining the prior written approval of CV.

3.5 Membership compliance

In addition to any membership requirements set out in the Constitution, for annual compliance, not less than three days prior to CV's AGM each year, each Premier Club shall deliver to CV:

- (a) evidence, in a form approved by CV from time to time, of the Premier Club's continued satisfaction of the minimum qualifications required by **paragraph 3.2** and any additional requirements of the Premier Club's Service Level Agreement;
- (b) a copy of its annual report, audited accounts and notes to the accounts; and
- (c) a declaration signed by two duly authorised representatives of the Premier Club stating that the members, officials and employees of the Premier Club agree to be bound by CV's Constitution, By-Laws and Premier Cricket Competition Rules.

To avoid doubt, whether a Premier Club is regarded as a Women's Premier Club, Men's Premier Club or a fully integrated Premier Club (the latter satisfying the requirements for both a Women's Premier Club and a Men's Premier Club) may vary from time to time, having regard to whether or not the respective Premier Club satisfies the ongoing membership and compliance requirements under the Constitution, By-Laws, Rules and (if applicable) Service Level Agreement.

3.6 Non-compliance with membership requirements

In the event of a Premier Club's non-compliance with **paragraph 3.5**, CV may send written notice to the Premier Club, seeking the Premier Club's compliance with its obligations within 14 days. Failing compliance by the Premier Club within the stated time frame, the matter may be referred to the Board for further action, which action may include disciplinary action in accordance with the Constitution or such other action as is available under any Service Level Agreement in place.

4. SELECTION COMMITTEES

4.1 Duties and composition of Committees

The Directors shall, on the recommendation of the relevant cricket or high-performance Committee (however named), from time to time constitute a committee to:

- (a) select players to represent Victoria, including in all interstate and other representative cricket matches; and

- (b) recommend to the Directors a captain of the Victorian team prior to commencement of each Season,

(**Selection Committee**) for each of the Victorian Men's and Women's teams. The Selection Committee in each case:

- (c) will consist of at least three members (each of whom shall exercise one vote), any or all of whom may be employees, contractors or consultants of CV with specific roles relating to the management of the Victorian senior squad and Members will be advised accordingly; and
- (d) may, (on the recommendation of the relevant Selection Committee) be assisted by a panel of non-voting advisers (**Advisory Panel**) to observe Premier Cricket Competition matches and other activities and provide information as required on players of interest to the Selection Committee.

4.2 Recommendation of captain

Each Selection Committee will make a recommendation to the Directors as to the captain of the Victorian team from time to time. The Directors shall appoint a captain and the person so appointed may be appointed to the Selection Committee by the Directors. In determining the appointment of the captain, the Directors shall have regard to, but shall not be bound to follow, the Selection Committee's recommendation.

4.3 Proceedings and Quorum

Each Selection Committee shall govern its proceedings generally in accordance with the meeting provisions of the CV Board set out in clauses 19 and 20 of the Constitution to the extent these are reasonably applicable, however, not less than 50% of members for the time being of a Selection Committee shall constitute a quorum. For the avoidance of doubt, the Directors may override any decisions of the Selection Committee in exceptional circumstances.

5. WOMEN'S PREMIER PANEL

5.1 Composition of Women's Premier Panel

The Women's Premier Panel shall consist of the following persons:

- (a) the representative of each Women's Premier Club, appointed in accordance with the procedure in **paragraph 5.3** (or **paragraph 5.7(a)** if applicable), each of whom shall exercise one vote in meetings of the Women's Premier Panel;
- (b) the Women's Premier Panel Chair, elected by the Women's Premier Club representatives in accordance with the procedure in **paragraph 5.2** (or **paragraph 5.7(b)** if applicable), who shall exercise one vote in meetings of the Women's Premier Panel; and
- (c) a Director (or nominee) appointed by the Board, who shall not exercise a vote in meetings of the Women's Premier Panel.

5.2 Independent Chair

The Women's Premier Panel Chair shall be an independent person elected for a term of three years in accordance with the following procedure:

- (a) *Qualifications:* a nominee to the position of Women's Premier Panel Chair must be over 18 years of age and be a resident of Victoria.
- (b) *Call for Nominations:* There shall be a call for nominations 60 days before any meeting of the Women's Premier Clubs at which the election of the Women's Premier Panel Chair is to occur.
- (c) *Nominations:* The Women's Premier Clubs each have the right to nominate one or more individuals for the position of the Women's Premier Panel Chair. Nominations must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed by two duly authorised representatives of the relevant Women's Premier Club;
 - (iv) certified by the nominee (who need not be a financial member of a Women's Premier Club) expressing their willingness to accept the position for which they are nominated; and
 - (v) received by the returning officer (who shall be such person as determined by the Women's Premier Panel from time to time) at least 28 days prior to the meeting of the Women's Premier Clubs at which the election of the Women's Premier Panel Chair is to occur.
- (d) *Voting:* The voting shall be conducted by ballot generally in accordance with the process applicable to elections of Elected Directors in **paragraph 10.6** (but with such changes as are necessary or appropriate to give full effect to this election and the provisions of this **paragraph 5.2**) and each of the Women's Premier Clubs shall have one vote.
- (e) The Women's Premier Panel Chair, must within 48 hours of being elected to such position, resign (with immediate effect) from any position that may be held as either:
 - (i) an employee or player of a Women's Premier Club or;
 - (ii) an Official Position within a Women's Premier Club.

5.3 Composition of Women's Premier Panel

A representative from each Women's Premier Club shall be appointed for a two-year term in accordance with the following procedure:

- (a) *Qualifications:* a nominee to the position of Women's Premier Club representative must be over 18 years of age, be a resident of Victoria and a member of that Women's Premier Club.
- (b) *Appointment:* Each Women's Premier Club shall appoint a representative to the Women's Premier Panel and shall notify CV of their appointed representative in writing not less than sixty days prior to the meeting of the Women's Premier Clubs at which the election of the Women's Premier Chair is to occur. Each Women's Premier Club may also appoint an alternate representative to represent the interests of the Women's Premier Club if the representative is unavailable or unwilling to attend a particular meeting of the Women's Premier Panel, subject to satisfying the qualification criteria in **sub-paragraph (a)** and notifying CV in writing of the details of the alternate representative and the meeting which they are authorised to attend as soon as practicable following the alternate representative's appointment.

- (c) *Exercise of meeting rights:* Only one of the representative or alternate representative of a Women's Premier Club may attend and exercise the Women's Premier Club's rights in any meeting of the Women's Premier Panel.

5.4 Purpose of Women's Premier Panel

The function and purpose of the Women's Premier Panel shall be to provide advice to CV in relation to the conduct, organisation and management of Women's Premier Cricket and to represent the interests of the Women's Premier Clubs at meetings of CV. The Women's Premier Panel represents the interests of the Women's Premier Clubs at General Meetings of CV by way of the Women's Premier Panel Chair casting votes in accordance with the CV Constitution. For the avoidance of doubt, the Women's Premier Panel is entitled to direct how the Women's Premier Panel Chair will cast the votes of the Women's Premier Panel at any General Meeting of CV.

5.5 Meetings of Women's Premier Panel

The Women's Premier Panel shall meet as often as is deemed necessary, but at least four times per year, and wherever possible prior to the CV AGM and General Meetings. Without limiting the power of the Women's Premier Panel to regulate its meetings as it thinks fit, a meeting of the Women's Premier Panel may be held where one or more of the Women's Premier Panel is not physically present at the meeting provided that all persons entitled to attend have a reasonable opportunity to participate in the meeting and that each Women's Premier Panel member has received written notice of the meeting.

5.6 Proceedings of Women's Premier Panel

Subject to the Constitution or any applicable By-Law or Rule, the Women's Premier Panel may lay down its own rules of procedure, which it may vary as it sees fit. The Women's Premier Panel shall not be subject to requirements of legal formality. Subject to all members of the Women's Premier Panel having been given the relevant notice in writing, a resolution in writing, signed or assented to by facsimile or electronic mail or other form of visible or other electronic communication by a majority of the voting members of the Women's Premier Panel (being entitled to vote and not having a disqualifying interest) shall be valid and effectual as if it had been passed at a meeting of the Women's Premier Panel duly convened and held.

5.7 Casual vacancies

- (a) A casual vacancy in the position of Women's Premier Panel Chair may be filled by majority vote of the Women's Premier Panel from amongst suitably qualified persons for the remainder of the term. If a casual vacancy in the position of Women's Premier Panel Chair has not been filled, a member of the Women's Premier Panel may act as the Women's Premier Panel Chair for the purposes of representing the interests of the Women's Premier Clubs, including for voting purposes at General Meetings of CV until the casual vacancy is filled. To avoid doubt, **paragraph 5.2(e)** applies to any person filling a casual vacancy, whether on an acting basis or for the remainder of the term. The Women's Premier Panel shall notify CV in writing of any appointment under this **paragraph 5.7** within seven days of appointment.
- (b) A casual vacancy in the position of a Women's Premier Club's representative may be filled by the relevant Women's Premier Club for the remainder of the term. The Women's Premier Club shall notify CV and the Women's Premier Panel Chair of their representative in writing within seven days of appointment.

6. SERVICE LEVEL AGREEMENTS

Subject always to the Constitution, the Directors may resolve at any time that CV enter into a Service Level Agreement with entities (including Members) provided that any reimbursement for cricket expenses made under any Service Level Agreement entered into between CV and that entity must:

- (a) not be distributed to any of the individual members of the relevant service provider (except in accordance with this **paragraph 6**);
- (b) be made in return for goods or services properly rendered to CV by the relevant service provider;
- (c) be for the purposes of achieving the principal objects of CV;
- (d) be in return for the relevant service provider promoting and fostering the growth of the sport of Cricket throughout the territory in which the relevant service provider operates; and
- (e) be properly referable to the services provided by that relevant service provider to CV.

A Service Level Agreement must be consistent with the Constitution, By-Laws and Rules. In the event of any inconsistency, the provisions of the Constitution, By-Laws and Rules shall take precedence (in that order) over a provision of any such Services Level Agreement, to the extent of any such inconsistency.

7. LIFE MEMBERSHIP

7.1 Purpose of By-Law

- (a) This By-Law sets out the manner of admitting Life Members to membership of CV, as determined in accordance with clause 6.2 of the Constitution, where Life Membership is stated as the highest honour which can be bestowed by CV for longstanding and valued service to Cricket in Victoria.
- (b) In this By-Law, a reference to service to CV shall be read as service to any predecessor of CV or entity integrated into CV, including the Victorian Women's Cricket Association.

7.2 Categories of Life Membership

There shall be two categories of life membership:

- (a) 'player' life membership, with the criteria set out in **paragraph 7.3 (Player Life Members)** and
- (b) 'general' life membership, applicable to individuals other than 'players', with the criteria set out in **paragraph 7.4 (General Life Members)**,

with Player Life Members and General Life Members together to be recognised as Life Members in accordance with the Constitution.

7.3 Player Life Members

The following criteria shall be considered in any nomination of an individual as a 'Player' Life Member:

- (a) 15 years of service (preferably for Victorian State cricket exclusively);

- (b) a minimum number of Victorian representative matches in all formats (including international, first class 4-day, 1-day and W/BBL T20 matches, based on a weighted points system (as recommended by the relevant cricket or high-performance Committee (however named) and approved by the Board from time to time);
- (c) exceptional, long-standing on-field performance, based on statistics such as aggregate runs, wickets, catches etc;
- (d) other service to senior Victorian cricket, which may include time as a coach, selector or other officer or role;
- (e) in exceptional cases, the candidate had a disproportionate impact on Victorian cricket, notwithstanding relatively modest statistics for Victoria under sub-paragraphs (a) to (c); and
- (f) retired from active playing service at the time of nomination,

subject always to the candidate not bringing CV or Cricket into disrepute or not having disengaged from CV or Cricket for similar reasons (in this By-Law, a **Disqualifying Factor**).

7.4 General Life Members

The following criteria shall be considered in any nomination of an individual as a 'General' Life Member (being an individual who does not qualify as a Player Life Member):

- (a) for any individual who has served as a Delegate and/or CV Director:
 - (i) if the individual has served in the capacity of Delegate, and/or CV Director for not less than 15 years in total across these roles, has retired from all roles and is not the subject of any Disqualifying Factor, then subject to this By-Law, the individual may be awarded General Life Membership of CV; and
 - (ii) if the individual has served in the capacity of Delegate and/or CV Director for less than 15 years across these roles and the Board in its discretion has determined that the individual has made a substantial contribution to CV, whether by service on committees, project teams or other valuable role, has retired from all roles and is not the subject of any Disqualifying Factor, then subject to this By-Law, the individual may be awarded General Life Membership of CV; and
- (b) for any individual who has not served as a Delegate and/or CV Director, if the Board in its discretion considers the individual has made a long-term meritorious contribution to CV, has retired from all roles and is not the subject of any Disqualifying Factor, then subject to this By-Law, the individual may be awarded General Life Membership.

7.5 Criteria not determinative

Satisfying the stated criteria does not infer the automatic granting of Life Membership. Rather, the stated criteria shall provide guidance for the consideration of any nomination for Life Membership by the Directors in accordance with this By-Law, including in relation to any applicable points weighting of the various formats of the game.

7.6 Nomination process

- (a) The Company Secretary shall ensure a notice seeking nominations for Life Membership is provided to the Voting Members not less than five months prior to the Annual General Meeting of CV, stating a date by which the nomination must be received in order to be considered at the forthcoming Annual General Meeting.

- (b) Any nomination should be in the form of the Life Member Nomination Form attached as **Annexure B** and must include the details of the nominating Member and:
 - (i) in the case of the nominating Member (proposer) being a Life Member, must also include details of another Member who seconds the nomination, together with their signatures; and
 - (ii) in the case of the nominating Member being a Premier Club or Affiliate, must include the details of two duly authorised representatives of that Premier Club or Affiliate, together with their signatures,together with details of the nominated individual, full particulars of the individual's contribution to Cricket and expressly address the relevant criteria in the category of Life Membership sought.
- (c) Any nomination received from a Member prior to the stated deadline in the notice given under **paragraph 7.6(a)**, shall be tabled for consideration at the next Board meeting.
- (d) A majority decision of Directors is required to recommend a candidate for Life Membership to the Members. The decision of Directors is final and no reasons need to be recorded or given.

7.7 Directors may delegate to sub-committee

The Directors may, but are not required to, delegate the consideration of nominations to a sub-committee of up to five members, inclusive of three Directors, which committee may make recommendations to the Board regarding those nominations that are considered worthy of an award of Life Membership. The sub-committee shall provide reasons for their recommendation to the Board.

7.8 Recommendations to Members

Subject always to satisfaction of applicable AGM notice requirements, the Directors' recommendations of any candidate worthy of an award of Life Membership under **paragraph 7.6(d)** shall be notified to the Members and a decision of the Members made by Special Resolution in accordance with clause 6.3 of the Constitution. To avoid doubt, the award of Life Membership remains subject to the individual concerned satisfying the membership procedures set out in clause 6.2 of the Constitution.

7.9 Entitlements of Life Member

The benefits and entitlements of Life Members (or any category thereof) shall be approved by the Board, as this may vary from time to time, and notified to the Life Member on an annual basis.

7.10 Review of Life Membership

The award of Life Membership (or the benefits and entitlements of an individual thereunder) may:

- (a) be suspended or terminated by the Board if:
 - (i) the Life Member breaches the requirements of the Constitution or the By-Laws and fails to remedy the breach on notice in writing from CV; or
 - (ii) a Disqualifying Factor occurs at any time after the award of Life Membership; or

- (b) be relinquished by the individual by notice in writing to CV.

8. RECOGNITION OF AFFILIATES

- (a) Affiliates may be recognised as Members in accordance with clauses 6.1(d) and 6.7 of the Constitution. This By-Law sets out the basis on which parties may apply for this category of membership.
- (b) In addition to any requirement under the Constitution (unless otherwise determined by the Directors under clause 6.7(a) of the Constitution), a party seeking membership as an Affiliate:
 - (i) shall warrant that it will not itself or have or allow its members or participants to be engaged or involved in 'disapproved cricket' (being unsanctioned or unauthorised cricket) contrary to any applicable ICC or CA regulations;
 - (ii) shall demonstrate it seeks to be affiliated with Cricket in Victoria in a manner which is consistent with the Objects and which will further the best interests of CV and/or Cricket in Victoria;
 - (iii) may have a previous affiliation with CV or CV's Members or other entities affiliated with CV's Members, whether as a peak community body, association or club operating in Victorian, which previous affiliation shall not be an automatic bar to recognition by CV as an Affiliate;
 - (iv) if a multi-sport organisation, must appoint a representative who represents the interests of all members or participants of the entity who play or otherwise participate in Cricket; and
 - (v) shall satisfy such other requirements of membership as may be required by the Directors from time to time.
- (c) In addition to the requirements set out in clause 6.7 of the Constitution, any entity applying for admission to membership of CV as an Affiliate must forward, with the Affiliate Membership Application Form set out in **Annexure C**, as this may be updated from time to time:
 - (i) a copy of its last audited balance sheet, signed by duly two authorised representatives;
 - (ii) such other information as is reasonably necessary or appropriate for CV to satisfy itself that the applicant entity has Objects and activities consistent with those of CV; and
 - (iii) such other requirements as may be required by the Directors from time to time.
- (d) The Directors may resolve to grant Affiliate membership status on such terms and conditions of membership as the Directors consider appropriate in all the circumstances, having regard to factors such as:
 - (i) the integration of technology systems and platforms such as will facilitate appropriate registration, competition management systems, data collection, fee payment (if any) and communication with the individual participants or other members of the Affiliates as appropriate;
 - (ii) ensuring the alignment of the Affiliate's objects with CV's Objects and in the best interests of Cricket in Victoria;

- (iii) any previous refusal to grant such membership, and relevant reasons for such refusal; and
- (iv) such other matters as the Directors consider appropriate in their discretion, having regard to the best interests of Cricket in Victoria.

9. JUDICIAL BODIES AND RECOGNITION OF PENALTIES

9.1 Rules for operation of CV Judicial Bodies

Further to clauses 24.2(f) and 24.3(g) of the Constitution, the Premier Cricket Competition Rules shall provide for the operation of the CV Tribunal and the CV Appeals Tribunal.

9.2 Forfeiture of rights

While under disqualification or suspension:

- (a) a Member shall forfeit all the rights and privileges held as a Member of CV;
- (b) a Member's representatives shall cease to serve on any committee of CV; and
- (c) a Member shall be barred from competing in any match played under the auspices of CV.

10. ELECTIONS

10.1 Conduct of voting

This By-Law sets out the manner of voting for Elected Directors as determined by the Board in accordance with clause 15.3(d) of the Constitution.

10.2 Statements by candidates

A candidate may provide a biography and/or statement (***Candidate Statement***) of not more than 500 words supporting their candidacy. Candidate Statements must be received at the registered office of CV by the date for the close of nominations in accordance with clause 15.2 of the Constitution. Candidate Statements which are received within time are to be made available to Voting Members not less than 14 days prior to the Annual General Meeting. A Candidate Statement under this paragraph need not be made available if it is more than 500 words in length or is, in the opinion of the Company Secretary, defamatory or otherwise unlawful.

10.3 Valid nominations

Nominations will only be considered valid if all requirements of the form of nomination, as specified in clause 15.2 of the Constitution, are able to be validated by CV as satisfied. An invalid nomination (whether due to failure to satisfy the requirements of clause 15.2 of the Constitution or CV's inability to validate that these requirements have been satisfied) will prevent the nominee being considered as a candidate in the election.

10.4 Ballot not required

If a ballot is not required and candidates are declared elected under clause 15.3(a) of the Constitution, any such declaration by the Company Secretary to that effect is final.

10.5 Distribution of ballot papers

If a ballot is required:

- (a) ballot papers will be in a form and contain the information;
- (b) a Returning Officer (as the Company Secretary's nominee) and/or such scrutineers may be appointed for the conduct of the ballot; and
- (c) ballot papers will be distributed in such manner to Delegates of eligible Voting Members at the relevant Annual General Meeting at which the election is to occur

as the Company Secretary sees fit.

10.6 Voting

Voting is by exhaustive ballot and shall be recorded on ballot papers for each Elected Director vacancy as follows in **sub-paragraphs (a) to (f)**:

- (a) The ballot papers will be distributed, and each Delegate requested to mark the box next to the name of their sole preferred candidate from amongst all candidates. Delegates may abstain by not marking the box next to any candidate however an abstention does not constitute a vote cast for the purposes of this voting procedure.
- (b) If, upon the counting of the above votes:
 - (i) one candidate receives a simple majority of votes cast, that candidate is elected; or
 - (ii) no candidate receives a simple majority of votes cast, the candidate(s) with the lowest number of votes (which may be zero) is/are eliminated, unless to do so would result in there being less than two remaining candidates, in which case **sub-paragraph (d)** applies.
- (c) A further ballot or ballots will then be conducted between the remaining candidates in accordance with the process set out above, until one candidate receives a simple majority of votes cast, upon which that candidate is elected.
- (d) If after a ballot has been conducted any two or more candidates receive an equal number of votes and it is necessary for one of them to be eliminated, then a special ballot will be held between only those candidates, and otherwise in accordance with the process in this voting procedure, to decide which of those candidates will be eliminated.
- (e) If on any ballot between two candidates, such candidates receive an equal number of votes, then a re-ballot will be conducted. If such re-ballot remains tied, the candidate to be eliminated (or elected under **sub-paragraph(c)**) will be determined by the Company Secretary by lot.
- (f) Where at any time it is necessary for one or more candidates to be eliminated the chair shall only declare the name of the candidate(s) to be eliminated and shall not disclose the number of votes received by any candidate.

The process in **sub-paragraphs (a) to (f)** above will be repeated for any subsequent Elected Director vacancy, except that the ballot(s) will exclude the name of the candidate elected to the first director vacancy.

Completed ballot papers must be returned to the Company Secretary (or nominee) immediately on request. Any ballot paper not returned within a reasonable time of request, as determined by the Company Secretary (or nominee) will not be counted. To avoid doubt, subject always to the Constitution and the Act and notwithstanding reference to '*ballot papers*', the voting processes outlined in this **paragraph 10** may be replicated, with such minor adjustments as are necessary or appropriate to give effect to this **paragraph 10** in any virtual voting process as may be required or available in a telecommunications meeting, rather than in person at a physical meeting.

10.7 Scrutiny of returned ballot papers

Except as provided in this paragraph, a ballot paper is formal and effect must be given to the Delegate's intention as far as that intention is clear. A ballot paper is informal if:

- (a) marks are placed in boxes next to the names of two or more candidates;
- (b) marks, graffiti, slogans etc are included, but no mark is marked in the box next to any candidate name;
- (c) marks, graffiti, slogans etc make any candidate selection illegible; or
- (d) in the opinion of the Company Secretary (or nominee), it is not authentic or otherwise doesn't satisfy the requirements of the voting procedure in **paragraph 10**.

The Company Secretary (or nominee), must examine or validate each ballot paper and those ballot papers which are formal must be counted. A decision by the Company Secretary (or nominee), under this **paragraph 10.7** is final.

10.8 Counting votes

In counting votes in each Elected Director election, the Company Secretary (or nominee) may act:

- (a) to set aside from the count as informal any ballot paper falling within any of **sub-paragraphs 10.7(a) to (d)**;
- (b) to count a vote for each candidate in which the box next to their name is marked on the ballot papers admitted to the count; and
- (c) otherwise in accordance with the procedure set out in **paragraph 10.6**.

10.9 Declaration of results

As soon as possible after the result of each Elected Director election is ascertained, the Company Secretary (or nominee) will:

- (a) declare the successful candidate elected;
- (b) notify the candidate of the results of the election; and
- (c) publish the results in any manner they consider appropriate.

A declaration made by the Company Secretary (or nominee) under this paragraph is final.

11. REVIEW OF PREMIER CRICKET COMPETITION RULES

- (a) CV will, on an annual basis, conduct a review of the Premier Cricket Competition Rules, having regard to any submissions received from Premier Clubs in accordance with this By-Law.
- (b) CV will, by notice in writing on an annual basis, invite the Premier Clubs to make submissions on any proposed changes (including reasons for such changes) to the Premier Cricket Competitions Rules, in the period between February 1 and April 30 or such later date as is nominated by CV.
- (c) Any submissions received by CV prior to April 30 or such later date as is nominated by CV will be considered for introduction in the next Season. To avoid doubt, CV is under no obligation to implement a suggested change to the Premier Cricket Competition Rules.
- (d) CV shall convene a working group to undertake the review of the Rules, which working group shall include:
 - (i) at least one person with a legal qualification or with strong knowledge of legal processes associated with hearings and tribunals; and
 - (ii) at least one person from CV.
- (e) The working group shall make recommendations regarding changes to the Premier Cricket Competition Rules to the Board for approval not later than 1 June or such later date as is nominated by CV. Any recommended changes shall be consistent with the Constitution and By-Laws.
- (f) The Members shall be notified of the updated Premier Cricket Competition Rules for the next Season not later than 15 July or such later date as is nominated by CV.

SCHEDULE

EXTRACT OF DEFINITIONS AND INTERPRETATION FROM THE CV CONSTITUTION

[Note: the references to clauses here are to clauses in the CV Constitution]

1.1 Definitions

Act means the *Corporations Act 2001* (Cth).

Affiliate means any cricket association (including a Regional Association) in the State of Victoria which qualifies as such under **clause 6.7**.

AGM or **Annual General Meeting** means the annual General Meeting of CV required to be held by CV in each calendar year.

Appointed Director means a Director appointed under **clause 16**.

Board or **Directors** means all or some of the Directors of CV acting as a board.

By-Law means a By-Law made under **clause 26**.

CA means Cricket Australia.

CA Constitution means the constitution and includes any by-laws made by CA in force from time to time.

CEO means a person appointed as chief executive officer of CV by the Board under **clause 21**. If a chief executive officer has not been appointed by the Board, all references to **CEO** in this Constitution will be taken to refer to the Board.

Chair means the person elected under **clause 19.6**.

Committee means a committee established by the Board under **clause 23**.

Company Secretary means a person appointed as a company secretary of CV by the Directors under **clause 22**.

Constitution means CV's Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of CV's Constitution.

Cricket means the game of cricket as recognised by the ICC from time to time.

CV Appeals Tribunal means the tribunal appeals panel appointed by the Directors under **clause** Error! Reference source not found. to hear appeals from decisions of the CV Tribunal and which operates in accordance with the By-Laws.

CV Tribunal means the tribunal panel appointed by the Directors under **clause 24.2** to hear matters arising from or associated with the conduct of matches, players and other participants and which operates in accordance with the By-Laws.

Delegate means and includes:

- (a) a Representative appointed to represent a Voting Member in meeting or in voting on a resolution in accordance with this Constitution and the Act; and

(b) the Women's Premier Panel Chair,

and where applicable includes any duly authorised alternate Delegate.

Delegates Meeting means a quarterly General Meeting under **clause 11.2(a)**.

Director means a director of CV and includes Elected Directors and Appointed Directors.

Elected Director means a Director of CV elected under **clause 15**.

General Meeting means a general meeting of Members and includes a Delegates Meeting and a Special General Meeting.

ICC means International Cricket Council.

ICC Rules and Regulations mean the applicable rules and regulations of the ICC in force from time to time.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to CV or any activity of or conducted, promoted or administered by CV.

Life Member means a Member admitted to membership of CV under **clause 6.3**.

Member means a member of CV under **clause 6**.

Member Disciplinary Committee means a committee appointed by the Directors under **clause 8.1** to hear matters arising from or associated with the alleged conduct of Members.

Member Disciplinary Appeals Panel means an appeals panel appointed by the Directors under **clause 8.1** to hear appeals from decisions of a Member Disciplinary Committee.

Men's Premier Club means any club which has the necessary requirements to qualify and is admitted as such under **clause 6.4** and the By-Laws.

Objects mean the objects of CV in **clause 3.1**.

Official Position means, in connection with any Voting Member, a person who:

(a) is an employee, or holds a position, whether elected or appointed, as president, vice president, chairperson, deputy chairperson, secretary, treasurer, director or equivalent, of that Voting Member or a body corporate or organisation which is owned or controlled by, or has, directly or indirectly, a material ownership or financial interest in that Voting Member; or

(b) has, directly or indirectly, a material ownership or financial interest in that Voting Member.

Premier Club means any of the Men's Premier Clubs and the Women's Premier Clubs, irrespective of whether the men's and women's clubs are fully integrated, co-located, stand-alone or otherwise.

Premier Cricket Competition means the cricket competition/s contested by the Premier Clubs.

Regional Association means such legal entity as is acknowledged and approved by CV as the peak association for the administration of cricket in any geographical region of Victoria designated in the By-Laws from time to time.

Registration means registration or affiliation of a Member, such registration or affiliation being in the form of a signed application form and, in the case of Life Members, their consent to membership of CV as required by **clause 6.2. Registered** has a corresponding meaning.

Representative means a person (other than a proxy) appointed in accordance with the Act to represent a body corporate.

Rules means rules made by CV or a committee of CV, including Premier Cricket Competition Rules.

Special General Meeting means a General Meeting other than an Annual General Meeting or a Delegates Meeting.

Special Resolution has the same meaning as that given to it in the Act.

VCCL means the Victorian Country Cricket League Inc.

VMCU means the Victorian Metropolitan Cricket Union.

Voting Member means those Members of CV entitled to vote in General Meeting as set out under **clauses 6.1 and 6.2**

VSDCA means the Victorian Sub-District Cricket Association Inc.

Women's Premier Club means any club which has the necessary requirements to qualify and is admitted as such under **clause 6.4** and the By-Laws.

Women's Premier Panel means the panel constituted as such under the By-Laws and responsible for the representation of the Women's Premier Clubs to CV in accordance with **clause 6.5**.

Women's Premier Panel Chair means the chair of the Women's Premier Panel as elected under **clause 6.5** and the By-Laws.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy or Delegate/s;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors or assigns and includes a merged or amalgamated organisation;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;

- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;
- (i) **(include)** the words **include, includes, including** and **for example** are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise;
- (l) **(precedence)** this Constitution takes precedence and prevails over the By-Laws and any Rules in the event of any inconsistency; and
- (m) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

ANNEXURE A – PREMIER CLUB MEMBERSHIP APPLICATION FORM

[Annexure to be completed for inclusion by Member Services as soon as practicable]



Annexure B

Cricket Victoria

Life Membership Nomination Form

Nominee

Name _____

Postal Address _____

Suburb _____ Postcode _____

Email _____ Mobile _____

Most recent Club _____

Life Member Category

- 'Player' Life Member 'General' Life Member

Nomination Criteria

Guidelines on each category follow. Please provide a full summary of the Nominee's qualifications under the relevant category (*attach a separate document if insufficient space below*).

'Player' Life Member

- (a) 15 years of service (preferably for Victorian State cricket exclusively);
 - (b) a minimum number of Victorian representative matches in all formats (including international, first class 4-day, 1-day and W/BBL T20 matches, based on a weighted points system (as recommended by the relevant cricket or high-performance Committee (however named) and approved by the Board from time to time);
 - (c) exceptional, long-standing on-field performance, based on statistics such as aggregate runs, wickets, catches etc;
 - (d) other service to senior Victorian cricket, which may include time as a coach, selector or other officer or role;
 - (e) in exceptional cases, the candidate had a disproportionate impact on Victorian cricket, notwithstanding relatively modest statistics for Victoria under sub-paragraphs (a) to (c); and
 - (f) retired from active playing service at the time of nomination
- subject always to the candidate not bringing CV or Cricket into disrepute or not having disengaged from CV or Cricket for similar reasons (in this By-Law, referred to as a '**Disqualifying Factor**').

'General' Life Member

- (a) for any individual who has served as a Delegate and/or CV Director:
 - (i) if the individual has served in the capacity of Delegate, and/or CV Director for not less than 15 years in total across these roles, has retired from all roles and is not the subject of any Disqualifying Factor, then subject to this By-Law, the individual may be awarded General Life Membership of CV; and
 - (ii) if the individual has served in the capacity of Delegate and/or CV Director for less than 15 years across these roles and the Board in its discretion has determined that the individual has made a substantial contribution to CV, whether by service on committees, project teams or other valuable role, has retired from all roles and is not the subject of any Disqualifying Factor, then subject to this By-Law, the individual may be awarded General Life Membership of CV; and
- (b) for any individual who has not served as a Delegate and/or CV Director, if the Board in its discretion considers the individual has made a long-term meritorious contribution to CV, has retired from all roles and is not the subject of any Disqualifying Factor, then subject to this By-Law, the individual may be awarded General Life Membership.

It should be noted that satisfaction of the criteria alone does not infer the automatic granting of Life Membership. Rather, the stated criteria shall provide guidance for the consideration of any nomination for Life Membership by the Directors in accordance with this By-Law, including in relation to any applicable points weighting of the various formats of the game.

ANNEXURE C – AFFILIATE MEMBERSHIP APPLICATION FORM

[Annexure to be completed for inclusion by Member Services as soon as practicable]