

GREENOCK CRICKET CLUB INCORPORATED RULES

1. The name of the Incorporated Association is Greenock Cricket Club Incorporated referred to herein as "the Club".

2. In these rules unless the contrary appears -
'Committee' means the Committee of Management of the Club;
'meeting' means a general meeting of members of the Club convened in accordance with these rules;
'member' means a member of the Club;
the 'Act' means the Associations Incorporation Act, 1985

3. OBJECT AND PURPOSES

1. To conduct and manage cricket teams in the Greenock area.
2. To provide an organisation for the fostering of sport in Greenock.
3. To encourage junior sporting participation in Greenock.
4. To raise funds for sporting purposes.

4. POWERS

The Club shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

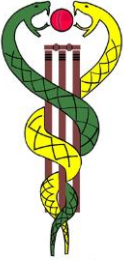
- (1) The classes of membership within the Club are; senior players, junior players, non-players and life members.
- (2) Any person who applies for membership of the Club shall be made via on-line registration, or in such form as the Committee shall prescribe from time to time. Upon the acceptance of the application by the Committee and upon payment of the first annual subscription (if applicable), the applicant shall be a member of the Club.

6. SUBSCRIPTIONS

- (1) The subscription fees for each class for membership shall be such sum as the members shall determine from time to time in general meeting.
- (2) The subscription fees of each class of membership shall be payable annually by 30th November or such time as the Committee sees fit.
- (3) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Club, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

7. RESIGNATION

A member may resign from membership of the Club by giving written notice thereof to the Secretary or Public Officer of the Club. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Club.

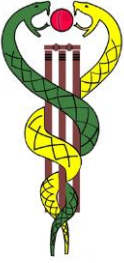


8. EXPULSION OF A MEMBER

- (1) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.
- (2) Particulars of the charge shall be communicated to the member at least fourteen days before the meeting of the Committee at which the matter will be determined.
- (3) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall subject to sub-rule (4) cease to be a member fourteen days after the Committee has communicated its determination to the member.
- (4) It shall be open to a member to appeal to the Club in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Club within fourteen days after the determination of the Committee has been communicated to a member.
- (5) In the event of an appeal under sub-rule (4) the appellant's membership of the Club shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Club in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

9. THE COMMITTEE

- (1) The Affairs of the Club shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by these rules required to be done by the Club in general meeting.
- (2) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Club, including a Public Officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- (3) The Committee shall be comprised of a President, Vice-President, Secretary and Treasurer and as many committee members as the annual general meeting prescribes, all of whom shall be members of the Club.
- (4) The first Committee of the Club shall be appointed from the promoters of the Club, or be comprised of such persons as hold office prior to incorporation. The first Committee shall hold office until the first annual general meeting after the incorporation at which time one half of the members of the Committee, who shall be chosen by ballot shall retire from the Committee but shall be eligible for reappointment. At each subsequent annual general meeting one half of the longest serving members of the Committee shall retire and shall be eligible for reappointment.
- (5) The Committee may appoint a natural person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Club and shall be eligible for reappointment.



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- (6) A retiring committee member shall be eligible to stand for re-election without nomination but any member not being a retiring committee member shall be eligible to stand for election if a member of the Club has nominated them to the Secretary of the Club. An absentee can be nominated with the permission of the absentee to signify a willingness to stand for election.
- (7) Notice of all persons seeking election to the Committee shall be given to the Secretary either prior to the meeting or at the meeting at which the election is to take place.
- (8) If only the required number of persons are nominated to fill existing vacancies the Secretary shall report accordingly to the annual general meeting, and the President shall declare such persons duly elected as committee members.

10. DISQUALIFICATION OF COMMITTEE MEMBERS

- (1) The office of committee member shall become vacant if a committee member is:
 - (i) disqualified by the Act;
 - (ii) expelled under these rules;
 - (iii) permanently incapacitated by ill health;
 - (iv) no longer the duly appointed representative of a corporate member.
- (2) The office of committee member may become vacant by the discretion of the committee if a committee member is absent without apology from more than three consecutive committee meetings, or more than five committee meetings in a financial year.

11. PROCEEDINGS OF COMMITTEE

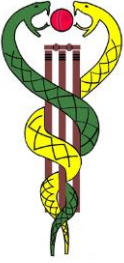
- (1) The Committee shall meet together for the dispatch of business.
- (2) Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- (3) A quorum for a meeting of the Committee shall be five.
- (4) A member of the Committee having a pecuniary interest in a contract with the Club must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

12. FINANCIAL YEAR

The first financial year of the Club shall be the period ending on 30/6 1997, and thereafter ending a period of twelve months in each year.

13. BORROWING POWERS

- (1) The Club may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayments thereof by charging the property of the Club.
- (2) Subject to section 53 of the Act the Club may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.



14. RULES

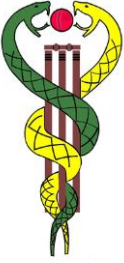
- (1) Subject to approval by a resolution of the members of the Club, these rules may be altered, or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Corporate Affairs Commission as required by the Act.
- (2) The registered rules shall bind the Club and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

15. THE SEAL

- (1) The Club shall have a common seal upon which its corporate name shall appear in legible characters.
- (2) The seal shall not be used without the expressed authorisation of the Committee, and every use of the seal shall be recorded in the minute book or on electronic storage of the Club. The affixing of the seal shall be witnessed by two of either the President, Vice-President, Secretary or Treasurer.
- (3) The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

16. MEETINGS

- (1) The Committee may call a special general meeting of the Club at any time, and shall call an annual general meeting in accordance with the Act
- (2) The first annual general meeting shall be held within eighteen months after the incorporation of the Club, and thereafter within five months after the end of its financial year.
- (3) Upon a requisition in writing of not less than twenty per cent of the total numbers of members of the Club, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (4) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- (5) If a special general meeting is not convened within one month as required by sub-rule (3) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club,
- (6) Subject to sub-rule (7) at least fourteen days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and committee members, and any other business requiring consideration of the Club in general meeting.
- (7) Notice of meeting at which a special resolution is to be proposed shall be given at least twenty-one days prior to the date of the meeting.



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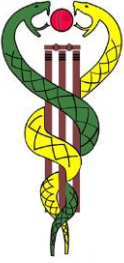
- (8) A notice may be given by the Club to any member by serving the member with the notice personally, by sending it by post to the address appearing in the register of members, or electronically.
- (9) Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

17. PROCEEDINGS AT MEETINGS

- (1) Ten members present personally or by proxy shall constitute a quorum at any general meeting.
- (2) If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the members shall form a quorum.
- (3) The President of the Committee or if there shall be no President, then the Vice-President of the Committee or in their absence, or in their declining to take, or retiring from the chair, one of the Committee members chosen by meeting shall preside as President at every general meeting of the Club.
- (4) If there is no such President or Vice-President present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to preside at the meeting.
- (5) The President may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn 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.
- (6) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- (7) At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the President of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favour of, or against, the resolution.
- (8) If a poll is demanded by the President of the meeting or by three or more members present personally or by proxy, it shall be taken in such a manner as the President directs. The result of such a poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- (9) A poll demanded on the election of a President of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

18. MINUTES

- (1) Proper minutes of all proceedings of meetings of the Club and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose, or stored electronically.



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- (2) The minutes kept pursuant to this rule shall be verified and acknowledged by the President of the meeting at which the proceedings took place or by the President of the next succeeding meeting.
- (3) Where minutes are entered and acknowledged they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

19. VOTING RIGHTS

- (1) Subject to these rules each member present in person or by proxy shall be entitled to one vote.
- (2) A member being a body corporate shall be entitled to appoint one person who need not be a member of the Club to represent them at a particular meeting or at all meetings of the Club. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Club for all purposes until the authority to represent the corporate member is revoked.
- (3) For voting purposes, the member needs to be an adult/senior member of the Club.

20. PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the Club to be their proxy, and to attend and vote at any meeting of the Club.

21. ACCOUNTS

The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.

22. WINDINGUP

The Club may be wound up in the manner provided for in the Act.

23. APPLICATION OF SURPLUS ASSETS

If after the winding up of the Club there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to other sporting, recreational or charitable bodies in the Greenock area,