



Melbourne Cricket Club Real Tennis Section Inc.

Constitution and Rules

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Preamble

The members of the Melbourne Cricket Club who signed a copy of this constitution resolved to form a separate association for the purposes described in Rule 2 of this constitution, to incorporate it under the *Associations Incorporation Act 1981 (Victoria)* (now the *Associations Incorporation Reform Act 2012 (Vic)*) and adopt this constitution as the rules of the incorporated association.

The association is a voluntary not-for-profit incorporated association of members bound by the rules of this constitution.

The association wishes to formalise its affiliation and its association with the Melbourne Cricket Club.

1. Name

The name of the incorporated association is the "Melbourne Cricket Club Real Tennis Section Inc." that will also be known as the 'MCC Real Tennis Club' (called "*the Section*" in these rules).

However, the name of the Section must be changed by deletion of the words "*Melbourne Cricket Club*" if so required by the Melbourne Cricket Club (subject to the approval of the Registrar of Incorporated Associations). The Section cannot use the words "Melbourne Cricket Club", "MCC", "MCG" or any derivative or association with those words in its name if so required by the Melbourne Cricket Club.

2. Statement of objects and purposes

The objects and purposes of the Section are:

- 2.1 To constitute a voluntary not-for-profit sporting club separate from but affiliated with the Melbourne Cricket Club in order to promote the Section's members to participate in the sport and recreation of real tennis.
- 2.2 To provide the facilities, infrastructure, organisation and management to enable the Section's members to participate in the sport and to promote the members skill in tennis.
- 2.3 To encourage and support the Section's members to participate in and to encourage the sport including competitive real tennis to all standards, both nationally and internationally.
- 2.4 To affiliate with or become a member of sporting associations as is needed to field teams in appropriate competitions.
- 2.5 To foster the game of real tennis and represent the interests of members.
- 2.6 To enter individual members or teams of members as the committee considers appropriate in real tennis competitions conducted by appropriate sporting competition associations.

The assets and income of the Section must be applied solely to further the Section's objects and purposes. The assets and income must not be distributed directly or indirectly to the members except as genuine reimbursement of expenses incurred on behalf of the Section.

3. Membership

- 3.1 The members are those persons who were members before the incorporation of this Section and those persons who are subsequently admitted to membership and whose names are entered on the register of members.

The Section has the following classes of members who have the following qualifications, restrictions and privileges:

Classes	Qualifications & Restrictions	Privileges
MCC Member	A member who is over 18 years of age and who is also a full or restricted paying member of the MCC ¹	Entitled to vote
Non-MCC Member	A member who is over 18 years of age and who is not a member of the MCC	Not entitled to vote
Junior Member – under 18	A member who is under 18 years of age and who is over 15 years of age	Not entitled to vote

- 3.2 The committee may from time to time decide the maximum number of new members of the Section. The committee may also decide the maximum number of new members in any class.
- 3.3 Voting members must constitute not less than 60% of the total membership of the Section.
- 3.4 The committee may prescribe the method and manner of application for membership and what refundable or non refundable application fees, if any, are required. However, an application must be in writing, signed by the applicant and state that the applicant agrees to be bound by these rules and to support the objects and purposes of the Section as set out in these rules. The application must also be signed by a proposer and seconder, both of whom must be voting members.
- 3.5 Eligibility for membership is based on whatever criteria the committee decides except as provided by these rules.
- 3.6 A right, privilege, or obligation of a person by reason of membership of the Section:
- is not capable of being transferred to another person; and
 - ends on the cessation of membership.
- 3.7 The committee may in its absolute discretion refuse any application for membership. The committee must notify an applicant in writing as soon as practicable when the application has been accepted or rejected.

¹ A member of the MCC does not include a person who is on the MCC waiting list for the purposes of this rule.

- 3.8 The members are those members whose name appears in the register of members until they die, resign, or otherwise cease to be a member in accordance with the rules.
- 3.9 A member:
- (a) may resign by notice in writing, in which case the resignation takes effect immediately or as otherwise specified in the notice; and
 - (b) automatically ceases to be a member if any amounts due and payable by the member in accordance with these rules remain unpaid six months after the amount was first due for payment.
- 3.10 A member is liable for membership fees in respect of a period during which the person is a member (including only for a part of that period). Upon ceasing to be a member, a person is not entitled to a refund of any fees or levies previously paid in respect of a future period.
- 3.11 A member must not receive a greater profit, benefit or advantage than that to which any other member is entitled except as provided under these rules or as provided in the *Liquor Control Reform Act 1998 (Vic)*.
- 3.12 Committee members and employees must not receive a commission or allowance from the receipts for the supply of liquor.
- 3.13 A visitor to the Section's premises (if any) must not be supplied with liquor in the premises unless the visitor is a guest in the company of a member who is aged 18 or over, and the visitor's attendance has been recorded as contemplated by clause 12.1(h).

4. Discipline of members

- 4.1 The committee has the power to investigate whether and what matter or circumstance may give rise to disciplinary action against a member. In exercising this power, the members of the committee must not be biased against, or in favour of, the member concerned.
- 4.2 The committee has the power to:
- (a) advise any member of unacceptable behaviour;
 - (b) discipline any member by reprimand, censure, fine not exceeding \$500, suspension (for an indefinite or specific period) or expulsion; or
 - (c) refer the matter to a general meeting for its resolution of the matter,
- if a member:
- (d) has wilfully infringed any of these rules;
 - (e) has failed to pay any money due or payable after written demand for payment and at least one additional payment reminder that includes a statement that disciplinary proceedings may follow if payment is not made in seven days or such other period as is specified;
 - (f) has been convicted of an indictable offence;

- (g) behaved in an unbecoming or dishonourable manner whether within the Section's premises or elsewhere; or
- (h) acted in a manner prejudicial to the interests of the Section, any body or organization with which the Section is affiliated or the sport.

The committee may also report allegations of dishonourable behaviour and unbecoming behaviour to the Melbourne Cricket Club if a member is also a member of the Melbourne Cricket Club.

4.3 The committee must give the member:

- (a) an opportunity to be heard in relation to the matter by the giving of any explanation or evidence orally or in writing or both that the member thinks fit at the committee meeting; and
- (b) at least 14 days written notice of the committee meeting, what is alleged against the member and the grounds of the allegation,

before the committee exercises its power to discipline in clause 4.2.

4.4 The member may by notice to the committee, elect to have the question dealt with by the members at a special general meeting called solely for the purpose. The member must give written notice of the member's election to the committee at least 48 hours before the starting time of the committee meeting.

4.5 The motion to reprimand, censure, fine, suspend or expel a member may be put before or after:

- (a) details of what is alleged and the details and reasons for the motion have been put to the committee meeting or special general meeting (as applicable);
- (b) an opportunity has been given for the member to give an explanation or response to the committee meeting or special general meeting (as applicable); and
- (c) any relevant evidence has been put to the meeting.

The voting by the members at the special general meeting is by secret ballot. A motion requires a majority vote of the members present and voting to pass.

4.6 A member may appear alone or with representation before the committee meeting or the special general meeting but not with legal representation.

4.7 A committee or special general meeting may decide the matter in the member's absence if the member does not attend the meeting.

4.8 Any decision at the committee meeting or the special general meeting on such a hearing is final.

4.9 The committee must not initiate a disciplinary procedure in relation to a member arising from, or in connection with, circumstances that are the subject of a grievance procedure under clause 5 until the grievance procedure has been completed.

5. Grievance procedure

- 5.1 The committee may appoint a sub-committee, a member, a person who is not a member, or a nominee of the Melbourne Cricket Club to mediate any dispute between members or between a member and the Section.
- 5.2 The members of the sub-committee or the person appointed:
- (a) cannot be a party to the dispute; and
 - (b) must not be biased against, or in favour of, the member or members concerned.
- 5.3 The sub-committee or person appointed must:
- (a) give the parties a reasonable opportunity to be heard;
 - (b) allow written statements to be given; and
 - (c) ensure that natural justice is accorded to the parties,
- and may otherwise decide the procedure and manner in which the grievance procedure is to be conducted.
- 5.4 A member may appear alone or with representation before the sub-committee or person appointed.
- 5.5 The decision of the committee or person appointed is final.
- 5.6 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under clause 4 until the disciplinary procedure has been completed.

6. Annual membership fees and levies

- 6.1 A member is not eligible to vote at general meetings if the member's annual membership fees or any other payments are overdue by more than seven days.
- 6.2 The committee may suspend any member whose annual membership fees or any levy is overdue by more than two months without formally disciplining a member in accordance with these rules. However, the member must be given the reasonable opportunity to provide evidence of payment or an explanation of why payment is not due if requested by that member.
- 6.3 The annual membership fees and levies for each class of membership are decided from time to time by the committee.
- 6.4 The committee may reduce the annual membership fees for any member who in the committee's opinion should not be required to pay the full annual subscription.
- 6.5 A general meeting may also decide to impose a levy on members for any extraordinary expenditure or special purpose.
- 6.6 The Section may also derive revenue from any other lawful source.

7. Committee

- 7.1 The functions, powers and responsibilities of the committee are to:
- (a) manage and control the business and affairs of the Section;
 - (b) exercise all powers as may be exercised by the Section, other than those powers that are required by these rules to be exercised by a general meeting of members;
 - (c) perform all such acts and do all such things as appear to the committee to be necessary or desirable for the fulfilment of the Sections objects and purposes;
 - (d) permit members to inspect any relevant documents, and to decide the conditions and circumstances of that inspection as contemplated by clause 25.1; and
 - (e) refuse that inspection if the committee decides, in accordance with clause 25.2, it is in the best interests of the Section to do so.
- 7.2 The committee's acts and decisions purporting to be in the fulfilment of the Section's objects and purposes are binding on the members.
- 7.3 The committee consists of:
- (a) the office bearers, being the chairperson, secretary and the treasurer; and
 - (b) other committee persons. The number of committee persons is determined by the committee, but must not be less than one and not more than seven.
- 7.4 All members of the committee must be members of the Section and be entitled to vote. The chairperson and secretary must also be members of the Melbourne Cricket Club.
- 7.5 The committee must resolve before the giving of notice of the annual general meeting, the number of committee persons that will be required to properly exercise the functions, powers and responsibilities of the committee for the next financial year. The number of committee persons required for the following year must be the greater of:
- (a) four committee persons; and
 - (b) two thirds of the number of current committee persons.
- 7.6 The number of committee persons for the following year will remain the same as the current year if the committee fails to make a resolution as required by rule 7.4.

8. Meetings of the committee

- 8.1 The committee must meet at least four times in each period of 12 months at such time and place as the committee may decide.
- 8.2 Additional meetings may be convened by the chairperson or any two members of the committee.
- 8.3 Oral or written notice of a committee meeting must be given by the secretary to each committee member at least 48 hours before the meeting (or such shorter time as is unanimously agreed).

- 8.4 A meeting may be conducted by telephone or by any other electronic means so decided by the committee.
- 8.5 A resolution signed by all members of the committee is a valid decision of the committee even if it was not voted on at a meeting.
- 8.6 Minutes of all resolutions and proceedings of the committee must be recorded by the secretary and be available to each committee member. The secretary must circulate the minutes to each committee member as soon as practical.
- 8.7 Fifty percent of the committee members plus one constitutes a quorum.

9. Election and appointment of committee members and office bearers

- 9.1 The members of the committee are elected at the annual general meeting.
- 9.2 The committee may appoint a member to fill a casual vacancy. The member so appointed holds office until the conclusion of the next annual general meeting.
- 9.3 Except for a member appointed to fill a casual vacancy, each member of the committee holds office until they are required to retire in accordance with rule 9.4. Any retiring members are eligible to be re-elected and are deemed to have been nominated for the purpose of rule 9.6 unless they advise the secretary otherwise. All casual appointed members of the committee retire at the annual general meeting.
- 9.4 At each annual general meeting, 1/3 of the committee members (after deducting any casual appointed members as per rule 9.2) must retire. In determining who will retire, the following order is to be followed:
- (a) first, the committee members who the committee unanimously decides are to retire;
 - (b) then, the committee member who has been in office for the greatest length of time; and
 - (c) where two or more committee members have been in office for the same amount of time, the committee member who is the most senior in age.
- 9.5 Nomination of a candidate for election as a member of the committee:
- (a) must include the name and address of the candidate;
 - (b) must be made in writing, signed by two members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);
 - (c) must be delivered to the secretary at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place; and
 - (d) must be displayed in a conspicuous place in the Section's premises (or other premises approved by the committee or otherwise distributed to each member entitled to vote) not less than one week before the date of the election or otherwise circulated generally to members.
- 9.6 The persons nominated are taken to be elected if the number of nominations received is equal to the number of vacancies to be filled.

- 9.7 The candidates nominated are taken to be elected if insufficient nominations are received to fill all vacancies on the committee, and further nominations may be received at the annual general meeting (in which case the requirements of Clause 9.5 do not apply to nominations received at annual general meeting).
- 9.8 A secret ballot must be held if the number of nominations received exceeds the number of vacancies to be filled.
- 9.9 The ballot for the election of office-bearers and other members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct. The committee may appoint a returning officer to conduct the ballot. The committee will, or the returning officer must, keep a record of the members voting at the election (but not for whom they voted).
- 9.10 A person may not hold more than one office on the committee.

10. Ceasing to be an office bearer and committee person

- 10.1 A casual vacancy in the office of an office bearer or a member of the committee occurs if the office bearer or committee member:
- (a) dies;
 - (b) ceases to be a member of the Section;
 - (c) is suspended;
 - (d) becomes an insolvent under administration within the meaning of section 38 of the *Interpretation of Legislation Act 1984* (Vic);
 - (e) resigns office by notice in writing given to the secretary;
 - (f) becomes a represented person within the meaning of the *Guardianship and Administration Act 1986* (Vic); or
 - (g) is absent without the consent of the committee from all meetings of the committee held during a period of six months or for three or more scheduled meetings without leave of the committee.

11. Removal of committee member

- 11.1 A general meeting may by special resolution remove a member of the committee or office bearer from office before the end of the member's term of office and may appoint another person to hold office until the end of the term of office of the member so removed.
- 11.2 A member of the committee or office bearer must be given an opportunity at the meeting to give orally or in writing (or both) such explanation or evidence as the member or office bearer thinks fit.

12. Secretary

- 12.1 The secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association, and without limiting the foregoing, the secretary's duties are to:

- (a) attend meetings of the committee and general meetings of the Section;
- (b) prepare an agenda in proper order for such meetings in consultation with the chairperson, to which agenda the chairperson may add any items that he or she wishes to be dealt with;
- (c) record and maintain the minutes of all meetings. The secretary must make the minutes available to other members of the committee on request;
- (d) conduct all correspondence in connection with the general business of the Section;
- (e) maintain custody of all relevant documents and securities of the Section not otherwise the responsibility of any other person;
- (f) when required, collect or cause to be collected all subscriptions, entry fees and/or other moneys due to the Section, give receipts on behalf of the treasurer, and hand the proceeds to the treasurer;
- (g) maintain the register of all members of the Section at the Section's premises including the name, full address of each member, and the date of the latest payment by each member of his or her subscription and information (if any) concerning restrictions on the access of personal information recorded in the register of members (as contemplated by the Act);
- (h) keep a record of all guests of members attending any part of the Section's premises that are licensed under a club or restricted club licence issued under the *Liquor Control Reform Act 1998* (Vic);
- (i) keep a copy of all regulations and directions made from time to time by the committee under the powers of this constitution;
- (j) prepare for submission to the annual general meeting the report of the committee on the activities of the Section during the year;
- (k) call all meetings in accordance with this constitution, and in any other respect carry out those duties usually associated with the office of secretary; and
- (l) comply with any lawful direction of the Director of Liquor Licensing.

12.2 The committee has power to appoint any member to act in the place of the secretary if the secretary is absent or unwilling or neglects or refuses to do anything required by these rules. The committee has the power to appoint an assistant secretary.

13. Treasurer

13.1 The treasurer's duties are to:

- (a) receive all moneys belonging to the Section, and within a reasonable time to deposit or arrange for the deposit of the moneys (with the exception of a petty cash float) with the Section's bankers;
- (b) ensure that receipts are issued for such moneys. The receipts given by the secretary are regarded as being under the control of the treasurer;
- (c) pay all accounts, subject to the approval of the committee;

- (d) keep correct records of account of all moneys received and expended;
- (e) ensure that the financial records of the Section are kept in accordance with the Act;
- (f) present at each committee meeting a statement of receipts and payments since the last meeting, total receipts and payments for the current year to date, and to table the bank statements made up to date. He or she must provide an estimate of the financial position for the balance of the year if the chairperson or the committee requires; and
- (g) co-ordinate the preparation of the financial statements of the Section and their certification by the committee prior to their submission to the annual general meeting.

14. Sub-committees

- 14.1 The committee may also appoint sub-committees for any other purposes. The sub-committees may consist of such members or other persons as the committee thinks fit to exercise such of the functions of the committee as delegated to the sub-committee.
- 14.2 A function may be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 14.3 The committee may continue to exercise any functions that have been delegated.
- 14.4 Any act or thing done or allowed by a sub-committee acting in the exercise of a delegation has the same force and effect as if it had been done or allowed by the committee.
- 14.5 The committee may revoke or change any delegation at any time.
- 14.6 A sub-committee must meet and conduct itself in accordance with these rules, its delegation and otherwise as it thinks proper.

15. Annual general meeting

- 15.1 An annual general meeting of the members of the Section must be held no later than three months after the end of the Section's financial year.
- 15.2 At least 14 days' notice in writing must be given to the members entitled to vote of the time and place appointed for the holding of such meeting, and of the business to be conducted at the meeting. However, 21 days' notice in writing must be given to the members entitled to vote if the business to be conducted at the meeting includes a special resolution.² If a special resolution is to be considered at the meeting, the notice

² The *Associations Incorporation Reform Act 2012 (Vic)* provides that a special resolution is passed if not less than three quarters vote in favour of the resolution and any additional requirements of the Rules relating to the passing of a special resolution have been met. Special resolutions are required under the Act principally for:

Change of name - Section 24

Alteration of the Rules - Section 50

Amalgamation - Section 17

Voluntary Wind Up - Section 125

must state in full the proposed resolution and state the intention to propose the resolution as a special resolution.

- 15.3 The ordinary business of an annual general meeting is to;
- (a) confirm the minutes of the last annual general meeting, and of any special general meeting held since that date;
 - (b) elect office bearers and other committee members until the next annual general meeting;
 - (c) appoint an auditor until the next annual general meeting (if required by the Act);
 - (d) to receive and consider:
 - (1) the annual report of the committee on the activities of the Section during the preceding financial year; and
 - (2) the financial statements of the Section, prepared in accordance with the Act; and
 - (e) transact any other business affecting the interests and welfare of the Section of which due notice has been given, or for which leave is given.

16. Special general meetings

- 16.1 A special general meeting of the members can be convened if the committee deems it necessary.
- 16.2 A special general meeting must be held as soon as practicable after the date of receipt by the committee of a requisition signed by at least five members of the Section. The requisition must clearly state the business to be conducted at the special general meeting.
- 16.3 Written notice of a special general meeting must be given to the members entitled to vote of the time and place appointed for holding such meeting no later than 14 days before the day fixed for the meeting. The notice must clearly set out the business to be conducted. However, 21 days' written notice must be given to the members entitled to vote if the business of the meeting includes a special resolution. If a special resolution is to be considered at the meeting, the notice must state in full the proposed resolution and state the intention to propose the resolution as a special resolution. No other business may be conducted at a special general meeting.

17. Agenda items

A member wishing to bring any business before a general meeting may give notice of that business in writing to the secretary. The secretary must include that business in the notice calling the next general meeting that occurs more than one month after the notice is given unless the secretary considers it to be defamatory, illegal, offensive or trivial.

18. Quorum for meetings

- 18.1 Ten percent of members entitled to vote form a quorum for a general meeting.
- 18.2 A meeting convened on the requisition of members is dissolved if a quorum is not present within half an hour of the time fixed for the meeting.
- 18.3 A general meeting convened by the committee must be adjourned to the same hour and the same day in the following week if a quorum is not present within half an hour of the time fixed for the meeting. Those attending the adjourned meeting constitute a quorum. No further notice is required to be given to members of the date, time and location of the adjourned meeting.
- 18.4 A member present with proxies on behalf of another member is deemed to be present in the member's own right, and separately on behalf of each proxy member, for the purposes of determining a quorum for a general meeting.

19. Voting

General Meetings

- 19.1 The chairperson of a general meeting is the chairperson of the Section. The office bearer with the greatest length of tenure on the committee who is present will be chairperson of the general meeting in the absence of the chairperson. The most senior of those office bearers will be the chairperson of the general meeting if two office bearers have equal length of tenure on the committee. The committee member with the greatest length of tenure on the committee will be the chairperson of the general meeting if no office bearers are qualified to chair the general meeting.
- 19.2 The chairperson has a second or casting vote at a general meeting in the event of equality of voting.
- 19.3 Voting is decided by a show of hands, unless four members request a ballot. The chairperson decides the manner in which the ballot is to be conducted.
- 19.4 Each member is entitled to appoint another member as his or her proxy by written notice to the secretary to that effect no later than 24 hours before the meeting.

Committee meetings

- 19.5 The chairperson of a committee meeting is the chairperson of the Section. The office bearer with the greatest length of tenure on the committee who is present will be chairperson of the committee meeting in the absence of the chairperson. The most senior of those office bearers will be the chairperson of the committee meeting if two office bearers have equal length of tenure on the committee. The committee member with the greatest length of tenure on the committee will be the chairperson of the committee meeting if no office bearers are qualified to chair the committee meeting.
- 19.6 Each committee member has one vote. The chairperson has a second or casting vote if there is an equality of voting.
- 19.7 Voting is by a show of hands, unless three committee persons request a ballot. The ballot is to be carried out in the manner decided by the chairperson.

20. Execution

Documents can be executed for and on behalf of the Section by being signed by two persons, being an office bearer and another member of the committee.

21. Indemnity

Each office bearer and each member of the committee and each member of any subcommittee are to be indemnified out of the assets of the Section for all authorised expenses incurred in the performance of his or her duties and against all claims arising against him or her in the exercise of his or her office or performance of his or her duties (other than through his or her own dishonesty, gross negligence, default, breach of duty or breach of trust).

22. Regulations

- 22.1 The committee has the power from time to time to make regulations not inconsistent with these rules for conducting the affairs of the Section.
- 22.2 The regulations do not take effect until the later of the date specified and 14 days after they are circulated generally to members or placed on a noticeboard in the Section's premises.

23. Financial Matters

- 23.1 The financial year of the Section ends on 31 December in each year.
- 23.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by at least two members of the committee.

24. Financial statements

- 24.1 For each financial year, the committee must ensure that the requirements under the Act relating to the financial statements of the Section are met.
- 24.2 Without limiting clause 24.1, those requirements include:
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the committee;
 - (d) the submission of the financial statements to the annual general meeting of the Section; and
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

25. Custody and inspection of books and records

- 25.1 Members may on request inspect free of charge:
- (a) the register of members;
 - (b) the minutes of general meetings; and

- (c) subject to clause 25.2, the financial records, books, securities and any other relevant document of the Section, including minutes of committee meetings.
- 25.2 The committee may refuse to permit a member to inspect records of the Section that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Section.
- 25.3 The committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 25.4 Subject to clause 25.2, a member may make a copy of any of the other records of the Section referred to in this rule and the Section may charge a reasonable fee for provision of a copy of such a record.
- 25.5 For purposes of this clause "relevant documents" means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Section and includes the following:
- (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records; and
 - (d) records and documents relating to transactions, dealings, business or property of the Section.

26. Notices

- 26.1 A notice may be served on or given to a person:
- (a) on the date on which it is received by the addressee if the notice is given or served personally;
 - (b) on the date it would have been received in the ordinary course of post to the last known address of that person;
 - (c) on the date it was sent by electronic facsimile transmission or if the machine from which it was sent produces a report indicating the notice was sent on a later date on that date; or
 - (d) on the date the email was received into or by the recipient's server.
- 26.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post;
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date; and

- (d) in the case of email, at the time it is received by the recipient server or received into the recipient server.

27. Interpretation of rules

- 27.1 Any reference to any legislation in this constitution includes any amending legislation and the equivalent of any successor legislation insofar as is applicable.
- 27.2 In the event of any doubt or difficulty as to the meaning of any of these rules, the committee may request that the matter be decided by the Melbourne Cricket Club Committee or its delegate. The Melbourne Cricket Club may accept a request to interpret the rules and may delegate the interpretation to its delegate. Any interpretation of the rules by the Melbourne Cricket Club committee or its delegate is final and binding.
- 27.3 The term "general meeting" means either an annual general meeting or a special general meeting.
- 27.4 Nothing in this constitution creates an arbitration agreement or a reference to an arbitration agreement within the meaning of the *Commercial Arbitration Act 1984* (Vic).
- 27.5 The term "special resolution" has the meaning given in the Act.
- 27.6 A reference to "Act" is to the *Associations Incorporation Reform Act 2012* (Vic).

28. Alteration of the constitution

These rules (including the preamble, objects and statement of purpose) can only be altered by a special resolution passed at a general meeting and with approval of the Committee of the Melbourne Cricket Club.

29. Winding up of the section

- 29.1 The Section may be wound up by way of a special resolution passed at a special meeting called for that purpose.
- 29.2 Twenty one days' notice must be given for the special meeting mentioned in sub-rule immediately above.
- 29.3 No less than half the members must be present at the special meeting mentioned in sub-rule immediately above.
- 29.4 Subject to the Act, on winding up, the net surplus assets or property of the Section after discharge of all liabilities must be given or transferred to the Melbourne Cricket Club, or if it so approves, to either some kindred body having purposes similar to the objects of the Section or to some other charitable institution. The surplus assets or property must not be distributed to the members and former members.