

**CENTRAL WEST CRICKET COUNCIL**

**INCORPORATED**

(formerly MITCHELL CRICKET COUNCIL INC.)

**CONSTITUTION**

12/10/2020

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## **NAME**

The name of the Association shall be Central West Cricket Council Incorporated.

## **STATEMENT OF OBJECTS**

The objects of the Association shall be:

1. To promote, hold and arrange cricket matches or competitions for the benefit of the Affiliates of the Association.
2. To settle all questions or disputes on any matters relating to cricket for its affiliated associations.
3. To establish, promote or assist in establishing or promoting and to subscribe to or become a member of any other association, whose objects are similar or in part similar to the objects of the Association or the establishment or promotion of which may be beneficial to the Association.
4. To do, carry out and effect all other matters and things whatsoever which may from time to time be requisite and necessary in the administration of the Association's affairs, for the promotion, control and encouragement of the game of cricket.
5. To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

## Part 1 - PRELIMINARY

### 1. Definitions and Interpretation

#### 1.1 Definitions

In this constitution:

**Affiliate** means a cricket association and/or other body granted affiliation in accordance with clause 2.

**Association** means Central West Cricket Council incorporated.

**By-Laws** means the By-Laws of the Association.

**Chairman** means the Chairman of the Association.

**Committee** means the Committee of Management of the Association.

**Delegate Member** means the person(s) appointed from time to time to act for and on behalf of an Affiliate to represent the Affiliate at general meetings of the Association.

**Life Member** means an individual elected as a Life Member of the Association in accordance with clause 3.3.

**ordinary committee member** means a member of the Committee who is not an office-bearer of the Association.

**Secretary** means:

- (a) the person holding office of under this constitution as Secretary, or
- (b) if no such person holds that office - the public officer of the Association.

**special general meeting** means a general meeting of the Association other than an annual general meeting or an ordinary general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulations** means the *Associations Incorporation Regulation 2016*.

#### 1.2 Interpretation

- (1) In this constitution:
  - (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (2) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## Part 2 - AFFILIATION AND MEMBERSHIP

### 2. Affiliation

- (1) The cricket associations and bodies affiliated with the Association shall be any cricket association and/or body having such qualifications as may be determined by the Association, from time to time.

- (2) The cricket associations must re-affiliate annually in accordance with the procedures set down by in the By-Laws from time to time.
- (3) An application for affiliation must be:
  - (a) from the applicant or its nominated representative, in writing on the form prescribed from time to time by the Committee (if any), and lodged with the Association; and
  - (b) accompanied by the appropriate fee (if any).

### **3. Membership**

#### **3.1 Membership categories**

- (1) The membership of the Association is to consist of:
  - (a) Delegate Members, who are elected or appointed in accordance with clause 3.2,
  - (b) members of the Committee, who are elected in accordance with Clause 16, but who are not also Delegate Members, and
  - (c) Life members, who are appointed in accordance with clause 3.3.

#### **3.2 Delegate Members**

- (1) The Delegate Members shall be elected annually by the cricket associations and/or bodies entitled to elect such members.
- (2) The body of Delegate Members shall consist of:
  - (a) two delegates from each cricket association granted affiliation in accordance with clause 2, and
  - (b) one delegate from the Central West Cricket Umpires Association, when current and active, or other such body representing cricket umpires within the boundaries of Central West Cricket Council, and
  - (c) one representative of women's cricket within the boundaries of Central West Cricket Council.
- (3) Each association and/or body must lodge written notice of their elected Delegate Members with the Secretary of the Association for that membership to be effected.

#### **3.3 Life Members**

- (1) The Committee may recommend to the annual general meeting that any natural person who has rendered distinguished service to the Association, be appointed as a Life Member.
- (2) A resolution of the annual general meeting to confer life membership (subject to subclause (3)) on the recommendation of the Committee must be a special resolution.
- (3) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the register of members, and from the time of entry on the register the person shall be a Life member.

### **4. Cessation of membership**

A person shall cease to be a member of the Association if:

- (a) that person:

- (i) dies, or
  - (ii) resigns membership, or
  - (iii) is expelled from the Association, or
  - (iv) is expelled or suspended as a member of the Affiliate which elected him in accordance with Clause 3.2 of these rules, or
  - (v) ceases to be a nominated representative of the Affiliate which elected that person in accordance with Clause 3.2 of these rules, or
- (b) the body which elected that person ceases to be affiliated with the Association.

## 5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) subject to the provisions of clause 9 of this constitution, terminates upon cessation of that person's membership.

## 6. Resignation of membership

- (1) A member of the Association may resign from membership of the Association by giving notice in writing to the Secretary
- (2) Where a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members, recording the date on which the member ceased to be a member.

## 7. Register of members

- (1) The Secretary of the Association must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name, postal, residential or email address of each person who is a member of the Association together with:
  - (a) the date on which the person became a member,
  - (b) the association or body the member represents, if the member is a Delegate Member, and
  - (c) if the person is a Life Member, the date of election as a Life Member.
- (2) The register of members must be kept at the principal place of administration, and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (3) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to

the Association, or

- (b) Any purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
  - (b) the requirements in subclause (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **8. Fees and subscriptions**

A member of the Association shall not be required to pay any fee on becoming a member or be liable to pay an annual subscription.

## **9. Members' liabilities**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association, is limited to the amount of one dollar (\$1) and every person who becomes a member is deemed to have undertaken to pay such an amount, if so required, in the event that the Association is wound up while he is a member, or within a period of one (1) year after ceasing to be a member thereof.

## **10. Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of a referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

## **11. Disciplining of members**

- (1) A complaint may be made to the Committee by any person that a member of the Association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.



- (4) The Committee may, by resolution expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.
- (7) Any person subject to such expulsion or suspension is prohibited from:
  - (a) acting in any official capacity for the Association, including as office-bearer, ordinary member, delegate to the Western Cricket Zone or other such bodies the Association is entitled to elect delegates to, and
  - (b) acting as captain, coach, a manager or in any other official capacity for a team representing the Association, and
  - (c) acting as captain, coach, manager or in any other official capacity for a team participating in a competition organised by the Association,for the period of any such expulsion or suspension.

## **12. Right of appeal of disciplined member**

- (1) A member may appeal to the Association in general meeting against a resolution of the Committee under clause 11 within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which a member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):
  - (a) no business other than the question of appeal is to be transacted, and
  - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

## **13. Process for nomination for life membership**

- (1) Nomination for election as a Life Member must be on one or more of the following grounds:

- (a) Long and valued service (i.e. service in excess of ten years) to cricket organised by the Association and to the Association.
  - (b) Extraordinarily valuable service (i.e. an outstanding contribution over and above that normally provided by others) to cricket organised by the Association and to the Association.
- (2) Only the Committee or an Affiliate can nominate candidates for Life Membership.
- (3) Nominations must be made to the Committee no later than 1 May each year.
- (4) The Committee will consider the nomination and may appoint a sub-committee to examine the merits of a nomination.
- (5) If the Committee is satisfied with the merits of the nomination it will put the nomination as a special resolution to the next general meeting of the Association for a decision by the members.

## **Part 3 - THE COMMITTEE**

### **14. Powers of the Committee**

The Committee shall be called the Committee of Management of the Association. Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Committee:

- (1) is to control and manage the affairs of the Association, and
- (2) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (3) has the power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

### **15. Composition and membership of the Committee**

- (1) The Committee is to consist of:
  - (a) the office-bearers of the Association, and
  - (b) at least one ordinary committee member,each of whom is to be elected at the annual general meeting of the Association under clause 16.
- (2) The total number of Committee members is to be at least five but no more than seven.
- (3) The office-bearers of the Association are:
  - (a) the Chairman,
  - (b) the Deputy Chairman,
  - (c) the Secretary,
  - (d) the Treasurer.
- (4) A Committee member may hold up to two offices (other than both the Chairman and Deputy Chairman offices).

- (5) There is no maximum number of consecutive terms for which a Committee member may hold office.
- (6) Each member of the Committee is, subject to this constitution, to hold office until immediately before the election of Committee members at the annual general meeting following the date of the member's election and is eligible for re-election.

## **16. Election of Committee members**

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary committee members must be:
  - (a) made in writing, signed by two members of the Association, or two office-bearers of the Affiliate which the candidate is a member of, and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) delivered to the Secretary of the Association prior to the commencement of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies for a position on the Committee further nominations are to be received at the annual general meeting.
- (3) If the number of nominations received for a position is equal to or less than the number of vacancies to be filled for that position, then each of those persons nominated may be declared elected only if approved by the majority of members present and entitled to vote.
- (4) If insufficient nominations are received to fill a vacant position, or of a person is not approved by a majority of members in accordance with subclause (3), any vacant positions remaining on the Committee are taken to be casual vacancies.
- (5) If the number of nominations received for a position exceeds the number of vacancies to be filled for that position, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

## **17. Notice seeking candidates for election as Committee Members**

At least 21 days prior to the date of the annual general meeting, the Secretary shall forward written notice to each Member and the Secretary of each Affiliate advising them of the forthcoming election of office-bearers and ordinary committee members and of the opportunity to nominate candidates for election to such positions.

## **18. Secretary**

- (1) The Secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office bearers and members of the committee, and
  - (b) the names of members present at a Committee meeting or a general meeting, and
  - (c) all proceedings of Committee meetings and general meetings.

- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## 19. Treasurer

It is the duty of the Treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

## 20. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of appointment.
- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Association, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 21,
  - (f) becomes a mentally incapacitated person, or
  - (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## 21. Removal of Committee members

- (1) The Association in general meeting may by resolution remove any member of the Committee from the office of member before expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or Chairman of the Association (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the Chairman of the Association may send a copy of the representations to each member of the Association, or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is to be considered.

- (3) The Committee may by resolution passed by at least two thirds majority of the Committee members present at a Committee meeting specifically convened to deal with such, remove any member of the Committee from the office of member if in the reasonable opinion of the Committee (but subject always to this Constitution) a member of the Committee has:
  - (a) acted in a manner unbecoming or prejudicial to the Objects and interests of the Association or the Affiliates of the Association; or
  - (b) brought themselves or the Association or the Affiliates of the Association into disrepute.
- (4) A Committee member removed in accordance with subclause (3) shall have the right of appeal to the Association in general meeting in accordance with the process outlines in Clause 12 of this constitution.
- (5) If the Association in general meeting upholds the decision of the Committee in relation to an appeal referred to in subclause (4), the Association may appoint another person to hold office in accordance with subclause (1).

## **22. Committee meetings and quorum**

- (1) The Committee must meet at least once in each year at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the Chairman or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (2) must specify the general nature of the business to be transacted at the meeting and no other business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting a quorum is not present, the meeting is to stand adjourned to the same place, hour and day in the following week. Those members in attendance at the deferred meeting shall be deemed to constitute a quorum.
- (7) At the meeting of the Committee:
  - (a) the Chairman, or in the Chairman's absence, the Deputy Chairman shall preside, or
  - (b) if the Chairman and the Deputy Chairman are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

## **23. Appointment of Association members to constitute quorum**

- (1) If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may

appoint a sufficient number of members of the Association as Committee members to enable the quorum to be constituted.

- (2) A member of the Committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 20 applies.

#### **24. Use of technology at Committee meetings**

- (1) A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- (2) A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **25. Delegation by Committee to sub-committee**

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function, which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have had it been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

#### **26. Voting and decisions**

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to clause 22(5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **Part 4 - GENERAL MEETINGS**

### **27. Annual general meetings**

- (1) The annual general meeting of the Association:
  - (a) must be held no later than 15 July each year or within any later time that may be allowed or prescribed under the Act, and
  - (b) is to be convened on such date and at such a place and time as the Committee thinks fit.
- (2) The regular business of the annual general meeting shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Committee reports on activities of the Association during the last preceding financial year,
  - (c) to receive and consider any financial statement or report required to be submitted to members under the Act,
  - (d) to elect Patrons of the Association,
  - (e) to elect office-bearers and ordinary committee members of the Association,
  - (f) to confirm the appointment of the representative for women's cricket in the area of the Association, and
  - (g) to elect such number of delegates to Western Cricket Zone Incorporated as the Association is entitled to elect in accordance with the rules of Western Cricket Zone Incorporated.
- (3) All other business at an annual general meeting shall be special business.
- (4) An annual general meeting must be specified as such in the notice convening it.

### **28. Special general meetings**

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee must, on the requisition in writing of not less than three members, convene a special general meeting of the Association.
- (3) A requisition from members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by members making the requisition, and
  - (c) must be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **29. Ordinary general meetings**

- (1) A minimum of two ordinary general meeting of the Association shall be held in each and every year at such time and place as the Committee shall determine.
- (2) The Committee may schedule additional ordinary general meetings as may be required.

## **30. Participation at general meetings**

- (1) Delegate Members and Committee members shall have the right to take part in the proceedings of general meetings.
- (2) Life members shall not be entitled to take part in the proceedings of general meetings except by leave of the meeting unless the Life Member is a Delegate Member or a Committee member.

## **31. Notice**

- (1) Delegate Members and Committee members shall be entitled to receive notice of general meetings.
- (2) Life Members shall be entitled to receive notice of annual general meetings only.
- (3) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (4) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (5) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business that may be transacted under clause 27(2).
- (6) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.



### **32. Quorum for general meetings**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) 50% of the Delegate Members present shall constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than five) are to constitute a quorum and if five members are not present, the meeting shall be dissolved.

### **33. Presiding member**

- (1) The Chairman, or, in the Chairman's absence, the Deputy Chairman is to preside as chairperson at each general meeting of the Association.
- (2) If the Chairman and Deputy Chairman are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **34. Adjournment**

- (1) The chairman of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **35. Making of decisions**

- (1) A question arising at a general meeting of the Association is to be determined by either:
  - (a) a show of hands or, if the meeting is one to which clause 39 applies, any appropriate corresponding method that the Committee may determine, or
  - (b) if on the motion of the chairperson or if 3 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.

- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number of proportion of votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Committee under subclause (1)(a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### 36. Special resolutions

- (1) A resolution is passed by the Association as a special resolution:
  - (a) at a general meeting of the Association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
  - (b) in such other manner as may be permitted under the Act,if it is supported by at least three-quarters of the votes cast by members of the Association who, under this constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subclause (1)(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

### 37. Voting

- (1) Only Delegate Members are entitled to vote at general meetings.
- (2) Upon any question arising at a general meeting of the Association, a Delegate Member has one vote only.
- (3) All votes shall be given personally or by written proxy. All proxies are to be in accordance with Clause **Error! Reference source not found.**
- (4) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) The Association will not use a postal or electronic ballot to determine any issue or proposal.

### 38. Proxy voting

- (1) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Committee from time to time, has been duly completed and executed and is lodged with the Secretary at or before the commencement of the meeting. Proxies shall only be exercised by members entitled to vote. No member entitled to vote shall exercise more than one proxy at any one time.
- (2) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (3) The proxy may be either;
  - (a) another member of the Association who is present at the meeting, or
  - (b) another member of the Affiliate or body which the member represents.

- (4) A member shall be entitled to instruct their proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed the proxy may exercise the proxy vote as they think fit.
- (5) An office bearer, or other person authorised by that association or body may appoint, for their Delegate Member, a proxy referred to in subclause (3)(b).
- (6) A person, other than the chairperson of the meeting to which it relates, may hold no more than one proxy.

### **39. Use of technology at general meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Association's members a reasonable opportunity to participate.
- (2) A member of the Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Part 5 - MISCELLANEOUS**

### **40. Insurance**

- (1) It shall be a function of the Committee to ascertain whether or not the Association is covered by a policy held by the New South Wales Cricket Association every year and, if not so covered, to effect such insurance either on its own account or by a policy held by the New South Wales Cricket Association.
- (2) In addition to the insurance required under subclause (1), the Committee may effect and maintain such other insurances as it deems necessary either on its own account or through policies held by the New South Wales Cricket Association.

### **41. Funds**

#### **41.1 Source of funds**

- (1) The funds of the Association shall be derived from such sources as the Committee determines, from time to time.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction, to the credit of the Association's bank account(s).
- (3) The Association shall, as soon as is practicable after receiving any money, issue an appropriate receipt.

#### **41.2 Management of funds**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Committee, being members authorised to do so by the Committee.

### **42. Association is non-profit**

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as

to provide a pecuniary gain for any of its members.

#### **43. Alteration of objects and constitution**

The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the Association in accordance with section 10 of the Act.

#### **44. Common Seal**

- (1) The common seal of the Association shall be kept in the custody of the Secretary.
- (2) The common seal shall not be fixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested to by the signatures of either of two members of the Committee or one member of the Committee and the public officer of the Association.

#### **45. Records, book and other documents**

##### **45.1 Custody of books etc**

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association shall be kept in New South Wales in the custody of the public officer or other member of the Association (as the Committee determines).

##### **45.2 Inspection of books etc**

- (1) The records, books and other financial documents of the Association, this constitution and the minutes of all Committee meetings and general meetings of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.
- (2) Despite subclause (1), the Committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

#### **46. Financial year**

The financial year of the Association shall end on 31 May in each and every year.

#### **47. Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, 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, and
  - (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, and
  - (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.

#### **48. Distribution of property on winding up of the Association**

- (1) Subject to the Act and the Regulations, in a winding up of the Association, all surplus property of the Association is to be distributed in accordance with a special resolution of the Association.
- (2) In this clause, a reference to the surplus property of the Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.