

Canterbury & Western Suburbs Cricket Association

Constitution

June 2026

TABLE OF CONTENTS

1. NAME OF ASSOCIATION	4
2. DEFINITIONS AND INTERPRETATION	4
3. OBJECTS OF THE ASSOCIATION	6
4. POWERS OF THE ASSOCIATION	7
5. MEMBERS	7
6. MEMBERSHIP	8
7. REGISTER OF MEMBERS	9
8. EFFECT OF MEMBERSHIP	10
9. DISCONTINUANCE OF MEMBERSHIP	11
10. DISCIPLINE	12
11. SUBSCRIPTIONS AND FEES	12
12. EXISTING EXECUTIVE MEMBERS	12
13. POWERS OF THE EXECUTIVE COMMITTEE	13
14. COMPOSITION OF THE EXECUTIVE	13
15. ELECTED EXECUTIVE MEMBERS	13
16. APPOINTED EXECUTIVE MEMBERS	14
17. VACANCIES ON THE EXECUTIVE COMMITTEE	14
18. MEETINGS OF THE EXECUTIVE	15
19. SECRETARY	17
20. ANNUAL GENERAL MEETING	18
21. SPECIAL GENERAL MEETINGS	18
22. NOTICE OF GENERAL MEETING	18
23. BUSINESS	19
24. NOTICES OF MOTION	19
25. PROCEEDINGS AT GENERAL MEETINGS	19
26. VOTING AT GENERAL MEETINGS	20
27. PROXY VOTING	21
28. GRIEVANCE PROCEDURE	21
29. AUDITOR	21

30. INCOME	21
31. WINDING UP	22
32. DISTRIBUTION OF PROPERTY ON WINDING UP	22
33. ALTERATION OF CONSTITUTION	22
34. BY-LAWS	23
35. STATUS AND COMPLIANCE OF ASSOCIATION	23
36. ASSOCIATION'S CONSTITUTION	24
37. STATUS AND COMPLIANCE OF CLUBS	24
38. NOTICE	25
39. PATRONS	25
40. INDEMNITY	26

CONSTITUTION

of

THE CANTERBURY & WESTERN SUBURBS CRICKET ASSOCIATION INCORPORATED

1. NAME OF ASSOCIATION

The name of the Association is **Canterbury & Western Suburbs Cricket Association Incorporated**.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 2009 (NSW)*.

Affiliate Member means an individual who is an umpire, referee, coach or other official who is associated with, or recognised by, the Association but who is not an Individual Member.

Annual General Meeting (AGM) means the annual general meeting of the Association held in accordance with **clause 20**.

Association means The Canterbury & Western Suburbs Cricket Association.

By - Laws means any By-Laws made by the Executive Committee under **clause 34**

Club means a Sport club which is a member or is otherwise affiliated with the Association.

Constitution means this Constitution of the Association.

Cricket Australia means the National Sporting Organisation for the sport of cricket.

Executive means the body consisting of the Executive Committee

Executive Member means a member of the Executive and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

Financial year means (unless determined otherwise by the Executive) the year ending on the next 31 May following incorporation and thereafter a period of 12 months commencing on 1 June and ending on 31 May each year unless otherwise approved by NSWCA.

General Meeting means the AGM or any SGM of the Association.

Incapacitated means unable to fulfil duties as required by this Constitution or the Act, including being able to:

- (a) understand the information relevant to the decisions that will have to be made in the roll of the Executive Member.
- (b) retain that information to the extent necessary to make those decisions;
- (c) use or weigh that information as part of the decision making process; or
- (d) communicate the decisions in some way.

Individual Member means a registered, financial member of a Club or a natural person who is otherwise recognised by the Association as an Individual Member.

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

Life Member means an individual appointed as a Life Member of the Association under **clause 5.2**.

Member means a member for the time being of the Association under **clause 5**.

NSWCA means the New South Wales Cricket Association, being the relevant cricket State Sporting Organisation responsible for the regulation of cricket in the state of New South Wales.

Objects means the objects of the Association in **clause 3**.

Public Officer means the person appointed to be the public officer of the Association in accordance with the Act.

Region means the geographical area for which the Association is responsible as recognised by Cricket NSW.

Register means a register of Members kept and maintained in accordance with **clause 7**.

Special General Meeting (SGM) means a special general meeting of the Association held under **clause 21**.

Special Resolution means a special resolution defined in the Act.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) a reference to **present in person** means present physically or by electronic means; and

- (i) a reference to **writing** shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The Association is established solely for the Objects. The Objects of the Association are to:

- (a) participate as an affiliate of Cricket NSW so cricket can be conducted, encouraged, promoted, advanced and administered in the Region and New South Wales;
- (b) conduct, encourage, promote, advance and administer cricket throughout the Region;
- (c) ensure the maintenance and enhancement of the Association, Cricket NSW, Cricket Australia, the Members and cricket, along with its standards, quality and reputation for the benefit of the Members and cricket in New South Wales;
- (d) at all times promote mutual trust and confidence between the Association, Cricket NSW and the Members in pursuit of these Objects;
- (e) at all times act on behalf of, and in the interest of, the Members and cricket in the Region;
- (f) promote the economic and community service success, strength and stability of the Association, the Members and cricket in the Region;
- (g) affiliate and otherwise liaise with Cricket NSW and adopt its rule and policy framework to further these Objects and cricket;
- (h) use and protect the Intellectual Property;
- (i) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
- (j) strive for government, commercial and public recognition of the Association as the controlling body for the Sport in the Region;
- (k) abide by, promulgate, enforce and secure uniformity in the application of the rules of the Sport as may be determined from time to time by Cricket NSW or Cricket Australia and as may be necessary for the management and control of cricket and related activities in the Region;
- (l) advance the operations and activities of the Association throughout the Region;

- (m) review and/or determine any matters relating to cricket which may arise, or be referred to it, by any Member;
- (n) recognise any penalty imposed by any Member;
- (o) act as arbiter (as required) on all matters pertaining to the conduct of cricket in the Region, including matters that are not otherwise under the regulation or control of Cricket NSW;
- (p) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of cricket in the Region;
- (q) adopt and implement such policies as may be developed by Cricket NSW or Cricket Australia, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in the Sport;
- (r) represent the interests of its members and of cricket generally in any appropriate forum in the Region;
- (s) have regard to the public interest in its operations;
- (t) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve;
- (u) promote the health and safety of Members and all other participants in cricket in the Region;
- (v) seek and obtain improved facilities for the enjoyment of cricket in the Region; and
- (w) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under section 19 of the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. MEMBERS

5.1 Categories of Members

The Members of the Association shall consist of:

- (a) Clubs, which subject to this Constitution, shall be represented by delegates who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Club at General Meetings;
- (b) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings at which they can also vote.
- (c) The Executive, who shall have the right to be present and to debate at General Meetings, can also vote; and

- (d) such new or other categories of Members as may be established by the Executive. Any new category of Member established by the Executive can't be granted voting rights without the approval of the Association in General Meeting.

5.2 Life Members

- (a) The Executive may recommend to the AGM that any natural person who has rendered distinguished service to the Association or cricket in the Region, where such service is deemed to have assisted the advancement of cricket in the Region, be appointed as a Life Member.
- (b) A resolution of the AGM to confer life membership (subject to **clause 5.2(c)**) on the recommendation of the Executive must be a Special Resolution.

6. MEMBERSHIP

6.1 Clubs

- (a) To be, or remain, eligible for membership, a Club must be incorporated or in the process of incorporation. This process must be complete within one year of applying for membership under this Constitution.
- (b) For such time as the Club is not incorporated, the secretary of any such unincorporated Club shall be deemed to be the Member (on behalf of the unincorporated entity). The secretary shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Club as incorporated Members, to the extent that this is possible.
- (c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Club shall be resolved by the Executive in its sole discretion.
- (d) Failure to incorporate within the period stated in **clause 6.1(a)** shall result in the expulsion of the secretary (acting on behalf of the unincorporated entity) from membership. The expelled unincorporated entity shall not be entitled to re-apply for membership until it becomes incorporated.

6.2 Application for Affiliation for Membership

An application for Membership must be:

- (a) from the applicant or its nominated representative, in writing on the form prescribed from time to time by the Executive (if any), and lodged with the Association;
- (b) accompanied by a copy of the applicant's constitution (which must be acceptable to the Association and must substantially conform to this Constitution) and the applicant's register of members; and
- (c) accompanied by the appropriate fee (if any).

By applying an applicant acknowledges and agrees that they voluntarily agree to be bound by the rules, regulations and policies of the Association (as well as those of Cricket NSW and Cricket Australia) including but not only this Constitution.

6.3 Discretion to Accept or Reject Application

- (a) The Executive may acting in the best interests of the applicant and in good faith, accept or reject an application whether the applicant has complied with the

requirements in **clauses 6.1** and **6.2** or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.

- (b) Where the Executive accepts an application, the applicant shall, become a Member. Membership shall be deemed to commence upon acceptance of the application by the Executive. The Secretary or their nominee shall amend the Register accordingly as soon as practicable.
- (c) Where the Executive rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association. No reasons for rejection need be given.
- (d) There is no right of appeal where the Executive rejects an application for membership, whether a new application or a renewal application.

6.4 Deemed Membership

- (a) All members which or who are, prior to the approval of this Constitution under the Act, members of the Association, shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Clubs shall provide the Association with such details as are reasonably required by the Association under this Constitution within one (1) month of the approval of this Constitution under the Act.
- (c) Any persons prior to approval of this Constitution under the Act, who are not deemed Members under **clause 6.4(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

6.5 Cessation of Membership

- (a) A Club shall cease to be a Member upon:
 - (i) Writing to the Secretary of the Association formally resigning its Affiliation; or
 - (ii) Being removed by the Association pursuant to the Discipline process referred to at clause 9.2 of this Constitution and any procedures contained within the By-Laws.

7. REGISTER OF MEMBERS

7.1 Association to keep Register

The Association shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) the full name, address, category of membership, incorporation information and date of entry to membership of each Club; and
- (b) the full name, residential address and date of entry to membership of each Executive member and Life Member; and
- (c) where applicable, the date of termination of membership of any Club.

Clubs, Executives and Life Members shall provide notice of any change and required details to the Association within one (1) month of such change.

7.2 Inspection of Register

Having regard to privacy and confidentiality considerations, inspection of the Register will only be available as required by the Act and under **clause 32.2(b)**. If permitted, only an extract of the Register, excluding the address or other direct contact details of any Life Member or Committee member, shall be available for inspection (but not copying) by Members.

7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used solely to further the Objects, in such manner as the Executive considers appropriate.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws and Cricket NSW's constitution and regulations;
- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Executive or other entity with delegated authority;
- (c) by submitting to this Constitution and By-Laws they are subject to the jurisdiction of the Association and Cricket NSW;
- (d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of cricket in New South Wales;
- (e) neither membership of the Association nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over the Association or its property or assets;
 - (ii) any automatic right of a member to renewal of their membership of the Association;
 - (iii) subject to the Act and the Association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;
- (f) they are entitled to all benefits, advantages, privileges and services of Association membership; and
- (g) a right, privilege or obligation of a person by reason of their membership of the Club:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one (1) month's notice in writing to the Association of such resignation or withdrawal.
- (b) A Club may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Club. A copy of the relevant minutes of the Club meeting showing that the Special Resolution has been passed by the Club must be provided to the Association.
- (c) If a Club ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Club shall not automatically cease at that time, but shall be dealt with in accordance with the By-Laws.
- (d) When the Association receives notice of resignation of membership given under **clauses 9.1(a) and (b)**, it must make an entry in the Register that records the date on which the Member who or which gave notice ceased to be a Member.

9.2 Discontinuance for breach

Notwithstanding anything in the Act or this Constitution:

- (a) membership of the Association may be discontinued by the Executive Committee upon breach of any clause of this Constitution or the By-Laws, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-Laws or any resolutions or determinations made or passed by the Executive or any duly authorised committee;
- (b) membership shall not be discontinued by the Executive under **clause 9.2(a)** without the Executive Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach; and
- (c) where a Member fails, in the Executive's view to adequately explain the breach, that Member's membership shall be discontinued under **clause 9.2(a)** by the Executive giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.2** as soon as practicable.

9.3 Member to Re-Apply

A Member whose membership has been discontinued under **clause 9.2**:

- (a) must seek renewal and re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Executive. There is no right of appeal where the Executive refuses to re-admit a former Member under this clause.

9.4 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the

Association immediately. Where a Club ceases to be a Member it shall also forfeit all representation rights on the Executive and at General Meetings.

9.5 Membership may be Reinstated

Membership which has been discontinued or which has ceased under this **clause 9** may be reinstated at the discretion of the Executive, with such conditions as it deems appropriate.

9.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded by the Executive on a pro-rata basis to the Member upon discontinuance.

10. DISCIPLINE

- (a) Where the Executive is advised or considers that a member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, Cricket NSW's Constitution or By-Laws or any resolution or determination of the Executive or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a member, or prejudicial to the Objects and/or interests of the Association, Cricket NSW and/or the Sport; or
 - (iii) brought the Association, Cricket NSW, any other Member or the Sport into disrepute;

the Executive may commence or cause to be commenced, disciplinary proceedings against that Member.

That Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the By-Laws or as otherwise determined by the Executive.

- (b) The Executive may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the By-Laws or as otherwise determined by the Executive.

11. SUBSCRIPTIONS AND FEES

- (a) The annual membership subscription (if any) and any fees or other levies payable by Members to the Association, the time for and manner of payment, shall be as determined by the Executive.
- (b) The Executive is empowered to prevent any Member whose annual subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings. There is no right to natural justice or any right of appeal where the Executive exercises its power under this **clause 11(b)**.
- (c) Where a Member's annual subscription or any other fees are in arrears for more than 30 days that Member's membership ceases.

12. EXISTING EXECUTIVE MEMBERS

- (a) The members of the administrative or governing body (by whatever name called) of the Association in office immediately prior to approval of this Constitution

under the Act shall continue in those positions until the next AGM following such adoption of this Constitution. After this General Meeting the positions of Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

- (b) The person known and appointed to the position of Public Officer (or similar title) immediately prior to approval of this Constitution under the Act shall continue in that position following such approval, subject to any contractual arrangements.

13. POWERS OF THE EXECUTIVE COMMITTEE

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Executive. In particular, the Executive Committee shall act in accordance with the Objects and shall operate for the benefit of the Members and the Sport and community throughout the Region.

14. COMPOSITION OF THE EXECUTIVE

14.1 Composition of the Executive

The Executive shall comprise up to:

- (a) As per Clause 15 and By-Laws 8.2
- (b) One (1) appointed Executive Member who need not be an Individual Member and who may be appointed by the elected Executive Member in accordance with **clause 0**

14.2 Election and Appointment of the Executive

- (a) The elected Executive Members shall be elected under **clause 15**.

15. ELECTED EXECUTIVE MEMBERS

15.1 Nominations

- (a) Nominations for elected Executive positions shall be called for forty-eight (48) days prior to the Annual General Meeting. When calling for nominations:
 - (i) details of the necessary qualifications and job descriptions for the positions; and
 - (ii) current Executive gender composition;shall also be provided to ensure gender balance under **clause 14.1**.

Qualifications and job descriptions may be determined by the Executive from time to time.
- (b) Nominees for elected Executive positions must declare any position they hold in a Club, Cricket NSW or Cricket Australia including as an officer (howsoever described including as a Delegate) or as a fulltime employee.

15.2 Form of Nomination

Nominations must be:

- (a) in writing;

- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by an authorised representative from two (2) club members;
- (d) certified by the nominee (who must be an Individual Member) expressing their willingness to accept the position for which they are nominated; and
- (e) delivered to the Secretary of the Association not less than fourteen (14) days before the date fixed for the AGM.

15.3 Elections

- (a) If the number of nominations received for the Executive is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Executive, then those nominated shall be declared elected.
- (b) If there are insufficient nominations received to fill all vacancies on the Executive, then the positions that remain unfilled shall be deemed casual vacancies under **clause 17.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Executive.
- (d) Voting shall be conducted by secret ballot and otherwise in such manner and by such method (including electronically) as may be determined by the Executive from time to time.

15.4 Term of Appointment for Elected Executive Members

Subject to provisions in this Constitution relating to earlier retirement or removal of Executive Members, elected Executive Members shall remain in office from the conclusion of the AGM at which the election occurred until the conclusion of the second AGM following.

16. APPOINTED EXECUTIVE MEMBERS

16.1 Appointment of Executive Member

The elected Executive Members may appoint up to one (1) appointed Executive Member.

16.2 Qualifications for Appointed Executive Member

The appointed Executives Member may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Executive composition. They do not need to be an Individual Member but must be a natural person.

16.3 Term of Appointment for Appointed Executive Members

As per the C&WSCA By-Laws.

17. VACANCIES ON THE EXECUTIVE COMMITTEE

17.1 Casual Vacancies

Subject always to the gender requirements of **clause 14**, any casual vacancy occurring in the position of an Executive Member may be filled by the remaining Executive Members from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Executive Member's term under this Constitution.

17.2 Grounds for Termination of Executive Member

In addition to the circumstances in which the office of an Executive Member becomes vacant by virtue of the Act, the office of an Executive Member becomes vacant if the Executive Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) after reasonable consideration by the Executive, is determined by the Executive to have become Incapacitated and the Executive reasonably expects the Executive Member will remain Incapacitated for a period exceeding 3 months, provided always that:
 - (i) the Executive Member is first given the opportunity to make written or oral submissions to the Executive before a determination is made; and
 - (ii) any determination made under this **clause 17.2** shall be made with the Executive acting reasonably; or
- (d) resigns their office in writing to the Association;
- (e) is absent without the consent of the Executive from meetings of the Executive held during a period of six (6) months;
- (f) holds any office of employment with the Association;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest;
- (h) in the reasonable opinion of the Executive (but subject always to this Constitution) has:
 - (i) acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
 - (i) brought themselves or the Association into disrepute;
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being an Executive Member of a corporation under the *Corporations Act 2001 (Cth)*.

17.3 The Executive May Act

If a casual vacancy or vacancies arises in the position of an Executive Member or Executive Members, the remaining Executive Members may act but, if the number of remaining Executive Members is not sufficient to constitute a quorum at a meeting of the Executive, they may act only for the purpose of increasing the number of Executive Members to a number sufficient to constitute such a quorum.

18. MEETINGS OF THE EXECUTIVE

18.1 Executive to Meet

The Executive shall meet after every General Meeting to conduct any business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn

and otherwise regulate its meetings as it thinks fit. An Executive Member may at any time convene a meeting of the Executive within a reasonable time. They shall also meet as required to update and make any rule changes to the Senior and/or Junior Mode of Competition.

18.2 Decisions of Executive

Subject to this Constitution, questions arising at any meeting of the Executive shall be decided by a majority of votes and a determination of a majority of Executive Members shall for all purposes be deemed a determination of the Executive. All Executive Members shall have one (1) vote on any question. Where voting is equal, there is no casting vote and the motion shall be lost.

18.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by any form of visible or other electronic communication by all the Executive for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of the Executive duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Executive Member.
- (b) Without limiting the power of the Executive to regulate its meetings as it thinks fit, a meeting of the Executive may be held where one (1) or more of the Executive Members is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Executive Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive or this Constitution and such notice specifies that Executive members are not required to be physically present;
 - (iii) if a failure in communications prevents **clause 18.3(b)(i)** from being satisfied by that number of Executive Members which constitutes a quorum, and none of such Executive Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **clause 18.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (iv) any meeting held where one (1) or more of the Executive Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided at least one (1) Executive Member is there present and if no Executive is there present the meeting shall be deemed to be held at the place where the chair of the meeting is located.

18.4 Quorum

At meetings of the Executive the number of Executive Members whose presence is required to constitute a quorum is four (4). A quorum must remain present throughout the meeting.

18.5 Notice of Executive Meetings

Unless all Executive Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days

written notice of the meeting of the Executive shall be given to each Executive Member. The agenda shall be forwarded to each Executive Member not less than four (4) days prior to such meeting.

18.6 Chair

The elected President shall chair all meetings set down throughout the year.

18.7 Executive Members' Interests

- (a) An Executive Member is ineligible to hold office and is also disqualified from office by:
 - (i) holding or assuming any place of profit or position of employment in the Association, in any Member or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or
 - (ii) contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Executive. Any such contract or any contract or arrangement entered into by or on behalf of the Association, in which any Executive Member is in any way interested, will be voided for such reason.
- (b) An Executive Member who has a material personal interest in a matter that relates to the affairs of the Association must declare that interest to the Executive.
- (c) An Executive Member who has an interest in a matter, may give the Executive standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Association at the time the notice is given.
- (d) An Executive Member notwithstanding the interest, may be counted in the quorum present at any meeting, but cannot remain in the meeting whilst the matter in which the Executive Member is interested is being debated and cannot vote in respect of any matter in which the Executive Member is interested. If the Executive Member remains and votes in such matter, the vote shall not be counted.

19. SECRETARY

19.1 Appointment of Secretary

The Secretary shall be the member who was elected as Secretary

19.2 Secretary to act as Public Officer

The Secretary shall act as and carry out the duties of secretary and Public Officer of the Association and shall administer and manage the Association in accordance with the Act and this Constitution.

19.3 Specific Duties

The Secretary shall:

- (a) prepare the agenda for all Executive Meetings and General Meetings;
- (b) regularly report on the activities of, and issues relating to, the Association.

- (c) endeavour to distribute minutes of General Meetings to clubs promptly from the date of the meeting.
- (d) set out the competition draw and ground allocation for the season
- (e) record and prepare minutes of the proceedings of all Executive Meetings and General Meetings.
- (f) update any changes to the Junior Mode of Competition and Senior Mode of Competition and By-Laws.

20. ANNUAL GENERAL MEETING

- (a) An AGM of the Association shall be held in accordance with the Act and this Constitution and on a date and at a venue determined by the Secretary.
- (b) All General Meetings other than the AGM shall be SGMs and shall be held in accordance with this Constitution.

21. SPECIAL GENERAL MEETINGS

21.1 SGMs May be Held

The Executive may, whenever it thinks fit, convene a SGM of the Association and, where, but for this clause more than fifteen (15) months would elapse between AGMs, shall convene a SGM before the expiration of that period.

21.2 Requisition of Special General Meetings

- (a) The Secretary shall convene a SGM when at least five per cent (5%) of Members entitled to vote submit a requisition in writing.
- (b) The requisition for a SGM shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisition.
- (c) If the Secretary does not cause a SGM to be held within one (1) month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a SGM to be held not later than three (3) months after that date.
- (d) A SGM convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Executive.

22. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Club and Life Member and other Member entitled to receive notice at the address appearing in the Register kept by the Association. The auditor, Secretary and Executive Members shall also be entitled to notice of every General Meeting. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:

- (i) the agenda for the meeting; and
- (ii) any notice of motion received from Members entitled to vote.
- (d) Notice of every General Meeting shall be given in the manner authorised in **clause 38**.

23. BUSINESS

- (a) The business to be transacted at the AGM includes the consideration of accounts and the reports of the Executive and auditors, the election of Executive Members under this Constitution and subject to the requirements of the Act, the appointment of the auditors.
- (b) All business that is transacted at a General Meeting and all business that is transacted at an AGM, with the exception of those matters set down in **clause 23(a)** shall be special business. Special business does not need to be passed by Special Resolution unless required by the Act, this Constitution or it is moved as a Special Resolution.
- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

24. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than seven (7) days (excluding receiving date and meeting date) prior to the General Meeting

25. PROCEEDINGS AT GENERAL MEETINGS

25.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be 40% of Clubs.

25.2 President to preside

The President shall, subject to this Constitution, preside as chair at every General Meeting except:

- (a) in relation to any election for which the chair President is a nominee; or
- (b) where a conflict of interest exists.

If the chair is not present, or is unwilling or unable to preside the Members present and entitled to vote shall appoint another Executive Member to preside as chair for that meeting only.

25.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chair may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

- (b) The chair may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **clause 25.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

25.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chair; or
- (b) a simple majority of Members present and entitled to vote.

25.5 Recording of Determinations

Unless a poll is demanded under **clause 25.4**, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

25.6 Where Poll Demanded

If a poll is duly demanded under **clause 25.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

25.7 Irregularities

- (a) No decision of the Association, the Executive or any Executive-authorized entity shall be invalid merely because of a failure to give proper notice under this Constitution or the By-Laws or other irregularity in procedure required by this Constitution or the By-Laws unless a person suffers substantial prejudice as a result of that failure to give proper notice or irregularity in procedure.
- (b) The Association, the Executive or any Executive authorized entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

26. VOTING AT GENERAL MEETINGS

26.1 Members Entitled to Vote

Each Club shall be entitled to two (2) votes at General Meetings which, subject to this clause shall be exercised by the Club's delegates. All Life Members can shall be entitled to vote. No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **clause 5.1**.

26.2 Electronic Voting

No motion shall be determined by an electronic ballot unless determined by the Executive. If the Executive so determines, electronic ballot shall be conducted under procedures determined by the Executive from time to time.

27. PROXY VOTING

Proxy voting is not permitted at any General Meeting.

28. GRIEVANCE PROCEDURE

- (a) Any grievance or dispute arising under this Constitution between a Member and:
 - (i) another Member; or
 - (ii) the Association;
- (b) If the dispute is not resolved after following the procedures in the By-Laws, the Executive may refer the matter to Cricket NSW who will take whatever steps it considers appropriate in regard to the dispute in the best interests of the Association and the Members concerned.

29. AUDITOR

If required by the Act:

- (a) an auditor or auditors shall be appointed by the Association in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Executive and
- (b) the accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

30. INCOME

- (a) Income and property of the Association shall be:
 - (i) derived from such sources; and
 - (ii) managed in such manner;as the Executive determines from time to time subject to the Act and this Constitution.
- (b) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (c) Except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Executive Member; and

- (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (d) Nothing in **clauses 30(b) or 30(c)** shall prevent payment in good faith of or to any Member for:
 - (i) any services actually rendered to the Association whether as an employee, Executive Member or otherwise;
 - (ii) goods supplied to the Association in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Association;
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

31. WINDING UP

- (a) Subject to this Constitution the Association may be wound up or cancelled in accordance with the Act.
- (b) The liability of the Members of the Association is limited.
- (c) Every Club undertakes to contribute to the assets of the Association if it is wound up or cancelled while they are a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up or cancelling the registration of the Association, such an amount not exceeding one dollar (\$1.00).

32. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or cancellation of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members. Instead, the assets or property shall be given or transferred to another cricket organisation(s) that has objects similar to the Objects. Such cricket organisation(s) must prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association by this Constitution. Such cricket organisation(s) will be determined by the Members in General Meeting at or before the time of winding up or cancellation. If this does not occur, the assets or property shall be given or transferred to NSWCA.

33. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except.

- (a) by Special Resolution of the Members; and
- (b) with the approval of the Board of Cricket NSW.

34. BY-LAWS

34.1 The Executive to Formulate By-Laws

The Executive may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association, the advancement of the Objects and the Sport in the Region. Such By-Laws must be consistent with the Constitution, Cricket NSW and Cricket Australia's constitutions, any By-Laws made by the Cricket NSW and any policy directives of the Executive.

34.2 By-Laws Binding

All By-Laws are binding on the Association and all Members.

34.3 By-Laws Deemed Applicable

All clauses, rules, by-laws and regulations of the Association (by whatever name) in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws and shall continue to apply and be in operation.

34.4 Changes Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by such means as are determined and approved by the Executive from time to time and prepared and issued by **The Secretary**. Clubs shall take reasonable steps to distribute such changes to Individual Members. All changes are binding on all Members.

35. STATUS AND COMPLIANCE OF ASSOCIATION

35.1 Recognition of Association

The Association is an affiliate of Cricket NSW and is recognised by Cricket NSW as the controlling authority for Sport in the Region and subject to compliance with this Constitution and Cricket NSW Constitution shall continue to be so recognised and shall administer Sport in the Region in accordance with the Objects.

35.2 Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in New South Wales;
- (b) apply its property and capacity solely in pursuit of the Objects and the Sport;
- (c) do all that is reasonably necessary to enable the Objects to be achieved;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of the Sport, its standards, quality and reputation for the benefit of the Members and the Sport;
- (e) at all times act in the interests of the Members and the Sport;
- (f) not resign, disaffiliate or otherwise seek to withdraw from Cricket NSW without approval by Special Resolution; and
- (g) abide by Cricket NSW's and Cricket Australia's constitutions and the rules of the Sport.

35.3 Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and the Sport are to be conducted, promoted, encouraged, advanced and administered throughout the Region; and
- (b) to ensure the maintenance and enhancement of the Sport, its standards, quality and reputation for the benefit of the Members and the Sport;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and enhancement;
- (d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of Sport and the Members; and
- (f) that should a member including but not only Clubs have governance, administrative, operational or financial difficulties the Executive may act (but is not obliged) to assist the Member in whatever manner the Executive considers appropriate.

36. ASSOCIATION'S CONSTITUTION

36.1 Constitution of the Association

This Constitution will clearly reflect the objects of Cricket NSW and will conform to the Cricket NSW's constitution, subject always to the Act.

36.2 Operation of Cricket NSW Constitution

- (a) The Association will take all reasonable steps to ensure this Constitution conforms to Cricket NSW constitution subject always to the Act.
- (b) The Association shall provide to Cricket NSW a copy of this Constitution and any amendments to it. The Association acknowledges and agrees that Cricket NSW has power to veto any provision in its Constitution which, in Cricket NSW's opinion, is contrary to the objects of Cricket NSW.

36.3 Register

The Association shall maintain, in a form acceptable to Cricket NSW but otherwise in accordance with the Act and this Constitution, a Register of all Clubs and if appropriate all Individual Members.

37. STATUS AND COMPLIANCE OF CLUBS

37.1 Compliance

Clubs acknowledge and agree that they shall:

- (a) be or remain incorporated in New South Wales;

- (b) recognise the Association as the authority for Sport in the Region, Cricket NSW as the authority in New South Wales and Cricket Australia as the national authority for Sport;
- (c) adopt and implement such communications and Intellectual Property policies as may be developed by the Association and/or Cricket NSW from time to time; and
- (d) have regard to the Objects in any matter of the Club pertaining to Sport.

37.2 Club Constitutions

- (a) A Club's constituent documents will clearly reflect the Objects and will conform to the NSWCA Constitution.
- (b) Clubs will take all reasonable steps necessary to ensure their constituent documents conform to this Constitution.
- (c) Clubs shall provide to the Association a copy of their constituent documents and all amendments to these documents. Clubs acknowledge and agree that the Association has power to veto any provision in a Club constitution which, in the Association's opinion, is contrary to the Objects.
- (d) The constituent documents of each Club shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise the Association as the authority for Sport in the Region, Cricket NSW as the authority for Sport in New South Wales and Cricket Australia as the national authority for Sport in Australia.

37.3 Register

All Clubs shall maintain, in a form acceptable to the Association, a Register of all members of the Club. Each Club shall provide a copy of the Register at a time and in a form acceptable to the Association, and shall provide regular updates of the Register to the Association.

38. NOTICE

- (a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice by sending the notice by:
 - (i) pre-paid post; or
 - (ii) by electronic mail;
 - (iii) to the Member's registered address or facsimile number or electronic mail address; or
 - (iv) prominently posting the notice on the Association's website.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been affected three (3) days after posting.

39. PATRONS

The Association at its AGM may appoint on the recommendation of the Executive one or more patrons as it considers necessary, subject to approval of that person or persons.

40. INDEMNITY

- (a) Every Executive Member and employee of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as an Executive Member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Association shall indemnify all Executive Members and employees against all damages and losses (including legal costs) for which any such Executive Member or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of an Executive Member, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.