



The Constitution of the Canterbury & Western Suburbs Cricket Association Incorporated

This and the following 25 pages (total 26 pages) is a true and correct copy of the Constitution of the Canterbury & Western Suburbs Cricket Association Incorporated as adopted by the Members by Special Resolution and postal ballot passed on 31st August 2020.

Signed:.....

President

Under the Associations Incorporation Act 2009

Version July 2020

**ABN 20 686 051 226
Incorporated Date 15 December 1992
Incorporation Number Y1635131**

Contents

Part 1	Preliminary	4
1	Definitions	4
Part 2	Membership	5
2	Membership generally	5
3	Application for membership	6
4	Cessation of membership	7
5	Membership entitlements not transferable	7
6	Resignation of membership	7
7	Register of members	8
8	Fees and subscriptions	8
9	Members' liabilities	9
10	Resolution of disputes	9
11	Disciplining of members	9
12	Right of appeal of disciplined member	10
Part 3	The executive committee	11
13	Powers of the executive committee	11
14	Composition and membership of executive committee	11
15	Election of executive committee members	12
16	Secretary	13
17	Treasurer	13
18	Assistant Secretary	14
19	Casual vacancies	14
20	Removal of executive committee members	15
21	Executive committee meetings and quorum	15
22	Appointment of association members as committee members to constitute quorum	16
23	Use of technology at executive committee meetings	16
24	Delegation by executive committee to sub-committee	17
25	Voting and decisions	17
Part 4	The general committee	18
26	Powers of the general committee	18
27	Composition and membership of the general committee	18
28	General committee meetings and quorum	18
29	Use of technology at general committee meetings	19
30	Voting and decisions	19
Part 5	General meetings	19
31	Annual general meetings - holding of	19
32	Annual general meetings - calling of and business at	19
33	Special general meetings - calling of	20

34	Notice.....	21
35	Quorum for general meetings.....	21
36	Presiding member.....	22
37	Adjournment	22
38	Making of decisions	22
39	Special resolutions.....	23
40	Voting.....	23
41	Proxy votes not permitted	23
42	Postal or electronic ballots.....	23
43	Use of technology at general meetings	23
Part 6	Miscellaneous	24
44	Insurance	24
45	Funds - source.....	24
46	Funds - management.....	24
47	Defaulters	24
48	Association is non-profit	25
49	Distribution of property on winding up of association	25
50	Change of name, objects and constitution	25
51	Custody of books etc	25
52	Inspection of books etc.....	25
53	Service of notices	26
54	Financial year	26

Part 1 Preliminary

1 Definitions

(1) In this constitution:

association or **C&WSCA** means the Canterbury & Western Suburbs Cricket Association Incorporated.

NSWDCA means the New South Wales Districts Cricket Association Incorporated.

club means a body incorporated under the Associations Incorporation Act 2009 or unincorporated, and accepted as a member of the association.

other body means a group, association or other organisation affiliated with the association.

executive committee means a committee formed by the elected office-bearers of the association, and other members elected to the executive committee by the members.

executive committee meeting means a meeting of the executive committee.

executive committee member means a member of the association who is an elected office-bearer of the association or, a person elected to the executive committee by the members.

general committee means a committee formed by members of the association.

general committee meeting means a meeting of the general committee.

general committee member means a member of the association who is not a member of the executive committee.

delegate means a member of a club or other body nominated to be a member of the association to represent the club or other body.

secretary means:

(a) the person contracted under this constitution as secretary of the association, or

(b) if no person holds that office - the public officer of the association.

special general meeting or general meeting means a special general meeting or general meeting of the association other than an Annual General Meeting.

affiliation means membership with the association or membership with other bodies.

the Act means the Associations Incorporation Act 2009.

the Regulation means the Associations Incorporation Regulation 2016.

- (2) The objects of the association are
 - (a) to manage and promote the interests of cricket in general
 - (b) to arrange and manage cricket competitions between affiliated member clubs and their teams in accordance with the association constitution, the Mode of Competition, By Laws, the prevailing rules and playing conditions of cricket and its governing bodies including the NSWDCCA or its successor
 - (c) to adjudicate on all disputes or difficulties among affiliated members of the association
 - (d) to affiliate with, and where appropriate, appoint delegates to the NSWDCCA or its successor, and any other body
- (3) The colours of the association are royal blue & black.
- (4) 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.
- (5) 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 Membership

2 Membership generally

- (1) A club or other body is eligible to be a member of the association if it is:
 - (a) a club that has entered, or will enter, a team or teams in the association's competitions, subject to subclause (c)
 - (b) the Canterbury and Districts Cricket Umpires Association
 - (c) approved by the executive committee, provided that the club or other body has not been otherwise disqualified from holding membership.
- (2) A person is eligible to be a member of the association if:
 - (a) the person is a nominated delegate of a member club or other body. Two (2) delegates, and a further alternate two (2) delegates may be nominated, with no more than two (2) having voting rights at any general committee meeting or general meeting of the association, subject to subclause (d)
 - (b) the person is a member of the association's executive committee
 - (c) the person has been awarded Life Membership of the association
 - (d) the person is approved by the executive committee, provided that the person has not been otherwise disqualified from holding membership.

3 Application for membership

- (1) An application by a club or other body for membership of the association
 - (a) is to be made in writing (including by electronic means, if the executive committee so determines) each season on the association form and must be accompanied by a fee (clause 8) determined by the executive committee each year
 - (b) shall be lodged (including by electronic means, if the executive committee so determines) with the association secretary, by the date set by the executive committee
 - (c) shall be subject to acceptance by the executive committee
- (2) An application by a person for membership of the association
 - (a) is to be made in writing (including by electronic means, if the executive committee so determines) by the secretary of the club or other body on the association form and subject to clause 2 (2)
 - (b) shall be lodged (including by electronic means, if the executive committee so determines) with the association secretary, by the date set by the executive committee
 - (c) must contain the full name and address of the member
 - (d) shall be subject to acceptance by the executive committee
 - (e) must be updated within fourteen (14) days in the event of changes to the nominated delegates by the secretary of the club or other body.
- (3) As soon as practicable after receiving an application for membership, the secretary of the association must refer the application to the executive committee, which is to determine whether to approve or to reject the application.
- (4) As soon as practicable after the executive committee makes that determination, the association secretary must notify the applicant in writing (including by electronic means, if the executive committee so determines) that the executive committee approved or rejected the application (whichever is applicable).
- (5) The association secretary must, on payment by the applicant of the amounts referred to in clause 8 within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.
- (6) The association may at an Annual General Meeting, at the recommendation of the association's executive committee, elect Life Members to the association.

4 Cessation of membership

- (1) A club or other body ceases to be a member of the association if the club or other body:
 - (a) fails to renew membership by the date set by the executive committee at the start of a new season, or
 - (b) ceases to exist, or
 - (c) withdraws its members from the association competitions or programs and that withdrawal is accepted by the executive committee, or
 - (d) fails to pay the annual membership fee under clause 8.
- (2) A person ceases to be a member of the association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) no longer represents the association, or a club or in any competition.
- (3) A person ceases to be a Life Member of the association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association.

5 Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another club, association or person, and
- (b) terminates upon cessation of the club's, association's or person's membership.

6 Resignation of membership

- (1) A member of the association may resign from membership by first giving the secretary written notice of at least one (1) month (or any other period that the executive committee may determine) of the intention to resign and, on the expiration of the period of notice, and provided that all outstanding debts owed by the member to the association have been met, the member ceases to be a member.
- (2) If 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 must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$2 for each page copied.
- (5) 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.
- (6) 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 other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (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

- (1) To be nominated for membership of the association by a club or other body, the nominee must not owe any debt to the association.
- (2) There will be no membership fee for a member who is an executive committee member.
- (3) There will be no membership fee for persons elected to Life Membership.
- (4) The membership fee for any other body will be two dollars (\$2) or another amount the executive committee may consider appropriate.

- (5) Clubs will generally be issued with an invoice for annual fees and other charges imposed by the association (such as affiliation, ground hire, registration, insurance, etc.) by 31st October, or as determined annually by the executive committee and subject to ratification by the general committee.
This invoiced amount shall be payable within 31 days of the date of issue.
- (6) A team affiliation fee shall be paid along with the nomination of a team. Team nominations will not be accepted if not accompanied by such payment.
- (7) Any club and/or player in any team that/who is in financial default, as ruled by the executive committee, will not be allowed to compete in any competition until permitted by the executive committee.
- (8) In the event of a club or team defaulting and/or withdrawing, all the club's or team's members/players as registered by that club, will be liable for payment of fees due, as determined by the executive committee.

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, if any, unpaid by the member in respect of membership of the association as required by clause 8.

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 the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the executive committee by any person against a member of the association who:
 - (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 executive committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

- (3) If the executive committee decides to deal with the complaint, the executive committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member five (5) days from the time the notice is served within which to make submissions to the executive committee or sub-committee thereof, in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The executive 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 executive 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 executive 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) If the matter relates to protests or reports concerning any cricket matches, then the executive committee will refer this to the Disputes & Disciplinary sub-committee for resolution and will follow the Disputes & Disciplinary Policy.

12 Right of appeal of disciplined member

- (1) A member may appeal to the association in a general committee meeting against a resolution of the executive committee under clause 11, within seven (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 the 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 executive committee, which is to convene a general committee meeting of the association to be held within twenty-eight (28) days after the date on which the secretary received the notice.

- (4) At a general committee meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the executive committee and the member must be given the opportunity to state their respective cases orally or in writing (including by electronic means, if the executive committee so determines), 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.
- (6) If the appeal relates to protests or reports concerning any cricket matches, then the procedure is to follow those outlined in the Disputes & Disciplinary Policy.

Part 3 The executive committee

13 Powers of the executive committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the executive committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that 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
- (c) has power to perform all the acts and do all things that appear to the executive committee to be necessary or desirable for the proper management of the affairs of the association.
- (d) has power to create By Laws and amend those By Laws as required for conducting competitions and other activities.

14 Composition and membership of executive committee

- (1) The executive committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) a maximum of eight (8) ordinary executive committee members, each of whom is to be elected at the Annual General Meeting of the association under clause 15.

- (2) The maximum number of executive committee members is to be fourteen (14). The office-bearers of the association are as follows:
 - (a) the president
 - (b) the vice president,
 - (c) the secretary,
 - (d) the assistant secretary,
 - (e) the treasurer
 - (f) the junior competition secretary.
- (3) The maximum of eight (8) ordinary members of the executive committee are:
 - (a) the honorary registrar,
 - (b) the representative convenor,
 - (c) four (4) executive committee members who must be members of separate member clubs, unless any is a Life Member of the association.
 - (d) two (2) optional executive committee positions that can be created or removed should the executive committee recommend by way of resolution to a general meeting to address a specific association role.
- (4) There is no maximum number of consecutive terms for which an executive committee member may hold office.
- (5) In the event of the office of president, secretary or treasurer becoming vacant in the interval between Annual General Meetings, the general committee shall appoint some person to fill the vacant position, subject to this constitution.
- (6) In the event of a casual vacancy of any other office occurring, the executive committee may appoint a person to fill the vacant position, subject to this constitution.
- (7) Each member of the executive committee is, subject to this constitution, to hold office until immediately before the election of executive committee members at the Annual General Meeting next following the date of the member's election and is eligible for re-election.

15 Election of executive committee members

- (1) Nominations of candidates for election as office-bearers of the association or as executive committee members:
 - (a) must be made in writing (including by electronic means, if the executive committee so determines), signed by a member of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

- (b) must be delivered to the secretary of the association at least seven (7) days before the date and time fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the executive committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the executive committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the executive committee is to be conducted at the Annual General Meeting in any usual and proper manner that the executive committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association or a member of a member club or other body.

16 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 (whether in written or electronic form):
 - (a) handle and deal with all correspondence and contact with member bodies of the association, suppliers to the association and all other persons and organisations with whom the association may deal from time to time, and
 - (b) submit all incoming and all copies of outgoing correspondence to each general committee meeting
 - (c) keep a record of all affiliated bodies and registered members.
- (3) The secretary shall undertake all other duties as assigned by the executive committee.

17 Treasurer

- (1) It is the duty of the treasurer to:
 - (a) receive all fees and other payments, and
 - (b) bank all moneys received within fourteen (14) days of receipt thereof, and

- (c) produce a statement of account at each general committee meeting and when called upon so to do by the executive committee, and
- (d) ensure 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.

18 Assistant Secretary

- (1) It is the duty of the assistant secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the executive committee, and
 - (b) the names of members of the executive committee present at an executive committee meeting and the names of all members present at a general committee meeting, and
 - (c) all proceedings at general committee, executive committee and general meetings.
- (2) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (3) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (2).
- (4) The assistant secretary shall undertake all other duties as assigned by the executive committee.

19 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the executive committee, the executive 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 Annual General Meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the executive committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing (including by electronic means, if the executive committee so determines) given to the executive officer, or
 - (e) is removed from office under clause 20, or
 - (f) becomes a mentally incapacitated person, or

- (g) is absent without the consent of the executive committee from three (3) consecutive meetings of the general committee, or five (5) consecutive meetings of the executive and/or general committee, whereupon the provisions of clauses 14 (5) and 14 (6) shall apply, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
- (i) 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.

20 Removal of executive committee members

- (1) Following a recommendation of the executive committee, the association in general committee meeting may by resolution remove any member of the executive committee from the office of member before the 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 executive committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing (including by electronic means, if the executive committee so determines) to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president 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 considered.

21 Executive committee meetings and quorum

- (1) The executive committee shall meet at least once per month during the cricket playing season and at other times as required.
- (2) Oral or written notice of a meeting of the executive committee shall be given by the secretary to each member of the executive committee at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the executive committee) before the time appointed for the holding of the meeting.
- (3) Notice of a meeting given under subclause (2), shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (4) At any meeting of the executive committee any five (5) members of the committee shall constitute a quorum for the transaction of the business of the meeting.

- (5) No business shall be transacted by the executive 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 stands adjourned to the same place and at the same hour of the same day in the following week.
- (6) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (7) The president shall preside as chairperson at all meetings of the association.
- (8) If the president is absent from a meeting or unwilling to act, the vice president shall preside as chairperson.
- (9) If both the president and vice president are absent from a meeting or are unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

22 Appointment of association members as committee members to constitute quorum

- (1) If at any time the number of general committee or executive committee members is fewer than the number required to constitute a quorum for a general committee or executive committee meeting, the existing general committee or executive committee members may appoint a sufficient number of members of the association as general committee or executive members to enable the quorum to be constituted.
- (2) A member of the general committee or executive 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 19 applies.

23 Use of technology at executive committee meetings

- (1) An executive committee meeting may be held at two (2) or more venues using any technology approved by the executive committee that gives each of the executive committee's members a reasonable opportunity to participate.
- (2) An executive committee member who participates in an executive 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.

24 Delegation by executive committee to sub-committee

- (1) The executive committee may, by instrument in writing (including by electronic means, if the executive committee so determines), delegate to one or more sub-committees (consisting of the member or members of the association that the executive committee thinks fit) the exercise of any of the functions of the executive committee that 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) The executive committee may delegate all matters of protests and reports related to cricket matches, to a sub-committee called the Disputes & Disciplinary Committee.
- (3) 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.
- (4) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, which may be specified in the instrument of delegation.
- (5) Despite any delegation under this clause, the executive committee may continue to exercise any function delegated.
- (6) 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 if it had been done or suffered by the executive committee.
- (7) The executive committee may, by instrument in writing (including by electronic means, if the executive committee so determines), revoke wholly or in part any delegation under this clause.
- (8) A sub-committee may meet and adjourn as it thinks proper.

25 Voting and decisions

- (1) Questions arising at a meeting of the general committee, executive committee or of any sub-committee appointed by the executive committee are to be determined by a majority of the votes of members of the general committee, executive committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the executive committee or of any sub-committee appointed by the executive 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 21 (4), the general committee or executive committee may act despite any vacancy on the executive committee.

- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the general committee, executive committee or by a subcommittee appointed by the executive committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the general committee, executive committee or sub-committee.

Part 4 The general committee

26 Powers of the general committee

The general committee shall deal with all matters of concern to the association.

27 Composition and membership of the general committee

- (1) The general committee shall consist of:
 - (a) all members of the executive committee, and
 - (b) two (2) delegates from each member club or other body, and
 - (c) Life Members of the association, and
 - (d) any other members approved by the executive committee.
- (2) All members of the general committee shall:
 - (a) be registered members of the association, and
 - (b) represent one (1) affiliated member club or other body only, and
 - (c) retain their power from one Annual General Meeting until the next inclusive, except as otherwise provided in this constitution, or until the secretary of the association be notified in writing (including by electronic means, if the executive committee so determines) by the affiliated member club or other body which the delegate represents, that another delegate has been appointed.
- (3) Delegates from any affiliated member club or other body being in default to the association or to any other affiliated body shall be debarred from voting at any general committee meeting of the association until such default is removed.

28 General committee meetings and quorum

- (1) The general committee shall meet at least monthly throughout the season as notified by the secretary, or as otherwise required.
- (2) At any general committee meeting, four (4) members of the executive committee and ten (10) members of the general committee who are entitled to vote, shall constitute a quorum.

29 Use of technology at general committee meetings

- (1) A general committee meeting may be held at two (2) or more venues using any technology approved by the executive committee that gives each of the general committee's members a reasonable opportunity to participate.
- (2) A general committee member who participates in a general 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.

30 Voting and decisions

- (1) Questions arising at a meeting of the general committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Subject to clause 2 (2), each member present at a meeting of the general committee or of any sub-committee appointed by the executive 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.

Part 5 General meetings

31 Annual general meetings - holding of

The association must hold its Annual General Meeting:

- (a) within 6 months after the close of the association's financial year, or
- (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

32 Annual general meetings - calling of and business at

- (1) The Annual General Meeting of the association is, subject to the Act and to clause 31, to be convened on the date and at the place and time that the executive committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (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 executive committee reports on the activities of the association during the last preceding financial year,

- (c) to elect:
 - (i) the office-bearers of the association
 - (ii) the executive committee
 - (iii) the permits and gradings committee
 - (iv) two (2) delegates and one (1) alternate delegate to the NSWDCA or its successor
 - (v) delegates to the various district grade associations or relevant bodies.
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act,
 - (e) to appoint an auditor, provided that such auditor will not be a member of the executive committee.
- (3) An Annual General Meeting must be specified as that type of meeting in the notice convening it.

33 Special general meetings - calling of

- (1) The executive committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The secretary or president shall, on the requisition in writing (including by electronic means, if the executive committee so determines) signed by the honorary secretary of five (5) member bodies, convene a special general meeting of the association within fourteen (14) days of the requisition being lodged with the secretary
- (3) A requisition of member bodies for a special general meeting
 - (a) shall state the purpose or purposes of the meeting,
 - (b) shall be signed by the secretaries of the member bodies making the requisition,
 - (c) shall be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the secretaries of the member bodies making the requisition.
- (4) If the committee fails to convene a special general meeting within the time specified in subclause (2), any one or more of the secretaries of the member bodies who made the requisition may convene a special general meeting to be held not later than three (3) months after the date.
- (5) A special general meeting convened by a member body or bodies as referred to in subclause (4), shall be convened as nearly as is practicable in the same manner as general meetings are convened by the executive committee and any member body who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

34 Notice

- (1) 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 fourteen (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.
- (2) 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 twenty-one (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.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) 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 which may be transacted under clause 32 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing (including by electronic means, if the executive committee so determines) 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.

35 Quorum for general meetings

- (1) No item of business is to 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) Delegates from fifty per cent (50%) of members present (being members entitled under this constitution to vote at a general meeting) 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 the 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 at least 3) are to constitute a quorum.

36 Presiding member

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

37 Adjournment

- (1) The chairperson 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 fourteen (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

38 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 43 applies, any appropriate corresponding method that the executive committee may determine, or
 - (b) if on the motion of the chairperson or if five (5) 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 or proportion of the 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.

39 Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

40 Voting

- (1) Each member club or other body shall be entitled to be represented by two (2) delegates each of whom shall be entitled to one (1) vote.
- (2) Life Members of the association are entitled to one (1) vote, unless the Life Member is the nominated delegate of a member club or other body and has cast a vote as a nominated member of that member club or other body.
- (3) Executive committee members are entitled to one (1) vote, unless the executive committee member is the nominated delegate of a member club or other body, and has cast a vote as a nominated member of that club or other body, or is a Life Member, and has cast a vote as a Life Member.
- (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) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (6) A member is not entitled to vote at any general meeting of the association if the member is under eighteen (18) years of age.
- (7) Each person present, who is entitled to vote as per subclauses (1), (2), and (3), and is not excluded from voting by subclauses (5) and (6) is entitled to one (1) vote only.

41 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

42 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the executive committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

43 Use of technology at general meetings

- (1) A general meeting may be held at two (2) or more venues using any technology approved by the executive committee that gives each of the association's members a reasonable opportunity to participate.

- (2) A member of an 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 6 Miscellaneous

44 Insurance

The association may effect and maintain insurance.

45 Funds - source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, sponsorship, donations, fund raising activities and, subject to any resolution passed by the association in general meeting, any other sources that the executive committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

46 Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the executive committee determines.
- (2) All cheques, Electronic Funds Transfers (EFT), drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) authorised signatories.

47 Defaulters

- (1) A defaulter is a member who owes money to the association for fees related to membership, including and not limited to registration, match fees, ground fees, umpire fees, and fines or levies.
- (2) The rules governing defaulters as set down by the New South Wales Districts Cricket Association shall be accepted and adopted by the association.

48 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.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

49 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an 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.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

50 Change of name, objects and constitution

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or an executive committee member.

51 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the executive committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer, or
- (c) on a secure electronic device or secure online storage, recognised by the executive as being an acceptable record.

52 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,

- (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$2 for each page copied.
- (3) Despite subclauses (1) and (2), the executive 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.

53 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.

54 Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.