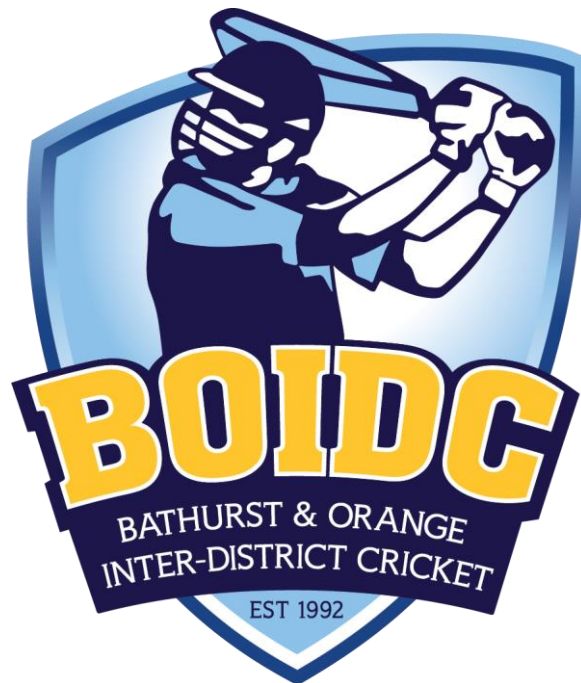


BATHURST and ORANGE INTER-DISTRICT CRICKET INCORPORATED



CONSTITUTION

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NAME

The name of the Association is Bathurst and Orange Inter-District Cricket Incorporated.

STATEMENT OF OBJECTS

The objects of the Association shall be to:

- (1) organise, conduct and manage cricket competitions when required by both the Bathurst District Cricket Association and the Orange District Cricket Association.
- (2) make, approve and enforce rules for the conduct of such cricket competitions.
- (3) prepare and approve programs of matches for such cricket competitions and to allocate venues at which such matches are to be played each year.
- (4) settle all matters arising from cricket fixtures arranged, controlled or managed by the Association.

Part 1 – PRELIMINARY

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this constitution:

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.

Club means a cricket club granted affiliation in accordance with Clause 2.

Committee means the Committee of Management of the Association.

Cricket Associations means the Bathurst District Cricket Association and the Orange District Cricket Association.

Delegate means the person(s) appointed from time to time to act for and on behalf of a Club, Cricket Association or other Body and to represent the Club, Cricket Association or other Body at General Meetings.

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.

Secretary means:

- (a) the person holding office under this constitution as Secretary of the Association, or
- (b) If no such person holds that office - the Public Officer of the Association.

Special General Meeting means a general meeting of the Association other than an Ordinary General meeting or an Annual General Meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

Umpires Association means the body representing cricket umpires in the Bathurst and Orange district.

1.2 Interpretation

- (1) In these Rules, unless the subject matter or context otherwise indicates or requires:
 - (a) words (including defined expressions) importing the singular number only shall include the plural and vice versa;
 - (b) words (including defined expressions) importing any gender shall include other genders;
 - (c) words (including defined expressions) importing persons shall include corporations and bodies politic;
 - (d) expressions referring 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 tangible and permanently visible form and includes telegram, telex, facsimile transmission and electronic mail;
 - (e) 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 other legislative authority having jurisdiction);
 - (f) references to business days means days other than Saturdays, Sundays and public holidays;

- (g) references to days and related terms shall not be construed as referring only to business days but shall be construed to include Saturdays, Sundays and public holidays;
- (h) a reference to a week and related terms means a period of seven (7) days commencing on any day of the week;
- (i) a reference to a month and related terms means a period commencing on any day of a calendar month and ending on the day before the corresponding day in the next succeeding calendar month but if a corresponding day does not occur in the next succeeding calendar month the period shall end on the last day of the next succeeding calendar month;
- (j) a reference to a function includes a reference to a power, authority or duty; and
- (k) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

1.3 Headings

Headings do not affect the interpretation of these Rules.

Part 2 – AFFILIATION and MEMBERSHIP

2. AFFILIATION

- (1) The Clubs affiliated with the Association shall be any Club having such qualifications as may be determined by the Association from time to time.
- (2) Clubs must re-affiliate annually with the Association in accordance with the procedures set down by the Association from time to time.
- (3) An application for affiliation must be from the applicant or its nominated representative, in writing on the form prescribed from time to time by the Committee (if any) and lodged with the Association.
- (4) Only Clubs affiliated to the Cricket Associations may affiliate with the Association, unless otherwise approved by the Committee of Management.

3. MEMBERSHIP

- (1) The Members of the Association shall consist of:
 - (a) The Cricket Associations, which subject to this constitution shall be represented by 3 Delegates, and who shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings; and
 - (b) The Clubs, which subject to this constitution, shall be represented by a Delegate, and who shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.
 - (c) The Umpires Association, which subject to this Constitution, shall be represented by a Delegate, and who shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.
 - (d) Individual Members and Affiliate Members who shall have the right to be present at General Meetings but shall have no rights, to debate or to vote at General Meetings; and
 - (e) such new or other categories of Members as may be established by the Committee. Any new category of Member established by the Committee can not be granted voting rights without the approval of the Association in General Meeting.

- (2) Each Club, Cricket Association and/or Body must nominate their Delegate(s) annually to attend General Meetings and shall inform the Association of the details of those person(s) accordingly.

4. CESSATION OF MEMBERSHIP

- (1) A person shall cease to be a member of the Association:
 - (a) if that person:
 - (i) dies, or
 - (ii) resigns membership by giving written notice to the Secretary, or
 - (iii) is expelled from the Association, or
 - (b) if the Club or Body which elected or appointed that person ceases to be affiliated with the Association.
- (2) A Club shall cease to be a member of the Association if:
 - (a) the Club resigns membership, or
 - (b) their affiliation lapses and it is not renewed within 1 month of re-affiliation falling due.

5. REGISTER OF MEMBERS

- (1) The Secretary of the Association must establish and maintain a register of members of the Association (whether in written or electronic form) specifying:
 - (a) the name and address of each Club who is a member of the Association together with the date on which the Club became a member and the date on which the Club ceased to be a Member, and
 - (b) the name and postal, residential or email address of each Committee member together with the date on which the person became a Committee member and the date on which the person ceased to be a Committee member.
- (2) The register of members must be kept at the principal place of administration, and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (3) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) The purposes of sending the person a newsletter, a notice in respect of a meeting of other event relating to the Association or other material relating to the Association, or
 - (b) Any purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) If the register of members is kept in electronic form:
 - (a) It must be convertible into hard copy, and
 - (b) the requirements in subclause (2) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

6. FEES AND SUBSCRIPTIONS

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

7. MEMBER'S LIABILITIES

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

8. 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 the community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of a referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

9. DISCIPLINING OF MEMBERS

9.1 Complaints against Members

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

9.2 Action by the Committee

- (1) The committee may, by resolution expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (2) If the committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 9.3.
- (3) 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 9.3, whichever is the later.

9.3 Right of appeal

- (1) A member may appeal to the Association in General Meeting against a resolution of the Committee under clause 9.2 within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which a member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Committee which is to convene a General Meeting of the Association, to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a General Meeting of the Association convened under subclause (3):
 - (a) no business other than the question of appeal is to be transacted, and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3 – THE OFFICE-BEARERS

10. OFFICE-BEARERS

- (1) The office-bearers of the Association are:
 - (a) the Chairman, and
 - (b) the Deputy Chairman
- (2) Each office-bearer of the Association is, subject to this constitution, to hold office until at the conclusion of the Annual General Meeting following the date of their election.

11. ELECTION OF OFFICE-BEARERS

- (1) The office-bearers shall be elected annually by the Committee at a meeting of the Committee in such usual and proper manner as the Committee may determine.
- (2) Candidates for election as office-bearers shall be Committee members.
- (3) Retiring office-bearers may be candidates for re-election.
- (4) There is no maximum number of consecutive terms for which an office-bearer may hold office.
- (5) Upon a person ceasing to be an office-bearer, the Committee shall elect a new office-bearer.
- (6) A person shall cease to be an office-bearer if that person ceases to be a member of the Committee.

12. CASUAL VACANCIES

- (1) In the event of a casual vacancy occurring in the office of an office-bearer the Committee may appoint a member of the Committee to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of appointment.
- (2) A casual vacancy in the office of an office-bearer occurs if the member:

- (a) dies, or
- (b) ceases to be a Committee member, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under clause 17, or
- (f) becomes a mentally incapacitated person, or
- (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

13. SECRETARY

13.1 Appointment of Secretary

- (1) The Secretary shall be appointed annually by the Committee at a meeting of the Committee. A person need not be a member of the Committee to be the Secretary.
- (2) 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.

13.2 Duties of Secretary

- (1) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers, and
 - (b) the names of members present at a Committee meeting or a general meeting, and
 - (c) all proceedings at Committee meetings and general meetings.

13.3 Meeting minutes

- (1) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (2) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause 13.3.

13.4 Public Officer

- (1) The Secretary of the Association shall also be the Public Officer of the Association.
- (2) A person ceasing to be Secretary shall automatically also cease to be the public officer.
- (3) If the office of Secretary is vacant the Committee may appoint another person as public officer to hold such office until the position of Secretary is filled as may be necessary to comply with the requirements of the Act.

Part 4 – THE COMMITTEE OF MANAGEMENT

14. POWERS OF THE COMMITTEE

- (1) Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in General Meeting, the Committee:
 - (a) is to control and manage the affairs of the Association, and

- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by this constitution to be exercised by a General Meeting of the members of the Association, and
- (c) has the power to perform all such acts and do all such things as to appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

15. COMPOSITION AND MEMBERSHIP OF THE COMMITTEE

- (1) The Committee of Management is to consist of the 3 representatives from each Cricket Association.
- (2) The total number of Committee members is to be six.
- (3) There is no maximum number of consecutive terms for which a Committee member may hold office.
- (4) The Committee members representing a Cricket Association shall be elected annually by that Cricket Association.
- (5) Each Cricket Association must lodge written notice of their elected representatives with the Secretary of the Association for the membership to be effected.
- (6) Each Committee member shall, subject to this constitution, hold office from the end of the Annual General Meeting following their election until the conclusion of the next Annual General Meeting.

16. VACANCIES

- (1) In the event of a vacancy occurring in the membership of the Committee, the Committee shall ensure that another person is nominated by the relevant Cricket Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of appointment.
- (2) A vacancy in the office of a member of the Committee occurs if the member, for any reason, ceases to be a representative of the Cricket Association which elected that person or is removed from office in accordance with clause 17.

17. REMOVAL OF COMMITTEE MEMBERS

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

18. COMMITTEE MEETINGS

18.1 Frequency

The Committee must meet at least 2 times a year at such place and time as the Committee may determine. Additional meetings of the Committee may be convened by the Chairman or by any member of the Committee.

18.2 Use of technology

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

18.3 Notice

- (1) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (2) Notice of a meeting given under this clause must specify the general nature of the business to be transacted at the meeting and no other business other than that business is to be transacted at the meeting, except business, which the Committee members present at the meeting unanimously agree to treat as urgent business.

18.4 Quorum

- (1) No business is to be transacted by the Committee unless a quorum is present.
- (2) A quorum for a meeting of the Committee shall be 2 representatives from each Cricket Association.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting is to stand adjourned to the same place, hour and day in the following week. Those members in attendance at the deferred meeting shall be deemed to constitute a quorum.

18.5 Presiding Member

At the meeting of the Committee:

- (a) the Chairman, or in the Chairman's absence, the Deputy Chairman shall preside, or,
- (b) if the Chairman and the Deputy Chairman are absent or unwilling to act, such one of the remaining members of the Committee, as may be chosen by the members present at the meeting is to preside.

19. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation, and,
 - (b) a function, which is a duty, imposed on the Committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under this clause, may, while the delegation remains un-revoked, be exercised from time to time by the sub-committee, in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.

- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have had it been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

20. VOTING AND DECISIONS

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote, but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 18.4, the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.
- (5) Proxy voting is not permitted at Committee meetings.

Part 5 – GENERAL MEETINGS

21. ANNUAL GENERAL MEETINGS

21.1 Calling of

- (1) The Annual General Meeting of the Association shall be held:
 - (a) No later than 31 July in each and every year, or
 - (b) on other such date if the Committee determines the date referred to in (a) above to be unsuitable for the holding of a meeting, or
 - (c) within any later time that may be allowed or prescribed under section 37(2) of the Act.
- (2) The Annual General Meeting of the Association is, subject to the Act and sub-clause (1) to be convened on such date and at such a place and time as the Committee thinks fit.

21.2 Business at

- (1) The regular business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
 - (b) to receive from the Committee reports on activities of the Association during the last preceding financial year,
 - (c) to receive and consider any financial statement or report required to be submitted to members under the Act,
 - (d) to confirm members of the Committee of Management, as elected by each Cricket Association, and

- (e) to elect any other positions or sub-committees that may be required to be elected by this Constitution or the By-Laws of the Association.

All other business at an Annual General Meeting shall be Special Business.

- (2) An Annual General Meeting must be specified as such in the notice convening it.

22. SPECIAL GENERAL MEETINGS – CALLING OF

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Committee must, on the requisition in writing of not less than three members, convene a Special General Meeting of the Association.
- (3) A requisition from members for a Special General Meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by members making the requisition, and
 - (c) must be lodged with the Secretary, and,
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

23. HOLDING OF ORDINARY GENERAL MEETINGS

- (1) At least one ordinary general meeting shall be held each and every year at such place and time as the Committee may determine.
- (2) Additional ordinary general meetings may be convened by the Committee.

24. 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 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 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.

- (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 that may be transacted under clause 21.2.
- (4) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary, who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

25. QUORUM

- (1) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) A quorum for General Meetings of the Association shall be a minimum of 60% of Delegates.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than nine) are to constitute a quorum and if nine members are not present, the meeting shall be dissolved.

26. PRESIDING MEMBER

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

27. 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 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.

28. MAKING OF DECISIONS

- (1) A question arising at a General Meeting of the Association is to be determined by either:
 - (a) a show of hands or, if the meeting is one to which clause 31 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 3 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.

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

29. SPECIAL RESOLUTION

- (1) A resolution is passed by the Association as a Special Resolution:
 - (a) At a General Meeting of the Association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) In such other manner as may be permitted under section 39 of the Act,if it is supported by at least three-quarters of the votes cast by members of the Association who, under this Constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subclause (1)(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

30. VOTING

30.1 Voting generally

- (1) Upon any question arising at a General Meeting of the Association a member has one vote only.
- (2) All votes shall be given personally or by written proxy.
- (3) 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.

30.2 Proxy voting

- (1) Proxy voting shall be permitted at all General Meetings.
- (2) A proxy may only be appointed in writing:
 - (a) by a duly completed and executed proxy form in the form approved by the Committee from time to time, or
 - (b) by email from an office-bearer of the Cricket Association or Club, and lodged with the Secretary at or before the commencement of the meeting.
- (3) An office-bearer of a Cricket Association or Club may appoint a proxy for their Delegate.
- (4) Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one proxy vote at any one time.
- (5) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (6) A Delegate Member shall be entitled to instruct their proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed the proxy may exercise the proxy vote as they think fit.
- (7) A person, other than the chairperson of the meeting to which it relates, may not hold more than one proxy.

30.3 Postal or electronic voting

The Association will not use a postal or electronic ballot to determine any issue or proposal.

31. USE OF TECHNOLOGY AT GENERAL MEETINGS

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

Part 6 – FINANCE

32. FINANCIAL YEAR

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

33. FINANCES

- (1) It shall be the responsibility of the Committee to ensure:
 - (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.
- (2) The Committee may appoint a person, who need not be a member of the Committee to undertake such duties.

34. FUNDS

34.1 Source of funds

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

34.2 Management of funds

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

34.3 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.

Part 7 – MISCELLANEOUS

35. AUTHORITY TO CONDUCT CRICKET COMPETITIONS

- (1) The Association may only conduct cricket competitions on behalf of the Cricket Associations with the express permission of both Cricket Associations.
- (2) A Club affiliated with a Cricket Association may only participate in competitions organised by the Association with the permission of that Cricket Association. Such permission is taken to be given where both Cricket Associations have given permission for the Association to conduct cricket competitions on their behalf.

36. INSURANCE

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

37. COMMON SEAL

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

38. RECORDS, BOOKS, AND OTHER DOCUMENTS

38.1 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 in the custody of the public officer or a member of the Association (as the Committee determines).

38.2 Inspection of books etc

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

39. SERVICE OF NOTICES

- (1) For the purpose of this Constitution, a notice may be served on or given to a person by:
 - (a) delivering it to the person personally, or
 - (b) sending it by pre-paid post to the address of the person, or
 - (c) 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 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.

40. 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 distributed to the Cricket Associations.
- (2) In this clause, a reference to the surplus property of the Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

41. ALTERATION OF OBJECTS AND CONSTITUTION

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