

JULY 2023



Highlands District Cricket Association

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# CONSTITUTION

INC 9877864

HIGHLANDS DISTRICT CRICKET ASSOCIATION INC  
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# Highlands District Cricket Association Constitution

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## STATEMENT OF OBJECTIVES

The objectives of the HDCA Incorporated are:

1. To conduct Association affairs as a not for profit organisation and reinvest any funds collected through fees and sponsorship directly back into local cricket programs to promote enjoyment, growth, and excellence in the game.
2. To make, approve and enforce rules for the conduct of such cricket competitions conducted within the Southern Highlands.
3. To prepare and approve programmes of matches for such cricket competitions and to allocate venues at which such matches are to be played each year.
4. To have general supervision of cricket organisations operating within the Southern Highlands including but not limited to the health and safety of its members and promotion of educational programs relating to the skills, Laws, and Spirit of Cricket.

# **PART I - PRELIMINARY**

## **1 INTERPRETATION**

### **1.1 Name**

The name of the Association is Highlands District Cricket Association Incorporated (HDCA).

### **1.2 Definitions**

In this Constitution, unless the subject matter or context otherwise indicates or requires:

“Act” means the Associations Incorporation Act 2009

“Affiliate” means a school, organised group or other associations including, but not limited to, the Highlands District Cricket Umpires Association, Bradman Foundation, Veterans and over 50’s;

“Association Area” means the area of the Association determined by CNSW and Southern District CricketZone Incorporated;

“Association” means Highlands District Cricket Association Incorporated;

“Annual General Meeting” means the Annual General Meeting of the Association;

“Board” means the body consisting of the Directors;

“By-Laws” means the By-Laws of the New South Wales Cricket Association made by the NSW Cricket Board as amended from time to time;

“Club” means a registered Cricket Club within the Association area;

“Chairperson” means the Chairperson of the Association;

“Chief Executive” means the Chief Executive of the New South Wales Cricket Association.

“Code of Conduct” means the Code of Conduct policy of the Association;

“Code of Conduct Commissioner” means the person appointed by the HDCA Board and announced at the Annual General Meeting;

“Committee Member” means a Member of the Committee;

“Delegate Member” means a Delegate Member of the Association;

“Deputy Chairperson” means the Deputy Chairperson of the Association;

“Director-General” means the Director-General referred to in the Act;

“Executive Officer” means the executive officer as appointed by the Board to fulfill administration functions instead of the Secretary;

“Extraordinary General Meeting” means an Extraordinary General Meeting of the Association;

“Individual Member” means a registered financial member of a Club or Affiliate;

“Judiciary Committee” means the Judiciary Committee of the Association;

“Judiciary Committee Member” means a Member of the Judiciary Committee;

“Life Member” means a Life Member of the Association;

“Member” means a Club or Affiliate of the Association;

“New South Wales Cricket Association” and “NSWCA” means the affiliated New South Wales Cricket Association;

“NSW Cricket Board” means the Board of Directors of the New South Wales Cricket Association;

“Office-Bearer” means an Office-Bearer of the Association;

“Public Officer” means the Public Officer of the Association;

“Register of Members” means the Register of Members of the Association;

“Regulations” means the Member cricket regulations made by the Board;

“Special Resolution” means a special resolution passed in accordance with the Act:

“the Act” means the Associations Incorporations Act (NSW) 2009.

### **1.3 Construction**

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 a 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 mean 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 the first day of a calendar month and ending on the day before the corresponding day in the next succeeding calendar month;

(j) a reference to a function includes a reference to 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.

## **1.4 Headings**

Headings do not affect the interpretation of these Rules.

# **PART II - MEMBERSHIP**

## **2 MEMBERSHIP**

### **2.1 Members of the Association**

The Members are:

- (a) **Clubs**, which shall nominate two (2) delegates who shall have the right to be present, debate and vote at General Meetings;
- (b) **Affiliates**, which shall nominate one (1) delegate who shall have the right to be present, debate and vote at General Meetings;
- (c) **Individual Members**, who shall have no right to be present at General Meetings, nor debate or vote at General Meetings; or
- (d) **Life Members**, who shall have the right to be present and debate at General Meetings but do not have the right to vote.

### **2.2 Creation of New Categories**

The Board has the right or power from time to time to create new categories of membership with such rights, privileges and obligations as are deemed applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No category of membership may be granted voting rights without an amendment to this Constitution.

### **2.3 Application and Renewal of Membership**

An application for membership must be:

- (a) in writing on the form prescribed by the Board from time to time (if any); and
- (b) accompanied by the appropriate fee (if any); and
- (c) otherwise in compliance with the requirements as set out in the Member Regulations (if any).
- (d) Clubs and Affiliates must renew their membership with the Association annually in accordance with the procedures set down by the Association from time to time.
- (e) To remain a Member, individual persons must renew their membership with their Club or Affiliate and otherwise remain registered with them in accordance with such procedures as are applicable from time to time.

## **2.4 Discretion to Accept or Reject Application**

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in Rule 2.3 or not. The Association will decide on the application within 28 days of receiving it.
- (b) Where the Association accepts an application, the applicant will become a Member.
- (c) Membership of the Association will commence upon acceptance of the application by the Association.
- (d) If the Association rejects an application, the Association will refund any fees forwarded with the application, and the application will be deemed rejected. Reasons for rejecting the application need not be given.

## **3 EFFECT OF MEMBERSHIP**

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Member Regulations;
- (b) they shall comply with and observe this Constitution, Member Regulations and Policies, and any determination and or resolution made by the Board or any duly authorised Committee;
- (c) by submitting to this Constitution, Member Regulations and Policies, they are subject to the control and jurisdiction of the Association;
- (d) this Constitution, Member Regulations and Policies are necessary and reasonable for the promoting of the Objectives;
- (e) they are entitled to all benefits, advantages, privileges, and services of the Association membership; and
- (f) they will not become a party to any suit at law or equity, against the Association, any Director or any other person subject to this Constitution, until all remedies and avenues of appeal are allowed by this Constitution have been exhausted, save with the consent of the Association.

## **4 LIFE MEMBERSHIP**

### **4.1 Life Member to be Nominated**

A candidate for election as a Life Member shall be nominated in writing by any person to the Board.

### **4.2 Notice of Meeting to Elect Life Member**

(a) The Board may recommend to the Annual General Meeting that any person who has rendered distinguished or special service to the Association, may be granted Life Membership.

(b) No election of a Life Member shall be valid unless seven (7) days' notice of the meeting and of the resolution to elect the Life Member has been given to the Members.

### **4.3 Election of Life Members**

A Special Resolution must pass a resolution of the Annual General Meeting to confer Life Membership on the recommendation of the Board. A show of hands will take the vote on such a resolution with a majority being required to see the resolution as passed.

### **4.4 Rights of Life Members**

A Life Member shall not:

- (a) take part in the proceedings of any meeting of the Association except by leave of the meeting;
- (b) be entitled to receive notice of any meeting of the Association other than the Annual General Meeting; or
- (c) be entitled to vote on any matter at a meeting of the Association.

#### **4.5 Cessation of Life Membership**

A person shall cease to be a Life Member if:

- (a) that person dies;
- (b) that person resigns as a Life Member;
- (c)
  - (i) the Association resolves by a special resolution in general meeting to remove that person as a Life Member; and
  - (ii) the Life Member was given an opportunity to address that general meeting prior to the resolution being passed.

### **5 REGISTER OF MEMBERS**

(a) The Secretary shall establish and maintain a Register of Members.

(b) The Secretary shall enter in the Register of Members:

- (i) the full name and address of each Member;
- (ii) the date on which the Member became a Member;
- (iii) the date on which the Member ceased to be a Member;
- (iv) the class of membership - that is, whether the Member is a Club, Affiliate or a Life Member.

(c) The Register for Members shall not be used for any other purpose.

(d) The Register of Members shall be kept with the Secretary.

(e) The Register of Members shall be kept open for inspection, free of charge, by any Member.

### **6 FINANCIAL LIABILITY OF MEMBERS**

#### **6.1 Liability to Pay Fees and Subscriptions**

The annual membership subscription (if any), fees and levies payable by Members, including the time frame and manner of payment, may be determined by the Board from time to time.

### **7 DISCONTINUANCE OF MEMBERSHIP**

#### **7.1 Cessation of Membership**

A Member shall cease to be a Member upon:

- (a) ceasing to be Member or a Life Member; or
- (b) being expelled as a Member pursuant to the provisions of Rule 2.4.

The position of a Delegate shall lapse immediately on cessation of membership of a Club or Affiliate.

## **7.2 Powers of the Board and the Association in General Meetings**

If any Member:

- (a) refuses or neglects to comply with a provision of these Rules;
- (b) acts in a manner which is unbecoming of a Member;
- (c) acts in a manner which is prejudicial to the interests of the Association; or
- (d) neglects to comply with a lawful requirement or direction of the Association or the Board, including the provisions of the Member Regulations, the Board shall have the power to:
  - (i) censure the Member;
  - (ii) impose a fine on the Member;
  - (iii) suspend the Member from membership of the Association for a specified period;
  - (iv) expel the Member from membership of the Association; and
  - (v) if the Member is expelled - disqualify the Member from being readmitted as a Member for a specified period. The above power may only be exercised in accordance with the provisions of Rule 7.

## **7.3 Board to Cause Notice to be Served on Member**

If the Board considers that a Member may have acted in a manner referred to in Rule 7.2 and is considering passing a resolution to take action of the kind referred to in Rule 7.2 against the Member, then the Board shall cause a notice to be served on the Member. The notice shall:

- (a) specify the alleged conduct that the Board considers that the Member may have engaged in;
- (b) specify the proposed resolution to be passed at a meeting of the Board;
- (c) specify the date, place and time of the meeting at which it is proposed to pass the above resolution; and
- (d) inform the Member that the Member may do either or both of the following:
  - (i) attend the meeting and address the Board at that meeting; and
  - (ii) submit to the Board either at or prior to the meeting written representations relating to the proposed resolution.

## **7.4 Right of Appeal**

(a) The Association Secretary shall, within seven (7) days of the passing of the resolution by the Board, forward written notice to the Member informing the Member of the content of the resolution which was passed and of the Member's right of appeal to the Members at a General Meeting.

(b) The appeal must be lodged in writing to the Association Secretary within seven (7) days of receiving the resolution. The appeal is to be accompanied with a fee of \$250 (refundable if the appeal is successful). For the sake of clarity, should the appeal not be lodged within this period, any appeal will not be valid and the original resolution shall stand.

(c) Should there be no scheduled General Meeting within the next 30 days, the Secretary shall organise within 21 days, an extra ordinary General Meeting at which only the appeal shall be dealt with.

(d) Following the decision at the General Meeting, a Member may request a final appeal to the Southern Districts Cricket Zone Board. The appeal notice is to be sent in writing to the Southern Districts Cricket Zone Secretary (with any subscribed fee that they determine to process such an appeal) and a copy provided to the HDCA Secretary within seven (7) days of the decision at the General Meeting. For clarity, all costs associated with this final appeal are to be the sole responsibility of the appealing Member. The decision of the Southern Districts CricketZone Board shall be final and binding with no other appeals permitted.

## **7.5 Discipline of Members**

The HDCA shall adopt a Code of Conduct Policy based on the Laws and Spirit of Cricket, sportsmanship, fair play and the consideration for the efforts and responsibilities of others. Directors have additional obligations under the Act and in accordance with common law. The fundamentals of the Code of Conduct are contained within the separate Policy document.

## **PART III - THE BOARD**

### **8 MEMBERSHIP OF THE BOARD**

#### **8.1 Composition of the Board**

The Board shall comprise of:

- (a) up to five (5) elected Directors; and
- (b) up to four (4) appointed Directors.

#### **8.2 Election of Board Directors**

(a) Nominations for the Board shall be called not less than seven (7) days prior to the Annual General Meeting. When calling for nominations, details of any necessary qualifications and job descriptions for the positions shall also be provided. The Board shall determine such qualifications and job descriptions from time to time.

(b) Nominees for elected Director positions on the Board must declare any position they hold in a Club or Affiliate as a director (however so described).

#### **8.3 Nominations of Candidates for Election as Office-Bearers**

All nominations of candidates for election as Office-Bearers shall be:

- (a) made in writing;
- (b) on the prescribed form (if any) for that purpose;
- (c) signed by an authorised representative from two (2) Clubs and or Affiliates; and

(d) certified by the nominee (who must be an individual Member) expressing their willingness to accept the position for which they are nominated; and

(e) delivered to the Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.

#### **8.4 Election of Office-Bearers**

(a) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there is insufficient nominations to fill all the vacancies on the Board, then those nominations shall be declared elected.

(b) If there are insufficient nominations received to fill all vacancies on the Board, or if the majority of Members does not approve a person, the positions will be deemed as casual vacancies.

(c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared to contain the names of the candidates in alphabetical order, for each vacancy on the Board.

(d) Voting shall be conducted in such a manner and by such method as determined by the Board from time to time.

#### **8.5 Term of Appointment for Elected Directors**

(a) Elected Directors shall be elected in accordance with the Constitution.

(b) Elected directors shall be required to nominate every two years.

(c) For the sake of clarity, there is no maximum term that a Director can serve.

#### **8.6 Appointed Directors**

(a) The elected Directors may appoint up to (4) additional Directors.

(b) The appointed Directors will have such other skills that compliment the Board's composition. They do not need to be Members.

(c) Eligible directors can be reappointed.

(d) For the sake of clarity, there is no maximum term that an appointed Director can serve.

#### **8.7 Office-Bearers**

The Office-Bearers are:

(a) the Chairperson of the Association; and

(b) the Deputy Chairperson of the Association; and

(c) the Secretary; and

(d) the Treasurer; and

(e) the Senior Cricket Director; and

(f) the Junior Cricket Director; and

(g) the Representative Cricket Director; and

(h) the Womens' Cricket Director; and

(i) the Grounds and Facilities Director.

## **8.8 Vacancies on the Board**

The office of an Office-Bearer shall become vacant if the Office-Bearer:

(a) dies;

(b) ceases to be a Member;

(c) becomes bankrupt or makes any arrangement or composition with the Office-Bearer's creditors generally;

(d) resigns;

(e) is removed from office;

(f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or

(g) is absent without the consent of the Committee from 2 consecutive meetings of the Committee.

## **8.9 Appointment of Code of Conduct Commissioner**

(a) There shall be a Commissioner called the Code of Conduct Commissioner who shall be appointed by the Board to act within the powers of the Association's Code of Conduct Policy.

(b) If the Board so determines, it may appoint an Assistant Commissioner called the Assistant Code of Conduct Commissioner to assist the Commissioner in the discharge of the Commissioner's duties and to act as the Commissioner should the Commissioner be unavailable to so act.

(c) An Assistant Commissioner appointed pursuant to Rule 18.1(b), has the powers, duties, and functions of the Commissioner.

(d) The term of appointment of the Commissioner and any Assistant Commissioner shall be as determined by the Board.

(e) A reference in these Rules to Commissioner includes, where appropriate, a reference to Assistant Commissioner.

## **8.10 Qualifications for Appointment as Commissioner**

The qualifications for appointment to the positions of Commissioner and Assistant Commissioner shall be as determined by the Board.

## **8.11 Judiciary**

The Board shall establish a Judiciary to deal with disciplinary matters under the Code of Conduct Policy. The composition of this Judiciary shall be as follows:

(a) the Board shall appoint at between five (5) and seven (7) persons to the Judiciary. The Board shall also appoint a member of the Judiciary as Chair;

(b) the Board may call for nominations to the Judiciary;

- (c) three (3) members of the Judiciary shall constitute a quorum; and
- (d) any vacancy on the Judiciary shall be filled via the process above by the Board.

### **8.12 Public Officer**

The Board shall appoint a public officer in accordance with the Act. The public officer may hold other offices within the Association.

### **8.13 Secretary**

The Board shall appoint a Secretary, who shall be entitled to take notice of, and participate in Board debates, but shall have no entitlement to vote.. Such duties can be carried out by the Secretary's delegate with the approval of the Board.

The Board also has the authority to appoint and pay an Executive Officer to assist with the secretarial and administrative functions of the Board. Such an Officer can attend Board meetings and fulfill the role of Secretary at the direction of the Board.

### **8.14 Treasurer**

The Board shall appoint a Treasurer, who shall be entitled to take notice of, and participate in Board debates, but shall have no entitlement to vote. The role of the Treasurer is covered under Rules 17, 18 and 19 of this Constitution.

## **9 POWERS OF THE BOARD**

### **9.1 General Powers**

Subject to the Act, the Regulations and these Rules and to any resolution passed by the Association in general meeting, the Board:

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a general meeting of Members;
- (c) has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association;
- (d) shall prepare rules each year for the conduct of such cricket competitions as the NSW Cricket Board and Southern District Cricket Zone may require the Association to conduct and manage;
- (e) shall prepare programmes each year of matches to be played in such cricket competitions as the NSW Cricket Board and Southern District Cricket Zone may require the Association to conduct and manage;
- (f) shall prepare a budget of the expenditure of the Association for the ensuing year;
- (h) has the power to impose affiliation fees on Clubs and Affiliates as it deems necessary to facilitate the conduct of the Associations affairs;
- (i) determine the number of persons to be appointed as Judiciary Committee Members and appoint the Judiciary Committee Members;

(j) appoint a Code of Conduct Commissioner;

(k) Appoint a Secretary; and

(l) appoint a Treasurer

## **10 PROCEEDINGS OF THE BOARD**

### **10.1 Frequency of Board Meetings**

The Board shall meet at such place and time as necessary to carry out its powers and objectives as it deems fit.

### **10.2 Notice of Board Meetings**

Oral or written notice of a meeting of the Board shall be given by the Secretary to each Board Member at least seven(7) days (or such other period as may be unanimously agreed upon by the Board Members) along with the agenda, before the time appointed for the holding of the meeting.

### **10.3 Quorum**

(a) Any four (4) Board Members constitute a quorum for the transaction of the business of a meeting of the Board.

(b) The Committee may transact no business 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 another time and or place.

### **10.4 Chairing Board Meetings**

The Board shall appoint a Chairperson from amongst the elected Directors. The Chairperson shall be the nominal head of the Association and will act as chair of any Board or General Meeting. The Board shall appoint a deputy chairperson from amongst the elected Directors who shall chair the meeting in the absence of the Chairperson. If neither the Chairperson or deputy is present, or unable to preside, then the remaining Directors will appoint one present Director to be the chair for that meeting only.

### **10.5 Voting**

(a) Questions arising at a meeting of the Board shall be determined by a majority of the votes of Board Members present at the meeting.

(b) Each Board Member present at a meeting of the Committee (including the chairperson of the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the chairperson of the meeting shall exercise a casting vote.

(c) A determination by a majority of the Board Members shall for all purposes be deemed a determination of the Board.

### **10.6 Minutes**

Minutes of proceedings at a meeting shall be checked and verified by the chairperson of the meeting or by the chairperson of the next succeeding meeting and recorded in such subsequent minutes.

## **10.7 Effect of Vacancies in Board Members**

(a) Subject to the provisions of Rule 10.3, the Committee may act notwithstanding any vacancy on the Committee.

(b) If the number of Committee Members present falls below the number necessary to constitute a quorum at a meeting of the Committee, the continuing Committee Member or Committee Members may act for the purpose of summoning a general meeting of the Association but for no other purpose.

## **10.8 Validity of Actions**

All acts done by the Board shall be valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Board Member.

## **PART IV - GENERAL MEETINGS**

### **11 GENERAL MEETINGS**

#### **11.1 Holding of Annual General Meeting**

The Annual General Meeting shall be held on such day and at such time and place as the Board shall determine but no later than the 31st July in each and every year.

#### **11.2 Ordinary General Meetings**

All general meetings other than the Annual General Meeting shall be Ordinary General Meetings.

#### **11.3 Convening of Ordinary General Meetings**

- (a) The Board may, whenever it thinks fit, convene an Ordinary General Meeting.
- (b) The Board shall, on the requisition in writing of not less than 50 percent of the total number of Members, convene an Ordinary General Meeting.
- (c) A requisition of Members for an Ordinary General Meeting:
  - (i) shall state the purpose or purposes of the meeting;
  - (ii) shall be signed by the Members making the requisition;
  - (iii) shall be lodged with the Association Secretary; and
  - (iv) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (d) If the Board fails to convene an Ordinary General Meeting to be held within one 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 an Ordinary General Meeting to be held not later than 3 months after that date.
- (e) An Ordinary General Meeting convened by a Member or Members as referred to in paragraph (d) of this Rule shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

#### **11.4 Notice of Ordinary General Meetings**

- (a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause to be sent by email to each Member entitled to receive notice of general meetings at the Member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member entitled to receive notice of general meetings in the manner provided in paragraph (a) of this Rule

specifying, in addition to the matter required under paragraph (a) of this Rule, the intention to propose the resolution as a special resolution.

(c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 11.7 of these Rules.

(d) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting after receipt of the notice from the Member.

### **11.5 Omission to Give Notice**

The accidental omission to give notice of a general meeting to or the non-receipt of notice of a general meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.

### **11.6 Business of Annual General Meeting**

The regular business of the Annual General Meeting shall be to:

- (a) confirm the minutes of the last preceding Annual General Meeting and of any Ordinary General Meeting held since that meeting;
- (b) receive from the Committee reports on the activities of the Association during the last preceding financial year;
- (c) consider and approve the audited financials of the Association;
- (d) receive and consider the statement which is required to be submitted to Members pursuant to Section 48 of the Act;
- (e) elect Office-Bearers;
- (f) announce the names of the Judiciary Committee Members;
- (g) announce the name of the Code of Conduct Commissioner; and
- (h) appoint an auditor or auditors.

### **11.7 Special Business**

All other business at an Annual General Meeting and all business at any other general meetings shall be special business.

## **12 PROCEEDINGS AT ORDINARY GENERAL MEETINGS**

### **12.1 Meetings Require a Quorum**

No item of business shall be transacted at a general meeting unless a quorum is present during the time that the meeting is considering that item of business.

### **12.2 Quorum**

Subject to the other provisions of these Rules, six (6) Members present in person or by proxy and entitled to vote shall be a quorum.

### **12.3 Effect of Lack of Quorum**

(a) If a quorum is not present within half an hour after the time appointed for the commencement of a general meeting then:

(i) if the meeting was convened upon the requisition of Members - the meeting shall be dissolved; or

(ii) in any other case - the meeting shall stand adjourned to:

(a) such day, time and place as the chairperson of the meeting decides and announces at the meeting; or

(b) such day, time and place as the Board subsequently determines so long as written notice of the day, time and place of the adjourned meeting is forwarded to Members prior to the date of the adjourned meeting.

### **12.4 Chairperson of Meeting**

(a) The Chairperson or, if the Chairperson is absent, the Deputy Chairperson, shall preside as chairperson at a general meeting of the Association.

(b) If the Chairperson and Deputy Chairperson are absent from a general meeting or unwilling to act, then the Members present shall elect one of their number to preside as chairperson of the meeting.

### **12.5 Adjournment**

(a) The chairperson of a general meeting at which a quorum is present:

(i) may, with the consent of the majority of Members present in person or by proxy and entitled to vote; and

(ii) shall, if so directed by a resolution passed by the majority of Members present in person or by proxy and entitled to vote, adjourn the meeting to such day, time and place as the Members so consent or direct.

(b) No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the manner in which notice was required to be given for the original meeting. If a general meeting is adjourned for less than 30 days, it shall not be necessary to give any notice of the adjournment or the business to be transacted at the adjourned meeting.

### **12.6 Method of Voting in Respect of Resolutions**

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

(a) by the chairperson; or

(b) by at least six (6) Members present in person or by proxy and entitled to vote.

## **12.7 Minutes as Evidence of Result of Resolution**

Unless a count is so demanded, 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 and an entry to that effect in the minutes of the meetings of the Association approved by the chairperson shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **12.8 Taking of Count**

If a count is duly demanded it shall be taken in such manner and at such time (before the close of the meeting) and place as the chairperson directs. The chairperson may direct the count to be taken after an interval or adjournment. The result of the count shall be the resolution of the meeting at which the count was demanded. Notwithstanding the above, if a count is duly demanded in relation to the election of a chairperson or the question of an adjournment then the count shall be taken immediately. The demand for a count may be withdrawn. The demand for a count shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a count has been demanded.

## **12.9 Chairperson to Determine Disputes**

In the case of a dispute as to the admission or rejection of a vote on a show of hands or on a count the chairperson shall determine the dispute and the determination, if made in good faith, shall be final.

## **12.10 Special Resolution**

A resolution of the Association is a special resolution if:

- (a) it is passed at a general meeting by a majority which comprises at least three-quarters of Members who:
  - (i) are present at the meeting in person or by proxy;
  - (ii) vote at the meeting; and
  - (iii) are entitled to vote at the meeting; and

at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given to Members in accordance with these Rules; or

- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in Rule 12.10(a) - it is passed in a manner specified by the Director-General.

## **12.11 Voting Power**

A Member entitled to vote may vote in person or, if the Member is entitled to be represented at a meeting of the Association by a proxy, by such proxy. A Member entitled to vote, either in person or by proxy, shall be entitled to one vote both on a show of hands and on a count.

## **12.12 Chairperson has Casting Vote**

In the case of an equality of votes, whether on a show of hands or on a count, the chairperson of the meeting at which the show of hands takes place or at which the count is demanded shall exercise a casting vote.

## **13 PROXIES - GENERAL MEETINGS**

### **13.1 Ability to Appoint a Proxy**

(a) A Member who is a Delegate Member may appoint only one proxy in respect of any general meeting of the Association.

(b) The proxy shall be a member of the Cricket Association which the Delegate Member represents.

### **13.2 Proxy to be Appointed by Written Instrument**

No written proxies or written instruments will be received or taken into account at the meeting.

## **14 SPECIAL GENERAL MEETINGS**

### **14.1 Special General Meetings May be Held**

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this Rule, more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiry of that period.

### **14.2 Requisition of Special General Meetings**

(a) The Board may by resolution convene a Special General Meeting.

(b) The Board shall convene a Special General Meeting within 28 days of receiving a requisition signed by at least 50% of the Clubs and Affiliates combined.

(c) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Clubs and Affiliates making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one (1) or more Clubs of Affiliates making the requisition.

(d) If the Board does not cause a Special General Meeting to be held within 28 days after the date on which the requisition is sent to the Association, the Clubs and Affiliates making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.

(e) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as near as possible at that, in which meetings are convened by the Board. The Association shall refund all reasonable expenses incurred in convening the meeting to the persons incurring the expenses.

## **PART V - MISCELLANEOUS**

### **15 RECORDS AND BOOKS OF THE ASSOCIATION**

#### **15.1 Custody of the books**

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 committee determines), or
- (b) if the association has no premises, at the association's official electronic address, in the custody of the public officer.

#### **15.2 Inspection of the books**

15.2.1 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.

15.2.2 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 \$1 for each page copied.

15.2.3 Despite subclauses (1) and (2) above, 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.

## **16 INSURANCE**

### **16.1 Insurance Required by Act**

With respect to the insurance required to be maintained by the Association pursuant to Section 44 of the Act, the Committee shall 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 forthwith and ensure that the Association maintains such insurance either on its own account or by a policy held by the New South Wales Cricket Association.

### **16.2 Other Insurance**

In addition to the insurance required under Rule 16.1, the Board may affect and maintain such other insurance as it deems necessary either on its own account or through policies held by the New South Wales Cricket Association.

## **17 FUNDS**

### **17.1 Source of Funds**

The funds of the Association shall be derived from membership fees, donations and other such sources as the Board determine.

### **17.2 Funds to be Deposited**

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.

### **17.3 Use of Funds**

The income and funds of the Association shall be used solely in pursuance of the objects of the Association in serving local cricket as a not for profit organisation. No portion of income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred for services rendered.

### **17.4 Electronic Banking**

Electronic Banking is the preferred method of conducting the financial business of the Association. All payment, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorised by any two (2) Board Members.

## **18 ACCOUNTS**

### **18.1 Treasurer to Maintain Accounts**

The Treasurer shall maintain proper books of account in which shall be recorded all the financial transactions of the Association.

### **18.2 Annual Statement**

(a) At the end of each financial year, the Treasurer shall prepare all such statements as are required to be presented to the Annual General Meeting in accordance with the provisions of Section 26(6) of the Act and shall present such statements. The HDCA appointed independent review accountant's report, thereon will be presented within one month post the Annual General Meeting to the Members and Affiliates.

(b) A copy of the statements of account, the Board's report, the independent review accountant's report and every other document required under the Act (if any) will be sent to all persons entitled to receive the notice of the Annual General Meeting.

### **18.3 Financial Year of Association**

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

### **18.4 Independent Review Accountant**

(a) The Board shall appoint a properly qualified independent review accountant. The independent accountant shall complete a review of the HDCA accounts and provide limited assurance of accuracy.

(b) The accounts of the Association shall be reviewed and the correctness of the profit and loss accounts and balance sheets ascertained by an independent accountant at least once every year.

## **19 NOTICE**

### **19.1 Notice to Members**

(a) Any notice required by law or under these Rules to be given to any Member shall be given by delivering the notice personally to such Member by electronic mail to the Member at the Member's registered address.

(b) Where a notice is sent by electronic mail, service of the notice shall be deemed to be affected if the sender DOES NOT receive a "message undelivered" or "message undeliverable" message in respect of the electronic mail sent.

### **19.2 Notice of General Meeting**

(a) Notice of every general meeting shall be given in any manner authorised by these Rules to:

(i) every Member entitled to a vote; and

(ii) the auditor or auditors for the time being of the Association.

(b) No other person shall be entitled to receive notice of general meetings.

## **20 DISSOLUTION**

### **20.1 Liability of Members**

The liability of the Members of the Association is limited.

### **20.2 Members' Contribution**

Every member undertakes to contribute to the assets of the Association. In the event of it being wound up, while a Member or within one (1) year after ceasing to be a Member, for payments of the debts and liabilities of the Association and the costs, charges, and expenses or winding up, such amount is not to exceed \$1.00.

### **20.3 Distribution of Property on Winding Up**

In the event of the winding up or cancellation of the incorporation of the Association, the Members shall be deemed, under this Rule, to have passed a special resolution pursuant to Section 65 of the Act resolving to distribute the surplus property of the Association to the New South Wales Cricket Association.

## **21 INDEMNITY**

### **21.1 Indemnity**

Every Member, Auditor, and Board Member for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of that person's office which is incurred by that person in defending any proceedings whether civil or criminal in which judgment is given in that person's favour or in which that person is acquitted. The

amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and have priority over all other claims of Members.

## **21.2 Limitation of Liability**

No Member or Board Member shall be liable for any negligence, default or other act of any other Member or Board Member which results in any loss or expense happening to the Association through the insufficiency or deficiency of the title to any property acquired by a decision of the Association or the Board for and on behalf of the Association, or for the insufficiency or deficiency of any securities in or upon which any monies of the Association shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious acts of any person with whom any monies, securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of that person's duties or in relation thereto, unless the same happen or occur through that person's own wilful act of default or negligence on that person's part.

## **22 GRIEVANCE PROCEDURES**

### **22.1 Application**

The grievance procedure set out in this rule applies to disputes under these rules other than those disputes covered by the Code of Conduct between a Member:

- (a) and another Member; or
- (b) and the Association.

### **22.2 Parties to Meet**

The parties to the dispute must meet to discuss the matter in dispute, and if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.

### **22.3 Meeting With a Mediator if Parties Unable to Resolve Dispute**

If the parties are unable to resolve the dispute at the meeting or if a party fails to attend the meeting, then the parties must, within ten (10) days, hold a meeting on the presence of a mediator.

### **22.4 Mediator Requirements**

The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of an agreement, in the case between two Members, appointed by the Board.

### **22.5 Capacity of Member to be a Mediator**

A Member of the Association can be a mediator. A mediator cannot be a Member who is party to the dispute.

### **22.6 Further Procedures**

The Board may prescribe additional grievance procedures in the Member Regulations consistent with this rule.

## **23 GENERAL POWER OF THE ASSOCIATION**

In the event of any question or matter arising not provided for in these Rules, the Association shall have the power to decide such question or matter by the resolution of the Members.

## **24 ALTERATION OF OBJECTS AND THESE RULES**

The Statement of Objects and these Rules may be amended only by a special resolution of the Association with the prior approval of the NSW Cricket Board.

## **25 ALTERATION OF 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 a committee member.

This Constitution shall not be altered except by Special Resolution in accordance with the Act. See Clause 12.10.

## **26 PATRON**

The Members at the Annual General Meeting may appoint annually, on the recommendation of the Board, a Patron or Co-Patrons.