Associations Incorporation Act 2009 (NSW) **(Act)**

Clarence Valley Cricket Association Constitution

September 2026

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ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

CONSTITUTION

of

CLARENCE VALLEY CRICKET ASSOCIATION INCORPORATED

1. NAME OF ASSOCIATION

The name of the Association is Clarence Valley Cricket Association Incorporated (**Association**).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

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

Administrative Officer means the Administrative Officer of the Association (if any) for the time being appointed by the Board under **Clause 12**. Where the Association does not have an Administrative Officer, the Secretary or Public Officer will, resume the functions of the Administrative Officer under **Clause 18.3**.

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 Delegate Member.

Annual General Meeting (AGM) means the annual general meeting of the Association held in accordance with **clause 19**.

Association means Clarence Valley Cricket Association Incorporated.

Board means the body consisting of the Directors.

By-Laws means any By-Laws made by the Board under **clause** Error! Reference source not found.**3**.

Club means a cricket club which is a Member, or is otherwise affiliated with the Association.

Constitution means this Constitution of the Association.

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

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

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

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

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

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

(a) understand the information relevant to the decisions that will have to be made in the role of Director;

(b) retain that information to the extent necessary to make those decisions;

(c) use or weigh that information as part of the decision making process; or

(d) communicate the decisions in some way.

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

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

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

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

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

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

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

Secretary means any Member appointed to perfom the duties of a Secretary of the Association or, where no person is so appointed, the Pubic Officer of the Asociation;

Special General Meeting (**SGM**) means a special general meeting of the Association held under **clause 20**.

Special Resolution means a special resolution defined in the Act.

2.2 Interpretation

In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty;

(b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

(c) words importing the singular include the plural and vice versa;

(d) words importing any gender include the other genders;

(e) references to persons include corporations and bodies politic;

(f) references to a person include the legal personal representatives, successors and permitted assigns of that person;

(g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);

(h) a reference to **present in person** means present physically or by electronic means; and

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

2.3 Severance

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

2.4 The Act

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

3. OBJECTS OF THE ASSOCIATION

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

(a) Subject to the approval of the Board of Directors of the New South Wales Cricket Association, to organise, conduct, encourage, promote, advance and administer such cricket competitions as that Board of Directors may require it to so do within the Clarence Valley Cricket Association.

(b) ensure the maintenance and enhancement of the Association, along with its standards, quality and reputation for the benefit of the Members and cricket in New South Wales;

(c) at all times promote mutual trust and confidence between the Association, North Coast Cricket Council, North Coastal Zone and Cricket NSW and the Members in pursuit of these Objects;

(d) at all times act on behalf of, and in the interest of, the Members and cricket in the Region;

(e) promote the economic and community service success, strength and stability of the Association, the Members and cricket in the Region;

(f) Liaise with Cricket NSW and adopt its rule and policy framework to further these Objects and cricket;

(g) use and protect the Intellectual Property;

(h) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;

(i) strive for government, commercial and public recognition of the Association as the controlling body for cricket in the Region;

(j) abide by, promulgate, enforce and secure uniformity in the application of the rules of cricket as may be determined from time to time by Cricket NSW or Cricket Australia and as may be necessary for the management and control of cricket and related activities in the Region;

(k) advance the operations and activities of the Association throughout the Region;

(l) review and/or determine any matters relating to cricket which may arise, or be referred to it, by any Member;

(m) recognise any penalty imposed on any Member;

(n) act as arbiter (as required) on all matters pertaining to the conduct of cricket in the Region, including matters that are not otherwise under the regulation or control of Cricket NSW;

(o) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of cricket in the Region;

(p) adopt and implement such policies as may be developed by Cricket NSW or Cricket Australia, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in cricket;

(q) represent the interests of its Members and of cricket generally in any appropriate forum in the Region;

(r) have regard to the public interest in its operations;

(s) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve;

(t) promote the health and safety of Members and all other participants in cricket in the Region;

(u) seek and obtain improved facilities for the enjoyment of cricket in the Region; and

(v) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

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

5. MEMBERS

5.1 Categories of Members

The Members of the Association shall consist of:

(a) Clubs, which subject to this Constitution, shall appoint two (2) delegates who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Club at General Meetings;

(b) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights;

(c) Delegate Members, who shall be appointed pursuant to clause 5.1(a);

(d) Affiliate Members, who shall have the right to be present at General Meetings but shall have no right to debate or to vote at General Meetings;

(e) Appointed Directors, who shall have the right to be present, debate and vote at General Meetings; and

(f) such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board can not be granted voting rights without the approval of the Association in General Meeting.

5.2 Life Members

(a) The Board may recommend to the AGM that any natural person who has rendered distinguished service to the Association or cricket in the Region, where such service is deemed to have assisted the advancement of cricket in the Region, be appointed as a Life Member.

(b) A resolution of the AGM to confer life membership (subject to **clause 5.2(c)**) on the recommendation of the Board must be a Special Resolution.

6. MEMBERSHIP

6.1 Clubs

(a) To be, or remain, eligible for membership, a Club must be incorporated or in the process of incorporation. This process must be complete within one year of applying for membership under this Constitution.

(b) For such time as the Club is not incorporated, the secretary of any such unincorporated Club shall be deemed to be the Member (on behalf of the unincorporated entity). The secretary shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Club as incorporated Members, to the extent that this is possible.

(c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Club shall be resolved by the Board in its sole discretion.

(d) Failure to incorporate within the period stated in **clause 6.1(a)** shall result in the expulsion of the secretary (acting on behalf of the unincorporated entity) from membership. The expelled unincorporated entity shall not be entitled to re-apply for membership until it becomes incorporated.

6.2 Application for Membership

An application for membership must be:

(a) from the applicant or its nominated representative, in writing on the form prescribed from time to time by the Board (if any), and lodged with the Association;

(b) accompanied by a copy of the applicant's constitution (which must be acceptable to the Association and must substantially conform to this Constitution) and the applicant's register of members; and

(c) accompanied by the appropriate fee (if any).

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

6.3 Discretion to Accept or Reject Application

(a) The Board may acting in the best interests of the applicant and in good faith, accept or reject an application whether the applicant has complied with the requirements in **clauses 6.1** and **6.2** or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.

(b) Where the Board accepts an application, the applicant shall, become a Member. Membership shall be deemed to commence upon acceptance of the application by the Board. The Secretary or their nominee shall amend the Register accordingly as soon as practicable.

(c) Where the Board rejects an application it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association. No reasons for rejection need be given.

(d) There is no right of appeal where the Board rejects an application for membership, whether a new application or a renewal application.

6.4 Deemed Membership

(a) Clubs shall provide the Association with such details as are reasonably required by the Association under this Constitution within one (1) month of the approval of this Constitution under the Act.

(b) Any persons prior to approval of this Constitution under the Act, who are not deemed Members under **clause 6.4**Error! Reference source not found. shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

6.5 Cessation of Membership

(a) A Club shall cease to be a Member upon:

(i) Writing to the Secretary of the Association formally resigning its Affiliation; or

(ii) Being removed by the Association pursuant to the Discipline process referred to at clause 10 of this Constitution and any procedures contained within the By-Laws.

7. REGISTER OF MEMBERS

7.1 Association to keep Register

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

(a) the full name, address, category of membership, incorporation information and date of entry to membership of each Club; and

(b) the full name, residential address and date of entry to membership of each Director and Life Member; and

(c) where applicable, the date of termination of membership of any Club.

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

7.2 Inspection of Register

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

7.3 Use of Register

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

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

(a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws and Cricket NSW's constitution and regulations;

(b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;

(c) by submitting to this Constitution and By-Laws they are subject to the jurisdiction of the Association and Cricket NSW;

(d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of cricket in New South Wales;

(e) neither membership of the Association nor this Constitution gives rise to:

(i) any proprietary right of Members in, to or over the Association or its property or assets;

(ii) any automatic right of a Member to renewal of their membership of the Association;

(iii) subject to the Act and the Association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;

(f) they are entitled to all benefits, advantages, privileges and services of Association membership; and

(g) a right, privilege or obligation of a person by reason of their membership of the Club:

(i) is not capable of being transferred or transmitted to another person; and

(ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

(a) A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one (1) months' notice in writing to the Association of such resignation or withdrawal.

(b) A Club may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Club. A copy of the relevant minutes of the Club meeting showing that the Special Resolution has been passed by the Club must be provided to the Association.

(c) If a Club ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Club shall not automatically cease at that time, but shall be dealt with in accordance with the By-Laws.

(d) When the Association receives notice of resignation of membership given under **clauses 9.1(a)** and **(b)**, it must make an entry in the Register that records the date on which the Member who or which gave notice ceased to be a Member.

9.2 Discontinuance for breach

Notwithstanding anything in the Act or this Constitution:

(a) membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution or the By-Laws, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-Laws or any resolutions or determinations made or passed by the Board or any duly authorised committee;

(b) membership shall not be discontinued by the Board under **clause 9.2(a)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach; and

(c) where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued under **clause 9.2(a)** by the Board giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.2** as soon as practicable.

9.3 Member to Re-Apply

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

(a) must seek renewal and re-apply for membership in accordance with this Constitution; and

(b) may be re-admitted at the discretion of the Board. There is no right of appeal where the Board refuses to re-admit a former Member under this clause.

9.4 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately. Where a Club ceases to be a Member it shall also forfeit all representation rights on the Board and at General Meetings.

9.5 Membership may be Reinstated

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

9.6 Refund of Membership Fees

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

10. DISCIPLINE

(a) Where the Board is advised or considers that a Member has allegedly:

(i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, Cricket NSW's Constitution or By-Laws or any resolution or determination of the Board or any duly authorised committee; or

(ii) acted in a manner unbecoming of a Member, or prejudicial to the Objects and/or interests of the Association, Cricket NSW and/or the Sport; or

(iii) brought the Association, Cricket NSW, any other Member or the Sport into disrepute;

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

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

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

11. SUBSCRIPTIONS AND FEES

(a) The annual membership subscription (if any) and any fees or other levies payable by Members to the Association, the time for and manner of payment, shall be as determined by the Board.

(b) The Board is empowered to prevent any Member whose annual subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings. There is no right to natural justice or any right of appeal where the Board exercises its power under this **clause 11(b)**.

(c) Where a Member's annual subscription or any other fees are in arrears for more than 30 days that Member's membership ceases.

12. POWERS OF THE BOARD

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

13. COMPOSITION OF THE BOARD

13.1 The Board shall comprise up to:

(a) seven (7) elected Directors who must all be Delegate Members and who shall be elected under **clause 14**; and

(b) two (2) appointed Directors who need not be Delegate Members and who may be appointed by the elected Directors in accordance with **clause 155**.

The Board shall (as far as practicable depending on numbers of Directors eg 7 or 9 Directors) comprise not less than 40% male and 40% female Directors. For avoidance of doubt this means that in some years only male directors or only female Directors may be elected or appointed.

14. ELECTED DIRECTORS

14.1 Nominations

(a) Nominations for elected Director positions shall be called for forty-eight (48) days prior to the Annual General Meeting. When calling for nominations:

(i) details of the necessary qualifications and job descriptions for the positions; and

(ii) current Board gender composition;

shall also be provided to ensure gender balance under **clause 13**.

Qualifications and job descriptions may be determined by the Board from time to time.

(b) Nominees for elected Director positions must declare any position they hold in a Club, Cricket NSW or Cricket Australia including as an officer (howsoever described including as a Delegate) or as a full time employee.

14.2 Form of Nomination

Nominations must be:

(a) in writing;

(b) on the prescribed form (if any) provided for that purpose;

(c) signed by an authorised representative from two (2) Clubs;

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

(e) delivered to the Association not less than thirty-five (35) days before the date fixed for the AGM.

14.3 Elections

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

(b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under **clause 14.3(a)**, the positions will be deemed casual vacancies under **clause 16.1**.

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

(d) Voting shall be conducted by secret ballot and otherwise in such manner and by such method (including electronically) as may be determined by the Board from time to time.

14.4 Term of Appointment for Elected Directors

(a) Directors elected under this **clause 14** shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or removal of Directors, elected Directors shall remain in office from the conclusion of the AGM at which the election occurred until the conclusion of the second AGM following.

(b) Four (4) elected Directors shall retire in each even year and three (3) elected Directors shall retire in each odd year until, after two (2) years the seven (7) original elected Directors have retired after which those elected Directors (or their replacements) who first retired, shall retire and so on.

(c) The sequence of retirements under **clause 14.4(b)** to ensure rotational terms shall be determined by the Board. If the Board can not agree it will be determined by lot noting always the gender requirements of **clause 13**.

15. APPOINTED DIRECTORS

15.1 Appointment of Directors

The elected Directors may appoint up to two (2) appointed Directors.

15.2 Qualifications for Appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Individual Members but must be natural persons.

15.3 Term of Appointment for Appointed Directors

(a) Appointed Directors may be appointed by the elected Directors under this Constitution for a term of two (2) years, which shall commence from the first Board meeting after the AGM until after the conclusion of the second AGM following.

(b) Appointed Directors should be appointed to ensure rotational terms that coincide with the elected Directors' rotational terms.

(c) Any adjustment to the term of appointed Directors appointed under this Constitution necessary to ensure rotational terms under this Constitution, shall be determined by the Board noting always the gender requirements of **clause 13.**

16. VACANCIES ON THE BOARD

16.1 Casual Vacancies

Subject always to the gender requirements of **clause 13** any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

16.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

(a) dies;

(b) becomes bankrupt or makes any arrangement or composition with their creditors generally;

(c) after reasonable consideration by the Board, is determined by the Board to have become Incapacitated and the Board reasonably expects the Director will remain Incapacitated for a period exceeding 3 months, provided always that:

(i) the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made; and

(ii) any determination made under this **clause 16.2** shall be made with the Directors acting reasonably; or

(d) resigns their office in writing to the Association;

(e) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;

(f) holds any office of employment with the Association;

(g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest;

(h) in the reasonable opinion of the Board (but subject always to this Constitution) has:

(i) acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or

(i) brought themselves or the Association into disrepute;

(i) is removed by Special Resolution; or

(j) would otherwise be prohibited from being a Director of a corporation under the *Corporations Act 2001 (Cth)*.

16.3 Board May Act

If a casual vacancy or vacancies arises in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director to a number sufficient to constitute such a quorum.

17. MEETINGS OF THE BOARD

17.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the conduct of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.

17.2 Decisions of Board

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

17.3 Resolutions not in Meeting

(a) A resolution in writing, signed or assented to by any form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.

(b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:

(i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;

(ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Directors are not required to be physically present;

(iii) if a failure in communications prevents **clause 17.3(b)(i)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **clause 17.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and

(iv) any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chair of the meeting is located.

17.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is six (6). A quorum must remain present throughout the meeting.

17.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

17.6 Chair

The Board shall appoint a chair from amongst its number. The chair shall be the nominal head of the Association and will act as chair of any Board meeting or General Meeting at which they are present. If the chair is not present, or is unwilling or unable to preside at a board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

17.7 Directors' Interests

(a) A Director is ineligible to hold office and is also disqualified from office by:

(i) holding or assuming any place of profit or position of employment in the Association, in any Member or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or

(ii) contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association, in which any Director is in any way interested, will be voided for such reason.

(b) A Director who has a material personal interest in a matter that relates to the affairs of the Association must declare that interest to the Board.

(c) A Director who has an interest in a matter, may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Association at the time the notice is given.

(d) The secretary shall record in the minutes any declaration made or any general notice given by a Director under **clauses 17.7(b)** and/or **17.7(c)** and the action decided upon by the Board in relation to that declaration.

(e) A Director, notwithstanding the interest, may be counted in the quorum present at any meeting, but cannot remain in the meeting whilst the matter in which the Director is interested is being debated and cannot vote in respect of any matter in which the Director is interested. If the Director remains and votes in such matter, the vote shall not be counted.

18. SECRETARY

18.1 Appointment of Secretary

A Secretary may be appointed by the Board for such term and on such conditions as the Board thinks fit.

18.2 Secretary to act as Public Officer

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

18.3 Specific Duties

The Secretary shall:

(a) unless otherwise directed by the Board, as far as practicable attend all Board meetings and all General Meetings;

(b) prepare the agenda for all Board and General Meetings;

(c) record and prepare minutes of the proceedings of all Board meetings and General Meetings, and shall use best endeavours to distribute minutes of General Meetings to Clubs promptly from the date of the meeting; and

(d) regularly report on the activities of, and issues relating to, the Association.

19. ANNUAL GENERAL MEETING

(a) An AGM of the Association shall be held in accordance with the Act and this Constitution and on a date and at a venue determined by the Board.

(b) All General Meetings other than the AGM shall be SGMs and shall be held in accordance with this Constitution.

20. SPECIAL GENERAL MEETINGS

20.1 SGMs May be Held

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

20.2 Requisition of Special General Meetings

(a) The Secretary will convene a SGM when at least five per cent (5%) of Members entitled to vote submit a requisition in writing.

(b) The requisition for a SGM shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisition.

(c) If the Secretary does not cause a SGM to be held within one (1) month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a SGM to be held not later than three (3) months after that date.

(d) A SGM convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

21. NOTICE OF GENERAL MEETING

(a) Notice of every General Meeting shall be given to every Club and Life Member and other Member entitled to receive notice at the address appearing in the Register kept by the Association. The auditor, Secretary and Directors shall also be entitled to notice of every General Meeting. No other person shall be entitled as of right to receive notices of General Meetings.

(b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.

(c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:

(i) the agenda for the meeting; and

(ii) any notice of motion received from Members entitled to vote.

(d) Notice of every General Meeting shall be given in the manner authorised in **clause 37**.

22. BUSINESS

(a) The business to be transacted at the AGM includes the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution and subject to the requirements of the Act, the appointment of the auditors.

(b) All business that is transacted at a General Meeting and all business that is transacted at an AGM, with the exception of those matters set down in **clause 222(a)** shall be special business. Special business does not need to be passed by Special Resolution unless required by the Act, this Constitution or it is moved as a Special Resolution.

(c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

23. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than thirty-five (35) days (excluding receiving date and meeting date) prior to the General Meeting.

24. PROCEEDINGS AT GENERAL MEETINGS

24.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be **50% plus one (1)**.

24.2 Chair to preside

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

(a) in relation to any election for which the chair is a nominee; or

(b) where a conflict of interest exists.

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

24.3 Adjournment of Meeting

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

(b) The chair may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(d) Except as provided in **clause 24.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

24.4 Voting Procedure

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

(a) the chair; or

(b) a simple majority of Members present and entitled to vote.

24.5 Recording of Determinations

Unless a poll is demanded under **clause 24.4**, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

24.6 Where Poll Demanded

If a poll is duly demanded under **clause 24.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

24.7 Procedual irregularities

(a) No decision of the Association, the Board or any Board authorised entity shall be invalid merely because of a failure to give proper notice under this Constitution or the By-Laws or other irregularity in procedure required by this Constitution or the By-Laws unless a person suffers substantial prejudice as a result of that failure to give proper notice or irregularity in procedure.

(b) The Association, the Board or other Board authorised entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

25. VOTING AT GENERAL MEETINGS

25.1 Members Entitled to Vote

Each Club shall be entitled to one (1) vote at General Meetings which, subject to this clause shall be exercised by the Club's representative. No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **clause 5.1**. The Directors and Secretary shall have no right to vote at General Meetings.

25.2 Electronic Voting

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

26. PROXY VOTING

Proxy voting is not permitted at any General Meeting.

27. GRIEVANCE PROCEDURE

(a) Any grievance or dispute arising under this Constitution between a Member and:

(i) another Member; or

(ii) the Association;

will be managed in accordance with any procedures set out in the By-Laws.

(b) If the dispute is not resolved after following the procedures in the By-Laws, the Board may refer the matter to Cricket NSW who will take whatever steps it considers appropriate in regard to the dispute in the best interests of the Association and the Members concerned.

28. AUDITOR

If required by the Act:

(a) a properly qualified auditor or auditors shall be appointed by the Association in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Board; and

(b) the accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

29. INCOME

(a) Income and property of the Association shall be:

(i) derived from such sources; and

(ii) managed in such manner;

as the Board determines from time to time subject to the Act and this Constitution.

(b) The income and property of the Association shall be applied solely towards the promotion of the Objects.

(c) Except as prescribed in this Constitution or the Act:

(i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Director; and

(ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

(d) Nothing in **clauses 29(b)** or **29(c)** shall prevent payment in good faith of or to any Member for:

(i) any services actually rendered to the Association whether as an employee, Director or otherwise;

(ii) goods supplied to the Association in the ordinary and usual course of operation;

(iii) interest on money borrowed from any Member;

(iv) rent for premises demised or let by any Member to the Association;

(v) any out-of-pocket expenses incurred by the Member on behalf of the Association;

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

30. WINDING UP

(a) Subject to this Constitution the Association may be wound up or cancelled in accordance with the Act.

(b) The liability of the Members of the Association is limited.

(c) Every Club undertakes to contribute to the assets of the Association if it is wound up or cancelled while they are a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up or cancelling the registration of the Association, such an amount not exceeding one dollar ($1.00).

31. DISTRIBUTION OF PROPERTY ON WINDING UP

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

cricket organisation(s) will be determined by the Members in General Meeting at or before the time of winding up or cancellation. If this does not occur, the assets or property shall be given or transferred to Cricket NSW.

32. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except:

(a) by Special Resolution of the Members; and

(b) with the approval of the Board of Cricket NSW.

33. BY-LAWS

33.1 Board to Formulate By-Laws

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

33.2 By-Laws Binding

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

33.3 By-Laws Deemed Applicable

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

33.4 Changes Binding on Members

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

34. STATUS AND COMPLIANCE OF ASSOCIATION

34.1 Recognition of Association

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

34.2 Compliance of Association

The Members acknowledge and agree the Association shall:

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

(b) apply its property and capacity solely in pursuit of the Objects;

(c) do all that is reasonably necessary to enable the Objects to be achieved;

(d) act in good faith and loyalty to ensure the maintenance and enhancement of cricket, its standards, quality and reputation for the benefit of the Members and cricket;

(e) at all times act in the interests of the Members and cricket;

(f) not resign, disaffiliate or otherwise seek to withdraw from Cricket NSW without approval by Special Resolution; and

(g) abide by Cricket NSW's and Cricket Australia's constitutions and the rules of cricket.

34.3 Operation of Constitution

The Association and the Members acknowledge and agree:

(a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and cricket are to be conducted, promoted, encouraged, advanced and administered throughout the Region; and

(b) to ensure the maintenance and enhancement of cricket, its standards, quality and reputation for the benefit of the Members and cricket;

(c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of cricket and its maintenance and enhancement;

(d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;

(e) to act in the interests of cricket and the Members; and

(f) that should a Member including but not only Clubs have governance, administrative, operational or financial difficulties the Board may act (but is not obliged) to assist the Member in whatever manner the Board considers appropriate.

35. ASSOCIATION'S CONSTITUTION

35.1 Constitution of the Association

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

35.2 Operation of Cricket NSW Constitution

(a) The Association will take all reasonable steps to ensure this Constitution conforms to the Cricket NSW constitution subject always to the Act.

(b) The Association shall provide to Cricket NSW a copy of this Constitution and any amendments to it. The Association acknowledges and agrees that Cricket NSW has power to veto any provision in its Constitution which, in Cricket NSW's opinion, is contrary to the objects of Cricket NSW.

35.3 Register

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

36. STATUS AND COMPLIANCE OF CLUBS

36.1 Compliance

Clubs acknowledge and agree that they shall:

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

(b) provide the Association with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the Club's Annual General Meeting;

(c) recognise the Association as the authority for cricket in the Region, Cricket NSW as the authority in New South Wales and Cricket Australia as the national authority for cricket;

(d) adopt and implement such communications and Intellectual Property policies as may be developed by the Association and/or Cricket NSW from time to time; and

(e) have regard to the Objects in any matter of the Club pertaining to Sport.

36.2 Club Constitutions

(a) A Club's constituent documents will clearly reflect the Objects and will conform to the Cricket NSW Constitution.

(b) Clubs will take all reasonable steps necessary to ensure their constituent documents conform to this Constitution.

(c) Clubs shall provide to the Association a copy of their constituent documents and all amendments to these documents. Clubs acknowledge and agree that the Association has power to veto any provision in a Club constitution which, in the Association's opinion, is contrary to the Objects.

(d) The constituent documents of each Club shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise the Association as the authority for cricket in the Region, Cricket NSW as the authority for cricket in New South Wales and Cricket Australia as the national authority for cricket in Australia.

36.3 Register

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

37. NOTICE

(a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice by sending the notice by:

(i) pre-paid post; or

(ii) by electronic mail;

(iii) to the Member's registered address or facsimile number or electronic mail address; or

(iv) prominently posting the notice on the Association's website.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three (3) days after posting.

(c) Where a notice is sent by electronic mail or by posting the notice on the Association's website, service of the notice shall be deemed to be effected the next business day after it was sent or posted.

38. PATRONS

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

39. INDEMNITY

(a) Every Director and employee of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.

(b) The Association shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

(i) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and

(ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.