



HORSHAM CRICKET ASSOCIATION INCORPORATED CONSTITUTION

EFFECTIVE 26TH SEPTEMBER 2017

INDEX

1 NAME	2
2 INTERPRETATIONS	2
3 STATEMENT OF PURPOSE	3
4 ALTERATION OF THE CONSTITUTION	3
5 MEMBERS OF THE ASSOCIATION	3
6 MEMBERSHIP OF CLUBS	3
7 LIFE MEMBERSHIP	4
8 REGISTER OF MEMBERS.....	4
9 MEMBER CLUB DELEGATES.....	5
10 CEASING MEMBERSHIP	5
11 EXPULSION, SUSPENSION OR FINING OF MEMBERS.....	5
12 DISPUTES AND MEDIATION.....	6
13 POWERS OF THE BOARD.....	6
14 POSITIONS OF THE BOARD	7
15 ELECTION OF THE BOARD.....	7
16 VACANCY ON THE BOARD	8
17 REMOVAL OF A BOARD MEMBER	8
18 MANDATORY APPOINTMENTS OF THE BOARD.....	8
19 THE ANNUAL GENERAL MEETING	8
20 SPECIAL GENERAL MEETINGS	8
21 QUORUM OF GENERAL MEETINGS	9
22 NOTICE OF GENERAL MEETINGS	9
23 SPECIAL BUSINESS.....	9
24 RULES OF DEBATE	9
25 ADJOURNMENT OF MEETINGS.....	9
26 CHAIRPERSON OF MEETINGS.....	10
27 VOTING	10
28 PROXY VOTING	10
29 PROCEEDINGS OF THE BOARD.....	10
30 MINUTES OF MEETINGS.....	11
31 BY-LAWS AND PLAYING RULES.....	11
32 NOTICE TO MEMBERS	11
33 FUNDS, SIGNING CHEQUES AND NEGOTIABLE INSTRUMENTS	12
34 REMUNERATION FOR BOARD MEMBERS	12
35 AUDITOR	12
36 COMMON SEAL	12
37 CUSTODY OF RECORDS	12
38 WINDING UP OR CANCELLATION	12
APPENDIX 1: NOMINATION FOR MEMBERSHIP	12
APPENDIX 2: ANNUAL RENEWAL OF AFFILIATION	13
APPENDIX 3: PROXY VOTING FORM.....	14
APPENDIX 4: BOARD OF MANAGEMENT NOMINATION FORM	15
APPENDIX 5: OBJECTION TO PROPOSED CHANGES OF RULES OR BY-LAWS.....	16

1 NAME

The name of the Incorporated Association is HORSHAM CRICKET ASSOCIATION INCORPORATED.

2 INTERPRETATIONS

In this Constitution unless the contrary intention appears:

2.1 "the Association" means the HORSHAM CRICKET ASSOCIATION INCORPORATED.

- 2.2 "the Act" means the Associations Incorporation Reform Act 2012.
- 2.3 "the Regulations" means any Regulations under the Associations Incorporation Reform Act 2012.
- 2.4 "Article" means any specific Point, Reference, Clause, Rule, or Law of this Constitution.
- 2.5 "these Presents" mean and include the Articles of this Constitution and the By-Laws and Rules of the Association.
- 2.6 "in writing" and "written" includes typing or printing, hand written script, electronic mail and other clear and legible modes of representation or reproducing words and figures in visible form.
- 2.7 "Financial Year" means the year 1 May to 30 April inclusive.
- 2.8 "Board" means the Board of Management of the HORSHAM CRICKET ASSOCIATION INCORPORATED.
- 2.9 "Board Executive" means the four persons duly elected to an Executive Office of the Board namely, the President, Vice President, Secretary and Treasurer.
- 2.10 "Board Member" means any duly elected individual Board Member of the Association.
- 2.11 "Member" means a Member of the HORSHAM CRICKET ASSOCIATION INCORPORATED as defined in Article 5 of this Constitution.
- 2.12 "Secretary" means the person elected to the Executive Office of Secretary or if vacant, the Public Officer of the Association.
- 2.13 "Official" means any individual who holds an office of responsibility within the Association or any Member Club.
- 2.14 "Club" means any duly constituted (and Incorporated in accordance with "the Act") cricket club which is affiliated with the HORSHAM CRICKET ASSOCIATION INCORPORATED and may comprise one or more teams competing in any HORSHAM CRICKET ASSOCIATION competition. The use of the word "club" in these Presents means the duly constituted club referred to above herein. The word "team" refers to the team or teams which compete in the competition. The word "team" is not to be construed as meaning "club" unless expressly stated in the context.
- 2.15 "General Meeting" means a General Meeting of the Members AND the Board of Management convened in accordance with these Presents.
- 2.16 "Question" means any proposition, question or motion arising for vote in any meeting of the Association.
- 2.17 "Poll" means the casting, recording, or counting of votes upon a question.
- 2.18 "Resolution" means the result of a vote or poll to any question proposed in accordance with these Presents.
- 2.19 "Association website" means the official URL and website of the Association.
- 2.20 Words importing the singular number only shall include the plural and Vice versa.
- 2.21 Words importing persons shall include corporations and companies.
- 2.22 Words importing the masculine gender only shall include the feminine.
- 2.23 "month" means a calendar month.

3 STATEMENT OF PURPOSE

The purposes for which the Association is established are:

- 3.1 To promote, encourage and develop the sport of cricket in all its forms.
- 3.2 To conduct and arrange cricket competition and matches.
- 3.3 To determine and provide By-Laws and Playing Rules governing cricket matches and cricket competitions of the Association.
- 3.4 To affiliate with any like Organisation that is deemed to have similar purposes as that of the Association.
- 3.5 To do all other things as are incidental or necessary towards these purposes ensuring that all such actions are fair and reasonable to all Members of the Association at all times.

4 ALTERATION OF THE CONSTITUTION

No article of this constitution may be altered, repealed, or amended unless a resolution is declared carried by a three quarters (3/4) majority at a General Meeting held for such purpose in accordance with the Presents.

5 MEMBERS OF THE ASSOCIATION

The membership of the Association shall consist of:

- 5.1 All individual Cricket Clubs registered by the Association in accordance with Article 6.
- 5.2 All Association Life Members duly recognised in accordance with Article 7.
- 5.3 All Association Board Members duly elected in accordance with Article 15.

6 MEMBERSHIP OF CLUBS

- 6.1 A Club that is nominated and approved for membership as provided in this Constitution is eligible to be a member of the Association on payment of the Annual Affiliation Fee.
- 6.2 A Club which is not a Member of the Association at the time of Incorporation of the Association (or was such a Member at the time but has ceased to be a Member) shall not be admitted to membership, unless:
 - 6.2.1 It is nominated as provided in sub-Article 6.3; and
 - 6.2.2 Admission as a Member is approved by the Board.

- 6.3 A nomination by a club for membership of the Association shall:
 - 6.3.1 Be made in writing in the form set out in APPENDIX 1;
 - 6.3.2 Include ONE copy of the Constitution and By-Laws of the Club.
 - 6.3.3 Meets all other requirements of membership described in Article 6.4.2.
 - 6.3.4 Be lodged with the Secretary.
- 6.4 Annual application for membership renewal of the Association shall: 6.4.1
Be made in writing in the form set out in APPENDIX 2;
 - 6.4.2 Include ONE copy of EACH of the:
 - 6.4.2.1 Minutes of the latest Annual General Meeting.
 - 6.4.2.2 Current and valid certificate of incorporation.
 - 6.4.2.3 Contact details of all Club Officials or Delegates, including full name, postal address, and one or more of: phone number, mobile number and email address.
- 6.5 Within forty-eight (48) hours of receipt of a nomination, the Secretary must refer the application to the Board.
- 6.6 The Board must determine whether to approve or reject the nomination within twenty-eight (28) days of receipt by the Secretary.
- 6.7 Upon a nomination being approved by the Board, the Secretary must, within fourteen (14) days:
 - 6.7.1 Notify the applicant in writing of the approval for membership of the Association.
 - 6.7.2 Request payment within twenty-eight (28) days after receipt of the notification by Invoice of the sum payable as the Annual Affiliation Fee.
- 6.8 The Secretary shall, upon receipt of the amounts referred to in sub-Article 6.7.2 enter the nominee's name in the Register of Members.
- 6.9 An applicant for membership becomes a member and is entitled to exercise the rights of membership when its name is entered in the Register of Members.
- 6.10 If the Board rejects an application, the Secretary must, within five (5) days notify the nominee in writing that the nomination has been rejected.
- 6.11 A right, privilege, or obligation of a person or club by reason of membership of the Association:
 - 6.11.1 Is not capable of being transferred or transmitted to another person OR Club.
 - 6.11.2 Terminates upon the cessation of membership whether by death or resignation or otherwise.
- 6.12 Member Clubs shall provide proof that they have an appropriate Personal Injury and Accident and Public Liability Insurance Policy. Public Liability Insurance Policies owned by Recreation Reserve Committees, Municipalities, Schools and the like are NOT acceptable to meet this requirement. Proof of current Policy Ownership shall be provided by 30th September in each year.
- 6.13 The Annual Team Levy Charges will be invoiced for payment in accordance with the terms set by the Board from time to time.

7 LIFE MEMBERSHIP

- 7.1 Life Membership recognises individuals who have made an outstanding contribution and distinguished service to cricket within the region of the Association.
- 7.2 All Life Members of the Horsham Cricket Association as of 1st January 2012 are recognised as life members without subject to these Presents.
- 7.3 Nominations for Life Membership must be received by the Secretary in writing before the 30th April in each year.
- 7.4 Nominations for Life Membership must provide evidence of minimum cumulative service to the Association or Member Club being twenty-five (25) years as an Executive, Official, Administrator, Committeeperson, Umpire or Team Coach, Team Manager or Team Captain.
- 7.5 The Association shall have the power to elect a maximum of two (2) Life Members in each year on the recommendation of the Board.
- 7.6 Life Membership shall only be approved by a three quarters (3/4) majority of those in attendance at the Annual General Meeting.
- 7.7 Life membership does NOT bestow a right to vote in accordance with these Presents.

8 REGISTER OF MEMBERS

- 8.1 The Secretary shall keep and maintain a Register of Members that contains details of Member Clubs and their Delegates.
- 8.2 The following records will be maintained in the Register of Members:
 - 8.2.1 Details of Member Club including club name, incorporation number and postal address.
 - 8.2.2 Details of Member Club Delegates including full name, address and contact details.
 - 8.2.3 Date of entry of all records.
 - 8.2.4 Any other appropriate information as required by the Board from time to time.
- 8.3 A member may view the Register of Members on request.
- 8.4 A member may make a copy of entries in the Register of Members.

- 8.5 Each individual Club and person recorded in the Register of Members is responsible for ensuring that their record is true and correct.

9 MEMBER CLUB DELEGATES

- 9.1 Each Member Club has two (2) positions of Delegate to the Association.
- 9.2 Each Delegate is entitled to one (1) vote in General Meetings, unless otherwise nominated as Proxy for another Delegate in accordance with these Presents.
- 9.3 Delegates must be an elected member of the Management Committee or Board of the Member Club.
- 9.4 Each Member Club shall nominate two (2) Delegates in accordance Article 6.4.
- 9.5 In the event of the death, retirement or expulsion of a Delegate, the Club shall proceed forthwith to appoint another person to act as Delegate for the remainder of the year. The Club must inform the Secretary of the Association of any such change in writing within fourteen (14) days of the appointment.
- 9.6 On receipt of a notice of change of Delegate, the Secretary shall amend any such changes to the Register of Members and Delegates.
- 9.7 No Board Member of the Association may act as a Club Delegate at meetings of the Association.

10 CEASING MEMBERSHIP

- 10.1 A Member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving twenty-eight (28) days notice in writing to the Secretary of the intention to resign.
- 10.2 All Members, Appointed Officers, former Members or Officers must return all property and documents of the Association to the Secretary within twenty-eight (28) days after they cease to hold the appointed office or cease to be a Member of the Association.
- 10.3 After the expiry of the period referred to in sub-Article 10.1:
- 10.3.1 The member ceases to be a member.
- 10.3.2 The Secretary must record in the Register of Members the date on which the member ceased to be a member.
- 10.4 When a member Club who is indebted to the Association resigns each Registered Player of such Member Club as at the date of the notice of resignation is responsible for an equal share of the Member Club's debt to the Association.

11 EXPULSION, SUSPENSION OR FINING OF MEMBERS

- 11.1 Subject to this Constitution, the Board, may by resolution:
- 11.1.1 Expel a member from the Association.
- 11.1.2 Suspend a Member from membership of the Association for a specified period.
- 11.1.3 Fine a Member in accordance with the Regulations, if the Board is of the opinion that the Member has:
- 11.1.3.1 Refused or neglected to comply with this Constitution.
- 11.1.3.2 Is guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.
- 11.2 A resolution of the Board under sub-Article 11.1:
- 11.2.1 Does not take effect unless the Board, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the service on the Member of a notice under sub-Article 11.3 confirms the resolution in accordance with this Article.
- 11.2.2 Where the Member exercises a right of appeal to the Association under this Article, the resolution does not take effect unless the Association confirms the resolution in accordance with this Article.
- 11.3 Where the Board passes a resolution under sub-Article 11.1 the Secretary shall, within five (5) days, cause to be served on the member a notice in writing:
- 11.3.1 Setting out the resolution of the Board and the grounds on which it is based.
- 11.3.2 Stating the Member, by its Delegates may address the Board at a meeting to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after the service of the notice.
- 11.3.3 Stating the date, place and time of the meeting.
- 11.3.4 Informing the Member that it may do one or more of the following:
- 11.3.4.1 Attend the meeting.
- 11.3.4.2 Give the Board, twenty-four (24) hours before the date of the meeting a written statement seeking the revocation of the resolution.
- 11.3.4.3 Not later than twenty-four (24) hours before the date of the meeting lodge with the Secretary a notice to the effect that it wishes to appeal to the Independent Tribunal against the resolution.
- 11.4 At a Meeting of the Board held in accordance with sub-Article 11.2; the Board shall:
- 11.4.1 Give to the member an opportunity to be heard.
- 11.4.2 Give due consideration to any written statement submitted by the member.
- 11.4.3 By resolution determine whether to confirm or to revoke the initial resolution.

- 11.5 Where the Secretary receives notice under sub-Article 11.3.4.3, he shall notify the Board, within forty-eight (48) hours and the matter shall be referred to an independent tribunal to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- 11.6 At a Tribunal convened under sub-Article 11.5:
 - 11.6.1 No business other than the question of the appeal shall be heard.
 - 11.6.2 The Board may place before the meeting the details of the grounds for the resolution and the reasons for passing of the resolution.
 - 11.6.3 The Member shall be given the opportunity to be heard.
 - 11.6.4 The Tribunal shall determine whether the resolution should be confirmed or revoked.
 - 11.6.5 The Tribunal decision is final.

12 DISPUTES AND MEDIATION

- 12.1 The grievance procedure set out in this rule applies to disputes under these Rules between: 12.1.1
A Member and another Member; or
 - 12.1.2 A Member and the Association.
- 12.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 12.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 12.4 The mediator must be:
 - 12.4.1 A person chosen by agreement between the parties; or
 - 12.4.2 In the absence of agreement:
 - 12.4.2.1 In the case of a dispute between a member and another member, a person appointed by the Board; or
 - 12.4.2.2 In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 12.5 A member of the Association can be a mediator.
- 12.6 The mediator cannot be a member who is a party to the dispute.
- 12.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.8 The mediator, in conducting the mediation, must:
 - 12.8.1 Give the parties to the mediation process every opportunity to be heard.
 - 12.8.2 Allow due consideration by all parties of any written statement submitted by any party.
 - 12.8.3 Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 12.9 The mediator must not determine the dispute.
- 12.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

13 POWERS OF THE BOARD

- 13.1 The Board may, subject to this Constitution, the Regulations and the Act, exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by this Constitution to be exercised by General Meetings of the members of the Association.
- 13.2 The Board shall have the power to alter the Association By-Laws and/or Playing Rules AND alter the level of fines, deposits or other monetary amounts required to be paid there under in accordance with Article 31.
- 13.3 For the purposes of the Association the Board may:
 - 13.3.1 Specify a list of duties for office, to which persons may be appointed to carry out defined tasks on behalf of the Association, and may make appointments to those positions including the setting of honorariums and allowances relating to those positions.
 - 13.3.2 Appoint, employ, remove or suspend Umpires to officiate matches in competitions of the Association or any other affiliated body.
 - 13.3.3 Appoint, employ, remove or suspend Person/s to any positions so established by the Board AND ANY OTHER Delegates to affiliated bodies and/or Committee/s.
 - 13.3.4 Appoint, employ, remove or suspend managers, clerks, consultants, contractors, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
 - 13.3.4.1 The appointed persons will normally attend Board, General and appropriate Section Meetings and will be expected to speak on matters relevant to their duties, but will not have the right to vote at such meetings unless they are also a Club Representative or an elected Board Member, as appropriate to the meeting.
 - 13.3.5 Specify a list of duties for sub-committees and appoint persons to form those sub-committees including a Chairperson who is an elected Board Member.
 - 13.3.5.1 The President of the Board shall be an ex-officio member of all committees established from time to time and he shall have the power to vote in all instances.

- 13.3.6 Subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Constitution.
- 13.3.7 Print and publish any newspapers, websites, periodicals, books leaflets or any other suitable medium that the Association may think desirable for the promotion of its objects.
- 13.3.8 Invest and deal with monies of the Association not immediately required in such manner as is from time to time thought fit.
- 13.3.9 Make donations for patriotic, charitable or community purposes.
- 13.3.10 Buy, sell and deal in all kinds of materials, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- 13.3.11 Purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association: provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowable by the law having regard to such trusts.
- 13.3.12 Construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alterations or control thereof.
- 13.3.13 Enter into any arrangements with any Government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 13.3.14 Take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-Article 13.3.11.
- 13.3.15 Take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, sponsorships, gifts or bequests.

14 POSITIONS OF THE BOARD

- 14.1 The Board of Management of the Association consists of;
 - 14.1.1.1 a President.
 - 14.1.1.2 a Vice President; and
 - 14.1.1.3 a Secretary; and
 - 14.1.1.4 a Treasurer; and
 - 14.1.1.5 Up to Five (5) other Ordinary Board Member.
- 14.2 Persons are elected to the Board of Management of the Association for a two (2) year term.
- 14.3 A minimum of two (2) Board Executive Members shall retire on a rotational basis at the Annual General Meeting each year and they shall be eligible for re-election.
- 14.4 Each Board Member is allowed one (1) vote in accordance with the Presents at Board Meetings and General Meetings of the Association.
- 14.5 The provisions of Article 15, apply to the election of persons to any of the management positions described in sub-Article 14.1.

15 ELECTION OF THE BOARD

- 15.1 Nominations for candidates for election as Board Executive Members of the Association shall be in writing signed by two Members, one of whom is a representative of a Member Club of the Association and accompanied by the written consent of the candidate. See APPENDIX 4: Board of Management Nomination Form.
- 15.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 15.3 If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated shall be deemed to be elected.
- 15.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 15.5 The ballot for the election of Board Members shall be conducted at the Annual General Meeting in such usual and proper manner as the Chairperson directs.

16 VACANCY ON THE BOARD

- 16.1 For the purposes of this Constitution, a Board Member will become vacant if they:
 - 16.1.1 Resigns his office by notice in writing given to the Secretary.
 - 16.1.2 If without permission of the Board absents himself without apology, from more than fifty percent (50%) of Board Meetings in any continuous six month period.
 - 16.1.3 Becomes prohibited from being an Executive or Director of a Company by reason of an order made under any provision of the Companies Act either State or Commonwealth.
 - 16.1.4 Does not advise the Board of any pecuniary interest in any contract with the Association.
 - 16.1.5 Is sentenced to imprisonment by a Court of Law.
 - 16.1.6 Becomes bankrupt.
 - 16.1.7 Becomes of unsound mind.
- 16.2 In the event of a casual vacancy in any management positions referred to in Article 14.1 the Board may appoint a substitute to the vacant office and the person so appointed may continue up to and including the conclusion of the Annual General Meeting next following the date of his appointment. Where appropriate, the Board may consider persons who were nominated but unsuccessful in being elected for that office at the previous Annual General Meeting.

17 REMOVAL OF A BOARD MEMBER

- 17.1 The Association in General Meeting may, by resolution, remove any Board Member before the expiration of that person's term of office and appoint another person in his or her place to hold office until the expiration of the term of the first-mentioned Board Member.
- 17.2 A Board Member who is the subject of a proposed resolution referred to in Article 17.1 may make representations in writing to the President or Secretary of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Board.
- 17.3 The President or Secretary may give a copy of the representations to each Board Member or, if they are not so given, the Chairperson may require that they be read out at the meeting.

18 MANDATORY APPOINTMENTS OF THE BOARD

- 18.1 At the first meeting of the Board after an Annual General Meeting, appropriate person/s MUST be appointed to the following positions:
 - 18.1.1 Honorary Auditor, in accordance with Article 35.
 - 18.1.2 Independent Investigations Officer, who shall not under any circumstances:
 - 18.1.2.1 Act as a Board Member or Official of the Association, or Official of a Member Club.
 - 18.1.2.2 Be member of any Committee or sub-Committee of the Association, or Member Club.
 - 18.1.2.3 Be a playing member of any Member Club.
 - 18.1.2.4 Be a member of the Independent Tribunal.
 - 18.1.2.5 Act in the capacity of Advocate.
 - 18.1.3 Not less than four (4) members to the Independent Tribunal:
 - 18.1.3.1 No Member of the Independent Tribunal shall act in the capacity of a Player/s Advocate when that Tribunal Member is not required on the Independent Tribunal.
 - 18.1.3.2 No member of the Independent Tribunal shall under any circumstances act as a Board Member or Official of the Association, or Official of a Member Club.

19 THE ANNUAL GENERAL MEETING

- 19.1 The Annual General Meeting of the Association shall be held before the 1st September each year.
- 19.2 The Secretary shall give twenty-one (21) days notice of the time and place to members in accordance with Article 32 and on the official Association Website.
- 19.3 Each member club which comprised the Association during the preceding season shall be entitled to be represented by two Delegates.
- 19.4 The ordinary business of the Annual General Meeting is as follows:
 - 19.4.1 Shall confirm the minutes of the last preceding Annual General Meeting and of the last General Meeting held since that meeting.
 - 19.4.2 Receive the Presidents report of the previous season.
 - 19.4.3 Receive the audited financial statements of the association for the last financial year.
 - 19.4.4 Elect the Board in accordance with these Presents.
 - 19.4.5 Confirm remuneration for any office of the Board in accordance with these Presents.
 - 19.4.6 Accept for recording and registration the Member Clubs and their Delegates.
 - 19.4.7 Transact any other business as necessary in accordance with these Presents.

20 SPECIAL GENERAL MEETINGS

- 20.1 In addition to the Annual General Meeting, any other General Meetings may be held in the same year.
- 20.2 All General Meetings other than the Annual General Meeting are Special General Meetings.

- 20.3 The Secretary will call a General Meeting if either:
 - 20.3.1 Directed by the President of the board.
 - 20.3.2 On receipt of a written request signed by not less than three (3) Member Clubs.
 - 20.3.3 On receipt of a written request signed by not less than three (3) Board Members of the Association.
- 20.4 The request for a Special General Meeting must:
 - 20.4.1 State the objects of the meeting.
 - 20.4.2 Be signed by the members requesting the meeting.
 - 20.4.3 Be received by the Secretary.
- 20.5 If the Board does not cause a Special General Meeting to be held within one month after the date on which the request is received by the Secretary, the members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 20.6 If a Special General Meeting is convened by members in accordance with these Presents, it must be convened in the same manner so far as possible as any meeting convened by the Association.
- 20.7 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not in attendance:
 - 20.7.1 In the case of a meeting convened upon the request of members, the meeting must be dissolved.
 - 20.7.2 In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 20.8 If at the adjourned meeting the quorum is not in attendance within half an hour after the time appointed for the commencement of the meeting, the members personally in attendance being not less than three (3), shall be a quorum.
- 20.9 Questions arising at a meeting of the Board shall be determined on by a show of hands or, if demanded by a Board Member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- 20.10 Each Board Member in attendance at the meeting of the Board (including the Chairperson) is entitled to vote and, in the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.

21 QUORUM OF GENERAL MEETINGS

- 21.1 A quorum for the Annual General Meeting and any Special General Meeting shall consist of a Chairperson and at least one representative in attendance from fifty per cent (50%) of the Member Clubs.
- 21.2 No business shall be transacted at the Annual General Meeting or any Special General Meeting unless a quorum is in attendance.

22 NOTICE OF GENERAL MEETINGS

- 22.1 The Secretary of the Association, at least 21 days before the date fixed for holding a General Meeting of the Association, must send to each member of the Association in accordance with Article 32, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 22.2 A member intending to bring any business before a General Meeting must give notice to the Secretary of that business, who must include that business in the notice calling the next General Meeting.
- 22.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

23 SPECIAL BUSINESS

- 23.1 All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

24 RULES OF DEBATE

- 24.1 The normal rules of debate shall be observed at all meetings and interpreted by the Chairperson.

25 ADJOURNMENT OF MEETINGS

- 25.1 The person presiding may, with the consent of a majority of members in attendance at the meeting, adjourn the meeting from time to time and place to place.
- 25.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 25.3 If a meeting is adjourned for more than (21) days, notice of the adjourned meeting must be given in accordance with sub-Article 22.1.
- 25.4 Except as provided in sub-Article 25.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

26 CHAIRPERSON OF MEETINGS

- 26.1 The President or in their absence the Vice President, shall preside as Chairperson, at every meeting of the Board and Association.
- 26.2 If the President and Vice President are both absent, one of the remaining Board Members may be chosen as Chairperson for the duration of the meeting by those in attendance and eligible to vote.
- 26.3 The ruling of the Chairperson on all matters relating to the order of business, procedure and conduct of the General Meeting is final unless, a motion disputing the decision is carried by a sixty per cent (60%) majority of those in attendance and entitled to vote.
- 26.4 The Chairperson, in their discretion may expel any person/s from any meeting if the Chairperson reasonably considers that person/s conduct is inappropriate behaviour. Any of the following conduct may be considered inappropriate in a General Meeting:
 - 26.4.1 The use of offensive or abusive language which is directed to any person, object or thing.
 - 26.4.2 Attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance.
 - 26.4.3 The use or consumption of any drug by a person at the meeting.

27 VOTING

- 27.1 A question arising at any meeting shall be determined on a show of hands unless, before or on the declaration of the show of hands a poll is demanded by not less than three (3) Members in attendance and entitled to vote.
- 27.2 If a question arising at any meeting of the Association is determined in accordance with these Presents, a declaration is made by the Chairperson that the resolution has EITHER been:
 - 27.2.1 Carried.
 - 27.2.2 Carried unanimously.
 - 27.2.3 Carried by a particular majority.
 - 27.2.4 Lost.
- 27.3 If at a meeting, a poll on any question is demanded, it shall be taken at the meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 27.4 A poll that is demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 27.5 Upon any question arising at a General Meeting of the Association, a Member Club has one vote only per Delegate in attendance, if two (2) Delegates are in attendance they each have one (1) vote.
- 27.6 All Members of the Board shall have the power to vote at all Meetings except: 27.6.1
 - For the election of a office, which they are contesting; and
 - 27.6.2 On any matter where there is a pecuniary interest.
- 27.7 In the case of equality of voting on a question, the Chairperson is entitled to exercise a second or casting vote.
- 27.8 All votes shall be given personally or by proxy;
- 27.9 A result of any question and vote must be recorded in the minutes of the Association as evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the question.
- 27.10 A Members Delegate/s is not entitled to vote at any General Meeting unless ALL MONIES due and payable as at the date of such General Meeting, by the Member to the Association have been paid in full.

28 PROXY VOTING

- 28.1 Each Member shall be entitled to appoint a Board Member or another Member's Delegate as its proxy by notice given to the Secretary not later than twenty-four (24) hours before the time of the Meeting in respect of which the proxy is appointed.
- 28.2 The notice must be originated by the Member's duly registered Delegate and set out in accordance with the form in APPENDIX 3.

29 PROCEEDINGS OF THE BOARD

- 29.1 The Board shall meet at least monthly during each year at such place and time as the Board may determine.
- 29.2 Meetings of the Board may be convened by the President or Secretary or by any three ordinary Members of the Board.
- 29.3 At meetings of the Board:
 - 29.3.1 The President or, in the absence of the President, the Vice-President shall preside.
 - 29.3.2 If the President and the Vice-President are absent, one of the remaining Board Members may be chosen by those in attendance to preside the meeting.

- 29.4 Four Board Members in attendance constitute a quorum for the transactions of the business of a meeting of the Board.
- 29.5 No item of business may be conducted at a meeting unless a quorum is in attendance.

30 MINUTES OF MEETINGS

- 30.1 The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting, and each Board meeting, together with a record of the names of persons in attendance.
- 30.2 At the next meeting of the Board the minutes will be confirmed as a true and correct record of the meeting.
- 30.3 Only those present at the meeting may move a motion confirming the minutes.
- 30.4 A copy of the minutes of each board meeting will be provided to the Delegates of each member Club once confirmed.

31 BY-LAWS AND PLAYING RULES

- 31.1 Any proposed alteration to the Association By-laws, Playing Rules or Fines must:
- 31.1.1 Be recommended by at least three (3) Member Clubs and/or by resolution of the Board.
 - 31.1.2 Undertake for a minimum of fourteen (14) day public consultation.
 - 31.1.3 Satisfy all requirements herein this Article.
 - 31.1.4 Be approved by a resolution carried by three quarters (3/4) majority, at the next meeting of the Board after the final day of the consultation period.
- 31.2 Prior to the beginning of the public consultation period, the Secretary must:
- 31.2.1 Notify in writing all Member Clubs of the proposed alteration whereby the notices include:
 - 31.2.1.1 The start date and end date of the consultation period.
 - 31.2.1.2 Description of the current rules to be changed including rule numbers.
 - 31.2.1.3 Detailed description of the proposed changes.
 - 31.2.1.4 The date, time and place of the Board meeting required by Article 31.1.4
 - 31.2.1.5 The full contact details of the Secretary.
 - 31.2.2 Posted on the Association Website in accordance with Article 31.2.1, prior to the consultation period until no early than forty-eight (48) hours prior to the scheduled start time of the Board meeting required by Article 31.1.4.
- 31.3 Any comments or feedback pertaining to a proposed alteration must be provided in writing to the Secretary or in-person by attending the Board Meeting held in accordance with Article 31.1.4.
- 31.4 Any Member Club may formally object to all or part of a proposal in accordance with these Presents by submitting to the Secretary, no less than twenty-four (24) hours prior to the Board Meeting held in accordance with Article 31.1.4, a written statement (see APPENDIX 5) containing ALL of:
- 31.4.1 Club name.
 - 31.4.2 Date of statement.
 - 31.4.3 The words "The [name of club] objects to the proposed alteration".
 - 31.4.4 A brief reference to the proposal and rule for alteration.
 - 31.4.5 A brief description explaining the objection.
 - 31.4.6 Two signatures of Club Officials or Delegates as recorded in the Register of Members at that time.
- 31.5 If the Secretary receives a formal objection in accordance with 31.4 from fifty-percent (50%) or more of Club Members, the proposal will be declared lost at Board meeting held in accordance with Article 31.1.4.
- 31.6 Subject to Article 31.5, the Board is empowered to make amendments based on any consultation feedback and in good faith without further consultation with Members.
- 31.7 All comments, feedback and objections received must be presented to the Board at the meeting held in accordance with Article 31.1.4 AND prior to any vote pertaining to the proposed alteration.
- 31.8 An alteration satisfying all requirements herein this Article, will come into force exactly seven day (7) days after the scheduled start time of the meeting in which, such a resolution is carried.
- 31.9 All Members must be given notice within forty-eight (48) hours of the result of any resolution pertaining to Article 13.1.

32 NOTICE TO MEMBERS

- 32.1 Any notice that is required to be given to a Member, by or on behalf of the Association, under this Constitution may be given by at least one of:
- 32.1.1 Postal mail to the member's address shown in the register of member's.
 - 32.1.2 Personal delivery, if the Member has requested this.
 - 32.1.3 Electronic transmission.
- 32.2 Any member having been sent a notice according to the details as recorded in the Register of Members will be considered as having received the notice, without exception.

33 FUNDS, SIGNING CHEQUES AND NEGOTIABLE INSTRUMENTS

- 33.1 The funds of the Association shall be derived from the affiliation fees, levies, sponsorship, donations and such other sources as the Board determines.
- 33.2 All persons of the Board Executive are authorised as signatory and user of the financial instruments of the Association.
- 33.3 The Board is not empowered to purchase services, materials or assets of individual project value greater than TEN THOUSAND DOLLARS INCLUDING GOODS AND SERVICES TAX (\$10,000.00) or such other figure as may be determined from time to time by approval at a General Meeting.
- 33.4 All Cheques, Drafts, Bills of Exchange, Promissory Notes and other Negotiable Instruments shall be signed by two authorised signatories.
- 33.5 The Association may approve the use of an electronic (online) banking system; of which:
- 33.5.1 No individual payment may be of greater than TWO THOUSAND DOLLARS INCLUDING GOODS AND SERVICES TAX (\$2,000.00).
- 33.5.2 Article 33.4 does NOT apply to transactions.
- 33.5.3 Transactions are otherwise made are in accordance with these Presents.

34 REMUNERATION FOR BOARD MEMBERS

- 34.1 Subject to these Presents, any person who is elected to the Board may be remunerated for such services, exertions or work, by an amount determined by motion at the Annual General Meeting.
- 34.2 The Members of the Board may be paid all travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings or other activities incurred by the execution of their official duties.
- 34.3 The amount may be paid either by fixed sum or salary in a manner determined by the Board and either in addition to or in substitution for the fees otherwise payable to the individual.
- 34.4 Any payment made to a person for duties conducted in fulfilling a board appointed office of the Association under this Article, must be made in good faith and in accordance with these Presents.

35 AUDITOR

- 35.1 The Board will appoint suitably qualified person to the office of Honorary Auditor in accordance with Article 18.1.
- 35.2 The Auditor, each year prior to the Annual General Meeting must audit the accounts of the Association and submit a Certified Statement of Accounts to the Annual General Meeting.
- 35.3 The Auditor must not be a Board Member.

36 COMMON SEAL

- 36.1 The Common Seal of the Association shall be kept in the custody of the Secretary;
- 36.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either:
- 36.2.1 Two (2) Members of the Board of Management of the Association; or
- 36.2.2 One (1) Members of the Board of Management and of the Public Officer of the Association.

37 CUSTODY OF RECORDS

- 37.1 Except as otherwise provided for in these Presents, the Secretary shall keep in his custody or under his control all books documents and securities of the Association.
- 37.1.1 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 37.1.2 A Member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

38 WINDING UP OR CANCELLATION

- 38.1 In the event of the winding up or cancellation of the Incorporation of the Association, the Assets of the Association shall be disposed of in accordance with the provisions of the Act.
- 38.2 The Association shall not disband except upon a special resolution carried by three quarters (3/4) majority of Members at a Special General Meeting of which a minimum of 21 days notice has been given to Members.
- 38.3 In the event of the Association being disbanded, the assets and property, after payment of all just debts and liabilities will not be distributed to Members, but will be distributed to a fund or funds with similar objects and/or to a fund or funds exclusively for charitable purposes.

APPENDIX 1: NOMINATION FOR MEMBERSHIP

From:

The..... Cricket Club

Date.....

.....
.....
The Secretary
Horsham Cricket Association Inc.,
PO BOX 453

Horsham VIC 3401

Dear Sir,

We, the.....Cricket Club Incorporated apply for Membership of the
HORSHAM CRICKET ASSOCIATION INCORPORATED (the Association).

We understand that it is a condition of Membership that our Club comply with the Constitution, By-Laws and Policies of the Association and agree to pay all Fees, Levies and charges as directed by the Board of Management of the Association.

We further understand that it is a requirement to apply for Affiliation each year in accordance with the By-Laws of the Association.

We enclose a copy of:

- Constitution and By-Laws of the Club
- Latest minutes of Annual General Meeting;
- Valid certificate of incorporation
- Full Details of Officials and/or Delegates (Name Address Phone (include Mobile/s), and Email Address):

○ President..... ○

Secretary..... ○

Treasurer.....

○ Club Delegate..... ○

Club

Delegate.....

We nominate the following Teams (seniors and juniors) with preferred Grading and Age Groups;

- ○
- ○
- ○
-
-

We understand that the Board of Management will notify of the decision within five (5) days of receipt of the Application.

.....
PRESIDENT

.....
SECRETARY/DELEGATE

BOARD OF MANAGEMENT APPROVAL

The Horsham Cricket Association Approves / Declines this application for membership for the reasons outlined below:

.....
.....
.....
.....

Signed:

.....
PRESIDENT BOARD OF MANAGEMENT
HORSHAM CRICKET ASSOCIATION

APPENDIX 2: ANNUAL RENEWAL OF AFFILIATION

ANNUAL RENEWAL OF AFFILIATION

Horsham Cricket Association Inc. From:
The..... Cricket Club

Date.....

.....
The Secretary
Horsham Cricket Association Inc.,
PO BOX 453
Horsham, VIC, 3401

Dear Sir,

We, the.....Cricket Club Incorporated apply for Affiliation with the HORSHAM CRICKET ASSOCIATION INCORPORATED (the Association).

Our Club is compliant with the Constitution, By-Laws and Policies of the Association and meets the minimum requirements of Affiliation in the Association.

We enclose:

- Latest minutes of Annual General Meeting
- Valid certificate of incorporation
- Full Details of Officials and/or Delegates (Name Address Phone (include Mobile/s), and Email Address):

- President.....
- Secretary.....
- Treasurer.....
- Club Delegate.....
- Club Delegate.....

We nominate the following Teams (seniors and juniors) with preferred Grading and Age Groups;

- ○
- ○
- ○
- ○
- ○
- ○
- ○
- ○
- ○

We acknowledge that the Board of Management will consider the renewal request and notify us of the acceptance of Affiliations and Divisions of competition for teams within seven (7) days of the resolution by the Board of Management.

.....
PRESIDENT

.....
SECRETARY/DELEGATE

APPENDIX 3: PROXY VOTING FORM

PROXY VOTING FORM **Horsham Cricket Association Inc.**

I,
(Full Name)

Registered Delegate of Cricket Club Inc.
(Club name)

HEREBY APPOINT....., Board Member / Club
(Full Name) (Position in club)

TO ACT AS MY PROXY AT THE

.....Meeting of the Association
To be held on..... at
(date) (time)

At
(Meeting location)

The Proxy appointed shall have the same voting rights as the Delegate in accordance with the Association Constitution and By-laws.

DATE
Signed by Registered Delegate.
(print name)

Signature.....

Signed by..... Proxy
(print name)

Signature.....

APPENDIX 4: BOARD OF MANAGEMENT NOMINATION FORM

HORSHAM CRICKET ASSOCIATION INCORPORATED BOARD OF MANAGEMENT NOMINATION FORM NOMINATION

In accordance with the constitution Nominees must be nominated and seconded by two Member Clubs OR by one member Club and one Current Board Member of Management. Nominators must be financial members of the nominating club and at least one must hold an executive office OR a current Member of the HCA Board of Management.

I of
(Nominator name) (Nominator office) (Member organisation)
would like to nominate
.....
(nominee name)

for the following office (*mark one only*) on the

Board of Management of the Horsham Cricket Association: *Executive*
positions

☐ President ☐ Vice President ☐ Secretary ☐ Treasurer

Or

☐ Ordinary Member

for season/.....

Signed Date/...../.....

NOMINATION SECONDED

I of
(Seconder name) (Seconder office) (Seconder organisation)

Second this nomination described above

Signed Date/...../.....

NOMINEE

.....
print name print name

.....

***** END OF CONSTITUTION *****