

# CONSTITUTION

## CRICKET ALBURY WODONGA INCORPORATED

The name of the Association is Cricket Albury Wodonga Incorporated (CAW).

### 1.0 STATEMENT OF OBJECTS

The objects of the Cricket Albury Wodonga are:

- (a) To promote, develop, administer and manage the game of cricket within the area of the Association;
- (b) To review, implement and regulate Rules and Regulations for the conduct of cricket competitions among clubs affiliated with the Association;
- (c) To prepare, develop and approve annual schedules of such cricket competitions and to allocate venues at which such competition matches are to be played each year;
- (d) To review, consider and adjudicate on matters of dispute and differences between and referred by Clubs affiliated with the Association;
- (e) To administer and manage, either solely or in conjunction with other cricketing bodies, the visits of cricket teams to or from the Association;
- (f) To promote, develop and preserve the best interests and traditions of the game of cricket;
- (g) To affiliate annually and participate with Cricket New South Wales through Cricket Albury Wodonga Country, Riverina Cricket Zone and any other Cricket NSW body
- (h) To affiliate annually and participate with Cricket Victoria through the North East Region 6 and any other Cricket Victoria body

### 2.0 DEFINITIONS

In this Constitution:

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**The Act** means the Associations Incorporation Act 2009.

**The Regulation** means the Associations Incorporation Regulation 2010.

**The Association** means Cricket Albury Wodonga Incorporated (CAW).

**CAW Board** means the Board of Management of Cricket Albury Wodonga.

**CAWC** means Cricket Albury Wodonga Country.

**Legislation** means any current Federal and State legislation.

**Secretary** means:

- (a) The person holding office under this Constitution as Secretary of the Association;
- (b) The person holding office under this Constitution as Operations Manager of the Association;
- (c) If no such person holds that office – the public officer of the Association.

**Board Member** means a member of the Board of Management of CAW.

**Member Club** means any Club that is affiliated with CAW under this Constitution.

**Ordinary Member** means any person who plays for, or officiates for, or holds a position of authority within a Member Club.

**Life Member** means any person bestowed with this honour as referred to in 4.6 of this Constitution. A Life Member does not automatically become an Ordinary Member.

**Member** means all of the above

**Special General Meeting** means a General Meeting of the Association other than an Annual General Meeting.

**Point of Value** means monetary term where one point of value equals \$10AUD.

### **3.0 INTERPRETATIONS**

In this Constitution, except in so far as the content of subject matter otherwise indicates or requires:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing one gender include any other gender.

### **4.0 MEMBERSHIP – Affiliation**

All Clubs wishing to affiliate or remain affiliated with the Association for the forthcoming season may apply to do so by giving written application, as set out in the form in Appendix 2 to this Constitution, to the Secretary prior to the Annual General Meeting of the Association in that year together with an affiliation fee equal to (5) Points of Value.

The Cricket Clubs affiliated with the Cricket Albury Wodonga shall be:

Albury Cricket Club	New City Cricket Club
Albury Umpires Cricket Club	North Albury Cricket Club
Baranduda Cricket Club	Oaklands Cricket Club
Barny/Chiltern Cricket Club	Osborne Cricket Club
Belvoir Cricket Club	Rand Cricket Club
Bethanga Cricket Club	St Patricks Cricket Club
Brockelsby Cricket Club	Tallangatta Cricket Club

Burrumbuttock Cricket Club  
Corowa Cricket Club  
Culcairn Cricket Club  
Dederang Cricket Club  
East Albury Cricket Club  
Eskdale Cricket Club  
Henty Cricket Club  
Holbrook Cricket Club  
Howlong Cricket Club  
Kiewa Cricket Club  
Lavington Cricket Club  
Lockhart Cricket Club  
Mt Beauty Cricket Club

The Rock Yerong Creek Cricket Club  
Walbundrie Cricket Club  
Walla Walla Cricket Club  
Wodonga Cricket Club  
Wodonga Raiders Cricket Club  
Yackandandah Cricket Club

#### **4.1 Ordinary Membership Qualifications**

A person is eligible to be an Ordinary Member of the Association if:

- (a) the person has been nominated and approved for membership of a member club within the Association in accordance with Appendix 1.

#### **4.2 Member of the Association**

A person is taken to be a member of the Association if:

- (a) the person was;
  - (i) in the case of an unincorporated body that is registered as the Association – a member of that unincorporated body immediately before the registration of the Association; or
  - (ii) in the case of an Association that is amalgamated to form the relevant Association – a member of that other Association immediately before the amalgamation; or
  - (iii) in the case of a registered corporation that is registered as an Association – a member of the registered corporation immediately before that entity was registered as an Association.
- (b) A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6(1)(a) of the Act was made.

#### **4.3 Ordinary Membership - Nomination**

A nomination of a person for membership of the Association:

- (a) must be made by an Ordinary Member of a Member Club of the Association in writing as set out in Appendix 1 of this Constitution.
- (b) must be lodged with the Secretary of the Association in writing or online.

#### **4.4 Membership – Types and Definitions**

Members of the Association shall be:

- (a) any Club that agrees to affiliate with the Association under this Constitution (Member Club);
- (b) any Ordinary Member who plays for or officiates for, or holds a position of authority within a Member Club (Ordinary Member);
- (c) any person that was nominated and elected to the Board by a majority vote at the Annual General Meeting of the Association (Board Member);

#### **4.5 Membership - Life Member**

Life Members of the Association shall be:

- (a) any person who was a Life Member of the former Albury and Border Cricket Association and the former Wodonga and District Cricket Association; and
- (b) any person nominated and elected to Life Membership of this Association in accordance with the provisions of Rule 4.6 of this Constitution.

#### **4.6 Membership – Life Membership; Nomination and Election**

- (a) The Board of CAW will appoint a review panel to review and consider any nominated members of the Association that have served the Association in a way that has been extremely beneficial to the welfare of, development of and the improvement of CAW.
- (b) The review panel will consider any potential nominees for Life Membership and submit their findings to the CAW Board with a recommendation. Member Clubs are to forward the name of anyone for consideration of Life Membership to the CAW Secretary and include any supporting documentation.
- (c) Any nominees to be awarded Life Membership of CAW will be formally recognized at a time deemed appropriate by the CAW Board.

#### **4.7 Membership – Life Membership Entitlements**

- (a) A Life Member shall be entitled to all privileges deemed appropriate at matches played under the control of the Association and also entitled to all other benefits as may be determined from time to time. (See Appendix 3)
- (b) A Life Member has no voting rights at a CAW Annual General Meeting unless he or she holds a position as either a delegate of a member club or is an elected Board Member.

#### **4.8 Membership - Cessation of Membership**

A person ceases to be an Ordinary Member or Life Member of the Association if the person:

- (a) dies;
- (b) resigns membership;

- (c) is expelled from the Association; or
- (d) was a member whose only right to the membership of the Association was pursuant to the provisions of Rule 4.4 (a) and (b) of this Constitution and that person ceased to be a member of any Member Club affiliated with the Association.

#### **4.9 Membership Entitlements – Not Transferrable**

A right, privilege or obligation which a person has by reason of being a Life Member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership or death.

#### **4.10 Membership – Resignation of Membership**

- (a) An Ordinary Member of the Association resignation will not be accepted unless.
- (b) An Ordinary Member of the Association must have no outstanding debts to their Member Club or the Association at the time of their resignation.
- (c) The CAW Secretary must make an appropriate entry in the My Cricket Register of all Ordinary Members recording the date on which the Ordinary Member ceased to be an Ordinary Member of the Association.

#### **4.11 Membership – Register of Members**

- (a) The CAW Secretary must establish and maintain a My Cricket Register of the members of the Association specifying the name, postal/residential and or email address of each person who is an Ordinary or Life Member of the Association together with the date on which the person became a member.

The details of all members must be kept on the My Cricket Register.

- (b) The My Cricket Register of all members must be open for inspection, free of charge, by any member of the Association at any reasonable hour, in line with the current Legislation.
- (c) Any members of the Association may obtain a copy of any part of the My Cricket Register on payment of a fee of not more than \$1 for each page copied, in line with the current Legislation
- (d) If a member requests any information contained on the My Cricket Register about any other member except himself, he is only entitled to what is in line with the current Legislation.
- (e) The CAW Secretary must not use any information about a person obtained from the My Cricket Register to contact or send material to the person, other than for:

- (i) the purpose of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
- (ii) any other purpose necessary to comply with a requirement of the Act, Legislation or the Regulation.

## **5.0 FEES AND SUBSCRIPTIONS**

- (a) An Ordinary Member of the Association must, on admission to membership, pay to the Association a fee of \$1.
- (b) In addition to any amount payable by the Ordinary Member under sub-clause 5.0(a), a member of the Association must pay to the Association an annual membership fee of \$2.
- (c) The CAW Board will include these fees in the yearly fee structure to the Member Club.

## **6.0 MEMBERS' LIABILITY**

The liability of an Ordinary Member or a Member Club of the Association is to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association. This is limited to the amount of \$1 per Ordinary Member or Member Club.

## **7.0 DISCIPLINING OF MEMBERS**

### **7.1 Complaint to CAW Board**

A complaint may be made to the CAW Board by any person that is a Member of the Association:

- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
- (b) has persistently or willfully acted in a manner prejudicial to the interests of the Association; or
- (c) has neglected to comply with any requirements or direction of the Association or the CAW Board.

### **7.2 Right of Refusal**

The CAW Board may refuse to deal with a complaint if after its initial consideration reveals the complaint to be trivial or vexatious in nature.

### **7.3 Dealing with the Complaint**

If the CAW Board decides to deal with the complaint, the CAW Board:

- (a) must advise the alleged offender/s and associated club/s concerned by show cause notice
- (b) must give the alleged offender at least 14 days from the time the notice is served within which to make submissions to the CAW Board in connection with the complaint;

- (c) must take into consideration any information or evidence contained in the submissions made by the alleged offender in response to the complaint.
- (d) Detail process to inform complainant and alleged offender of investigation outcome and decisions/actions if any. Process to be recorded by the CAW Secretary.

#### **7.4 Suspension of a Member**

The CAW Board may, by resolution, expel a Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

#### **7.5 Notice of Suspension**

If the CAW Board expels or suspends a Member, the CAW Secretary must, within 7 days after the action is taken, give written notice to the Member and the associate member club of the action taken, of the reasons given by the CAW Board for having taken that action and of the Member's right of appeal under Clause 7.7.

#### **7.6 Time of Suspension**

The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
- (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under Clause 13, whichever is the later.

#### **7.7 Right of Appeal of Suspended Member**

Should a Member wish to appeal, the following must occur?

- (a) The Member may appeal to the Association under Clause 7.0 within 7 days after notice of the resolution is served on the Member, by lodging with the CAW Secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a Member under Clause 7.0, the CAW Secretary must notify the CAW Board which must convene a General Meeting of the Association to be held within 28 days after the date on which the CAW Secretary received the notice and formally advise the suspended member of the meeting date

#### **7.8 Appeal Hearing**

- (a) At a General Meeting of the Association convened under Clause 7.0 no business other than the question of the appeal is to be transacted;

- (b) The CAW Board spokesperson and the Member must be given the opportunity to present their respective cases orally or in writing, which may include any form of evidence;
- (c) The Board Members in attendance shall vote by secret ballot on the question of whether the suspension should be confirmed or revoked.
- (d) The appeal is to be determined by a simple majority of votes cast by the members in a secret ballot.
- (e) The CAW Secretary shall record the procedure and details of the appeal

## **8.0 RESOLUTION OF INTERNAL DISPUTES**

Disputes between all members (in their capacity as Members) of CAW and disputes between all members and CAW may be referred to a community justice centre for mediation in accordance with the “Community Justice Centers”. Where any member dispute or complaint could not be resolved through the process detailed in this constitution.

At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **9.0 THE CAW BOARD**

### **9.1 Powers of the Board**

The Board is to be known as the Cricket Albury Wodonga Board of Management and, subject to Legislation Regulations and this Constitution and to any resolution passed by the Association in General Meeting. The CAW Board:

- (a) is to administer and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of Ordinary Members and Member Clubs of the Association.
- (c) has the power to perform all such acts and do all such things as appear to the CAW Board to be necessary or desirable for the proper management and governance in the affairs of the Association;
- (d) may exercise all powers of the Association to borrow money and to mortgage or charge its property or any part thereof, and to issue debentures and other securities whether outright or as a security for any debt, liability or obligation of the Association.
- (e) That the duly elected Chairman, Vice Chairman and Treasurer of Cricket Albury Wodonga shall also be the duly elected Chairman, Vice Chairman and Treasurer of Cricket Albury Wodonga Country
- (f) That the duly elected Secretary of Cricket Albury Wodonga shall be the duly elected Regional Administrator of Cricket Albury Wodonga Country if required.



- (g) That the duly elected Chairman, Vice Chairman, Treasurer and Secretary of Cricket Albury Wodonga shall also be the duly elected Chairman, Vice Chairman, Treasurer and Secretary of Cricket Albury Wodonga Events
- (h) That the duly elected Chairman, Vice Chairman, Treasurer and Secretary of Cricket Albury Wodonga shall also be the duly elected Chairman, Vice Chairman, Treasurer and Secretary of Cricket Albury Wodonga Operations

## **9.2 Composition and Membership of the Board**

**9.2.1** The office-bearers of the Association are to be:

- (a) Chairman;
- (b) Vice-Chairman;
- (c) Treasurer;
- (d) Secretary
- (e) and at least 3 ordinary Board members all of whom are to be elected at the Annual General Meeting of the Association

**9.2.2** A CAW Board member may hold up to two positions (other than both the Chairman and Vice-Chairman offices).

**9.2.3** In the event of a casual vacancy occurring in the membership of the CAW Board, the CAW Board may appoint an Ordinary Member of the Association to fill the vacancy and the Ordinary Member so appointed is to hold office, subject to this Constitution, until the conclusion of the next AGM

**9.2.4** Subject to this Constitution, each CAW Board member shall hold office for two years after the date of their election and is eligible for re-election.

## **9.3 Election of the Board**

Nominations of candidates for election of Board members of the Association:

- (a) Must be made in writing, signed by two Ordinary Members over the age of eighteen years of two different Member Clubs of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- (b) Must be delivered to the CAW Secretary at least 7 days prior to the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (c) If insufficient nominations are received to fill all vacancies on the CAW Board, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (d) If further nominations are not received at the Annual General Meeting, any vacant positions remaining on the CAW Board are taken to be casual vacancies.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

- (f) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (g) The ballot for the election CAW Board members is to be conducted at the Annual General Meeting in such a usual and proper manner as selected by the current CAW Board.
- (h) At the first CAW Board meeting after the Annual General Meeting, the newly elected CAW Board shall then determine the positions of the office-bearers of the CAW Board.

#### **10.0 CAW SECRETARY**

The CAW Secretary must, as soon as practicable after being appointed as the CAW Secretary, lodge notice with the Association and related stakeholders (Regulatory/Governing Bodies) of his or her address and contact details.

It is the duty of the CAW Secretary to keep minutes of:

- (a) All appointments of office-bearers and Board members;
- (b) The names of members of the CAW Board present at a Board meeting or a General Meeting;
- (c) All proceedings at Board meetings and General Meetings in line with legislation and good governance protocols

#### **11.0 TREASURER**

It is the duty of the treasurer of the Association to ensure:

- (a) That all money due to the Association is collected and received and that all payments authorized by the Association are made;
- (b) That correct books and accounts to the relevant Australian Standards are kept showing financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association;
- (c) That all Clubs are advised of the current fee and charges structure prior to 1 October;
- (d) That all Clubs are furnished with details of other amounts payable by the Club in addition to the budget levy;
- (e) That at the end of each financial year, all such statements as are required to be presented to the Annual General Meeting in accordance with the provisions of the Associations Incorporation Regulation 2010 – Part 3 and the Associations Incorporation Act 2009 – Part5 are prepared.

## **12.0 CASUAL VACANCIES**

For the purposes of this Constitution, a casual vacancy in regard to the office of a member of the CAW Board occurs if the Board member:

- (a) Dies;
- (b) Ceases to be a member of the Association;
- (c) Becomes insolvent;
- (d) Resigns office by notice in writing given to the CAW Secretary;
- (e) Is removed from office under Clause 13;
- (f) Is absent without the consent of the CAW Board from all meetings of the CAW Board held during a period of 6 months.

## **13.0 REMOVAL OF A CAW BOARD MEMBER**

**13.1** The Association in a General Meeting may, by special resolution, remove any Member of the CAW Board from the office before the expiration of the member's term and shall by resolution appoint another person to hold office until the expiration of the term.

**13.2** The member of the CAW Board to whom the proposed resolution referred to in Clause 13.1 has been put in motion, is entitled to make representation orally or in writing to the Association at the General Meeting prior to any vote taking place.

## **14.0 MEETINGS AND QUORUM CAW BOARD**

### **14.1 CAW Board Meetings**

- (a) The CAW Board must meet at least 3 times in each period of 12 months at such place and time as the CAW Board may determine.
- (b) Additional meetings of the CAW Board may be convened by the Chairman or by any member of the CAW Board.
- (c) Oral or written advice of a meeting of the CAW Board must be given by the CAW Secretary to each member of the CAW Board at least 72 hours (or such other period as may be unanimously agreed on by the members of the CAW Board) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under Clause 14.1 (c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the CAW Board members present at the meeting unanimously agree to treat as urgent business.
- (e) Any 4 members of the CAW Board constitute a quorum for the transaction of the business of a meeting of the CAW Board.

- (f) No business is to be transacted by the CAW Board unless a quorum is present. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to another date to be advised.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (h) At a meeting of the CAW Board;
  - (i) the Chairman, or in the Chairman's absence, the Vice-Chairman is to preside; or
  - (ii) if the Chairman and the Vice-Chairman are absent or unwilling to act, one of the remaining members of the CAW Board, as may be chosen by the members present at the meeting, is to preside.

## **14.2 Delegation by CAW Board to Sub-Committees**

**14.2.1** The CAW Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such Ordinary Members of the Association or CAW Board members as the CAW Board deems fit) the exercise of such of the functions of the CAW Board as are specified in the instrument, other than:

- (a) This power of delegation; and
- (b) A function which is a duty imposed on the CAW Board by the Act or by any other legislation or by this Constitution.

**14.2.2** A function, the exercise of which has been delegated to a sub-committee under this rule, may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

**14.2.3** A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

**14.2.4** Notwithstanding any delegation under this Clause, the CAW Board may continue to exercise any function delegated.

**14.2.5** Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been implemented by the CAW Board.

**14.2.6** The CAW Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.

**14.2.7** A sub-Committee may meet and adjourn, as required by the complexity of their delegation.

### **14.3 Voting and Decisions**

**14.3.1** Questions arising at a meeting of the CAW Board or of any sub-committee appointed by the CAW Board shall be determined by a majority of the votes of members of the CAW Board or sub-committee present at the meeting.

**14.3.2** Each member present at a meeting of the CAW Board or of any sub-committee appointed by the CAW Board (including the person presiding at the meeting) is entitled to one vote but, in the event of equality of votes on any question, the person presiding may exercise a second or casting vote.

**14.3.3** Subject to Clause 14.1(e), the CAW Board may act despite any vacancy on the CAW Board.

**14.3.4** Any act or thing done or implemented, or purporting to have been done or suffered by the CAW Board or by a sub-committee appointed by the CAW Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the CAW Board or sub-committee.

**14.3.5** All agenda minutes and actions taken by the CAW Board or Sub-Committees shall be recorded by the presiding officer for future reference.

## **15.0 ANNUAL GENERAL MEETINGS**

### **15.1 Annual General Meeting**

The Association must hold its first Annual General Meeting within 18 months after its registration under the Act.

### **15.2 Time of Annual General Meeting**

- (a) The Annual General Meeting of the Association shall be held no later than 31 July in each year.
- (b) Notification of the Annual General Meeting must be specified as such in the notice convening it, and publically advertised a minimum 21 days prior.

### **15.3 Regular Business of the Annual General Meeting**

The regular business of the Annual General Meeting shall be:

- (a) To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meetings held since that meeting;
- (b) To receive reports on the activities of the Association during the last preceding financial year;
- (c) To receive and consider the financial statement;
- (d) To elect Board members.

### **15.3 Other General Meetings of the Association**

All meetings, other than the Annual General Meeting and regular CAW Board meetings, shall be Special General Meetings. The CAW Board may convene regular Board meetings of the Association as necessary.

## **16.0 CALL OF SPECIAL GENERAL MEETINGS**

### **16.1 Convening a Special General Meeting**

- (a) The CAW Board may, whenever it deems appropriate, convene a Special General Meeting of the Association.
- (b) The CAW Board must, on the requisition in writing from the 75 % of member Clubs convene a Special General Meeting of the Association.
- (c) A requisition from the member Clubs for a Special General Meeting must:
  - (i) state the purpose or purposes of the meeting;
  - (ii) be signed by the member Clubs making the requisition;
  - (iii) be lodged with the CAW Secretary;
- (d) If the CAW Board fails to convene a Special General Meeting to be held within one month after the date on which a requisition for the meeting is lodged with the CAW Secretary, any one or more of the member Clubs who made the requisition may convene a Special General Meeting to be held not later than three months after that date.
- (e) A Special General Meeting convened by a Member Club(s) as referred to in Clause 16.1(d) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the CAW Board, (In accordance with any of the governing bodies complaints procedures). Any Member Club who thereby incurs an expense is entitled to be reimbursed by the Association.

## **17.0 NOTICE**

### **17.1 General Meeting Notification and Procedure**

- (a) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the CAW Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each CAW Board member and member Club specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the CAW Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each CAW Board member and member Club specifying, in addition to the matter required under Clause 17.1(a), the intention to propose the resolution as a special resolution.

- (c) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 15.3.
- (d) An Ordinary Member or member Club desiring to bring any business before a General Meeting may give notice in writing of that business to the CAW Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Ordinary Member or the member Club.

## **18.0 ELIGIBILITY TO VOTE**

### **18.1 Eligibility to Vote at Annual General Meetings**

Those eligible to vote at Annual General Meetings shall be:

- (a) CAW Board members;
- (b) One delegate appointed for that purpose from each Member Club;
- (c) Member Clubs must be financial at the time of the Annual General Meetings;
- (d) The Member Club delegate must be present at the Annual General Meetings – There shall be no proxy votes;
- (e) The Member Club delegate must be over 18 years of age.

### **18.2 Eligibility to Vote at General Meetings**

Those eligible to vote at General Meetings shall be:

- (a) CAW Board members;
- (b) One delegate appointed for that purpose from each Member Club;
- (c) Member Clubs must be financial at the time of the General Meetings;
- (d) The Member Club delegate must be present at the General Meetings. There shall be no proxy votes;
- (e) The Member Club delegate must be over 18 years of age.

## **19.0 QUORUM FOR GENERAL MEETINGS**

### **19.1 Quorum for General Meetings**

- (a) No item of business is to be transacted at a General Meeting unless a quorum of CAW Board members entitled under this Constitution to vote is present during the time the General Meeting is considering that item.
- (b) Any 5 CAW Board members present constitute a quorum for the transaction of the business of a General Meeting.

- (c) No business is to be transacted by the CAW Board unless a quorum is present. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to another date to be advised.
- (d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

## **20.0 PRESIDING MEMBER**

### **20.1 Presiding Member at a General Meeting**

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

## **21.0 ADJOURNMENT OF GENERAL MEETINGS**

### **21.1 Adjournment**

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a General Meeting is adjourned for 14 days or more, the CAW Secretary must give written, oral, or electronic notice of the adjourned meeting to each Board member and member club of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in Clauses (21.1(a) and 21.1(b), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given except by electronic notice.

## **22.0 MAKING OF DECISIONS AT ALL MEETINGS**

### **22.1 Decisions**

- (a) A Question arising at a General Meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands, a poll is demanded, a declaration by the Chairman that a resolution has, on show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.



## **23.0 SPECIAL RESOLUTIONS**

A resolution of the Association is a special resolution if:

- (a) It is passed by a majority which is not less than three-quarters of such members of the Association in attendance as being entitled under this Constitution so to do, vote in person at a General Meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
- (b) Where it is made to appear to the NSW Office of Fair Trading that it is not possible or practicable for the resolution to be passed in the manner specified in Clause 23(a) – the resolution is passed in a manner specified by the NSW Office of Fair Trading.
- (c) No resolution shall be voted on by proxy votes. Refer to Clause 18.

## **24.0 POSTAL BALLOTS**

No resolution shall be voted on by Postal Ballot.

## **25.0 SOURCING FUNDS**

### **25.1 Derived Funds**

The funds of the Association are to be derived from current Fees and Charges structure as referred to in section 11(c) donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the CAW Board determines.

### **25.2 Received Funds**

All funds received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's financial institution.

### **25.3 Receipts**

The Association must as soon as practicable after receiving any funds, issue a receipt.

## **26.0 FUNDS MANAGEMENT**

### **26.1 Utilisation of Funds**

Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the CAW Board determines in compliance with the relevant legislation.

### **26.2 Signatories**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the CAW Board or employees of the Association, being members or employees authorized to do so by the CAW Board.

## **27.0 CHANGE OF NAME, OBJECTS AND CONSTITUTION**

An application to the Director-General for registration of a change in the Association's name, objects or Constitution in accordance with section 10 of the Act is to be made by the Association's public officer or a CAW Board member.

Changes to the Association's name, objects or Constitution may only be altered, rescinded or added to by a special resolution of the Association.

## **28.0 CUSTODY OF BOOKS**

Except as otherwise stated by this Constitution, the public officer must keep in his/her custody or under his/her control all records, books and other documents relating to the Association.

## **29.0 INSPECTION OF BOOKS**

### **29.1 Inspection of Books**

The following documents must be open to inspection, free of charge, by an Ordinary Member of the Association at any reasonable hour:

- (a) Records, books and other financial documents of the Association;
- (b) This Constitution;
- (c) Minutes of all CAW Board meetings and General Meetings of the Association.

### **29.2 Cost of Documents**

An Ordinary Member of the Association may obtain a copy of any of the documents referred to in Clause 29.1 on formal written request but may be subject to the privacy act.

## **30.0 SERVICE OF NOTICES**

### **30.1 Serving of a Notice**

For the purpose of this Constitution, a notice may be served by, on behalf of the Association upon any Ordinary Member or Member Club either personally or by sending it by registered post or email to the Ordinary Member or Member Club's address as registered with CAW.

### **30.2 Receipt of a Notice**

Where a document is sent to an Ordinary Member or Member Club by properly addressing prepaying and posting to the Ordinary Member or Member Club a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the Ordinary Member or Member Club at the time in which the letter would have been delivered in the ordinary course of post.

## **31.0 FINANCIAL YEAR**

The financial year of the Association shall end on 30 April in each and every year

### **32.0 INSURANCE**

In respect to the insurance required to be maintained by the Association pursuant to 44 of the Act, the Association shall affect and maintain insurance.

### **33.0 PAYMENT BY CLUBS**

Each Member Club affiliated with the Association must make payment of accounts with the Association within 30 days of receipt of those accounts, otherwise a late payment penalty of 2% per month may be charged.

### **34.0 COMMON SEAL**

The Common Seal of the Association must be kept in the custody of the public officer.

The Common Seal must not be affixed to any instrument except by the authority of the CAW Board and the affixing of the Common Seal must be attested by the signatures of 2 CAW Board members.

### **35.0 SURPLUS PROPERTY**

In the event of the winding up or cancellation of the Incorporation of the Association, all surplus property shall be distributed between Cricket Albury Wodonga Country and North East Region 6.

### **36.0 POINTS OF VALUE**

All references to financial amounts within this Constitution of the Association shall be expressed as Points of Value. One Point of Value shall equal \$10.

### **37.0 BY-LAWS**

By-Laws will be able to be added each year.

These By-Laws will only be voted on by the Board.

All By-Laws must be of two thirds majority to be carried.

By-Laws will be able to be submitted to Board by any of the Member Clubs via email or phone.

### **38.0 APPOINTED POSITIONS**

See CAW By-Laws (PC1)