

CONSTITUTION  
CRICKET ALBURY WODONGA OPERATIONS

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

STATEMENT OF OBJECTS

The objects of the Cricket Albury Wodonga Operations 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 Member 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, foster 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 New South Wales Affiliated Bodies.
- (h) To affiliate annually and participate with Cricket Victoria through the North East Region 6 and any other Cricket Victoria Affiliated Bodies

PART I -PRELIMINARY

Interpretation

1. In this Constitution, except in so far as the context 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;
  - (c) "Board Member" means a member elected annually by the bodies entitled to elect members to the CAW Board;
  - (d) "Member Club" means any Club that is affiliated with CAW under this Constitution
  - (e) "Ordinary Member" means a member of anybody or organization affiliated with the Cricket Albury Wodonga Operations or a member of any affiliate of that body or organization which is affiliated with the Cricket Albury Wodonga Operations;
  - (f) "Executive" means the Chairman, Vice Chairman and Secretary.

- (g) “CAW” means Cricket Albury Wodonga Operations Incorporated.  
 “CAWC” Means Cricket Albury Wodonga Country  
 “CV” means Cricket Victoria or Victorian Cricket Association  
 “CVAB” means Cricket Victoria Affiliated Body – (V.C.C.L)  
 “CNSW” means Cricket New South Wales  
 “CCNSW” means Country Cricket New South Wales Affiliated Body  
 “NER6” means Cricket North East Region 6
- (i) Any reference to Secretary in this, or any Constitution of an affiliated association shall mean the CAW Secretary”
- (j) “Development Manager Murray” (DM) means the person or persons appointed by Cricket New South Wales to conduct coaching and development activities within an affiliated Cricket Association or region as otherwise defined;
- (k) “the Act” means the Associations Incorporation Act 2009;
- (l) “the Regulations” means the Association Incorporations Regulations 2010.
- (m) ‘Board’ means Cricket Albury Wodonga Operations Board (CAW)
- (n) “Life Member” means any person bestowed with this honour. A Life member does automatically become an Ordinary Member.
- (o) “Legislation” means any current Federal and State legislation.
2. Headings to Clauses of this Constitution are intended for ease of reference only and are not to be taken to affect the Constitution or the interpretation of such Clauses.

## PART II -AFFILIATION AND MEMBERSHIP

3. The Cricket Clubs affiliated with the Cricket Albury Wodonga Operations 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	The Rock Yerong Creek Cricket Club
Corowa Cricket Club	Walbundrie Cricket Club
Culcairn Cricket Club	Walla Walla Cricket Club
Dederang Cricket Club	Wodonga Cricket Club
East Albury Cricket Club	Wodonga Raiders Cricket Club
Eskdale Cricket Club	Yackandandah Cricket Club
Henty Cricket Club	
Holbrook Cricket Club	
Howlong Cricket Club	
Kiewa Cricket Club	
Lavington Cricket Club	
Lockhart Cricket Club	
Mt Beauty Cricket Club	

- 3.1 All Clubs wishing to affiliate or remain affiliated with the Association for the forth coming season may apply to do so by giving written application, as set out in the form available on the CAW Website (Under Documents then Club Affiliation Form), to the CAW Secretary prior to the Annual General Meeting of the Association in that year together with an affiliation fee equal to (5) Points of Value.
- 3.2 Applications for Affiliation with Cricket Albury Wodonga Operations may be accepted from other Bodies of Club level at any time.

#### 4. Membership and Office Bearers

##### 4.1 Ordinary Membership Qualifications

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

- (a) the person is a natural person.

##### 4.2 Member of the Association

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

- (a) the person is a natural person
- (b) the person has been nominated and approved for membership of the member club of the association in accordance with the form available on the CAW Website (Under Documents Then Ordinary Membership Form).

##### 4.3 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)

##### 4.4 The Office Bearers of the Board shall consist of the Chairman, Vice Chairman and the Secretary.

#### Cessation of Membership

5. A person shall cease to be a member of the Association if the person:
  - (a) dies;
  - (b) resigns his membership;
  - (c) is expelled from the Association;
  - (d) ceases to be a member of the body that elected him in accordance with Clause 4 of this Constitution.

## Membership Entitlements Not Transferable

6. A right, privilege or obligation which a person has by reason of being a member of the Association is personal and:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) subject to the provisions of Clause 11 of this Constitution, terminates upon cessation of that person's membership.

## Resignation of Membership

7. An Ordinary Member of the Association is not entitled to resign that membership except in accordance with this Clause.
  - 7.1 An Ordinary Member of the Association must have no outstanding debts to their Member Club or the Association at the time of their resignation.
  - 7.2 Where an Ordinary Member of a Member Club ceases to be a member pursuant to Clause 7.1, and in every other case where an Ordinary Member ceases to hold membership, the Member Clubs Secretary will contact the CAW Secretary and they will make an appropriate entry in the register of members recording the date on which the Ordinary Member ceased to be a member.

## Life Membership

8. A candidate for election as a Life Member shall be nominated in writing to the Board.
  - 8.1 The nomination of a person for election as a Life Member is a matter within the sole discretion of the Board having regard to whether the candidate has, in the opinion of the Board rendered exceptional or outstanding service to the Association.
  - 8.2 A person shall only become a Life Member upon being elected as a Life Member by a resolution carried by a three-quarters majority of Board Members who are present in person and are entitled to vote and do vote at a General Meeting of the Association.
  - 8.3 No election of a life member shall be valid unless twenty-one (21) days notice of the meeting and of the resolution to elect the Life Member has been given to the CAW Board Members. Any Member Club may request the Board by written or electronic notice delivered to the CAW Secretary to exercise its discretion to nominate a person for election as a Life Member. The Board is obliged to consider such a request but is not obliged to nominate the relevant person.
  - 8.4 A Life Member shall not :
    - (a) take part in the proceedings of any meeting of the Association except by leave of the meeting;

- (b) be entitled to receive notice of any meeting of the Association other than the Annual General Meeting; or
  - (c) be entitled to vote on any matter at a meeting of the Association, unless the Life Member is a Member Club Delegate or a member of the Board.
- 8.5 A person shall cease to be a Life Member if :
- (a) that person dies;
  - (b) that person resigns as a Life Member
  - (c) the Association resolves by a special resolution in Special General Meeting to remove that person as a Life Member and the Life Member was given an opportunity to address that Special General Meeting prior to the resolution being passed.
- 8.6 A Life Member may resign as a Life Member by notice in writing delivered to the CAW Secretary. The resignation shall be effective upon receipt by the CAW Secretary of that notice.

#### Register of Members

9. The Public Officer or the Secretary of the Association shall establish and maintain a register of members of the Board. Specifying the name and address of each person who is a member of the Board together with the date on which the person became a Board Member.
- The register of Board Members shall be kept at the principal place of administration of the Board and shall be open for inspection, free of charge, by an Ordinary Member of the Association at any reasonable hour on any business day.

#### 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 Board will include these fees in the yearly fee structure to the Member Club.

#### Member's Liabilities

11. The Liability of an Ordinary Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of winding up of the Association is limited to an amount of \$1.00 and every person who becomes a Ordinary Member of the Association is deemed to have undertaken to pay such amount if so required, in the event that the Association is wound up while he is a Ordinary Member or within a period of one year after ceasing to be an Ordinary Member thereof.

## Disciplining of Member Clubs or Ordinary Members by the Board

- 12.1 The Board, as described in Part 3 hereof, may take such action as the Board deems fit in the event, that in the opinion of the Board that any Member Club or Ordinary Members of such Club does any act or thing which in the opinion of the Executive is contrary to the laws or spirit of the game or is detrimental to the Association or brings the game into disrepute. The Board has the power to disqualify, suspend or fine such Member Club or Ordinary Member subject to the provisions of this Clause and Clause 13.
- 12.2 A resolution of the Board under paragraph (i) of this Clause shall be of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member Club or Ordinary Member of a notice in accordance with Clause 12.3, confirms the resolution in accordance with this clause.
- 12.3 Where the Board passes a resolution in accordance with Clause 12.1, the CAW Secretary shall as soon as practicable, cause notice in writing to be served on the Member Club or the Ordinary Member:
- (a) setting out the resolution of the Board and the grounds on which it is based;
  - (b) stating that the Member Club or the Ordinary Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the Member Club or the Ordinary Member that they may do either or both of the following:
    - (1) attend and speak at the meeting;
    - (2) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- 12.4 At a meeting of the Board held as referred to in Clause 12.3, the Board shall:
- (a) give to the Member Club or the Ordinary Member an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Board by the Member Club or the Ordinary Member at or prior to the meeting; and
  - (c) by resolution determine to confirm or to revoke the resolution.
- 12.5 Where the Board confirms a resolution under Clause 12.4 the CAW Secretary shall, within 7 days after that confirmation, by notice in writing inform the Member Club or the Ordinary Member of the fact and of the Member Club or the Ordinary Members right of Appeal under Clause 13.
- 12.6 A resolution confirmed by the Board Clause 12.4 does not take effect:
- (a) until the expiration of the period within which the Member Club or the Ordinary Member is entitled to Appeal against the resolution where the Member Club or the Ordinary Member does not exercise the right of Appeal within that period; or
  - (b) where within that period the Member Club or the Ordinary Member exercises the right of Appeal, unless and until the Board confirms the resolution pursuant to Clause 13.4.

## Right of Appeal of Disciplined Member Club or the Ordinary Member.

- 13.1 A Member Club or the Ordinary Member may Appeal to the Board in general meeting against a resolution of the Board which is confirmed under Clause 12.4 within 7 days after notice of the resolution is served on the Member Club or the Ordinary Member, by lodging with the CAW Secretary a notice in writing to that effect.

- 13.2 Upon receipt of a notice from a Member Club or the Ordinary Member under clause 13.1 the Board shall convene a General Meeting of the Board to be held within 21 days after the date on which the CAW Secretary received the notice.
- 13.3 At a General Meeting of the Board convened under clause 13.2:
- (a) no business other than the question of the Appeal shall be transacted;
  - (b) the Board and the Member Club or the Ordinary Member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the Board Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.4 If that General Meeting of the Board passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
- 13.5 If the resolution is confirmed the Member Club or the Ordinary Member may, within seven days of the date of the meeting of the Board at which the resolution was confirmed, lodge with the CAW Secretary of the Board a further Appeal to Cricket New South Wales or a Cricket New South Wales Affiliated Body and the CAW Secretary shall forthwith send such Appeal to the Regional Administrator of Cricket New South Wales or the Cricket New South Wales Affiliated Body for consideration.
- 13.6 The decision of Cricket New South Wales or the Cricket New South Wales Affiliated Body on any such Appeal shall be final and no further Appeal shall be made to any other body or Court.

### PART III -THE CAW BOARD

#### Powers, Etc of the Board

14. The Board is to be known as the Cricket Albury Wodonga Operations Board (CAW) and, subject to the Legislation Regulations and this Constitution and to any resolution passed by the Association in General Meeting: The Board
- (a) shall 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 Special General Meeting of Member Clubs of the Association;
  - (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management 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, or obligation of the Association

## Composition and Membership of the Board

- 15.1 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
- 15.2 A Board member may hold up to two positions (other than both the Chairman and Vice Chairman offices).
- 15.3 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint an Ordinary Member of the Association to fill the vacancy and the Ordinary Member so appointed shall hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment
- 15.4 Subject to this Constitution, each Board Member shall hold office for two years after the date of their election, but is eligible for re election
- 15.5 Subject to this constitution and as per section 9.2.4 of the Cricket Albury Wodonga Constitution (Y09721-15) each Board Member will serve on both Boards Concurrently.

## Election of the Board

### Nominations of Candidates for election of Board Members of the Association:

- 16.1 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 (Form available from the website); and must be delivered to the CAW Secretary at least seven days prior to the date to be fixed for the holding of the Annual General Meeting at which the election is to take place.
- 16.2 If a nomination or nominations are not received for the position of an office-bearer nominations shall be received at the Annual General Meeting.
- 16.3 If a nomination or nominations are not received in accordance Clauses 16.1 and 16.2, any vacant positions remaining shall be deemed to be casual vacancies.
- 16.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 16.6 The ballot for the election of office-bearers shall be conducted at the Annual General Meeting in such usual and proper manner as the current Board may direct.
- 16.7 A nomination of a candidate for election under this Clause is not valid if that candidate has been nominated for and elected to another office at the same election.



## CAW Secretary and CAW Treasurer

- 17.1 The CAW Secretary shall, as soon as practicable after being appointed as CAW Secretary, lodge notice with the Association and related stakeholders (Regulatory/Governing Bodies) of his or her address and contact details.
- 17.2 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 Board present at an Board meeting or General meeting; and
  - (c) all proceedings at Board meetings and General meetings in line with legislation and good governance protocols.
- 17.3 Minutes of proceedings at a meeting shall be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting.
- 17.4 It is the duty of the CAW Treasurer to ensure that:
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made.
  - (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

## Casual Vacancies

18. For the purpose of this Constitution, a casual vacancy in the office of a member of the Board occurs if the Board Member:
- (a) dies;
  - (b) ceases to be a member of the Association;
  - (c) becomes an insolvent;
  - (d) resigns office by notice in writing given to the CAW Secretary;
  - (e) is removed from office under Clause 19;
  - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (f) is absent without consent of the Board from all meetings of the Board held during a period of six (6) months.

## Removal of a CAW Board Member

- 19.1 The Board in a Special General Meeting may by special resolution remove any member of the Board from the office before the expiration of the Board Member's term and shall by resolution appoint another person to hold office until the expiration of the term of office of the Board Member so removed.
- 19.2 The Board Member to whom a proposed special resolution referred to in Clause 19.1 has been put in motion, is entitled to make representation orally or in writing to the Association at the Special General Meeting prior to any vote taking place.

## Meetings and Quorums

- 20.1 The Board must meet at least three (3) times in each period of twelve (12) months at such place and time that the Board may determine.
- 20.2 Additional meetings of the Board may be convened by the Chairman or by any member of the Board.
- 20.3 Oral or written notice of meeting of the Board shall be given by the CAW Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 20.4 Notice of a meeting given under Clause 20.2 shall specify the general nature of the business shall be transacted at the meeting, except business that the Board members present at the meeting agree to treat as urgent business.
- 20.5 Five (5) members of the Board shall constitute a quorum for the transaction of the business of a meeting of the Board.
- 20.6 No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 20.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 20.8 At the meeting of the Board, the Chairman or, in the Chairman's absence, the Vice Chairman shall preside.

## Delegation by Board to Sub-committee

- 21.1 The Board may, by instrument in writing, delegate to one or more subcommittees (consisting of such members of the Board as the Board thinks fit) the exercise of such of the functions of the 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 Board by the Act or by any other law or by this Constitution.
- 21.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- 21.3 Delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, any be specified in the instrument of delegation.
- 21.4 Notwithstanding any delegation under this Clause, the Board may continue to exercise any function delegated.
- 21.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 21.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- 21.7 A sub-committee may meet and adjourn as it thinks proper.

#### Voting and Decisions

- 22.1 Questions arising at a meeting of the Board or of any sub committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 22.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 22.3 Subject to Clause 21.5, the Board may act notwithstanding any vacancy on the Board.
- 22.4 Any act or thing done or suffered, or purporting to have been done by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

#### PART IV -GENERAL MEETINGS

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

The Annual General Meeting of the Association shall be held no later than the 31st of July in each year.

24. The regular business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - (b) to receive reports on the activities of the Association during the last preceding financial year;
  - (c) to receive and consider the financial statement;
  - (d) to elect Office-Bearers;

All other business at an Annual General Meeting shall be special business.

## Other General Meetings of the Association

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

## Special General Meetings -Calling Of

- 26.1 The Board may, whenever it deems appropriate, convene a Special General Meeting of the Association.
- 26.2 The Board shall, on the requisition in writing from 75% of Member Clubs convene a Special General Meeting of the Association.
- 26.3 A requisition from the Member Clubs for a Special General Meeting:
- (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the Member Clubs making the requisition;
  - (c) shall be lodged with the CAW Secretary; and
- 26.4 If the Board fails to convene a Special General Meeting to be held within one month after that 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.
- 26.5 A Special General Meeting convened by a Member Club(s) as referred to in Clause 26.4 shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board and any Member Club who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

## Notice

- 27.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association the CAW Secretary shall, at least seven days before the date fixed for the holding of the General Meeting, cause to be sent by email to each Board Member and Member Club(s) at the address appearing in the register of all Board Members and Member Club(s), a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association the CAW Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Board Member and Member Club(s) in the manner provided in paragraph (i) of this clause specifying, in addition to the matter required under paragraph (i) of this Clause, the intention to propose the resolution as a special resolution.

- 27.3 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business that may be transacted pursuant to Clause 24 of this Constitution.
- 27.4 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 shall include that business in the next notice calling a General Meeting after receipt of the notice from the Ordinary Member or Member Club.

#### Procedure

- 28.1 No item of business shall be transacted at a General Meeting unless a quorum of Board Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 28.2 Five (5) Board Members present in person (being members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 28.3 If within half an hour after the appointed time for the commencement of a General Meeting the quorum is not present, the meeting if convened upon the requisition of Board Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Board Members given before the day to which the meeting is adjourned) at the same place.
- 28.4 If at the adjourned General Meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Board Members present (being not less than five) shall constitute a quorum and if five (5) Board Members are not so present the meeting shall be dissolved.

#### Presiding Member

- 29.1 The Chairman or, in the Chairman's absence, the Vice Chairman, shall preside as Chairman at each General Meeting of the Association.
- 29.2 If the Chairman and Deputy Chairman are absent from a General Meeting or unwilling to act, the Board Members present shall elect one of their number to preside as chairman at the meeting.

#### Adjournment

- 30.1 The Chairman 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 shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 30.2 Where a General Meeting is adjourned for fourteen (14) days or more, the CAW Secretary shall give written or oral notice of the adjourned meeting to each Board Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 30.3 Except as provided in Clauses 30.1 and 30.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### Making Decisions

- 31.1 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.
- 31.2 At a General Meeting of the Board, a poll may be demanded by the Chairman or by not less than five (5) members present in person at the meeting. Or in a General Meeting conducted by telephone or video communications.
- 31.3 Where a poll is demanded at a General Meeting, the poll shall be taken:
- (a) Immediately in the case of a poll which relates to the election of the Chairman of the meeting or to the question of an adjournment; or
  - (b) In any other case, in such manner and at such time before the close of the meeting as the chairman directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter.

#### Special Resolution

32. A Resolution of the Association is a special resolution if:
- (a) it is passed by a majority which is not less than a three-quarters of such members of the Association in attendance as being entitled under this Constitution so to do, vote in person at a Special General Meeting of which not less than twenty-one (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 Consumer Affairs Victoria that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) -the resolution is passed in a manner specified by the Department.

#### Voting

33. Eligibility to Vote at an Annual General Meeting:

Those eligible to vote at an Annual General Meeting shall be

- (a) Board Members
- (b) One Delegate appointed for that purpose from each Member Club
- (c) Members Clubs must be financial at the time of the Annual General Meeting
- (d) The Members Club Delegate must be present at the Annual General Meeting
- (e) The Members Club Delegate must be over eighteen (18) years of age
- (f) There shall be no proxy votes

33.1 Eligibility to Vote at a Special General Meetings:

Those eligible to vote at a Special General Meeting shall be

- (a) Board Members
- (b) One Delegate appointed for that purpose from each Member Club
- (c) Members Clubs must be financial at the time of the General Meeting
- (d) The Members Club Delegate must be present at the General Meeting
- (e) The Members Club Delegate must be over eighteen (18) years of age
- (f) There shall be no proxy votes

33.2 Upon any question arising at a General Meeting of the Association a Board Member has one vote only.

33.3 All votes shall be given personally

33.4 In the case of an equality of votes on a question at a General Meeting, the Chairman of the meeting may exercise a second or casting vote.

Appointment of Proxies

34.1 There are no Proxies

PART V -MISCELLANEOUS

Insurance

35.1 In respect to the insurance required to be maintained by the Board it shall be a function of the Board to ascertain whether or not the Board is covered by a policy held by Cricket New South Wales every year and, if not so covered, to effect such insurance forthwith and ensure that the Board maintains such insurance either on its own account or by a policy held by Cricket Australia Cricket New South Wales or Cricket Victoria.

35.2 In addition to the insurance required under paragraph (i) of this Clause the Board may effect and maintain such other insurance as it deems necessary either on its own account or through policies held by Cricket Australia Cricket New South Wales or Cricket Victoria.

Funds Source and Management

36.1 The funds of the Board shall be derived from such sources as the Board determines.

- 36.2 All money received by the Board shall be deposited as soon as practicable and without deduction to the credit of the Board Bank or Society Account.
- 36.3 The Board shall, as soon as practicable after receiving any money issue an appropriate receipt.
- 37.1 The funds of the Board shall be used solely in pursuance of the objects of the Board.
- 37.2 All cheques, drafts bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the Chairman, Deputy Chairman CAW Secretary or Treasurer jointly.
- 38.1 The CAW Secretary shall maintain proper books of account in which shall be recorded all the financial transactions of the Board.
- 38.2 At the end of each financial year the CAW Treasurer shall prepare all such statements as are required to be presented to the annual general meeting in accordance with the provisions of the Act and shall present such statements together to the annual general meeting.
39. The financial year of the Board shall end on the 30<sup>th</sup> April in each and every year.
- 40.1 The statement of objects may be altered, rescinded or added to, only by a special resolution of the Board.
- 40.2 Any decision made on any matter not covered in these rules, shall not be inconsistent with any rule or by-law contained in the Constitution of Cricket New South Wales or any Cricket New South Wales Affiliated Body.

#### Common Seal

- 41.1 The Common Seal of the Board shall be kept in the custody of the CAW Secretary.
- 41.2 The Common Seal shall not be affixed to any instrument except by the authority of the CAW Executive and the affixing of the Common Seal shall be attested by the signatures of 2 members of the CAW Executive.

#### Custody of Books, Etc.

42. Except as otherwise provided by the rules, the CAW Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Board.

#### Inspection of Books, Etc.

- 43.1 The records, books and other documents of the Board shall be open to inspection free of charge, by a member of the Board at any reasonable hour, on any business day.
- (a) Records, books and other financial documents;
  - (b) This Constitution;
  - (c) Minutes of any Caw Board Meeting or General Meetings of the Association
- 43.2 An Ordinary Member of the Association may obtain a copy of any documents referred to in clause 43.1 on formal written request but may be subject to the privacy act.



## Service and Receipt of Notices

- 44.1 For the purpose of this Constitution, a notice may be served by, on behalf of the Board upon any Member Club or Ordinary Members either personally or by sending it by registered post or email to the Member Club or Ordinary Member's address as shown in the CAW register of Member Clubs and Ordinary Members.
- 44.2 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 purpose 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 course of post.

## Surplus Property

45. In the event of the winding up or cancellation of the incorporation of the Association all the surplus property of the Association shall vest in Cricket New South Wales or any Cricket New South Wales Affiliated Body.

## Points of Value

46. One (1) Point of Value equals \$10.00

47. 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 a two thirds majority to be carried.

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