

CRICKET ILLAWARRA ASSOCIATION INCORPORATED CONSTITUTION

PART I - PRELIMINARY

1 Name: The name of the Association is the Cricket Illawarra Association Incorporated (the Association).

2 Interpretation

(1) In this Constitution, except in so far as the context or 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) a reference to a function includes a reference to a power, authority or duty; and
- d) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

“Ordinary Member” means a member of any club or body affiliated with the Association.

“Delegate Member” means an ordinary member elected annually by the bodies entitled to elect members to the Association.

“Junior Sub-Committee” means the Junior Sub-Committee constituted pursuant to Clause “26”.

“The Committee” means the Management Committee constituted pursuant to Clause “15”.

“Office-bearer” means a person elected or appointed to the position of President, Vice President, Secretary or Treasurer of the Association in accordance with the provision of Clause 15 of this Constitution;

“Secretary” means the person who holds office of Secretary of the Association in accordance with the provisions of Clause 18 of this Constitution or, where no person holds that office, the Public Officer of the Association;

“The Act”; means the Associations Incorporation Act 2009 (NSW);

“The regulations” means the regulations made in accordance with the provisions of the Associations Incorporation Act 2009 (NSW).

“Women and Girls Sub-Committee” means the Women and Girls Sub-Committee pursuant to Clause 25.

PART II - STATEMENT OF OBJECTS

3. Objects

The objects of the Association are:

- (1) To organise, conduct and manage cricket competitions and coaching programmes within the Illawarra Region, as defined in the By-Laws of the Cricket New South Wales from time to time between such cricket clubs as are affiliated members of the Association.
- (2) To make, approve and enforce rules for the conduct of such cricket competitions within the Illawarra Cricket Region each year.
- (3) To prepare and approve programmes of matches of such cricket competitions and to allocate grounds on which such matches are to be played each year.
- (4) To participate in the Country Cricket programme prepared by Country Cricket New South Wales each year.
- (5) To participate in junior (under 16 and below) representative cricket competitions in New South Wales.
- (6) To improve playing facilities and promote the game of cricket within the area controlled by the Illawarra Cricket Region.

and;

- (7) to do such other things as may be considered to be beneficial to the game of cricket and its advancement within The Illawarra Region.

4 Limitation

The Association is a not for profit organisation. As such the income and assets the Association are to be applied to promoting the objects of the Associations and will not be distributed to any member (other than for the supply of commercial terms of services or products to the Association) and in the event of the winding up of the Association the assets of the Association will be contributed to such body or bodies as most pursue on a non-profit basis the objects of the Association.

PART III - AFFILIATION AND MEMBERSHIP

5. Affiliation

(1) The Clubs affiliated with the Association as “senior affiliates” are the Cricket Clubs of Balgownie, Corrimal, Dapto, Helensburgh, Keira, Northern Districts, Port Kembla, University of Wollongong, Wests Illawarra, Wollongong and Illawarra Passionate Cricketers Club.

(2) The Clubs affiliated with the Association as “junior affiliates” are the Cricket Clubs of Balgownie, Corrimal, Dapto, Helensburgh, Keira, Port Kembla, Northern Districts, Wests Illawarra and Wollongong.

(3) The Bodies affiliated with the Association as affiliated bodies are the Illawarra Cricket Umpires Association.

(4) The affiliated Clubs or Bodies may be added to, deleted or changed in name by way of special resolution in accordance with Clause 33 of this Constitution. For the avoidance of doubt other organisations including schools may be affiliates of the Association pursuant to this clause.

(5) (a) Affiliated clubs (Senior and Junior) shall pay to the Treasurer prior to the Annual General Meeting an affiliation fee as set by the Association annually. Failure to pay this fee and any other outstanding Association accounts from the previous season renders their members ineligible to vote at this and any subsequent meeting until all such monies are paid.

(b) Other affiliated bodies shall not be required to pay an affiliation fee.

(6) All clubs and Associations to which affiliation is granted pursuant to this Clause and all members thereof shall be bound by the provisions of this Constitution and By-Laws of the Association and shall comply with such rules and programmes made by the Committee in accordance with this Constitution as if they were members of this Association.

(7) The Association shall maintain affiliation with such cricket related bodies or other sporting or sports related bodies as the Committee may determine from time to time.

6. Membership

(1) The delegate members of the Association shall be elected annually by their respective club, association and/or bodies entitled to elect members of the Association pursuant to paragraph (3) of this Clause.

(2) Life Members:

(a) Members or past members of the Association may be made Life Members of the Association.

(b) Nominations for Life Membership must be forwarded to the Secretary no later than twenty-eight (28) days prior to the Annual General Meeting signed by at least two (2) ordinary or delegate members of the Association and with the consent of the nominee.

(c) Voting shall be by ballot and to be elected the nominee must receive three fourths of the vote cast in the ballot.

(d) The secretary shall maintain a record of life members.

(e) All persons accepted as life members of the Illawarra Cricket Association and/or the Illawarra Junior Cricket Association at the date of adoption of this Constitution shall automatically attain life membership of the Association.

(f) Life members, unless they are office bearers of or delegates to the Association, shall not take part in the proceedings of any meeting of the Association except by leave of the meeting. Life members, unless they are office bearers of or delegates to the Association, shall not be entitled to receive notice of any meeting of the Association or vote on any matter before a meeting of the Association.

(3) The Association shall consist of members as follows:

(a) Two (2) delegates from each of the senior affiliated clubs as defined in Clause 4(1).

(b) Two (2) delegates from the Junior Sub-Committee.

(c) Two (2) delegates from the Women's and Girl's Sub-Committee.

(d) One (1) delegate from each of the affiliated bodies.

(e) Office Bearers and members of the Committee as defined in Clause 16.

(4) Where an elected office bearer or member of the Committee is an existing delegate member the affiliated club or body which he represents shall replace him with another delegate member whilst ever he remains an elected office bearer or member of the Committee. .

7 Cessation of Membership

A person shall cease to be a delegate member of the Association if the person:

(a) dies;

(b) resigns his membership;

(c) is expelled from the Association;

(d) is absent without leave from two consecutive meetings of the Association;

(e) ceases to be a member of the club, association or body, which elected him in accordance with Clause 6(3) of this Constitution;

(f) should the club which elected him be unfinancial in accordance with Clause 4.3(a), provided that in this case the person resumes his position as a delegate member upon his Club rectifying such breach.

8 Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a delegate member of the Association is personal and:

(a) Is not capable of being transferred or transmitted to another person; and

b) Terminates upon cessation of that person's membership

9 Resignation of Membership

(1) A delegate member of the Association is not entitled to resign that membership except in accordance with this Clause.

(2) A delegate member of the Association may resign from the Association by first giving notice (being not less than 1 month or not less than such other period as the Committee may determine) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member shall cease to be a delegate member.

(3) Where a member of the Association ceases to be a delegate member pursuant to paragraph (2) of this Clause, and in every other case where a delegate member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a delegate member.

(4) Where a delegate member resigns or otherwise ceases to be a delegate member the Club or Body that he represents may nominate another person to become its delegate member thereafter.

10 Register of Members

(1) The Public Officer or the Secretary of the Association shall establish and maintain a register of delegate members of the Association specifying the name and address of each person who is a delegate member of the Association together with the date on which the person became a delegate member.

(2) The register of delegate members shall be kept at the principal place of administration of the Association.

11 Fees, Subscriptions etc

A delegate member of the Association shall not be required to pay to the Association any fee on becoming a delegate member of the Association, nor shall any delegate member of the Association be liable to pay an annual subscription to the Association.

12 Delegate Member's Liabilities

The liability of a delegate member of the Association 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 is limited to an amount of \$1 and every person who becomes a delegate 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 delegate member or within a period of one year after ceasing to be a delegate member thereof.

13 Disciplining Members and Affiliates

(1) 'The Committee, as described in Part III hereof, may take such action as the Committee deems fit in the event, that in the opinion of the Committee any affiliated Club, affiliate of the Association, delegate member and ordinary member does any act or thing which in the opinion of the Committee is contrary to the laws or spirit of the game or is detrimental to the Association or brings the game into disrepute, the Committee has the power to disqualify, suspend or fine such affiliated Club, affiliate of the Association, delegate member and ordinary member subject to the provisions of this Clause and Clause 14.'

(2) A resolution of the Committee under paragraph (1) of this Clause shall be of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice in accordance with paragraph (3) of this Clause, confirms the resolution in accordance with this Clause.

(3) Where the Committee passes a resolution in accordance with paragraph (1) of this Clause, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the member may address the Committee 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 that the member may do either or both of the following:
 - (i) attend and speak at the meeting;
 - (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

(4) At a meeting of the Committee held as referred to in paragraph (3) of this Clause, the Committee shall:

- (a) give to the member an opportunity to make oral representations;

- (b) give due consideration to any written representations submitted to the Committee by the member prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Committee confirms a resolution under paragraph (4) of this Clause the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Clause 14.
- (6) A resolution confirmed by the Committee under paragraph (4) of this Clause does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to Clause 14(4).

14 Right of Appeal of disciplined Member

- (1) A delegate or ordinary member may appeal to the Association in general meeting against a resolution of the Committee which is confirmed under Clause 13(4) within seven days after notice of the resolution is served on the member, by lodging with the secretary a notice in writing to that effect.
- (2) Upon receipt of a notice from a member under paragraph (1) of this Clause the Committee which shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- (3) At a general meeting of the Association convened under paragraph (2) of this Clause
 - (a) No business other than the question of the appeal shall be transacted;
 - (b) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the delegate members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
- (5) If the resolution is confirmed in accordance with paragraph (4) of this Clause the member may, within seven days of the date of the meeting of the Association at which the resolution was confirmed, lodge with the secretary of the Association a further appeal to the New South Wales Cricket Board and the secretary shall forthwith send such appeal to the Executive Director of Cricket New South Wales for consideration by the New South Wales Cricket Board.
- (6) The decision of the New South Wales Cricket Board on any such appeal shall be final and no further appeal shall be made to any other body or Court other than on a point of law.

PART IV- THE COMMITTEE

15 Powers, etc, of the Committee

The Committee shall be called the Management Committee of the Association and, subject to the Act, the Regulations and this Constitution and to any resolution passed by the Association in general meeting:

- (a) shall control and manage the affairs of the Association;
- (b) 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 delegate members of the Association;
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.
- (d) Each year do all things necessary for the proper conduct of The Illawarra cricket competitions; and such other cricket competitions as the Association may conduct or participate in from time to time;
- (e) May engage such personal or organisations as it sees fit to provide the Association with administrative services on reasonable commercial terms in order to provide the committee with assistance in the conduct of its affairs.
- (f) Liaise with the Regional Director of Coaching to ensure that adequate coaching programmes are carried out each year, in conformity with the policy of Country Cricket New South Wales's Director of Coaching.

16 Constitution and Membership of the Committee

(1) Subject, in the case of the first members of the Committee, to Section 21 of the Act the Committee shall consist of:

- (a) the office-bearers of the Association as set out in sub-paragraph (2) of this Clause; and
- (b) 5 general **committee** members

each of whom shall be elected from the members of the Association at the annual general meeting of the Association in accordance with Clause 17 of this Constitution.

(2) The office-bearers shall be:

- (a) the President;
- (b) the Vice President;
- (c) the Secretary; and (d) the Treasurer

Nominees for office bearers may but need not necessarily be existing delegate members of the Association.

(3) Each member of the Committee shall, subject to this Constitution, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(4) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the 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.

17 Election of Members

(1) Nominations of candidates for election as office-bearers of the Association or as general members of the Committee:

(a) Shall be made in writing, signed by 2 ordinary members of the Association and be accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

(b) shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.

(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.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

(6) The ballot for the election of office-bearers and general members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

(7) A nomination of a candidate for election under this Clause ceases to be valid if that candidate has been nominated for and elected to another office at the same election.

18 Secretary

(1) The Secretary of the Association shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.

(2) It is the duty of the Secretary to keep minutes of:

(a) all appointments of office-bearers and members of the Committee;

(b) the names of members of the Committee present at a Committee meeting or a general meeting; and

(c) all proceedings at Committee meetings and general meetings.

(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.

19 Treasurer

It is the duty of the Treasurer of the Association 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.

(c) at the end of each financial year prepare all such statements as are required to be presented to the annual general meeting in accordance with the provisions of Section 26(6) of the Act and shall present such statements together with the report of the Auditors thereon to the annual general meeting.

20 Casual Vacancies

For the purposes of this Constitution, a casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes an insolvent under administration within the meaning of the Companies (NSW) Code;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under Clause 21;
- (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;
- (g) is absent without the consent of the Committee from two consecutive meetings of the Committee; or(f) is absent without the consent of the Committee from three or more meetings of the Committee in any period of three calendar months.

21 Removal of Member

(1) The Association in general meeting may by special resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and shall by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

22 Meetings and Quorum

- (1) The Committee shall meet at least once in each calendar month at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the chairman or by any two members of the Committee.
- (3) Oral or written notice of a meeting of the Committee shall be given by the secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under paragraph (3) of this Clause shall specify the general nature of the business to be transacted at the meeting, and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting agree to treat as urgent business or consider it to be general business.
- (5) Any five (5) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business shall be transacted by the Committee 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.
- (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.
- (8) At a meeting of the Committee:
 - (a) the president or, in the president's absence, the vice president shall preside; or
 - b) if the president and the vice president are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

23 Delegation by Committee to Sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act, by any other law or by this Constitution.
- (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.
- (3) A delegation under this Clause may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this Clause, the Committee may continue to exercise any function delegated.
- (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 Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) The Committee shall cause a Junior Committee to be established in accordance with Clause 49 below.

24 Voting and Decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or subcommittee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (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.
- (3) Subject to Clause 22(6), the Committee may act notwithstanding any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done by the Committee or by a subcommittee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or subcommittee.

25 Women's and Girls Sub-Committee

- (1) There shall be a Women's and Girls Sub-Committee appointed by the Management Committee to be responsible for the conduct and administration of Senior Women's and Junior Girl's cricket in the Illawarra.
- (2) The members of the Women's and Girl's Sub-Committee shall be:
- (a) Any member of the Committee as nominate as nominated by the Committee; and

(b) one person from each of the Affiliate Clubs with a Senior Women's team or a Junior Girl's team to be nominated by each Club.

(3) The Women's and Girl's Sub-Committee shall from its members:

(a) Nominate a Chair, a Vice Chair, and a Secretary, to undertake administrative or other functions as are reasonably required to enable it to fulfil its duties.

(4) The day-to-day conduct of Women's and Girl's Cricket in the Illawarra region shall be within the control of the Junior Sub-Committee except where:

(a) The Committee in relation to a class or classes of decisions or responsibility or in relation to a decision or responsibility resolves otherwise or;

(b) The Junior Sub-Committee resolves to refer any issue to the Committee or another appropriate Sub Committee of the Association.

26 Junior Sub-Committee

(3) There shall be a Junior Sub-Committee appointed by the Management Committee to be responsible for the conduct and administration of Junior (ages under 16 and below) cricket in the Illawarra.

(4) The members of the Junior Sub-Committee shall be:

(a) the Vice President, or such other member of the Committee as they shall nominate, as chair; and

(b) one person from each of the Junior Affiliate Clubs to be nominated by each such club.

(3) The Junior Sub-Committee shall from its members (other than the Chair):

(a) nominate such persons to undertake administrative or other functions as are reasonable required to enable it to fulfil its duties.

(4) The day-to-day conduct of Junior Cricket in the Illawarra region shall be within the control of the Junior Sub-Committee except where:

(a) The Committee in relation to a class or classes of decisions or responsibility or in relation to a decision or responsibility resolves otherwise or;

(b) The Junior Sub-Committee resolves to refer any issue to the Committee or another appropriate Sub Committee of the Association.

PART V - GENERAL MEETINGS

27 Annual General Meetings

(1) The Annual General Meeting of the Association shall be held no later than 30 June each year.

28 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 from the Committee reports on the activities of the Association during the last preceding financial year;
- (c) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act;
- (d) to elect the delegate to Country Cricket New South Wales. Such person may but need not necessarily be a member of the Association;

All other business at an annual general meeting shall be special business.

29 Other General Meetings of the Association

(1) Ordinary general meetings of the Association shall be scheduled by the committee as required.

30 Special General Meetings - calling of

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee shall, on the requisition in writing of not less than 5 per cent of the total number of delegate members, convene a special general meeting of the Association to occur within one month of the date of receipt of the requisition by the Committee.
- (3) A requisition of members for a special general meeting
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

31 Notice

- (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 secretary shall, at least 7 days before the date fixed for the holding of the general meeting, cause to be sent to each delegate member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each delegate member in the manner provided in paragraph (1) of this Clause specifying, in addition to the matter required under paragraph (1) of this Clause, the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a special general meeting shall be transacted at the meeting.

32 Procedure

(1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.

(2) Eighteen delegate 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.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of 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 members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall constitute a quorum and if 10 members are not so present the meeting shall be dissolved.

33 Presiding Member

(1) The president or, in the president's absence, the vice president, shall preside as chairman at each general meeting of the Association.

(2) If the president and vice president are absent from a general meeting or unwilling to act, the members shall elect one of their number to preside as chairman at the meeting.

34 Adjournment

(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.

(2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each delegate 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.

(3) Except as provided in paragraphs (1) and (2) of this Clause, 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.

35 Making of Decisions

(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, and 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.

(2) At a general meeting of the Association, a poll may be demanded by the chairman or by not less than 3 members present in person or by proxy at the meeting.

(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 that matter.

36 Special Resolution

A resolution of the Association is a special resolution if

- (a) it is passed by a majority which comprises not less than three quarters of such members of the Association as, being entitled under this constitution so to do, vote in person or by proxy 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 Corporate Affairs Commission that it is not possible or practicable for the resolution to be passed in the manner specified in sub-paragraph (a) - the resolution is passed in a manner specified by the Commission.

37 Voting

- (1) Upon any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairman of the meeting is entitled to exercise a second or casting vote.

38 Appointment of Proxies

- (1) Each delegate member shall be entitled to appoint another person as proxy by notice given to the secretary prior to the time set down for the commencement of the meeting in respect of which the proxy is appointed. Any person so appointed as a proxy must be an ordinary member of the club, association or body which elected the delegate member of the Association for whom the proxy is to act and the document appointing such proxy must be countersigned by the secretary or other authorised officer of such club, association or body.
- (2) The notice appointing the proxy shall be in a form acceptable to the Committee.

PART VI - MISCELLANEOUS

39 Insurance

(1) In respect to the insurance required to be maintained by the Association pursuant to Section 44 of the Act, it shall be a function of the Committee to ascertain whether or not the Association 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 Association maintains such insurance either on its own account or by a policy held by Cricket New South Wales.

(2) In addition to the insurance required under paragraph (1) of this Clause the Committee may effect and maintain such other insurance as it deems necessary either on its own account or through policies held by Cricket New South Wales.

40 Funds Source

(1) The funds of the Association shall be derived from the affiliated clubs, grants and allocations which may be made by Cricket New South Wales and/or Country Cricket New South Wales sponsorships and such other sources as the committee determines.

(2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

(3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

(4) The funds of the Association shall be used solely in pursuance of the objects of the Association

(5) All cheques, drafts, Bill of Exchange, promissory notes and other negotiable instruments shall be signed by any two members jointly of the office bearers.

41 Financial Year

The financial year of the Association shall end on 30 April in each and every year or such other date as the Committee may determine from time to time. .

42 Alterations of Objects and Rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

43 Common Seal

(1) The common seal of the Association shall be kept in custody of the secretary.

(2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the Committee or 1 member of the Committee and the secretary or the public officer.

44 Custody of Books, etc

Except as otherwise provided by this Constitution, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

45 Inspection of Books, etc

The records, books and other documents of the Association shall be open to inspection, by a delegate member of the Association on reasonable notice and terms.

46 Service of Notices

- (1) For the purpose of this Constitution, a notice may be served by or on behalf of the Association upon any delegate or ordinary member either personally or by sending it by post or by forwarding it to the member by facsimile or email at the members address points noted in the members register.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person 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 person at the time at which the letter would have been delivered in the ordinary course of the post.
- (3) Where a document is sent to a person by facsimile or email the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served upon the member on the date that the machine that forwarded the document states that it was sent.

47 Powers of the Judiciary Committee

The Judiciary Committee shall have the powers set out in the By-Laws of the Association and the provision of that By-Law shall apply to all matters referred to the Judiciary Committee of the Association.

48 By-Laws

- (1) The By-laws of the Association are those adopted by special resolution in conjunction with this constitution. Such By-laws may be altered only by a special resolution.
- (2) the by-laws applicable to the Association immediately following the adoption by the Association of this constitution shall be the by-laws in place for the Illawarra Cricket Association Incorporated, as at the date of adoption of this constitution. The Association may add to, delete, amend or otherwise vary the bylaws including adopting recommendations of Country Cricket New South Wales and Cricket New South Wales from time to time by ordinary resolution.

49 Protests and Disputes

- (1) All protests and disputes, other than those to which Clause 45 of this Constitution refers, shall be adjudicated on in the first instance by the Committee or a sub-committee thereof provided that any party to such protest or dispute may lodge an appeal or appeals as set out in the By Laws. :

50 Surplus Property

- (1) In the event of the winding-up or cancellation of the incorporation of the Association all the surplus property of the Association pursuant to Section 53(2) of the Act shall vest in Cricket New South Wales.
- (2) From the date of adoption of this constitution (and subject to the Illawarra Cricket Association Incorporated and the Illawarra Junior Cricket Association Incorporated passing Special Resolutions consenting to same) the Association shall;
 - (a) be vested with all of the property and entitlements of the Illawarra Cricket Association and the Illawarra Junior Cricket Association as at the date of this constitution or the date of the said Special Resolutions whichever is later and;
 - (b) assume all of the liabilities and obligations of the property and entitlements of the Illawarra Cricket Association and the Illawarra Junior Cricket Association as at the date of this constitution or the date of the said Special Resolutions whichever is later.