

ORANGE DISTRICT CRICKET ASSOCIATION INC.

CONSTITUTION

As amended 18 July 2023

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Name

The name of the Association shall be Orange District Cricket Association Incorporated (“Association”).

Statement of objects

The objects of the Association shall be to:

- (1) promote, conduct and manage the game of cricket within the area of the Association, and arrange, control and manage fixtures for cricket matches among Clubs affiliated with the Association.
- (2) make, approve and enforce rules for the conduct of cricket competitions among Clubs affiliated with the Association.
- (3) prepare and approve programs of such cricket competitions and to allocate venues at which such matches are to be played.
- (4) initiate and/or take such action as the Association deems fit in the event that any affiliated Club and/or team or member of such club does any act or thing which, in the opinion of the Association, is contrary to the rules or the spirit of the game or is to the detriment of the Association or the game of cricket in general and to this end the Association has the power to suspend, fine, disqualify or otherwise deal with such Club, team or member.
- (5) settle all questions or disputes on any matters relating to cricket within the Association.
- (6) establish, promote or assist in establishing or promoting and to subscribe to or become a member of any other Council or Association, whose objects are similar or in part similar to the objects of the Association or the establishment or promotion of which may be beneficial to the Association.
- (7) select, control and manage teams for cricket fixtures with representative teams from other cricket associations.
- (8) do, carry out and effect all other matters and things whatsoever which may from time to time be requisite and necessary in the administration of the Association’s affairs, for the promotion, control and encouragement of the game of cricket.
- (9) do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Part 1 – PRELIMINARY

1. Definitions and interpretation

1.1 Definitions

In this constitution:

associate member means a natural person who is otherwise recognised by the Association as an associate member in accordance with clause 3.4.

Club means a cricket club and/or body granted affiliation in accordance with Clause 2.

committee member means an office-bearer or ordinary committee member.

delegate member means the person(s) appointed from time to time to act for and on behalf of a Club and to represent a Club at a General Meeting.

exercise a function includes perform a duty.

function includes a power, authority or duty.

life member means an individual appointed as a life member of the Association in accordance with clause 3.3.

ordinary committee member means a member of the Committee who is not an office-bearer.

register of members means the register of members maintained under clause 7.

Secretary means:

- (a) the person holding office under this constitution as Secretary of the Association, or
- (b) If no such person holds that office - the Public Officer of the Association.

Special General Meeting, of the Association, means a General Meeting of the Association other than an Annual General Meeting or an Ordinary General Meeting.

sub-committee means a sub-committee established under clause 21.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

1.2 Interpretation

- (1) The provisions of the *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

Part 2 – AFFILIATION AND MEMBERSHIP

2. Affiliation

- (1) The Clubs affiliated with the Association shall be any cricket club and/or body having such qualifications as may be determined by the Association.
- (2) Clubs must re-affiliate annually with the Association in accordance with the procedures set down by in the By-Laws of the Association.
- (3) An application for affiliation must be:
 - (a) from the applicant or its nominated representative, in writing on the form prescribed by the Committee (if any), and lodged with the Association; and
 - (b) accompanied by the appropriate fee (if any).

3. Membership

3.1 Category of members

- (1) The membership of the Association is to consist of:
 - (a) committee members;
 - (b) delegate members;
 - (c) life members; and
 - (d) associate members.

3.2 Delegate members

- (1) The body of delegate members shall consist of:
 - (a) representatives from each Club granted affiliation in accordance with Clause 2, as follows:
 - (i) two (2) delegates from each large Club, and
 - (ii) one (1) delegate from each small Club, and
 - (b) one (1) delegate from the Mitchell Cricket Umpires Association, or other such body representing umpires in the Orange district.
- (2) The delegate members shall be elected annually by the Clubs entitled to elect such members.
- (3) Each affiliated Club must lodge written notice, of their delegate members, with the Secretary of the Association for the membership to be effected.

3.3 Life members

- (1) The Committee may recommend to the Annual General Meeting any person who has rendered distinguished service to the Association, be elected as a life member.
- (2) A resolution of the Annual General Meeting to confer life membership (subject to subclause (3)) on the recommendation of the Committee must be a Special Resolution.
- (3) A person must accept or reject the Association's resolution to confer life membership. Upon acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be a life member.

3.4 Associate Members

The associate members of the Association shall include:

- (a) an individual person who is:
 - (i) a selector of a team representing the Association,
 - (ii) a manager or coach of a team representing the Association,
 - (iii) the Code of Conduct Commissioner or the Assistant Code of Conduct Commissioner,
 - (iv) a member of the Judiciary Committee; and
- (b) any other person that the Committee may, from time to time, determine to be an associate member.

4. Cessation of membership

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

- (a) if the person:
 - (i) dies, or
 - (ii) resigns from being a member, or
 - (iii) is expelled from the Association, or
 - (iv) is no longer a nominated representative of an affiliated Club, or
 - (v) ceases to be a member of the Committee; or
- (b) if the Club that the person represents ceases to be affiliated with the Association.

5. Membership entitlements not transferable

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

- (a) cannot be transferred to another person, and
- (b) terminates once the person ceases to be a member of the Association.

6. Member resignation

- (1) A member of the Association may resign from being a member by giving the Secretary written notice of at least one month, or another period determined by the Committee, of the member's intention to resign.
- (2) The member ceases to be a member on the expiration of the notice period.

7. Register of members

- (1) The Secretary must establish and maintain a register of members of the Association.
- (2) The register:
 - (a) may be in written or electronic form, and
 - (b) must include, for each member:
 - (i) the member's full name, and
 - (ii) A residential, postal, or email address, and
 - (iii) the date on which the person became a member, and
 - (iv) if the person ceases to be a member – the date on which the person ceases to be a member, and
 - (c) must be kept in New South Wales:

- (i) at the Association's main premises, or
 - (ii) if the association has no premises – at the Association's official address, and
 - (d) must be available for inspection, free of charge, by members at a reasonable time, and
 - (e) If kept in electronic form – must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(b) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the Committee, for each page copied.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, unless:
- (a) the information is used to send the member:
 - (i) a newsletter, or
 - (ii) a notice for a meeting of other event relating to the Association, or
 - (iii) other material relating to the Association, or
 - (b) it is necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

A member of the Association shall not be required to pay any fee on becoming a member or be liable to pay an annual subscription.

9. Member's liabilities

The liability of a member of the Association to contribute towards the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 8:

- (a) the debts and liabilities of the Association,
- (b) the costs, charges and expenses of the winding up of the Association.

10. Resolution of internal disputes

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:
- (a) A dispute between 2 or more members of the Association, but only if the dispute is between the members in their capacity as members, or
 - (b) a dispute between 1 or more members and the Association.
- (2) If a dispute is not resolved by mediation within 3 months after being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11. Disciplinary action against members

- (1) A person may make a complaint to the Committee that a member of the Association has:
- (a) failed to comply with a provision of this constitution, or
 - (b) wilfully acted in a way prejudicial to the interests of the Association.

- (2) The Committee may refuse to deal with a complaint if the Committee considers the complaint is trivial or vexatious.
 - (3) If the Committee decides to deal with the complaint, the Committee must:
 - (a) serve notice of the complaint on the member, and
 - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the Committee about the complaint, and
 - (c) consider any submissions made by the,
 - (4) The Committee may, by resolution expel the member from the Association or suspend the member's membership if, after considering the complaint, the Committee is satisfied that:
 - (a) the facts alleged in the complaint have been proved, and
 - (b) the expulsion or suspension is warranted.
 - (5) If the Committee expels or suspends the member, the Secretary must, within 7 days of that action being taken, give the member written notice of:
 - (a) the action taken, and
 - (b) the reasons given by the Committee for taking the action, and
 - (c) the member's right of appeal under clause 12.
 - (6) The expulsion or suspension does not take effect until the later of the following:
 - (a) of the day the period within which the member is entitled to exercise the member's right of appeal expires, or
 - (b) if the member exercises the right of appeal within the period -the day the Association confirms the resolution under clause 12.
 - (7) Any person subject to such expulsion or suspension is prohibited from:
 - (a) acting in any official capacity for the Association, including as a delegate to Central West Cricket Council or other such bodies that the Association is entitled to elect delegates to, and
 - (b) acting as captain, coach, manager or in any other official capacity for a team representing the Association.
- for the period of any such expulsion or suspension.

12. Right of appeal against disciplinary action

- (1) A member may appeal against a resolution of the Committee under clause 11 by lodging a notice of appeal with the Secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The Secretary must notify the Committee that the Secretary has received notice of appeal.
- (4) If notified that a notice has been received, the Committee must call a General Meeting of the Association to be held within 28 days of the day the notice was received.
- (5) At the General Meeting:
 - (a) no business other than the question of appeal is to be transacted, and
 - (b) the member must be given the opportunity to state the member's case orally or in writing, or both, and

- (c) the Committee must be given the opportunity to state the Committee's case orally or in writing, or both, and
 - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by members.

13. Nomination for Life Membership

- (1) Nomination for election as a Life Member shall be on one or more of the following grounds:
 - (a) Long (i.e., in excess of ten years) and valued service to cricket organised by the Association and to the Association.
 - (b) Extraordinarily valuable service (i.e. an outstanding contribution over and above that normally provided by others) to cricket organised by the Association and to the Association.
- (2) Only an affiliated Club or the Committee can nominate candidates for Life Membership.
- (3) Nominations must be made to the Committee no later than 1 May each year.
- (4) The Committee will consider the nomination and may appoint a sub-committee to examine the merits of a nomination.
- (5) If the Committee is satisfied with the merits of the nomination, it will put the nomination as a Special Resolution to the next Annual General Meeting for a decision by the members.

Part 3 – COMMITTEE

Division 1 Constitution

14. Functions of Committee

- (1) Subject to the Act, the Regulation and this constitution and any resolution passed by the Association in General Meeting, the Committee:
 - (a) is to control and manage the affairs of the Association, and
 - (b) may exercise all the functions that may be exercised by the Association other than a function that is required to be exercised by the Association in General Meeting, and
 - (c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Association.

15. Composition of Committee

- (1) The Committee must have 7 members, as elected in accordance with clause 16, consisting of:
 - (a) the following office-bearers:
 - (i) the President,
 - (ii) the Vice-president
 - (iii) the Secretary,
 - (iv) the Treasurer, and
 - (b) at least 3 ordinary committee members
- (2) An office-bearer may hold up to 2 offices, other than both the offices of President and Vice President.

16. Election of committee members

- (1) Any member of the Association may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (2) The nomination must be:
 - (a) made in writing, and
 - (b) signed by at least 2 members of the Association, not including the candidate, and
 - (c) accompanied by the written consent of the candidate to the nomination, and
 - (d) given to the Secretary of the Association prior to the commencement of the Annual General Meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies,
 - (a) the candidates nominated may be declared elected only if approved by the majority of members present and entitled to vote, and
 - (b) a call for further nominations must be made at the meeting.
- (4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- (5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.

- (6) If the number of nominations received is more than the vacancies to be filled, a ballot must be held at the meeting in the way directed by the Committee.

17. Terms of office

- (1) Subject to this constitution:
 - (a) an office-bearer holds office from the day the member is elected until immediately before the election of committee members at the second Annual General Meeting following, and
 - (b) An ordinary committee member holds office from the day the member is elected until immediately before the election of committee members at the next Annual General Meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold office.

18. Vacancies in office

- (1) A casual vacancy in the office of a committee member arises if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) resigns office by notice in writing given to the Secretary, or
 - (d) is removed from office by the Association under this clause, or
 - (e) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (f) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
 - (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - (h) becomes a mentally incapacitated person.
- (2) The Association in General Meeting may, by resolution:
 - (a) remove a committee member from office at any time, and
 - (b) appoint another person to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
 - (a) give a written statement, of reasonable length, to the Secretary or President, and
 - (b) request that the Committee send a copy of the statement to each member of the Association at least 7 days before the General Meeting at which the proposed resolution will be considered.
- (4) If the Committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request under subclause (3)(b), the statement must be read aloud by the member presiding at the General Meeting at which the proposed resolution will be considered.
- (5) The Committee may, by resolution, remove any member from the Committee if in the reasonable opinion of the Committee (but subject always to this constitution) a member of the Committee has:

- (a) acted in a manner unbecoming or prejudicial to the objects and interests of the Association; or
 - (b) brought themselves or the Association into disrepute.
- (6) A committee member removed in accordance with subclause (5) shall have the right of appeal to the Association. Subclauses (2), (3) and (4) above shall also apply to an appeal.
- (7) The Committee may appoint a member of the Association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (8) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next Annual General Meeting.

19. Secretary

- (1) As soon as practicable after being elected as Secretary, the Secretary must lodge notice with the Association specifying the Secretary's address.
- (2) the Secretary must keep minutes of:
- (a) all elections of committee members, and
 - (b) the names of committee members present at a Committee meeting or a General Meeting, and
 - (c) all proceedings at Committee meetings and General Meetings.
- (3) The minutes must be:
- (a) kept in written or electronic form, and
 - (b) for minutes of proceedings at a meeting - signed, in writing or electronic means, by:
 - (i) the member who presided at the meeting, or
 - (ii) the member presiding at the subsequent meeting.

20. Treasurer

The Treasurer of the Association must ensure:

- (a) all money owed to the Association is collected, and
- (b) all payments authorised by the Association are made, and
- (c) correct books and accounts are kept showing the financial affairs of the Association, including full details of receipts and expenditure relating to the Association's activities.

21. Delegation to sub-committee

- (1) The Committee may:
- (a) establish 1 or more sub-committees to assist the Committee to exercise the Committee's functions, and
 - (b) appoint 1 or more members of the Association to be the members of the sub-committee.
- (2) The Committee may delegate to the sub-committee the exercise of the Committee's functions specified in the instrument, other than:
- (a) this power of delegation, or
 - (b) a duty imposed on the Committee by the Act or by another law.

Division 2 Procedure

22. Committee meetings

- (1) The Committee must meet at least once in each 12-month period at the place and time determined by the Committee.
- (2) Additional meetings of the Committee may be convened by any member of the Committee.
- (3) The procedure for calling and conducting business at a meeting of a sub-committee is to be as determined by the sub-committee.

23. Notice of Committee meeting

- (1) The Secretary must give each committee member oral or written notice of a meeting of the Committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) The business described in the notice, and
 - (b) business that the Committee members present at the meeting unanimously agree is urgent business.

24. Quorum

- (1) The quorum for a meeting of the Committee is 3 committee members.
- (2) No business is to be transacted by the Committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - (a) to the same place, and
 - (b) To the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) If the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the Committee members may appoint 1 or more members of the Association as Committee members to enable the quorum to be constituted.
- (6) A committee member appointed under subclause (5) holds office, subject to this constitution, until the next Annual General Meeting.
- (7) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

25. Presiding Committee member

- (1) The following committee member presides at a meeting of the Committee:
 - (a) the President,
 - (b) if the President is absent - the Vice-president,
 - (c) if both the President and Vice President are absent - one of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:

- (a) A deliberative vote, and
- (b) In the event of an equality of votes – a second or casting vote.

26. Voting

- (1) A decision supported by a majority of the votes cast at a meeting of the Committee or a sub-committee at which a quorum is present is the decision of the Committee or sub-committee.

27. Acts valid despite vacancies or defects

- (1) Subject to clause 24(1), the Committee may act despite there being a casual vacancy in the office of Committee member.
- (2) Any act done by a Committee or sub-committee, is not invalidated because of any defect relating to the qualifications or appointment of a member of the Committee or sub-committee.

28. Transaction of business outside meetings or by telephone or other means

- (1) The Committee may transact its business by the circulation of papers, including by electronic means, among all Committee members.
- (2) If the Committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Committee members, is taken to be a decision of the Committee made at a meeting of the Committee.
- (3) The Committee may transact its business at a meeting at which 1 or more Committee members participate by telephone or other electronic means, providing a member who speaks on a matter can be heard by other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Committee for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the Committee.

Part 4 – GENERAL MEETINGS

29. Annual General Meetings

- (1) The Association must hold its Annual General Meeting:
 - (a) Within 3 months of the last day of the Association's financial year, and prior to the annual general meeting of the Central West Cricket Council where practical to do so, or
 - (b) on other such date if the Committee determines the date referred to in (a) above to be unsuitable for the holding of a meeting, or
 - (c) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (2) Subject to the Act and sub-clause (1), the Annual General Meeting is to be held at the place and time determined by the Committee.
- (3) The business that may be transacted at an Annual General Meeting includes the following:
 - (a) confirming the minutes of the previous Annual General Meeting and any Special General Meetings held since the previous Annual General Meeting,
 - (b) receiving reports from the Committee on the Association's activities during the last previous financial year,
 - (c) receiving and considering financial statements or reports required to be submitted to members of the Association under the Act,
 - (d) electing office-bearers and ordinary committee members,
 - (e) electing delegates to any other body as the Association is entitled to elect in accordance with the rules of that body, and
 - (f) electing any other positions or sub-committees required by the Association's By-Laws.

30. Ordinary General Meetings

- (1) At least 1 Ordinary General Meeting shall be held in every 12-month period at the place and time determined by the Committee.
- (2) Additional Ordinary General Meetings may be convened by the Committee.

31. Special General Meetings

- (1) The Committee may call a Special General Meeting whenever the Committee thinks fit.
- (2) The Committee must call a Special General Meeting if the Committee received a request made by at least three members.
- (3) The request:
 - (a) must be in writing, and
 - (b) must state the purpose of the meeting, and
 - (c) must be signed by the members making the request, and
 - (d) may consist of more than 1 document in a similar form signed by one or more members, and
 - (e) must be lodged with the Secretary, and
 - (f) may be in electronic form and signed and lodged by electronic means.

- (4) If the Committee fails to call a Special General Meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a Special General Meeting to be held within 3 months of the date the request was lodged.
- (5) A Special General Meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a General Meeting called by the Committee.

32. Notice of General Meeting

- (1) Only committee members and delegate members are required to be given notice of General Meetings in accordance with this clause.
- (2) The Secretary must, give each member notice of a General Meeting:
 - (a) If a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or.
 - (b) Otherwise – at least 14 days before the meeting.
- (3) The notice must specify
 - (a) the place and time at which the meeting will be held, and
 - (b) the nature of the business to be transacted at the meeting, and
 - (c) if a matter to be determined at the meeting required a special resolution – that a special resolution will be proposed, and
 - (d) For an Annual General Meeting - that the meeting is an Annual General Meeting.
- (4) The only business that may be transacted at the meeting is:
 - (a) The business specified in the notice, and
 - (b) for an Annual General Meeting, business referred to in clause 29(3).
- (5) A member may give written notice to the Secretary of business to the member wished to raise at a General Meeting.
- (6) If the Secretary receives notice under subclause (5), the Secretary must specify the nature of the business in the next notice calling a General Meeting.

33. Quorum

- (1) The quorum for a General Meeting is 50% of the members of the Association entitled to vote under this constitution.
- (2) No business shall be transacted at a General Meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (a) if convened on the requisition of members - is dissolved, or
 - (b) otherwise, is adjourned:
 - (i) to the same time of the same day in the following week, and
 - (ii) to the same place unless another place is specified by the member presiding at the meeting at the time of adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there at least 5 members present the members shall constitute a quorum.

34. Adjourned meetings

- (1) The member presiding at a General Meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the Secretary must give each member oral or written notice, at least 1 day before the adjourned meeting,
 - (a) the time and place at which the adjourned meeting will be held, and
 - (b) the nature of the business to be transacted at the adjourned meeting.

35. Presiding member

- (1) The following member presides at a General Meeting:
 - (a) the President,
 - (b) if the President is absent - the Vice President,
 - (c) if both the President and Vice President are absent- 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
 - (a) A deliberative vote, and
 - (b) In the event of an equality of votes - a second or casting vote.

36. Member participation

- (1) Delegate members and members of the Committee of Management shall have the right to take part in the proceedings of General Meetings.
- (2) Life members shall not be entitled to take part in the proceedings of General Meetings except by leave of the meeting unless the life member is a delegate member or a member of the Committee of Management.
- (3) Associate members shall not be entitled to take part in the proceedings of General Meetings except by leave of the meeting.

37. Voting

- (1) A member is not entitled to vote at a General Meeting unless the member:
 - (a) is a delegate member or a member of the Committee, and
 - (b) is at least 18 years of age, and
 - (c) has paid all money owed by the member to the Association.
- (2) Each member has one vote, except as provided by clause 35.
- (3) A question raised at the meeting must be decided by:
 - (a) a show of hands, or
 - (b) if clause 39 applies - an appropriate method determined by the Committee, or
 - (c) A written ballot, but only if:
 - (i) the member presiding at the meeting moves that a question be decided by ballot, or
 - (ii) at least 5 members agree the question should be determined by ballot.

- (4) If a question is decided using a method referred to in subclause (3)(a) or (3)(b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
 - (a) a declaration by the member presiding at the meeting, or
 - (b) an entry in the Association's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member can cast a vote by proxy.
- (7) The Association will not use a postal or electronic ballot to determine any issue or proposal.

38. Proxy voting

- (1) A proxy can be appointed for a member entitled to vote and must be:
 - (a) for a Committee member – another member of the Association who is entitled to vote, and
 - (b) for a Delegate member – another member of the Club that the member represents, who must be appointed by:
 - (i) the Delegate member, or
 - (ii) an office bearer of the Club.
- (2) For a proxy to be valid, a properly completed and signed proxy form must be lodged with the Secretary prior to the meeting.
- (3) The member shall be entitled to instruct their proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed the proxy may exercise the proxy vote as they think fit.
- (4) A person may not exercise more than one proxy vote at a time.

39. Special resolution

- (1) A resolution is passed by the Association as a Special Resolution:
 - (a) At a General Meeting of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) In such other manner as may be permitted under section 39 of the Act,if it is supported by at least three-quarters of the votes cast by members of the Association who, under this constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subclause (1)(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

40. Transaction of business outside meetings or by telephone or by other means

- (1) The Association may transact its business by the circulation of papers, including by electronic means, among all members of the Association.
- (2) If the Association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the Association made at a General Meeting.
- (3) The Association may transact its business at a General Meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Association for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the Association.

Part 5 – ADMINISTRATION

41. Insurance

The Association may take out and maintain insurance as appropriate for the association's assets and liabilities.

42. Funds

- (1) Subject to a resolution passed by the Association, the Association's funds may be derived from such sources as the Committee determines, from time to time.
- (2) As soon as practicable after receiving money, the Association must:
 - (a) deposit the money, without deduction, to the credit of the Association's authorised deposit-taking institution account, and
 - (b) issue a receipt for the amount of money received by the person from whom the money was received.
- (3) Subject to any resolution passed by the Association, the Association's funds and assets are to be used to pursue the Association's objects in the way that the Committee determines.
- (4) A cheque or other negotiable instruments must be signed by 2 authorised signatories.

43. Non-profit status

Subject to the Act and the Regulation, the Association must not conduct its affairs so as to provide a pecuniary gain for any of its members.

44. Change of name, objects or constitution

An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:

- (a) the public officer, or
- (b) a Committee member.

45. Custody of records and books

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

- (a) at the Association's main premises, in the custody of either of the following persons, as determined by the Committee:
 - (i) the public officer,
 - (ii) a member of the Association, or
- (b) if the Association has no premises - at the Association's official address, in the custody of the public officer.

46. Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the Association at a reasonable time:
 - (a) this constitution,
 - (b) minutes of Committee meetings and General Meetings of the Association,

- (c) records, books and other documents relating to the Association.
- (2) A member may inspect a document referred to in subclause (1):
 - (a) in hard copy, or
 - (b) in electronic form, if available.
- (3) A member may obtain a hard copy of the document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the Committee, for each page copied.
- (4) The Committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
 - (a) that relates to confidential, personal, commercial, employment or legal matters, or
 - (b) if the Committee considers it would be prejudicial to the interests of the Association for the member to do so.

47. Service of notices

- (1) For the purpose of this constitution, a notice may be given to or served on a person:
 - (a) by delivering the notice to the person personally, or
 - (b) by sending the notice by pre-paid post to the address of the person, or
 - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - (a) for a notice given or served personally - on the date on which it is received by the person, or
 - (b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - (c) for a notice sent by electronic transmission:
 - (i) on the date the notice was sent, or
 - (ii) if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date - on the later date.

48. Financial year

The Association's financial year is each period of 12 months, commencing on 1 June and ending on the following 31 May.

49. Distribution of property on winding up

- (1) Subject to the Act and the Regulations, in a winding up of the Association, the surplus property of the Association must be transferred to another organisation:
 - (a) with similar objects, and
 - (b) which is not carried on for the profit or gain of the organisation's members.
- (2) In this clause:
surplus property has the same meaning as in the Act, section 65.