



'PEEL CRICKET ASSOCIATION'

CONSTITUTION

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ASSOCIATIONS INCORPORATION ACT (WA)

CONSTITUTION

OF

PEEL CRICKET ASSOCIATION

PART I – OBJECTS, POWERS AND INTERPRETATION

1. NAME OF ASSOCIATION

The name of the association is Peel Cricket Association Incorporated ("**Association**").

2. OBJECTS OF ASSOCIATION

The objects for which the Association is established and maintained are to:

- (a) foster, promote, develop and manage the game of Cricket within the Association;
- (b) become affiliated with or subscribe to the Region and the Western Australian Cricket Association (WACA) or any other association or bodies whose objects are similar to the objects of the Region and the WACA and if thought fit to withdraw or retire from any such association or body;
- (c) abide by the official rules of the Laws of Cricket and the interpretation thereof as determined by Cricket Australia and the WACA;
- (d) promote and conduct Cricket competitions and events at Association level;
- (e) manage the representation of the Association in Region and WACA events;
- (f) use and protect the Intellectual Property of the Association in the pursuit of these objects and the sport of Cricket;
- (g) promote and protect the interests of all Members and other participants of Cricket;

3. POWERS OF ASSOCIATION

Solely for furthering the objects set out above the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

4. INTERPRETATION

4.1 Definitions

In this Constitution unless the contrary intention appears, these words shall have the following meanings:

“Act” means the Associations Incorporation Act 1987 (WA) or any other act under which the Association may be incorporated from time to time.

“Administrator” means the person who is appointed under this Constitution to carry out the duties set out in **Rule 33** or the Operations Manager who is appointed under Rule 28.

“Affiliated Club” means a registered financial cricket club of the Association, of not less than two teams, which is recognised as a member of the Association under **Rule 7**.

“Appointed Management Committee Member” means the Association Operations Manager and Association Umpire Development Officer.

“Association” means Peel Cricket Association, being a member of the WACA

“Association Treasurer” means the association treasurer of the Association, who is an elected Management Committee member who is appointed under **Rule 25**.

“Association Umpire Development Officer” means the association umpire development officer of the Association, who is an Appointed Management Committee member and who is appointed under **Rule 28**.

“By-Law” means any by-law, regulation or policy made by the Management Committee under **Rule 35**.

“Corporations Act” means the Corporations Act (Cth) 2001.

“Delegate” means the persons elected or appointed from time to time by an Affiliated Club to act for and on behalf of that Affiliated Club and represent the Affiliated Club at General Meetings or otherwise.

“Management Committee” means the body consisting of the Management Committee Members under **Rule 24**.

“Management Committee member” means a member of the Management Committee elected or appointed in accordance with this Constitution.

“Elected Management Committee Member” means an Management Committee Member elected under **Rule 25**.

“Elected General Committee Member” means a General Committee member elected under **Rule 27**.

“Financial Year” means the year ending 30 April in any year.

“General Meeting” means the annual or any special general meeting of the Association.

“Individual Member” means an affiliated financial individual member of the Association and Region, which is recognised as a member of the Association under **Rule 7**.

“Informal Member” means an informal member of the Association under **Part III** of this Constitution.

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or any event, competition or activity of or conducted, promoted or administered by the Association.

“Life Member” means an individual upon whom life membership of the Association has been conferred under **Rule 7.3**.

“Member” means a member for the time being of the Association under **Part III** of this Constitution.

“Cricket” means the game of cricket as determined by the Cricket Australia.

“WACA” means Western Australian Cricket Association Incorporated, the governing body for Cricket in Western Australia.

“Poll” means a count of votes.

“Region” means Peel Region.

“Registrar” means the person who is appointed under this Constitution to carry out the duties set out in **Rule 34**.

“Seal” means the common seal of the Association and includes any official seal of the Association.

“Special Resolution” means a special resolution passed in accordance with the Act and requiring 75% majority vote of the Members present and eligible to vote at a General Meeting of the Association.

“Treasurer” means the treasurer of the Association, who is an Elected Management Committee member and who is appointed under **Rule 25**.

4.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;

- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4.3 Severance

If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

4.4 Expressions in Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

PART II –ASSOCIATION AND AFFILIATED CLUBS

5. ASSOCIATION AND AFFILIATED CLUBS

5.1 Association

The Association is a member of the Region and the WACA and is required to administer and develop Cricket, subject to the direction of the Region and in accordance with the objects of Region. The Association shall consist of such Affiliated Clubs as are admitted to membership in accordance with this Constitution. The Affiliated Clubs will be required to administer and develop Cricket, subject to the direction of the Association and in accordance with the objects of the Association.

5.2 Compliance of Affiliated Clubs

Each Affiliated Club shall:

- (a) at all times operate with, and promote, mutual trust and confidence between the Association and the Members in pursuit of these objects;
- (b) elect or appoint two adult Delegates to represent it at General Meetings in accordance with this Constitution (one Delegate to be appointed the voting Delegate);

- (c) if requested, provide the Association with copies of its accounts, annual report and other associated documents within 30 days of the Affiliated Club's annual general meeting;
- (d) adopt in principle, the objects of the Association and adopt rules which reflect and which are generally in conformity with this Constitution;
- (e) do all that is reasonably necessary to enable the objects of the Association to be achieved;
- (f) at all times act on behalf of and in the interests of the Members and the sport of Cricket.

5.3 Operation of Rules

The Association and the Affiliated Clubs agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the objects of the Association and the sport of Cricket are to be conducted, encouraged, promoted and administered;
- (b) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of the sport of Cricket, its standards, quality and reputation for the collective and mutual benefit of the Members and the sport of Cricket;
- (c) to make full and proper disclosure to each other of all matters of importance to the Association and the sport of Cricket;
- (d) not to acquire a private advantage at the expense of the WACA, the Region, the Association or any other Affiliated Club or the sport of Cricket;
- (e) to act for and on behalf of the interests of the sport of Cricket, the WACA, the Region, the Association and the Members; and
- (f) that should an Affiliated Club have administrative, operational or financial difficulties, including but not limited to where an Affiliated Club:
 - (i) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Affiliated Club; or
 - (ii) enters into a composition or arrangement with its creditors, other than a voluntary winding up by members for the purpose of reconstruction or amalgamation; or
 - (iii) a mortgagee or other creditor takes possession of any of its assets;

the Association may, in its absolute discretion act to assist that Affiliated Club in whatever manner and on such conditions as the Association considers appropriate, including, but not limited to the appointment of an administrator.

6. AFFILIATED CLUB CONSTITUTIONS

6.1 Constitution

The constituent documents of each Affiliated Club shall clearly reflect the objects of the Association and shall be in a form acceptable to the Management Committee.

6.2 Amendments to Affiliated Club Constitutions

- (a) Each Affiliated Club shall take all steps necessary to ensure its constituent documents and rules are in a form acceptable to the Management Committee and shall ensure its documents are amended in conformity with future amendments made to this Constitution.
- (b) Affiliated Clubs shall have a transitional period, as determined by the Management Committee, from the time of approval of this Constitution under the Act in which to amend their constitution in accordance with this Constitution, and for such time as their constitutions do not conform shall not be unduly penalised for such non-compliance, to the extent that such non-compliance is not wilful or calculated to cause harm or prejudice to the Association.

6.3 Register of Members

Each Affiliated Club shall maintain, in a form and with such details as are acceptable to the Association, a register of all Individual Members of the Affiliated Club. The Affiliated Clubs acknowledge that the Association shall also provide a copy of the register provided in accordance with this Rule to the Region and the WACA.

PART III – MEMBERSHIP

7. MEMBERS

7.1 Category of Members

The Members of the Association shall consist of:

- (a) the Affiliated Clubs, which subject to this Constitution, shall be represented by their Delegates who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Affiliated Clubs;
- (b) Individual Members, who subject to this Constitution, may attend General Meetings, but have no right to debate or vote at General Meetings;
- (c) Life Members, who subject to this Constitution, may attend General Meetings, but have no right to vote at General Meetings;
- (d) Informal Members, who subject to this constitution, may attend General Meetings, but have no right to debate or vote at General Meetings;
- (e) such new categories of Members, created in accordance with **Rule 7.2** below.

7.2 Creation of New Categories

The Management Committee has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights and no new category can be inconsistent with the WACA categories of membership, unless otherwise approved by WACA..

7.3 Life Members

- (a) The criteria for life membership, as determined by the Management Committee, shall be set out in the Association policy.
- (b) The Management Committee shall appoint a Life Member in accordance with the criteria and procedure set out in the policy.
- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the policy.

7.4 Informal Members

- (a) an individual and/or club whose affiliation with the Association is of a period of less than twelve consecutive months will be an Informal Member.
- (b) An Informal member has the rights and privileges of an Individual Member **Rule 11**.
- (c) An Informal Member shall be entitled to notice of, attend and participate in all General meetings, but shall have no right to debate or vote.

7.5 Deeming Provisions

- (a) All persons who were individual members or life members of the Association prior to the time of approval of this Constitution under the Act, shall be deemed Individual Members and Life Members respectively from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association.
- (b) All clubs who were members of the Association prior to the time of approval of this Constitution under the Act, shall be deemed Affiliated Clubs from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association.

8. MEMBERSHIP APPLICATIONS

8.1 Application for Membership

- (a) An application for new membership by an Affiliated Club must be:
 - (i) in writing on the forms prescribed by the Association Management Committee and lodged with the Administrator in any year for Management Committee acceptance; and

- (ii) accompanied by the appropriate fee and by the due date.
- (b) An application for new membership by an Individual Member must be:
 - (i) in writing on the form prescribed by the Association Management Committee and lodged with the Association; and
 - (ii) accompanied by the appropriate fee and by the due date.

8.2 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application. If an application is rejected, upon request by the applicant, the reasons for the rejection of the membership application shall be provided.
- (b) Where the Association accepts an application, the applicant shall become a Member. Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Administrator shall ensure that the register is amended accordingly as soon as practicable.
- (c) Where the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

8.3 Membership Renewal

- (a) Affiliated Clubs must:
 - (i) renew their membership with the Association in accordance with the procedures applicable from time to time;
 - (ii) otherwise remain affiliated financial members of the Association in accordance with the procedures applicable from time to time; and
 - (iii) pay the annual fees prescribed by the Association from time to time.
- (b) Individual Members shall:
 - (i) renew their membership with the Association, in accordance with the procedures applicable from time to time;
 - (ii) otherwise remain affiliated financial members of the Association, in accordance with the procedures applicable from time to time; and
 - (iii) pay the fees prescribed by the Association from time to time.

8.4 Register to Region

The Association shall, provide to the Region, such details of Affiliated Clubs and Individual Members as is required by the Region or WACA.

9. SUBSCRIPTIONS AND FEES

9.1 The annual membership subscription, fees and any levies payable by Members (or any category of Members) to the Association, the basis of, the time for and manner of payment shall be as determined by the Management Committee from time to time, provided it is consistent with any reasonable direction provided by the WACA.

9.2 Any Member which or who has not paid all monies due and payable by that Member to the Association, the Region or the WACA shall (subject to the Management Committee's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Management Committee's discretion. In the meantime, the Member shall have no automatic right to resign from the Association, and shall be dealt with in the Management Committee's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Management Committee considers appropriate.

10. REGISTER OF MEMBERS

10.1 Registrar to Keep Register

The Registrar shall ensure that a register of Members is kept and maintained, in which shall be entered such information as is required under the Act from time to time.

10.2 Inspection of Register

Upon the request of a member of the Association, the Registrar shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose. The Management Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

11. EFFECT OF MEMBERSHIP

11.1 Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by the Rules and the By-Laws;
- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Management Committee or any duly authorised committee;
- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
- (d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the WACA, the Region, the Association, the Members and the sport of Cricket;

- (e) this Constitution and By-Laws are necessary and reasonable for promoting the objects of the WACA, the Region, the Association and particularly the advancement and protection of the sport of Cricket; and
- (f) they are entitled to all benefits, advantages, privileges and services of Association membership.

12. DISCONTINUANCE OF MEMBERSHIP

12.1 Notice of Resignation

Subject to this Constitution any Member who has paid all monies due and payable to the Association, the Region and the WACA and has no other liability (contingent or otherwise) to the Association, the Region and the WACA may resign from the Association by giving one months' notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member who has paid all monies due and payable to the Association may resign by notice in writing with immediate effect.

12.2 Expiration of Notice Period

Subject to **Rule 12.5** upon the expiration of any notice period applicable under **Rule 12.1** an entry, recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the register.

12.3 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

12.4 Membership may be Reinstated

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Management Committee, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

12.5 Cessation of Membership

Where an Affiliated Club ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Affiliated Club may cease or remain Members to the extent (if any) and for such time (if any) as is determined at the sole discretion of the Management Committee and the Region board.

13. DISCIPLINE OF MEMBERS

13.1 Disciplinary Action

Where the Management Committee is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Management Committee or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or the sport of Cricket; or
- (c) brought the Association or the sport of Cricket into disrepute;

the Management Committee may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Association as set out in the By-Laws and Policies.

PART IV - GENERAL MEETINGS

14. DELEGATES

14.1 Appointment of Delegates

Each Affiliated Club shall appoint two Delegates, both being a voting Delegate but only one able to vote at any meeting, for such term as is deemed appropriate by the Affiliated Club. A Delegate must:

- (a) be a Member of the Association;
- (b) be appropriately empowered by the appointing Affiliated Club to consider, make decisions and vote at General Meetings;
- (c) not be an Management Committee Member of the Association;
- (d) not be a Delegate for more than one Affiliated Club.

14.2 Affiliated Club to Advise

Each Affiliated Club shall advise the Association of its Delegates at least 24 hours prior to any General Meeting and within 14 days of any change, including the name, and contact details of the Delegates.

15. GENERAL MEETINGS

15.1 An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Management Committee.

15.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

16. NOTICE OF GENERAL MEETING

16.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to the Affiliated Clubs, Life Members and Informal members at the address appearing in the register kept by the Association. No other person shall be entitled to receive notices of General Meetings.
- (b) Notice of a General Meeting shall be given at least 14 days prior to the General Meeting and shall specify the place and day and hour of the General Meeting.
- (c) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least 7 days prior to the General Meeting, together with any notice of motion received from the Affiliated Clubs.

16.2 Entitlement to Attend General Meeting

Notwithstanding any other Rule, no Member shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with **Rule 9**) then due and payable to the Association, the Region and the WACA are paid.

17. BUSINESS

17.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Management Committee (including in relation to the activities of the Association during the preceding Financial Year), appointment of an Auditor and patron, confirmation of Life Membership and the election of Elected Management Committee Members and General Committee Members.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in **Rule 17.1(a)** shall be special business. "Special Business" is business of which a notice of motion has been submitted in accordance with **Rule 18.1**.

17.2 Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

18. NOTICES OF MOTION

18.1 Notice of Motion to be Submitted

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing (in the required form) to the Administrator not less than 14 days (excluding receiving date and meeting date) prior to the General Meeting.

18.2 Unsuccessful Motion

A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having similar effect be moved at a subsequent General Meeting for a period of 12 months. The chair of the General Meeting shall determine whether a motion is a motion having a similar effect.

19 SPECIAL GENERAL MEETINGS

19.1 Special General Meetings May be Held

The Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

19.2 Requisition of Special General Meetings

- (a) The Management Committee shall on the requisition in writing of the majority (disregarding fractions) of the Affiliated Clubs convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Affiliated Clubs making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Affiliated Clubs making the requisition.
- (c) If the Management Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, the Affiliated Clubs making the requisition, or any of them, may convene a Special General Meeting to be held not later than one month after that date.
- (d) A Special General Meeting convened by the Affiliated Clubs under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Management Committee.

20. PROCEEDINGS AT GENERAL MEETINGS

20.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be the majority of the Affiliated Clubs.

20.2 Chair of General Meetings

The President shall, subject to this Constitution, preside as chair at every General Meeting of the Association. If the President is not present, or is unwilling or unable to preside, the Management Committee members shall choose one of their number present who shall, subject to this Constitution, preside as chair for that meeting only.

20.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (b) The chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 20.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

20.4 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a Poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chair; or
- (b) by the majority of the Delegates.

20.5 Recording of Determinations

Unless a Poll is demanded under **Rule 20.4**, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

20.6 Where Poll Demanded

If a Poll is duly demanded under **Rule 20.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the Poll shall be the resolution of the meeting at which the Poll was demanded.

20.7 Resolutions at General Meetings

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out in **Rule 21**). Except as otherwise provided in this Constitution, in the case of an equality of votes on a question at a General Meeting, the chair is entitled to a casting vote.

20.8 Minutes

The Administrator shall ensure that minutes of the resolutions and proceedings of each General Meeting are kept in books provided for that purpose, together with a record of the names of persons present at all meetings.

21. VOTING AT GENERAL MEETINGS

21.1 Each Affiliated Club shall, subject to this Constitution, be entitled to one vote at General Meetings. No other Member shall be entitled to vote, but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **Rule 7.1**.

22. PROXY AND POSTAL VOTING

22.1 Proxy Voting Not Permitted

Proxy voting shall not be permitted at General Meetings.

22.2 Electronic Ballot

Should an issue arise between General Meetings which requires a decision or ratification by the Affiliated Clubs, the Management Committee may call an electronic vote in such manner as it considers necessary.

PART V - THE MANAGEMENT COMMITTEE

23. POWERS OF THE MANAGEMENT COMMITTEE

23.1 Subject to the Act and this Constitution the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Management Committee. In particular, the Management Committee as the controlling authority of the Association shall be responsible for acting on all issues in accordance with the objects of the Association and shall operate for the collective and mutual benefit of the Association and the sport of Cricket and shall:

- (a) govern the sport of cricket in accordance with the objects of the Association;
- (b) determine major strategic directions of the Association;
- (c) review the Association's performance in achieving its pre-determined aims, objectives and policies; and
- (d) manage regional responsibilities.

24. COMPOSITION OF THE EXECUTIVE/MANAGEMENT COMMITTEE

24.1 Executive/Management Committee Composition

There will be no more than two members representative of any one club serving on the Management Committee in the same term of appointment.

The Executive Committee shall comprise;

- (a) The President (an Elected Management Committee Member) elected in accordance with **Rule 25**;
- (b) The Vice President (an Elected Management Committee Member) elected in accordance with **Rule 25**;
- (c) Association Treasurer (an Elected Committee Member) elected in accordance with **Rule 25**

24.2 The Management Committee shall comprise :

- (a) The members of the Executive Committee
- (b) Between two and four General Committee Members (Elected Management Committee Members) elected in accordance with **Rule 25**.
- (c) i) The Association Secretary (an elected Management Committee Member) elected under **Rule 25** and The Association Registrar (an elected Management Committee Member) elected under **Rule 25**

OR

- ii) The Association Operations Manager (an appointed Management Committee Member) appointed under **Rule 28**.
- d) The Association Umpire Development Officer (an appointed Management Committee Member) appointed under **Rule 28**.

25. ELECTION OF ELECTED MANAGEMENT COMMITTEE MEMBERS

25.1 Qualifications for Elected Executive Members

- (a) Nominees for Elected Management Committee Member positions on the Management Committee must meet the qualifications as prescribed from time to time by the Management Committee and set out in the relevant Duty Statements.
- (b) Elected Management Committee Members should have a knowledge of Cricket and its stakeholders and a commitment to the development of Cricket.
- (c) Nominees for Elected Management Committee Member positions on the Management Committee must declare any position they hold in an Affiliated Club, including as an office bearer, director or a paid appointee.

25.2 Elections of Elected Management Committee Members

- (a) The Administrator shall call for nominations 30 days before the date of the Annual General Meeting. All Affiliated Clubs shall be notified of the call for nominations.

- (b) Nominations for Elected Management Committee Members must be:
 - (i) in writing;
 - (ii) on the prescribed form provided for that purpose;
 - (iii) signed by the nominator, who must be a Delegate of an Affiliated Club; and
 - (iv) certified by the nominee (who must be a Member) expressing their willingness to accept the position for which they are nominated.
- (c) Nominations must be received by the Administrator at least 24 hours prior to the Annual General Meeting.
- (d) If the number of nominations received for the Management Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Management Committee, then those nominated shall only be elected if they are elected by the Members by secret ballot in such usual and proper manner as the chair directs. If the nominees are not elected or if there are vacancies to be filled, further nominations shall be called from the floor.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the chair directs.

25.3 Term of Appointment

- (a) Elected Executive Committee Members shall be elected in accordance with this Constitution for a term of two years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the Annual General Meeting in two years time.
- (b) The Association President shall be elected in odd years.
- (c) The Association Vice President and the Association Treasurer shall be elected in even years.
- (d) Elected General Committee Members shall be elected each year.

26. COMPOSITION OF THE GENERAL COMMITTEE

26.1 General Committee Composition

The General Committee shall comprise:

- a) The members of the Management Committee.
- b) One delegate from each Club within the Association, all of which must be members of the Association and over the age of 18 years, in accordance with Rule 5.2.

27. ELECTION OF ELECTED GENERAL COMMITTEE MEMBERS

27.1 Qualifications for Elected General Committee Members

- (a) Nominees for Elected General Committee Member positions on the General Committee must meet the qualifications as prescribed from time to time by the Management Committee and set out in the relevant Duty Statements.
- (b) Elected General Committee Members should have a knowledge of Cricket and its stakeholders and a commitment to the development of Cricket.
- (c) Nominees for Elected General Committee Member positions on the General Committee must declare any position they hold in an Affiliated Club, including as an office bearer, director or a paid appointee.

27.2 Elections of Elected General Committee Members

- (a) General Committee Members are to be elected by their affiliated Clubs in accordance with each Club's rules and this Constitution.

27.3 Term of Appointment

- (a) Elected General Committee Members shall be elected in accordance with this Constitution for a term of one year, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the next Annual General Meeting following.

28. APPOINTMENT OF APPOINTED MANAGEMENT COMMITTEE MEMBERS

28.1 Appointment of Appointed Management Committee Members

The Elected Management Committee Members shall appoint the Association Operations Manager (if desired) and Association Umpire Development Officer.

28.2 Qualifications for Appointed Management Committee Members

The Association Operations Manager and the Umpire Development Officer must meet the qualifications as prescribed from time to time by the Management Committee and set out in the relevant Duty Statements.

28.3 Term of Appointment

Appointed Management Committee Members shall be appointed by the Elected Management Committee Members in accordance with this Constitution for a term of one year, which shall commence from the date of the signed contract.

29. VACANCIES OF MANAGEMENT COMMITTEE MEMBERS

29.1 Grounds for Termination of an Management Committee Member

In addition to the circumstances in which the office of an Management Committee Member becomes vacant by virtue of the Act, the office of an Management Committee Member becomes vacant if the Management Committee Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns her office in writing to the Association;
- (e) is absent without the consent of the Management Committee from two consecutive meetings of the Management Committee;
- (f) holds any office of salaried employment of the Association without approval of the Management Committee in accordance with **Rule 32**;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any position of profit under the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of her interest;
- (i) is removed from office by Special Resolution under **Rule 29.2**; or
- (j) would otherwise be prohibited from being an Management Committee Member of a corporation under the Corporations Act or is disqualified from office under the Act.

29.2 Removal of an Management Committee Member

- (a) The Association in a General Meeting may by Special Resolution remove any Management Committee member, before the expiration of their term of office. If an Management Committee Member is removed in accordance with this Rule the office of the Management Committee Member becomes vacant and shall be filled in accordance with the procedure set out in **Rule 29.3**.
- (b) Where the Management Committee Member to whom a proposed resolution referred to in **Rule 29.2(a)** makes representations in writing to the Administrator and requests that such representations be notified to the Members, the Administrator may send a copy of the representations to each Affiliated Club or, if they are not so sent, the Management Committee Member may require that they be read out at the meeting, and the representations shall be so read.

29.3 Casual Vacancies

- (a) A vacancy in the position of an Elected Management Committee Member shall be filled by the Management Committee Members until the next General Meeting of the Association. If the term of the Elected Management Committee Member has not expired, the Members shall vote to fill the vacancy for the remainder of the Management Committee Member's term.
- (b) Any Appointed Management Committee Member casual vacancy may be filled by the Elected Management Committee Members from among appropriately qualified persons, for the remainder of the Management Committee Member's term.

29.4 Remaining Management Committee Members May Act

In the event of a casual vacancy or vacancies in the office of an Management Committee Member, the remaining Management Committee Members may act but, if the number of remaining Management Committee Members is not sufficient to constitute a quorum at a meeting of the Management Committee, they may act only for the purpose of increasing the number of Management Committee Members to a number sufficient to constitute such a quorum.

30. VACANCIES OF GENERAL COMMITTEE MEMBERS

30.1 Grounds for Termination of an General Committee Member

In addition to the circumstances in which the office of a General Committee Member becomes vacant by virtue of the Act, the office of a General Committee Member becomes vacant if the General Committee Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his/her office in writing to the Association;
- (e) is absent without the consent of the Management Committee from two consecutive general meetings;
- (f) holds any office of salaried employment of the Association without approval of the Management Committee in accordance with **Rule 32**;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any position of profit under the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of her interest;
- (i) is removed from office by Special Resolution under **Rule 30.2**; or

- (j) would otherwise be prohibited from being a General Committee Member of a corporation under the Corporations Act or is disqualified from office under the Act.
- (k) is removed from their position by a meeting of their affiliated Club.

30.2 Removal of a General Committee Member

- (a) The Association in a General Meeting may by Special Resolution remove any General Committee member, before the expiration of their term of office. If a General Committee Member is removed in accordance with this Rule the office of the General Committee Member becomes vacant and shall be filled in accordance with the procedure set out in **Rule 30.3**.
- (b) Where the General Committee Member to whom a proposed resolution referred to in **Rule 30.2(a)** makes representations in writing to the Administrator and requests that such representations be notified to the Members, the Administrator may send a copy of the representations to each Affiliated Club or, if they are not so sent, the General Committee Member may require that they be read out at the meeting, and the representations shall be so read.

30.3 Casual Vacancies

- (a) A vacancy in the position of an Elected General Committee Member shall be filled by the General Committee Members until the next General Meeting of the Association. If the term of the Elected General Committee Member has not expired, the Members shall vote to fill the vacancy for the remainder of the General Committee Member's term.

31. MEETINGS OF THE MANAGEMENT COMMITTEE

31.1 Management Committee to Meet

The Management Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. The Administrator shall, on the requisition of two Management Committee Members, convene a meeting of the Management Committee within 30 days.

31.2 Decisions of Management Committee

Subject to this Constitution, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Management Committee. All Management Committee members shall have one vote on any question. The chair shall also have a casting vote where voting is equal. Appointed Members of the Management Committee shall not be entitled to a vote.

31.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex, electronic mail or other form of visible or other electronic communication by all the Executive members shall be as valid and effectual as if it had been passed at a meeting of Management

Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Management Committee members.

- (b) Without limiting the power of the Management Committee to regulate their meetings as they think fit, a meeting of the Management Committee may be held where one or more of the Management Committee Members is not physically present at the meeting, provided that:
- (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Management Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Management Committee and such notice specifies that Management Committee Members are not required to be present in person;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Management Committee members which constitutes a quorum, and none of such Management Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;
 - (iv) any meeting held where one or more of the Management Committee members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided an Management Committee Member is there present and if no Management Committee member is there present the meeting shall be deemed to be held at the place where the chair is located.

31.4 Quorum

At meetings of the Management Committee the number of Management Committee members whose presence (or participation under **Rule 28.3**) is required to constitute a quorum is the majority but not less than three Management Committee Members.

31.5 Notice of Management Committee Meetings

Unless all Management Committee members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven days oral or written notice of the meeting of the Management Committee shall be given to each Management Committee Member by the Administrator. The agenda shall be forwarded to each Management Committee member not less than three days prior to such meeting.

31.6 Validity of Management Committee Decisions

A procedural defect in decisions taken by the Management Committee shall not result in such decision being invalidated.

31.7 Chair of Management Committee Meeting

The President shall preside at every meeting of the Management Committee. If the President is not present, or is unwilling or unable to preside, the Management Committee Members shall choose one of their number to preside as chair for that meeting only.

32. CONFLICTS

32.1 Management Committee Members' Interests

An Management Committee member is disqualified from holding any position of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested (with the express exception of a Region, Member Association or Affiliated Club) or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Management Committee and the prior consent or later ratification of the Members in General Meeting. Subject to this Rule, any contract or arrangement entered into by or on behalf of the Association in which any Management Committee Member is in any way interested will be voided for such reason.

32.2 Conflict of Interest

An Management Committee Member shall declare their interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) other financial matter;

in which a conflict of interest arises or may arise and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Management Committee Member votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Management Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Management Committee, or if this is not possible, the matter shall be adjourned or deferred.

32.3 Disclosure of Interests

The nature of the interest of such Management Committee Member must be declared by the Management Committee member at the meeting of the Management Committee at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Management Committee after the acquisition of the interest. If a Management

Committee Member becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Management Committee held after the Management Committee Member becomes so interested.

32.4 Recording Disclosures

It is the duty of the Administrator to ensure that any declaration made or any general notice given by a Management Committee member in accordance with **Rule 29.3** is recorded in the minutes.

33. ADMINISTRATOR

33.1 Appointment of Administrator

The Administrator shall be appointed by the Management Committee for such term and on such conditions as it deems fit. The Administrator shall be entitled to notice of, attend and participate in debate at all meetings of the Management Committee and General Meetings, but shall have no entitlement to vote.

33.2 Administrator to Act as Secretary

The Administrator shall act as and carry out the duties of secretary of the Association and shall administer and manage the Association in accordance with this Constitution.

33.3 Specific Duties

The Administrator shall:

- (a) as far as practicable attend all Management Committee meetings and General Meetings;
- (b) in conjunction with the President prepare the agenda for all Management Committee Meetings and all General Meetings;
- (c) ensure that minutes of the proceedings of all meetings of the Management Committee and the Association are both prepared and recorded; and
- (d) regularly report on the activities of, and issues relating to, the Association.

33.4 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any directive of the Management Committee, the Administrator has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association.

PART VI - MISCELLANEOUS

34. DELEGATIONS

34.1 Management Committee may Delegate Functions to Committees

The Management Committee may by instrument in writing, create, establish or appoint from among its own members or otherwise, committees to carry out such

duties and functions, and with such powers, as the Management Committee determines.

34.2 Delegation by Instrument

The Management Committee may in establishing the instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Management Committee by the Act or any other law, or this Constitution.

34.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

34.4 Procedure of Delegated Entity

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Management Committee under **Rule 31**. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.
- (b) A Management Committee member or the Administrator shall be ex-officio members of any committee so appointed.
- (c) Within 14 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Administrator.

34.5 Delegation may be Conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

34.6 Revocation of Delegation

The Management Committee may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such committee under this Rule where such decision is contrary to this Constitution, the By-Laws, the Act, the objects of the Association or the committee's delegation.

35. BY-LAWS

35.1 Management Committee to Formulate By-Laws

The Management Committee may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies ("By-Laws") for the proper advancement, management and

administration of the Association, the advancement of the objects of the Association and the sport of cricket as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution. Any changes are only valid after acceptance by the majority of votes at the next General Meeting.

35.2 By-Laws Binding

All By-Laws made under this Rule shall be binding on the Association and Members.

35.3 By-Laws Deemed Applicable

All by-laws, regulations and policies of the Association in force at the date of the approval of this Constitution under the Act insofar as such by-laws, regulations and policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this Rule.

35.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Affiliated Clubs by means of notices approved by the Board and prepared and issued by the Administrator. Affiliated Clubs shall be obliged to draw such notices to the attention of their respective Individual Members. Notices are binding upon all Members.

36. RECORDS AND ACCOUNTS

36.1 Administrator to Keep Records

The Administrator shall ensure that proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Management Committee are established and maintained and shall produce these as appropriate at each Executive meeting or General Meeting.

36.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Treasurer.

36.3 Inspection of Records

Subject to privacy and commercial considerations, the Board may in its discretion make the records, books and other documents of the Association available for inspection (but not copying) by an Affiliated Club at any reasonable hour.

36.4 Management Committee to Submit Accounts

The Management Committee shall submit to the Annual General Meeting the audited accounts of the Association in accordance with the Act.

36.5 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two persons appointed in writing by the Management Committee.

37. AUDITOR

37.1 A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Management Committee. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted accounting principles and/or any applicable codes of conduct.

38. NOTICE

38.1 Manner of Notice

- (a) Notices may be given by the Administrator to any Member by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected seven days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

38.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

39. VACANT

40. ALTERATION OF CONSTITUTION

40.1 This Constitution shall not be altered except by Special Resolution.

41. INDEMNITY

41.1 Management Committee Member to be Indemnified

Every Management Committee Member, auditor, manager, employee or agent of the Association shall be indemnified to the extent provided under the directors and officers insurance policy of the Association (if any) against any liability incurred by

her in her capacity as an Management Committee Member, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in her favour or in which she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to her by the Court.

41.2 Association to Indemnify

The Association shall indemnify its Management Committee Members and employees to the extent provided under the Management Committee members and officers insurance policy of the Association against all damages and costs (including legal costs) for which any such Management Committee Member or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of an Management Committee Member , performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Association.

42. WINDING UP

42.1 Winding Up of the Association

Subject to this **Rule 42**, the Association may be wound up in accordance with the provisions of the Act.

42.2 Liability of Members

The liability of the Members of the Association is limited.

42.3 Members' Contributions

The Affiliated Clubs undertake to contribute to the assets of the Association in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which the Affiliated Club ceases to be a Member, and the costs, charges and expenses of winding up, such amount not exceeding \$1.00.

42.4 Distribution of Property on Winding Up

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Association but shall be given or transferred to some body or bodies being incorporated associations under the Act or for charitable purposes. Such body or bodies to be determined by the Members of the Association at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

43. SOURCE OF FUNDS

43.1 The funds of the Association may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Management Committee determines.

44. APPLICATION OF INCOME

44.1 Income and Property Applied to Objects

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in this Constitution.

44.2 No Income to Members

Except as prescribed in this Constitution:

- (a) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

44.3 Payments in Good Faith

Nothing contained in **Rule 44.2** shall prevent payment in good faith of or to any Member for:

- (a) any services actually rendered to the Association whether as an employee or otherwise;
- (b) goods supplied to the Association in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Association;
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Association; or
- (f) any other reason;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

45. GRIEVANCE PROCEDURE

45.1 Grievance by a Member

Where a Member of the Association has a grievance with another Member or with the Association (but not being any of the grounds set out in **Rule 13**) and that Member considers the grievance warrants investigation and action by the Association, the Member shall follow the procedure set out in the Association Disputes Policy as per bylaw 11.11.