

Approved 28/04/24

**NEW SOUTH WALES CRICKET
ASSOCIATION**

CONSTITUTION

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CONSTITUTION

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NEW SOUTH WALES CRICKET ASSOCIATION

CONSTITUTION

1. NAME

The name of the company is the New South Wales Cricket Association (“**Association**”).

2. OBJECTS

The Association is established solely to:

- (a) become and remain the only New South Wales affiliate of Cricket Australia or its successor or assignee (“**CA**”);
- (b) regulate, encourage, administer, promote, advance and manage cricket in New South Wales through competition and commercial means;
- (c) adopt, formulate, issue, interpret, implement and amend from time to time By-Laws including regulations and appendices and such other regulations as are necessary for the control and conduct of cricket in New South Wales;
- (d) develop, manage and control the sport of cricket in New South Wales in accordance with and having regard to the rules and regulations of CA, this Constitution and the By-Laws of the Association;
- (e) facilitate the resolution of disputes involving any Member of the Association or any other person in any way associated with the sport of cricket in New South Wales;
- (f) pursue through itself or other such entity commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further these Objects;
- (g) formulate or adopt and implement appropriate policies, including policies in relation to sexual harassment, child protection, equal opportunity, equity, drugs in sport, health, safety, infectious diseases and such other matters as arise from time to time as issues to be addressed in cricket;
- (h) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve;
- (i) lay out, construct, repair and maintain grounds for cricket or other athletic sports or pastime or otherwise for the purposes of the Association;

- (j) form and maintain a library of sporting and other literature;
- (k) co-operate or join with or support any association, organisation, society, individual whose activities or purposes are similar to those of the Association or which advance cricket in Australia;
- (l) have regard to the public interest in its operations; and
- (m) undertake and or do all such things or activities as are necessary, incidental or conducive to the advancement of these Objects.

3. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has the legal capacity and powers set out under section 124 of the Act.

4. APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) 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.
- (c) 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.
- (d) Nothing contained in **clauses 4 (b) or (c)** shall prevent payment in good faith of or to any Member:
 - (i) for any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) for goods supplied to the Association in the ordinary and usual course of business;
 - (iii) of interest on money borrowed from any Member;
 - (iv) of rent for premises demised or let by any Member to the Association;
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of the Association;

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.

5. ADDITION ALTERATION OR AMENDMENT

No addition, alteration or amendment shall be made to this Constitution unless it has been approved by Special Resolution.

6. LIABILITY OF MEMBERS

The liability of the Members of the Association is limited under Clause 31.2.

7. MEMBERS' CONTRIBUTIONS

Every Member undertakes 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 it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding one dollar.

8. 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 paid to or distributed to an organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association by **clause 4** this Constitution. Such organisation shall be determined by the Members of the Association at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.

9. ACCOUNTS

True accounts shall be kept of the sums of money received and expended by the Association and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Association and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with this Constitution for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with the provisions of the Act.

10. DEFINITIONS AND INTERPRETATION

10.1 Definitions

In this Constitution, unless the subject matter or context otherwise indicates or requires:

“**Act**” means the Corporations Act and any modification, amendment or re-enactment of it.

“**Affiliate**” means an Affiliate of the Association as granted by the Board from time to time.

“**Annual General Meeting**” means the Annual General Meeting of the Association.

“**Appointed Director**” means a Director appointed under **clause 17.4**.

“**Associate Member**” means a person or entity admitted as an Associate Member under **clause 11.5**.

“**Association**” means New South Wales Cricket Association.

“**Australian Capital Territory Cricket Association**” means the affiliated Australian Capital Territory Cricket Association Incorporated.

“**Board**” means the Directors of the Association acting as a body.

“**By-Laws**” means the By-Laws made by the Board as amended from time to time.

“**Chairperson**” means the Chairperson of the Board.

“**Chief Executive**” means the Chief Executive of the Association appointed by the Board having such functions as are set out under this Constitution and/or the By- Laws.

“**Constitution**” means this Constitution of the Association.

“**Country Cricket Zones**” means the Country Cricket Zones which are determined by the Board from time to time in accordance with this Constitution and the By- Laws.

“**Delegate**” means a Delegate to the Association elected or appointed under **clause 12**.

“**Director**” means a Director of the Board.

“**Diversity Requirement**” means the requirement imposed by **clause 17.2** that at all times, not less than 40% of the total number of Directors shall be men and not less than 40% of the total number of Directors shall be women.

“**Elected Director**” means a Director elected under **clause 17.3**.

“**Finance Department**” means the Finance Department of the Association. “**Life Member**” means a Life Member of the Association.

“**Member**” means a Member of the Association under **clause 11** (but does not include an Associate Member)

“**Metro Associations**” means the Associations in the Sydney metropolitan area admitted as an Affiliate from time to time by the Board in accordance with this Constitution.

“**New South Wales Country Cricket Association**” means the affiliated New South Wales Country Cricket Association Incorporated.

“New South Wales Cricket Umpires’ and Scorers’ Association” means the affiliated New South Wales Cricket Umpires’ and Scorers’ Association Incorporated.

“Nominating Body” means club, association or body which is entitled to elect or appoint or be represented by a Delegate

“NSW Premier Cricket Club” means a cricket club which is entitled by the Board to take part in the NSW Premier Cricket Competition.

“NSW Premier Cricket Competition” means the premier cricket competition conducted by the Sydney Cricket Association.

“Objects” means the objects of the Association set out in **clause 2**.

“Office” means the registered office for the time being of the Association.

“Ordinary General Meeting” means an Ordinary General Meeting of the Association.

“Shires Competition” means the Shires cricket competition conducted by the Sydney Cricket Association.

“Shires Cricket Club” means a cricket club which is entitled by the Board to take part in the Shires Competition.

“Special General Meeting” means a Special General Meeting of the Association.

“Special Resolution” means a resolution:

- (a) of which at least 21 days notice has been given in accordance with the Act; and
- (b) that has been passed by at least 75% of the votes cast by Members present (either in person or by proxy) and entitled to vote on the resolution.

“Sydney Cricket Association” means the affiliated Sydney Cricket Association Incorporated.

“Women’s Premier Cricket Club” means a cricket club approved by the Sydney Cricket Association to participate in the Women’s Premier Cricket Competition.

10.2 Interpretation

In this Constitution, unless the subject or context otherwise requires:

- (a) words (including defined expressions) importing the singular number only shall include the plural and vice versa;
- (b) words (including defined expressions) importing any gender shall include other genders;

- (c) words (including defined expressions) importing persons shall include corporations and bodies politic;
- (d) expressions referring 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 tangible and permanently visible form and includes electronic transmission;
- (e) 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 other legislative authority having jurisdiction);
- (f) references to business days means days other than Saturdays, Sundays and public holidays;
- (g) references to days and cognate terms shall not be construed as referring only to business days but shall be construed to include Saturdays, Sundays and public holidays;
- (h) a reference to a week and cognate terms means a period commencing on any day of a week and ending on the corresponding day in the next succeeding week;
- (i) a reference to a month and cognate terms means a period commencing on any day of a calendar month and ending on the corresponding day in the next succeeding calendar month but if a corresponding day does not occur in the next succeeding calendar month the period shall end on the last day of the next succeeding calendar month;
- (j) a reference to a function includes a reference to a power, authority or duty; and
- (k) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

10.3 Severance

If any provision of this Constitution or any phrase contained in it 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, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

10.4 The Act

- (a) Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution, that deals with a matter dealt with by a particular

provision of the Act, has the same meaning as that provision of the Act.

- (b) The replaceable rules referred to in the Act are displaced by this Constitution.

10.5 Purpose of Association

The Company is established solely for the Objects.

10.6 Headings

Headings do not affect the interpretation of this Constitution.

11. MEMBERSHIP

11.1 Members of the Association

The Members are:

- (a) the Directors;
- (b) the Delegates; and
- (c) the Life Members.

11.2 Commencement of Membership

A person shall become a Member upon becoming a Director, a Delegate or a Life Member.

11.3 Cessation of Membership

A person shall cease to be a Member upon:

- (a) ceasing to be a Director, a Delegate or a Life Member; or
- (b) being expelled as a Member under **clause 16** and/or the By-Laws.

11.4 Effect of Membership

Members acknowledge and agree that:

- (a) The Constitution constitutes a contract between each of them and the Association and that they are bound by the Constitution and the By-Laws.
- (b) They shall comply with and observe the Constitution and the By-Laws and any determination or resolution which may be made or passed by the Association or by the Board.
- (c) By submitting to the Constitution and the By-Laws they are subject to the jurisdiction of the Association.

- (d) The Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and New South Wales cricket.
- (e) The Constitution and the By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of New South Wales cricket.
- (f) They are entitled to all benefits, advantages, privileges and services of Association membership.

11.5 Associate Membership

The Board may, from time to time, admit such persons or organisations as Associate Members, upon such terms and conditions as the Board in its absolute discretion thinks fit, provided that no organisation may be admitted as an Associate Member unless it has legal personality and operates for a purpose connected with one or more of the Association Objects.

11.6 Effect of Associate membership

Associate Members acknowledge and agree that:

- (a) The Constitution constitutes a contract between each of them and the Association and that they are bound by the Constitution and the By-Laws.
- (b) They shall comply with and observe the Constitution and the By-Laws and any determination or resolution which may be made or passed by the Association or by the Board.
- (c) By submitting to the Constitution and the By-Laws they are subject to the jurisdiction of the Association.
- (d) The Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Association, the Members, the Associate Members and New South Wales cricket.
- (e) The Constitution and the By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of New South Wales cricket.
- (f) They are entitled to all benefits, advantages, privileges and services of Associate Membership.
- (g) They are subject to the terms of clause 16 of this Constitution as if they were Members.

- (h) They are subject to the terms of clause 18.13 of this Constitution as if they were Affiliates.
- (i) Their rights do not include voting rights at any meeting of the Association.

12. DELEGATES

12.1 Identity of Delegates

The Delegates are one representative from:

- (a) each of the Country Cricket Zones;
- (b) each of the NSW Premier Cricket Clubs;
- (c) the Shires Cricket Clubs;
- (d) the Metro Associations;
- (e) the Women's Premier Cricket Clubs;
- (f) the New South Wales Cricket Umpires' and Scorers' Association; and
- (g) the Australian Capital Territory Cricket Association.

12.2 Election of Delegates Representing Country Cricket Zones

The Delegates representing the Country Cricket Zones shall be those persons who have been elected to the committee of management of the New South Wales Country Cricket Association to represent those Country Cricket Zones.

12.3 Election of Delegates Representing a NSW Premier Cricket Club

- (a) The Delegate representing a NSW Premier Cricket Club shall be elected or appointed annually by that NSW Premier Cricket Club.
- (b) Only persons who are delegate members of the Sydney Cricket Association are eligible to be a Delegate representing a NSW Premier Cricket Club.

12.4 Election of Delegate Representing the Shires Cricket Clubs

- (a) The Delegate representing the Shires Cricket Clubs shall be elected annually by the delegate members of the Sydney Cricket Association representing the Shires Cricket Clubs.
- (b) Only persons who are delegate members of the Sydney Cricket Association representing the Shires Cricket Clubs are eligible to be elected as the Delegate representing the Shires Cricket Clubs.

12.5 Election of Delegate Representing the Metro Associations

The Delegate representing the Metro Associations shall be elected annually by the Metro Associations.

12.6 Election of Delegate Representing the Women's Premier Cricket Clubs

- (a) The Delegate representing the Women's Premier Cricket Clubs shall be elected annually by the Sydney Cricket Association's Women's Competition Sub-Committee.
- (b) Only persons who are members of the Sydney Cricket Association's Women's Competition Sub-Committee are eligible to be elected as the Delegate representing to Women's Premier Cricket Clubs.

12.7 Appointment of Delegate Representing the New South Wales Cricket Umpires' and Scorers' Association

The Delegate representing the New South Wales Cricket Umpires' and Scorers' Association shall be appointed annually by the New South Wales Cricket Umpires' and Scorers' Association.

12.8 Election of Delegate Representing the Australian Capital Territory Cricket Association

The Delegate representing the Australian Capital Territory Cricket Association shall be elected annually by the Australian Capital Territory Cricket Association.

12.9 Person Commencing as a Delegate

- (a) With the exception of the Delegates representing the Shires Cricket Clubs and the Women's Premier Cricket Clubs, a person shall commence as a Delegate upon receipt by the Chief Executive of written notice of the person's appointment or election from the secretary of each club, association or body which appointed or elected that person as its representative.
- (b) The Delegate representing the Shires Cricket Clubs shall commence as a Delegate upon receipt by the Chief Executive of written notice of the person's election from another delegate member of the Sydney Cricket Association representing the Shires Cricket Clubs who is authorised by the delegate members of the Sydney Cricket Association representing the Shires Cricket Clubs to forward that notice.
- (c) The Delegate representing the Women's Premier Cricket Clubs shall commence to be a Delegate upon receipt by the Chief Executive of written notice of the person's election from another member of the Sydney Cricket Association's Women's Competition Sub-Committee who is authorised by the Sydney Cricket Association's Women's Competition Sub-Committee to forward that notice.

12.10 Person Ceasing to be a Delegate

- (a) A person shall cease to be a Delegate:
 - (i) in the case of a Delegate representing a Country Cricket Zone - upon that Country Cricket Zone ceasing to be a Country Cricket Zone;
 - (ii) in the case of a Delegate representing a NSW Premier Cricket Club - upon the NSW Premier Cricket Club ceasing to be a NSW Premier Cricket Club;
 - (iii) in the case of the Delegate representing the Shires Cricket Clubs:
 - A. upon ceasing to be a delegate member of the Sydney Cricket Association representing a Shires Cricket Club;
 - B. upon being removed or replaced as the representative of the Shires Cricket Clubs by a resolution of the other delegate members of the Sydney Cricket Association representing the Shires Cricket Clubs and written notice of that resolution signed by such members being delivered to the Chief Executive; or
 - C. resigning by notice in writing delivered to the other delegate members of the Sydney Cricket Association representing the Shires Cricket Clubs and written notice of that resignation signed by such members being delivered to the Chief Executive;
 - (iv) in the case of Delegate representing the Women's Premier Cricket Clubs:
 - A. upon ceasing to be a member of the Sydney Cricket Association's Women's Competition Sub-Committee;
 - B. upon being removed or replaced as the representative of the Sydney Cricket Association's Women's Competition Sub-Committee by a resolution of the other members of the Sydney Cricket Association's Women's Competition Sub-Committee and written notice of that resolution signed by such member being delivered to the Chief Executive; or
 - C. resigning by notice in writing delivered to the other members of the Sydney Cricket Association's Women's Competition Sub-Committee and written notice of that resignation signed by such members being delivered to the Chief Executive;

- (v) if the person dies;
 - (vi) if the person becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
 - (vii) if the person becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Act relating to mental health; or
 - (viii) if the person is absent without the leave of the Board from 2 consecutive general meetings of the Association.
- (b) If a person ceases to be a Delegate under **clause 12.11(a)(ix)** the Chief Executive shall, as soon as practicable, inform the relevant club, association, body or clubs represented by that Delegate.

12.11 Appointment or Election of New Delegates

In the event of a person ceasing to be a Delegate other than by virtue of being replaced, the club, association or body (as the case may be) which appointed or elected that Delegate shall, as soon as possible, appoint or elect another person to act as a Delegate.

12.12 Number of Delegate Positions to be held at any one time

A person may not hold more than one delegate position at any one time.

13. LIFE MEMBERSHIP

13.1 Life Member to be Nominated by the Board

A candidate for election as a Life Member shall be nominated in writing by the Board.

13.2 Nomination to be at the Board's Discretion

The nomination of a person for election as a Life Member is a matter within the sole discretion of the Board having regard to whether the candidate has, in the opinion of the Board, rendered exceptional or outstanding service to the Association.

13.3 Election of Life Members

A person shall only become a Life Member upon being elected as a Life Member by Special Resolution at a general meeting of the Association.

13.4 Requests by Members

Any Member may request the Board by written notice delivered to the Chief Executive to exercise its discretion to nominate a person for election as a Life Member. The Board is obliged to consider such a request but is not obliged to nominate the relevant person.

13.5 Rights of Life Members

A Life Member shall not:

- (a) take part in the proceedings of any meeting of the Association except by leave of the meeting;
- (b) be entitled to receive notice of any meeting of the Association other than the Annual General Meeting; or
- (c) be entitled to vote on any matter at a meeting of the Association; unless the Life Member is a Director or a Delegate.

13.6 Cessation of Life Membership

A person shall cease to be a Life Member if:

- (a) that person dies;
- (b) that person resigns as a Life Member; or
- (c)
 - (i) the Association resolves by Special Resolution in general meeting to remove that person as a Life Member; and
 - (ii) the Life Member was given an opportunity to address that general meeting prior to the Special Resolution being passed.

13.7 Resignation of Life Member

A Life Member may resign as a Life Member by notice in writing delivered to the Chief Executive. The resignation shall be effective upon receipt by the Chief Executive of that notice.

14. REGISTER OF MEMBERS

- (a) The Chief Executive shall establish and maintain a Register of Members.
- (b) The Chief Executive shall enter in the Register of Members:
 - (i) the full name and address of each Member;
 - (ii) the date on which the Member became a Member;
 - (iii) the date on which the Member ceased to be a Member;
 - (iv) the class of membership - that is, whether the Member is a Director, a Delegate, a Life Member or 2 or more of those classes; and

- (v) in the case of Delegates - the name of the relevant Country Cricket Zone, club, clubs, association or body represented by the Delegate.
- (c) The Register of Members shall not be used for any purpose other than as a register.
- (d) The Register of Members shall be kept at the Office.
- (e) The Register of Members shall be kept open for inspection, free of charge, by any Member between the hours of 9 am and 5 pm on each business day.
- (f) The Chief Executive shall establish and maintain a separate register of Associate Members.

15. FINANCIAL LIABILITY OF MEMBERS

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

16. DISCIPLINE OF MEMBERS AND AFFILIATES

The Board in its sole discretion may refer any of the following matters for investigation or determination either under the procedures set down in the By-Laws or by such other procedure or persons as the Board considers appropriate:

- (a) an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including but not only a Director, the Board or a Member) that a Member or Affiliate has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, any By-Law or any other resolution or determination of the Association, Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association and/or cricket in New South Wales; or
 - (iii) prejudiced the Association or New South Wales cricket or brought the Association or New South Wales cricket into disrepute.
- (b) All Members or Affiliates (in this clause “defendant”) will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association whether under the By-Laws or as otherwise determined by the Board under this Constitution.
- (c) During investigatory or disciplinary proceedings (“proceedings”) under this **clause 16**, a defendant may continue to participate in cricket, pending the determination of the proceedings (including any available appeal) unless the Board decides such continued participation is inappropriate having regard to

the matter at hand.

17. THE BOARD

17.1 Establishment of the Board

There shall be a Board of Directors.

17.2 Directors

The Board shall consist of not less than 9 and not more than 10 Directors as follows:

- (a) 6 Elected Directors; and
- (b) no less than 3 and no more than 4 Appointed Directors;

provided that, at all times, not less than 40% of the total number of Directors shall be men and not less than 40% of the total number of Directors shall be women.

17.3 Elected Directors

- (a) The Elected Directors shall be elected by the Members at the Annual General Meeting.
- (b) Subject to this Constitution. Elected Directors shall, upon declaration as elected in accordance with this Constitution, hold office until the conclusion of the second Annual General Meeting following the meeting at which the Elected Director is elected.
- (c) Elected Directors shall be elected to ensure rotational terms so that 3 Elected Directors retire in each year of even number and 3 Elected Directors retire in each year of odd number.
- (d) The Board may take such steps as are necessary to ensure the rotation under **clauses 17.3(c)**, subject always to this Constitution.
- (e) If, at any election, the outcome of the voting would (but for this clause) have the effect that the composition of the Board would fail to satisfy the Diversity Requirement, then:
 - (i) the votes for the candidates of the gender required to satisfy the Diversity Requirement shall be counted first;
 - (ii) the candidates of the gender required to satisfy the Diversity Requirement who receive the most votes shall be elected to the Board, until such time as the Gender Requirement is satisfied; and
 - (iii) any remaining positions will be filled by the candidates of either gender

who receive the most votes, provided that if there is no nomination for any candidate of the gender required to satisfy the Diversity Requirement, or if such a candidate is nominated but receives no votes, then there shall be a vacancy or vacancies on the Board equivalent to the number of positions required to satisfy the Diversity Requirement and the position or positions will be filled in accordance with clause 17.17.

17.4 Appointed Directors

- (a) The Elected Directors shall, by resolution, appoint not less than 3 and no more than 4 persons to be Appointed Directors.
- (b) The appointment of an Appointed Director shall not take effect unless and until confirmed by the Members at a general meeting. Confirmation shall be by such procedure as is determined by the meeting or otherwise in accordance with the By-Laws. If the confirmation of the appointment of any Appointed Directors occurs at an Annual General Meeting, it shall be put to a vote before any election of Elected Directors at the same Annual General Meeting. Subject to clauses 17.4(c), 17.14 17.15 and 17.16, an Appointed Director shall, on confirmation of that person's appointment by the Members at a general meeting, hold office from the conclusion of that general meeting until the conclusion of the second Annual General Meeting following the general meeting at which the appointment of that person was confirmed.
- (c) Appointed Directors shall be appointed to ensure rotational terms so that one Appointed Director retires in each year of even number and 2 retire in each year of odd number. Initial rotations shall be determined by the Elected Directors.

17.5 Chairperson of the Board

- (a) The Chairperson of the Board shall be elected by the Directors from among the Directors at a meeting of the Board.
- (b) Subject to **clauses 17.5(c), 17.14, 17.15 and 17.16** the Chairperson shall hold office until the end of the second Annual General Meeting which follows the Chairperson's election as Chairperson.
- (c) If a person is elected as Chairperson to fill a vacancy created otherwise than under **clause 17.5(b)**, then the new Chairperson shall hold office until the end of the second Annual General Meeting which follows the previous Chairperson's election as Chairperson.
- (d) Upon a person ceasing to be the Chairperson, the Directors shall elect a new Chairperson.
- (e) A person shall cease to be the Chairperson if that person ceases to be a Director.

- (f) The Chairperson may resign as the Chairperson by notice in writing tabled at a meeting of the Directors or delivered to the Chief Executive. The resignation will take effect upon tabling the notice or upon receipt by the Chief Executive.

17.6 Retirement of Elected Directors

All Elected Directors who retire in accordance with **clause 17.3(c)** shall be eligible for re-election provided they have been nominated in accordance with clause 17.8.

17.7 Notice Seeking Candidates for Election as Elected Directors

At least 5 weeks prior to the date of the Annual General Meeting the Chief Executive shall forward written notice to:

- (a) each Member; and
- (b) the secretary of each club, association or body which is entitled to elect or appoint or be represented by a Delegate or Delegates;

advising them of the forthcoming election of Elected Directors and of the opportunity to nominate candidates for election as Elected Directors.

Each Nominating Body may nominate one (and only one) candidate for election as an Elected Director, but may second any number of nominations made by other Nominating Bodies.

17.8 Nominations of Candidates for Election as Elected Directors

All nominations of candidates for election as Elected Directors shall be:

- (a) made in writing;
- (b) signed by the secretary or other authorised representative of the Nominating Body making the nomination and secretary or other authorised representative of the Nominating Body seconding the nomination;
- (c)
 - (i) signed by the candidate to indicate the candidate's consent to the nomination; or
 - (ii) accompanied by the written consent of the candidate; and
- (d) delivered to the Chief Executive at least 24 days before the date of the Annual General Meeting.

17.9 Candidates to be Listed in Notice of Annual General Meeting

The names of those candidates seeking election as Elected Directors shall be set out in alphabetical order in the notice convening the Annual General Meeting.

17.10 Equality of Candidates and Vacancies

If the number of candidates nominated is equal to the number required to be elected as Elected Directors, then the candidate or candidates shall be declared to be elected at the Annual General Meeting.

17.11 Insufficient Candidates to Fill Vacancies

If the number of candidates nominated is less than the number required to be elected as Elected Directors, then the candidate or candidates shall be declared to be elected at the Annual General Meeting and the Board may appoint a person or persons to fill the remaining vacancy or vacancies. Persons so appointed by the Board shall hold office until the conclusion of the second Annual General Meeting following the meeting at which the person is appointed but shall be eligible to offer themselves for re-election if qualified to do so.

17.12 Number of Candidates Exceeds Vacancies

If the number of candidates nominated exceeds the number required to be elected as Elected Directors, then a ballot shall be held.

17.13 Appointed Directors to be Listed in Notice of General Meeting

The names of those persons whose appointment by the Board as Appointed Directors is required to be confirmed by the Members at a general meeting shall be set out in alphabetical order in the notice convening the general meeting.

17.14 Vacancies

The office of a Director shall become vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with the Director's creditors generally;
- (c) becomes prohibited from being a director of a company by virtue of the Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns;
- (f) is removed from office;
- (g) for more than 3 months is absent without the consent of the Board from the

meetings of the Board held during that period;

- (h) holds any office of profit under the Association;
- (i) ceases to be a Member; or
- (j) is directly or indirectly interested in any contract or proposed contract with the Association and fails to properly declare that interest to the Board.

17.15 Resignation of Director

A Director may resign by notice in writing delivered to the Chief Executive and shall cease to be a Director upon receipt by the Chief Executive of that notice.

17.16 Removal of Directors

- (a) The Association in general meeting may, by ordinary resolution of which special notice has been given, remove any Director from office before the expiration of the term of office. If the Director removed is an Elected Director, the Association shall, by ordinary resolution, elect another person to hold office for the remainder of the term of the Director being removed. . If the Director removed is an Appointed Director, the Board shall appoint a new Director in accordance with this Constitution.
- (b) Where a Director to whom a proposed resolution referred to in **clause 17.16(a)** relates makes representations in writing to the Chief Executive or Chairperson (not exceeding a reasonable length) and requests that the representations be notified to the Members, the Chief Executive or Chairperson may send a copy of the representations to each Member, or if they are not so sent, the Director is entitled to require that the representations be read out at the meeting at which the resolution is considered.

17.17 Filling of Vacancies

- (a) If a vacancy in the office of an Elected Director occurs other than the Elected Director's removal by the Association in general meeting, the Association in general meeting shall elect another person to hold office for the remainder of the term of the Director being replaced.
- (b) If a vacancy in the office of an Appointed Director occurs, the Board shall appoint another person to hold office for the remainder of the term of the Director being replaced. The appointment shall not take effect unless and until confirmed by the Members at the next general meeting.

17.18 Right to Receive Payment

- (a) No Director shall receive any payment or other consideration for carrying out that

person's normal duties as a Director or receive any payment of or reimbursement of expenses, except as provided in **clause 17.18(b)**, for attending meetings of the Board, but shall be entitled to be reimbursed reasonable expenses incurred in carrying out any other duties for or on behalf of the Board and may be paid for carrying out or undertaking professional or other services or activities at the request of the Board, provided such services or activities are not within the normal services or activities required of a Director.

- (b) Directors who ordinarily reside within a Country Cricket Zone may claim and be reimbursed by the Association for their reasonable travel and accommodation expenses incurred in attending and returning from meetings of the Board.

18. POWERS OF THE BOARD

18.1 General Powers of the Board

The business of the Association shall be managed by the Board which may exercise all such powers of the Association as are not by the Act or this Constitution required to be exercised by the Association in general meeting.

18.2 Power to Determine Policy

Without limiting the effect of **clause 18.1**, the Board has power to decide all matters of policy of the Association including all matters in regard to the conduct of the game of cricket within New South Wales and the Australian Capital Territory.

18.3 Power to Make By-Laws

Without limiting the effect of **clause 18.1**, the Board has power from time to time to make amend and repeal such By-Laws as it thinks fit for the regulation of:

- (a) the affairs of the Association, the Sydney Cricket Association, the New South Wales Country Cricket Association and the Metro Associations; and
- (b) the game of cricket within New South Wales and the Australian Capital Territory,

provided that any By-Laws made by it shall not be repugnant to or inconsistent with any expressed direction of the Association or provision contained in this Constitution or the Act.

18.4 Power to Determine Appeals

Without limiting the effect of **clause 18.1**, the Board has power to hear and determine an appeal as prescribed in this Constitution.

18.5 Approval of Constitutions of Affiliates

The Board shall approve the constitution of all Affiliates and may direct any Affiliate to

amend or repeal any clause of its constitution or insert into such constitution such clauses as it deems necessary for the orderly regulation of the game of cricket in New South Wales or the Australian Capital Territory, provided that no amendment, repeal or insertion may be required that would be repugnant to or inconsistent with any requirement of the Act or the law under which such Affiliate is incorporated.

18.6 Competitions Conducted by the Sydney Cricket Association

The Board shall have the power to decide on the number of cricket clubs which shall take part in competitions conducted by the Sydney Cricket Association and to determine which cricket clubs shall be entitled to take part in such competitions.

18.7 Competitions Conducted by the New South Wales Country Cricket Association

- (a) The Board shall have the power to determine the number and the boundaries of country cricket controlling authorities (being cricket councils and associations) which may elect representatives of the New South Wales Country Cricket Association.
- (b) The Board shall have the power to determine the number and the boundaries of the Country Cricket Zones into which those country cricket controlling authorities shall be grouped for the purpose of electing representatives as Delegates and for the playing of intra-zone and inter-zone cricket matches.
- (c) Prior to each meeting of the Committee of the New South Wales Country Cricket Association the Board shall appoint from among the Directors, one representative to attend such meeting as the Association representative on the Committee of the New South Wales Country Cricket Association.

18.7A Power to grant affiliation to Metro Associations

The Board shall have the power to grant affiliation to any Metro Association, and to determine when that Metro District Association shall cease to be an Affiliate.

18.8 Recommendations

For the purposes of **clauses 18.6 and 18.7(a) and (b)**, the Board shall take into consideration but shall not be bound by any recommendation made by the Sydney Cricket Association and the New South Wales Country Cricket Association respectively.

18.9 Power to Borrow Money

The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its property or any part of its property and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association.

18.10 Cheques, Bills, etc.

All payments of funds out of the Association's bank account shall be made in accordance with the procedures of the Finance Department or in such other manner as the Board from time to time determines

18.11 Minutes

The Board shall cause minutes to be made of:

- (a) the names of persons present at all meetings of the Association and of the Board; and
- (b) all proceedings at all meetings of the Association and of the Board.
- (c) Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

18.12 Power to Suspend and Expel Members

Without limiting the effect of **clause 18.1**, the Board has power to censure, fine, suspend or expel Members from the Association in accordance with **clause 16** and the By-Laws.

18.13 Power to Fine, Suspend or Disqualify Affiliates

Without limiting the effect of **clause 18.1**, the Board has power to censure, fine, suspend, disqualify or otherwise deal with any Affiliate.

18.14 Power to Create New Categories of Membership

The Board has the right and power to create, from time to time, new categories of membership with such rights (other than voting rights), privileges and obligations as it determines in its absolute discretion, 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. The Board shall advise the Members of the new categories and associated rights. The Board may not alter rights, privileges or obligations of any existing category of Members in a manner that is adverse to those Members without first giving reasonable notice and allowing those Members an opportunity to be heard in relation to the proposed alteration.

19. PROCEEDINGS OF THE BOARD

19.1 Frequency of Board Meetings

- (a) The Board shall meet at such times and places as it may determine and may

adjourn and otherwise regulate its meetings as it thinks fit.

- (b) Additional meetings of the Board shall be convened by the Chief Executive:
 - (i) on receipt by the Chief Executive of a written requisition signed by 2 Directors; or
 - (ii) if in the opinion of the Chairperson or the Chief Executive a meeting is necessary.

19.2 Notice of Board Meetings

- (a) Oral or written notice of a meeting of the Board shall be given by the Chief Executive to each Director at least 48 hours (or such other period as may be unanimously agreed upon by the Directors) before the time appointed for the holding of the meeting.
- (b) Notice of a meeting given under paragraph (a) of this clause need not specify the business to be transacted at the meeting.

19.3 Quorum

Any 5 Directors, which must include a minimum of 3 Elected Directors, constitute a quorum for the transaction of the business of a meeting of the Board.

19.4 Chairperson of Board Meeting

At a meeting of the Board:

- (a) the Chairperson shall preside as Chairperson of the meeting; or
- (b) if the Chairperson is absent or unwilling to act, such one of the remaining Directors as may be chosen by the Directors present at the meeting shall chair the meeting.

19.5 Voting

- (a) Questions arising at a meeting of the Board shall be determined by a majority of votes of Directors present at the meeting.
- (b) Each Director present at a meeting of the Board (including the Chairperson of the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the Chairperson of the meeting shall exercise a casting vote.
- (c) A determination by a majority of the Directors shall for all purposes be deemed a determination of the Board.

19.6 Minutes

Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

19.7 Effect of Vacancies in Directors

- (a) Subject to **clause 19.3**, the Board may act notwithstanding any vacancy on the Board.
- (b) If the number of Directors falls below the number necessary to constitute a quorum at a meeting of the Board, the continuing Director or Directors may act for the purpose of convening a general meeting of the Association but for no other purpose.

19.8 Validity of Actions

All acts done by the Board shall be valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Director. All acts done by the Board shall be valid and effectual notwithstanding the fact that, at the time of the act, the composition of the Board may not have satisfied the Diversity Requirement.

19.9 Written Resolutions of the Board

A resolution in writing signed by all the Directors in Australia for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.

20. DELEGATION TO SUB-COMMITTEES

20.1 Power to Delegate

- (a) The Board may, by instrument in writing, delegate to one or more sub-committees the exercise of any of its powers or functions other than:
 - (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the Board as the directors of the Association by the Act or by any other law.
- (b) The Chairperson and members of a sub-committee shall be appointed by the Board and need not be Directors.
- (c) A power or function, the exercise of which has been delegated to a sub-committee under this clause, may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (d) The Board may regulate the affairs of a sub-committee as it sees fit.

- (e) A delegation of a power or function by the Board may be subject to such conditions and limitations as the Board sees fit.
- (f) Notwithstanding any delegation under this clause, the Board may continue to exercise any function delegated.
- (g) Any act done by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done by the Board .
- (h) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.

20.2 Meetings of Sub-Committee

- (a) A sub-committee may meet and adjourn as it thinks proper.
- (b) The quorum for transaction of business of a meeting of a sub-committee is one half of the members of the sub-committee (rounded up, if necessary, to the nearest whole number of the members).

20.3 Voting of Sub-Committee

- (a) Questions arising at a meeting of a sub-committee appointed by the Board shall be determined by a majority of the votes of the members of the sub- committee present at the meeting.
- (b) Each member of the sub-committee is entitled to one vote. In the event of an equality of votes, the Chairperson of the meeting shall exercise a casting vote.

20.4 Validity of Actions

All acts done by a sub-committee appointed by the Board shall be valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Director or sub-committee member.

20.5 Advisory Boards

The Board may appoint one or more advisory boards consisting of such person or persons (who need not be Directors) as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. All members of such advisory boards shall have one vote.

21. GENERAL MEETINGS

21.1 Holding of Annual General Meeting

The Annual General Meeting shall be held in September in each and every year at such date, time and place as the Board shall determine. .

21.2 Holding of Ordinary General Meetings

The Ordinary General Meetings shall be held up to four times per year and no less than twice per year at such time, frequency and place as the Board shall determine.

21.3 Special General Meetings

All general meetings other than Annual General Meetings and Ordinary General Meetings shall be Special General Meetings.

21.4 Convening of Special General Meetings

Special General Meetings may be convened:

- (a) by resolution of the Board; or
- (b) in accordance with the provisions of the Act or this Constitution.

21.5 Notice of General Meetings

Subject to the provisions of the Act relating to special resolutions and agreement for shorter notice, at least 21 days notice of general meetings (such notice in every case to be exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business shall be given in writing to such persons as are entitled to receive such notices from the Association.

21.6 Omission to Give Notice

The accidental omission to give notice of a general meeting to or the non-receipt of notice of a general meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.

21.7 Method of Holding General Meetings

All general meetings shall be held in person or, where the Board determines it to be appropriate, by video conference or other electronic means.

21.8 Business of Annual General Meeting

The regular business of the Annual General Meeting shall be to:

- (a) receive the annual report and financial statements together with the auditor's report thereon;
- (b) elect the Elected Directors;
- (c) consider any recommendation of the Board to appoint Directors to the Board as

Appointed Directors; and

- (d) appoint an auditor or auditors if necessary.

21.9 Special Business

All other business at an Annual General Meeting and all business at any other general meetings shall be special business.

22. PROCEEDINGS AT GENERAL MEETINGS

22.1 Meetings Require a Quorum

No item of business shall be transacted at a general meeting unless a quorum is present during the time that the meeting is considering that item of business.

22.2 Quorum

Subject to this Constitution, 20 Members present in person or by proxy and entitled to vote shall be a quorum for the transaction of the business of a general meeting.

22.3 Effect of Lack of Quorum

- (a) If a quorum is not present within half an hour after the time appointed for the commencement of a general meeting then:
 - (i) if the meeting was convened upon the requisition of Members - the meeting shall be dissolved; or
 - (ii) in any other case - the meeting shall stand adjourned to:
 - A. the same day in the following week and at the same time and place;
 - B. such day, time and place as the Chairperson of the meeting decides and announces at the meeting; or
 - C. such day, time and place as the Board subsequently determines so long as written notice of the day, time and place of the adjourned meeting is forwarded to Members prior to the date of the adjourned meeting.
- (b) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, then:
 - (i) 10 Members present in person or by proxy and entitled to vote shall be a quorum; and

- (ii) if 10 such Members are not present the meeting shall be dissolved.

22.4 Chairperson of Meeting

- (a) The Chairperson shall preside as Chairperson at a general meeting of the Association.
- (b) If the Chairperson is absent from a general meeting or if the Chairperson is unwilling to act, the Members present shall elect one of the Directors to preside as Chairperson of the meeting.
- (c) If all the Directors are absent from a general meeting or unwilling to act, then the Members present shall elect one of their number to preside as Chairperson of the meeting.

22.5 Adjournment

- (a) The Chairperson of a general meeting at which a quorum is present:
 - (i) may, with the consent of the majority of Members present in person or by proxy and entitled to vote; and
 - (ii) shall, if so directed by a resolution passed by the majority of Members present in person or by proxy and entitled to vote,

adjourn the meeting to such day, time and place as the Members so consent or direct.
- (b) No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the manner in which notice was required to be given for the original meeting. If a general meeting is adjourned for less than 30 days, it shall not be necessary to give any notice of the adjournment or the business to be transacted at the adjourned meeting.

22.6 Method of Voting in Respect of Resolutions

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 Chairperson;
- (b) by at least 3 Members present in person or by proxy and entitled to vote; or
- (c) Members with at least 5% of the votes that may be cast on the resolution on a

poll.

22.7 Minutes as Evidence of Result of Resolution

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry made to that effect in the book containing the minutes of the meetings of the Association signed by the Chairperson shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

22.8 Taking of Poll

If a poll is duly demanded it shall be taken in such manner and at such time (before the close of the meeting) and place as the Chairperson directs. The Chairperson may direct the poll to be taken after an interval or adjournment. The result of the poll shall be the resolution of the meeting at which the poll was demanded.

Notwithstanding the above, if a poll is duly demanded in relation to the election of a Chairperson or the question of an adjournment then the poll shall be taken immediately. The demand for a poll may be withdrawn. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

22.9 Chairperson to Determine Disputes

In the case of a dispute as to the admission or rejection of a vote on a show of hands or on a poll the Chairperson of the meeting shall determine the dispute and the determination, if made in good faith, shall be final and conclusive.

22.10 Voting Power

A Member entitled to vote may vote in person or, if the Member is entitled to be represented at a meeting of the Association by a proxy, by such proxy. A Member entitled to vote, either in person or by proxy, shall be entitled to one vote both on a show of hands and on a poll.

22.11 Chairperson has Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall exercise a casting vote.

23. PROXIES

23.1 Ability to Appoint a Proxy

(a) A Member who is a Delegate may appoint one proxy only in respect of any

general meeting of the Association.

- (b) The proxy shall be a member of the club, association or body which the Delegate represents.

23.2 Proxy to be Appointed by Written Instrument

A proxy may only be appointed by a written instrument which:

- (a) is signed by the secretary or other authorised person of a club, association or body which elected or appointed the Delegate as its representative; and
- (b) is, as nearly as circumstances will permit, addressed to the Association in the form set out in Appendix A to this Constitution.

23.3 Proxy to be Delivered to Office

The instrument appointing a proxy shall be delivered or sent by electronic mail to the Office (or other place specified for that purpose in the notice convening the meeting) or given to the Chief Executive prior to the time for holding the meeting or adjourned meeting or taking of the poll at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

23.4 Authority of Proxy

- (a) A person, other than the Chairperson of the meeting to which it relates, may hold no more than one proxy.
- (b) A proxy may vote on a show of hands or on a poll.
- (c) A proxy may demand or join in demanding a poll.
- (d) A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or unsoundness of mind of the appointor or revocation of the instrument or of the authority under which the instrument was executed provided that no notice in writing of the death unsoundness of mind or revocation has been received by the Association before the meeting or adjourned meeting at which the instrument is used.
- (e) A proxy is not revoked by the appointor attending and taking part in any meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for that appointor has no vote as proxy on that resolution.

23.5 Identification of Proxy

The Chairperson of a meeting may require a person acting as a proxy to establish to the

satisfaction of the Chairperson that that person is the person nominated as proxy in the form of proxy delivered under this Constitution and failing compliance that person may be excluded from voting either upon a show of hands or upon a poll.

23.6 Proxy in Favour of Chairperson

An instrument appointing a proxy in which the name of the appointee is not filled in shall be deemed to be given in favour of the Chairperson of the meeting to which it relates.

24. AFFILIATES

24.1 Affiliates of the Association

The Affiliates are:

- (a) the Sydney Cricket Association;
- (b) the New South Wales Country Cricket Association;
- (c) the New South Wales Cricket Umpires' and Scorers' Association;
- (d) each Metro Association admitted as an affiliate from time to time by the Board in accordance with this Constitution;
- (e) the Australian Capital Territory Cricket Association; and any club, association or body which is affiliated to the Sydney Cricket Association or the New South Wales Country Cricket Association.

24.2 Rights and Obligations of Affiliates

The rights and obligations of Affiliates are those contained in this Constitution, the By-Laws and the rules of the Sydney Cricket Association and the New South Wales Country Cricket Association.

24.2A Effect of Affiliation

Affiliates acknowledge and agree that:

- (a) The Constitution constitutes a contract between each of them and the Association and that they are bound by the Constitution and the By-Laws.
- (b) They shall comply with and observe the Constitution and the By-Laws and any determination or resolution which may be made or passed by the Association or by the Board.
- (c) By submitting to the Constitution and the By-Laws they are subject to the jurisdiction of the Association.

- (d) The Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Association, the Members, the Associate Members, the Affiliates and New South Wales cricket.
- (e) The Constitution and the By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of New South Wales cricket.
- (f) They are entitled to all benefits, advantages, privileges and services of Affiliation with NSWCA.
- (g) They are subject to the terms of clause 16 of this Constitution as if they were Members.
- (h) They are subject to the terms of clause 18.13 of this Constitution.

24.3 Appeals from Decision of Affiliates

- (a) Notwithstanding anything to the contrary in the constitution of an Affiliate, any appeal from the decision of an Affiliate, or a committee of an Affiliate, that would, but for the effect of this clause, lie to the NSWCA Board shall be heard and determined by the NSWCA Appeal Panel.
- (b) Subject to the terms of this Constitution and the By-Laws, a person or body who is the subject of a decision of an Affiliate, or a committee of an Affiliate, may seek to appeal that decision to the NSWCA Appeal Panel, whether or not the constitution of the Affiliate provides for such appeals to be made.
- (c) The membership and composition of the NSWCA Appeal Panel shall be prescribed in the By-Laws.
- (d) Notwithstanding anything to the contrary in the constitution of an Affiliate, the By-Laws shall prescribe the powers of the NSWCA Appeal Panel in hearing and determining appeals from a decision of an Affiliate, or a committee of an Affiliate.
- (e) Notwithstanding anything to the contrary in the constitution of an Affiliate, any person or body seeking to appeal a decision of an Affiliate, or of a committee of an Affiliate, must lodge with the CNSW Integrity Unit an application setting out the grounds on which the decision is sought to be appealed, accompanied by the payment of the fee prescribed by the By-Laws (if any), within 14 days of receipt of the decision appealed.
- (f) The Chair of the NSWCA Appeal Panel (or another member of the NSWCA Appeal Panel nominated in writing by the Chair), may extend the time for lodging an application to appeal against the decision of an Affiliate, or a committee of an Affiliate, in its absolute discretion. There shall be no right of appeal or review of a decision to grant or refuse such an extension.

- (g) The By-Laws may prescribe the processes and procedures, applicable to the determination of appeals from a decision of an Affiliate, or a committee of an Affiliate, including but not limited to:
 - (i) whether such appeals may proceed as of right or whether leave to appeal shall be required before the matter may be considered by the NSWCA Appeal Panel; and
 - (ii) the procedures that shall be applied by the NSWCA Appeal Panel in hearing and determining such appeals.

24.4 Decision to Suspend or Disqualify a Person to have Application to Association and Affiliates

A person who is suspended or disqualified by the Board, the Association, an Affiliate or a committee of an Affiliate, shall not participate or take part in any match conducted by the Association or any Affiliate until the expiration of the suspension or disqualification.

25. NOMINATION OF REPRESENTATIVE TO CRICKET AUSTRALIA

The Board shall, on behalf of the Association, be entitled to nominate for appointment (as appropriate) such number of persons as Directors of CA as permitted by, and in accordance with, the provisions of the constitution of CA.

26. CHIEF EXECUTIVE

The Chief Executive may act as company secretary and may be appointed as such by the Board in accordance with the Act, but otherwise for such term, and upon such conditions as the Board thinks fit.

The Association shall be managed by the Chief Executive who may exercise all powers of the Association which are not, under the Act or this Constitution, required to be exercised by the Board or by the Association in general meeting.

The Chief Executive shall administer cricket in New South Wales in accordance with the rules and regulations of CA, this Constitution and By-Laws.

27. THE SEAL

The Association may have a common seal. If it does, the Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a sub-committee of Directors authorised by the Board in that behalf. Every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Chief Executive or by a second Director or by some other person appointed by the Board for that purpose.

28. ACCOUNTS

28.1 Board to Keep Proper Accounting Records

The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached to such accounts and balance sheets), accompanied by a copy of the auditor's report on the accounts and balance sheets, as required by the Act. However, the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than 5 months before the date of the meeting.

28.2 Inspection of Accounts by Members

The Board will from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Association or any of them will be open to the inspection of Members not being Directors. No Member (other than Directors or Delegates) has any right of inspecting any accounting or other records of the Association except as conferred by statute or authorised by the Board or by a resolution passed at a general meeting.

28.3 Location of Accounts

The books of account shall be kept at the Office or at such other place as the Board shall determine.

28.4 Financial Year of Association

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

29. AUDIT

A properly qualified auditor or auditors shall be appointed. The duties of the auditor or auditors shall be those prescribed by the Act.

30. NOTICE

30.1 Notice to Members

Any notice required by law or under this Constitution to be given to any Member shall be given by delivering the notice personally to such Member or by sending it by post or electronic transmission.

30.2 Notice to Chief Executive or Director

Any notice required by law or under this Constitution to be given to the Chief Executive or a Director shall be given by delivering the notice personally to the recipient or by sending it by post or electronic transmission to the recipient at the Office.

30.3 Notice to Affiliates and Bodies Entitled to Elect or be Represented by Delegates

Any notice required by law or under this Constitution to be given to an Affiliate or the secretary of an Affiliate or any club, association or body entitled to elect or appoint or be represented by a Delegate or Delegates shall be given by delivering the notice personally to such secretary or by sending it by post or electronic transmission to such secretary at the secretary's last known address or the last known address of the relevant Affiliate club, association or body.

30.4 Notice to Registered Players

Any notice required by law or under this Constitution to be given to a player who is registered with the Association shall be given by delivering the notice personally to such player or by sending it by post or electronic transmission to the player at the player's registered address.

30.5 Notice to Other Persons

Any notice required by law or under this Constitution to be given to any other person shall be given by delivering the notice personally to such person or by sending it by post or electronic transmission to such person at the person's last known address.

30.6 Service by Post

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected 2 days after the date of its posting.

30.7 Service by electronic transmission

Where a notice is sent by any form of electronic transmission such as by email, SMS messaging or social media, service of the notice shall be deemed to be effected if the sender or publisher produces a report that the notice was sent to recipient or published on the selected media platform and is taken to be effected on the day the notice or document is sent by email, SMS messaging or social media.

30.8 Notice of General Meeting

(a) Notice of every general meeting shall be given in any manner authorised by this Constitution to:

- (i) every Member entitled to a vote; and
- (ii) the auditor or auditors for the time being of the Association.

(b) Notice of every Annual General Meeting shall be given in any manner authorised by this Constitution to every Life Member.

- (c) No other person shall be entitled to receive notice of general meetings.

30.9 Signature to Notice

The signature to any notice to be given by the Association may be written or printed or stamped.

31. INDEMNITY

31.1 Indemnity

Every Member, auditor, Chief Executive and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of that person's office which is incurred by that person in defending any proceedings whether civil or criminal in which judgment is given in that person's favour or in which that person is acquitted or in connection with any application under the Corporations Act in which relief is granted to that person by the Court in respect of any negligence, default, breach of duty or breach of trust. The amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and have priority over all other claims of Members.

31.2 Limitation of Liability

No Member, official or officer of the Association shall be liable for any negligence, default or other act of any other Member, official or officer of the Association which results in any loss or expense happening to the Association through the insufficiency or deficiency of the title to any property acquired by a decision of the Association or the Board for and on behalf of the Association, or for the insufficiency or deficiency of any securities in or upon which any monies of the Association shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious acts of any person with whom any monies, securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of that person's duties or in relation thereto, unless the same happen or occur through that person's own wilful act of default or negligence on that person's part.

32. PATRON-IN-CHIEF, PATRONS AND VICE PATRONS

- (a) Each year, prior to the Annual General Meeting, the Chief Executive shall invite the Governor of New South Wales to accept appointment as Patron-in-Chief of the Association.
- (b) If the Governor accepts the invitation, the Association shall appoint the Governor as Patron-in-Chief at the Annual General Meeting. The Patron-in-Chief shall hold office until the end of the next Annual General Meeting.
- (c) If the Governor does not accept the invitation, the Association shall appoint up to

three Patrons at the Annual General Meeting. The Patrons shall hold office until the end of the next Annual General Meeting.

- (d) In the event that the Governor is appointed as Patron-in-Chief, the Association may appoint up to three Vice Patrons at the Annual General Meeting. Any Vice Patrons so appointed shall hold office until the end of the next Annual General Meeting.

APPENDIX A

Form of Instrument Appointing a Proxy

I
(full name of Member)

of
(address of Member)

being a Member of the New South Wales Cricket Association appoint

.....
(full name of proxy)

of
(address of proxy)

as my proxy to vote for me and on my behalf at the general meeting of the Association to be held on the
(day) (month) (year)

and at any adjournment of that meeting.

My proxy is authorised to vote:

- In favour of the following resolution)
- Against the following resolution) Delete one

.....

.....

Copy of resolution

Except as stated above, my proxy may vote in respect of any resolution as he or she thinks fit.

Dated this
(day) (month) (year)

Signed by
(signature of Member)

I
(full name of secretary or other authorised person of club, association or body)

hereby certify that:

.....
(full name of proxy)

is a member of

.....
(*name of club, association or body*)

and that club, association or body elected

.....
(*full name of Member*)

as a Delegate to the New South Wales Cricket Association.

Dated this
(*day*) (*month*) (*year*)

Signed by
(*signature of secretary or other authorised person of club, association or body*)