

CONSTITUTION AND RULES OF
CRICKETERS' CLUB OF NEW SOUTH WALES INC.
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CONSTITUTION & RULES

THE CRICKETERS' CLUB OF NEW SOUTH WALES INCORPORATED

1. NAME

The name of the association shall be "THE CRICKETERS' CLUB OF NEW SOUTH WALES INCORPORATED" ("Club").

2. OBJECTS

The object of the Club is to foster the game of cricket by operating cricket teams and other sports and social activities compatible therewith otherwise than for the purpose of profit or gain of its individual members. The Club may operate a golf section or any other sport or social section as determined from time to time by the Management Committee.

3. INTERPRETATION

(1) In these rules, except in so far as the context or subject matter otherwise indicates or requires:

(a) "**the Act**" means the Associations Incorporation Act, 1984 (NSW) as amended from time to time or any Act replacing the same.

(b) "**Honorary Secretary**" means:

(i) the person holding office under these rules as secretary of the Club; or

(ii) where no such person holds that office - the Public Officer of the Club;

(c) "**property**" includes real and personal property, any estate or interest in any property real or personal, any debt, any thing in action, and any other right or interest, whether in possession or not;

(d) "**special general meeting**" means a general meeting of the Club other than an annual general meeting; and

(e) "**the Director-General**" means the Director General of the Department of Fair Trading (N.S.W.)

(2) A decision of the Management Committee on the construction or interpretation of the constitution of the Club including these rules, or on any by-laws of the Club made pursuant to these rules or on any matter arising therefrom, is conclusive and binding on all members of the Club

(3) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(4) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

4. **CLUB COLOURS , LOGO AND PLAYING DRESS**

- (1) The colours of the Club shall be royal blue.
- (2) The logo of the Club shall be based on the Coat of Arms granted by King Edward VII on 11 October 1906 to, and received by, the State of New South Wales in February 1907 and shall:
 - (a) comprise Azure a cross Argent voided Gules charged in the centre chief point with a lion passant guardant, and on each member with a Mullet of eight points; and
 - (b) be on a Shield of Royal Blue with a pair of golden crossed bats underneath.
- (3) Caps will contain the Club's colours and be of such design as approved by the Management Committee.
- (4) The design of emblems and badges permitted to be fixed to a player's dress will be as determined by the Management Committee.
- (5) The Management Committee may authorise the wearing of apparel not in accordance with rule 4 (c) and (d). However, the Management Committee has no power to authorise or approve any alteration of the Club's colours.

5. **MEMBERSHIP**

- (1) Subject to these rules, the members of the Club shall be comprised of the members of the Club immediately prior to incorporation together with such other persons as the Management Committee admits to membership or who are elected to life or honorary membership.
- (2) Membership is open to any person, being a natural person, who accepts the objects and agrees to be bound by the rules of the Club.
- (3) Members shall consist of the following classes:
 - (a) Active Members - those persons who have paid a membership

subscription fee in accordance with rule 5 (g). Active members have full rights and privileges of the Club.

- (b) Life Members - those persons who were life members of the Club prior to incorporation together with those persons who may hereafter be elected as Life Members of the Club in accordance with rule 6 Life Members have full rights and privileges of the Club but are relieved from the payment of an annual subscription to the Club.
 - (c) Associate Members - those persons who pay a membership subscription fee in accordance with sub-clause 5(7)- “Associated members,” but do not have all rights and privileges of the Club.
 - (d) Honorary Members - those persons who each year are approved by the Management Committee to have the rights and privileges of Associate Members without the payment of a membership subscription fee.
 - (e) Temporary Members - those persons who have the privileges of Associate Members for a day without payment of an annual subscription to the Club.
- (4) Except in the case of Life Members and Honorary Members, application for membership must be made in writing signed by the applicant and countersigned by an existing member able to vote; must be lodged with the Honorary Secretary, who must refer the nomination to the Management Committee, and must be in such form and contain such information as the Management Committee determines from time to time.
 - (5) As soon as practicable after the receipt of an application for membership, the Management Committee must consider the application and determine the admission or rejection of the applicant. The Management Committee is not required to give any reason or explanation for rejecting any application for admission.
 - (6) A register of members must be kept or caused to be kept by the Management Committee showing the name, address and date of commencement and termination of membership for each member.
 - (7) Both Active Members and Associate Members must pay such membership subscription fees as the Management Committee determines from time to time.
 - (8) A person ceases to be a member upon death, resignation, expulsion, or failure to pay membership subscription fees by 30 November in each year or such other date as the Management Committee determines from time to time.
 - (9) Membership subscription fees fall due on the last Saturday of September in each year or on such other date as the Management Committee determines from time to time.

- (10) The 12 months commencing on 1 October each year constitutes the “cricket year”.
- (11) When a person is admitted to membership for part only of the cricket year that member must pay membership fees for membership up to the end of that cricket year as the Management Committee determines.
- (12) The Management Committee may at its discretion waive payment of any membership subscription or playing fee by a member.
- (13) A right, privilege or obligation which a person has by reason of being a member of the Club:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person’s membership
- (14) The financial year of the Club commences on 1 July of each year or on such other date as approved by the Club.

6. **ACTIVE MEMBERS**

- (1) **Active members** are those persons who at the date of incorporation are recorded in the Club’s register of members as being active members together with any other person who having been proposed for election satisfies the Management Committee that the person is a player, a supporter or interested in the game of cricket and is otherwise suitable to become a member of the Club and is elected to ordinary membership of the Club in accordance with these rules.
- (2) Active members shall be divided into the following classes:
 - (a) **City members** being those members who ordinarily reside within a radius of 50 kilometres of Macquarie Place, Sydney;
 - (b) **Country members** being those members who ordinarily reside outside a radius of 50 kilometres from Macquarie Place, Sydney; and
 - (c) **Interstate and Overseas members** being those members who ordinarily reside outside New South Wales. Country, Interstate and Overseas members may pay such reduced subscription not being less than \$2.00 as may be determined by the Management Committee from time to time.

7. **LIFE MEMBERS**

A person may be elected a life member of the Club at any Annual General Meeting by a majority of 75 per cent of those members of the Club entitled to vote, present and voting. No person shall be elected as a Life Member of the Club unless his nomination for such election is recommended by the Management Committee.

8 **HONORARY MEMBERS**

- (1) The following persons may be made Honorary members of the Club in accordance with procedures established by the Management Committee from time to time:
 - (a) the patron or patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary visiting the Club;
- (2) Without limiting the generality of sub-clause 8(1) and provided they are residents of the State of New South Wales the following persons shall qualify for Honorary membership of the Club:
 - (a) persons who have represented Australia in a Test Match;
 - (b) persons who have represented New South Wales in a Sheffield Shield or Pura Cup Match;
 - (c) persons who have officiated as an umpire in a Test Match in Australia;
 - (d) persons who have officiated as an umpire in a Sheffield Shield or Pura Cup Match;
- (3) Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Management Committee or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (4) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - (a) the name in full of the Honorary Member;
 - (b) the residential address of the Honorary Member
 - (c) the date on which Honorary membership is conferred;
 - (d) the date on which Honorary membership is to cease.

9. TEMPORARY MEMBERS

- (1) The following persons in accordance with procedures established by the Management Committee may be made Temporary members of the Club:
 - (a) any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Management Committee by by-law pursuant to these rules;

- (b) a full member of another club whether registered under the Registered Clubs' Act or not and which has objects similar to those of the Club;
- (c) a full member of any club who, at the invitation of the Management Committee of the Club, attends on any day at any premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day;
- (d) any interstate or overseas visitors.

(2) Temporary Members shall not be required to pay an entrance fee or annual subscription but shall not be entitled to vote at any meeting of the Club or participate in the management, business and affairs of the Club in any way.

10. **MEMBERS' LIABILITY**

The members of the Club shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club other than to the extent of any unpaid membership fees

11. **RESOLUTION OF INTERNAL DISPUTES**

- (1) Disputes between members (in their capacity as members) of the Club, and disputes between members and the Club, are to be referred to a Community Justice Centre for mediation in accordance with the Community Justices Centre Act 1983.
- (2) At least seven days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

12. **DISCIPLINE OF MEMBERS**

- (1) Where the Chairman or the Honorary Secretary are of the opinion that a member of the Club-
 - (a) has refused or neglected without reasonable cause to comply with a provision or provisions of these rules; or
 - (b) has acted in a manner prejudicial to the interests of the Club, or
 - (c) has breached a condition of any by-law or code of behaviour of the Club as determined from time to time by the Management Committee;

the Chairman or Honorary Secretary may refer the matter to a Judiciary Committee being a sub-committee of three members of the Management Committee (“**Judiciary Committee**”) who may, after hearing the matter:-

- (i) issue a warning in the nature of a reprimand to the member;
 - (ii) suspend any or all of the privileges attaching to membership of the Club in respect of the member for a specified period;
 - (iii) suspend or disqualify the member from membership of the Club for a specified period;
 - (iv) expel the member from the Club; or
 - (v) otherwise deal with the member.
- (2) Where the Chairman or the Honorary Secretary refers a matter to the Judiciary Committee under sub-clause (1) the Honorary Secretary shall, within forty-eight hours or as soon as practicable thereafter, notify the member that he is to appear before the Judiciary Committee and serve the member with a notice advising:-
- (a) the nature of any complaint and the grounds on which it is based;
 - (b) that the member is required to appear before the Judiciary Committee at a meeting to be held not earlier than three days and not later than fourteen days after the service of the notice;
 - (c) the date, place and time of that meeting ; and
 - (d) that the member may at that meeting:
 - (i) make oral representations;
 - (ii) ask any question of the complainant or any witnesses called to give evidence on the matter;
 - (iii) submit any written material or evidence;
 - (iv) produce any witness on his behalf, and
 - (v) be represented.
- (3) (a) Where a member is required to appear before the Judiciary Committee of any Association in which the Club participates (“**the Association Judiciary**”) in relation to a complaint which is the subject of a matter referred to the Judiciary Committee of the Club under sub-clause (1), the member will not be required to appear before the Judiciary Committee of the Club until the matter has been heard and determined by the Association Judiciary.
- (b) Where a member is required to appear before the Association Judiciary,

the time as specified in sub-clause (2) for the notification of a member and the Service of a notice there under, shall not commence until the matter has been heard and determined by the Association Judiciary.

(4) The Judiciary Committee may adjudicate in the absence of the member who is the subject of the complaint should that member fail to attend before the Judiciary Committee as required.

(5) Where the Judiciary Committee imposes a penalty under sub-clause (1) the Honorary Secretary shall, within seven days after that decision has been given, by notice in writing, inform the member of the decision and of the member's right to appeal under sub-clause (7).

(6) Any penalty imposed upon a member by the Judiciary Committee under sub-clause (1) shall have effect immediately upon its imposition, notwithstanding the rights of a member to appeal against the decision of the Judiciary Committee under sub-clause (7) and against the decision of the Appeals Committee under sub-clause (10).

(7) A member may appeal against the decision of the Judiciary Committee within seven days after the receipt of a notice issued under sub-clause (5) by lodging with the Honorary Secretary a notice to that effect.

(8) Upon receipt of a notice from a member under sub-clause (7) the Honorary Secretary shall notify the Management Committee which shall appoint three of its members to form an Appeals Committee which shall hear the appeal within seven days after the date on which the Honorary Secretary received the notice. The members of the Management Committee who were members of the Judiciary Committee which dealt with the matter in the first instance shall be excluded from appointment to the Appeals Committee.

(8) The Appeals Committee may confirm, amend or reverse any decision of the Judiciary Committee.

(9) Where the Appeals Committee does not completely exonerate a member from a penalty imposed by the Judiciary Committee under sub-clause (1) the Honorary Secretary shall within seven days after the decision of the Appeals Committee has been given by notice in writing inform the member of the decision and of the members right to appeal under sub-clause (10).

(10) A member may appeal to the Club in general meeting against a decision of the Appeals Committee within seven days after the receipt of a notice issued under Sub- clause (9) by lodging with the Honorary Secretary a notice to that effect.

(11) Upon receipt of a notice from a member under sub-clause (10) the Honorary Secretary shall notify the Management Committee which shall convene a general meeting of the Club to be held within twenty-one days after the date on which the Honorary Secretary received the notice.

- (12) At a general meeting of the Club convened under sub-clause (11):
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Appeals Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the decision of the Appeals Committee should be confirmed or amended.
- (13) A member who has been suspended or has had any of his privileges suspended by the Judiciary Committee under sub-clause (1), and who has not been completely exonerated on appeal, if any, by the Appeals Committee shall be prohibited from acting in any administrative position or as an Office-bearer of the Club or as a captain of any team controlled by the Club until the next Annual General Meeting of the Club held after the expiration of such suspension.

13. **PATRONS**

- (1) Upon the recommendation of the Management Committee the members present at a General Meeting (including an Annual General Meeting) may appoint a person from time to time as a Patron of the Club provided that two thirds of the members present and voting at such meeting vote in favour of the motion to appoint such person as Patron of the Club.
- (2) A Patron of the Club does not need to be a member of the Club.
- (3) A Patron (if not already a member of the Club) shall be an Honorary Member of the Club and in addition while retaining the position of Patron shall have the same rights and privileges (including voting rights) as a Life Member.

14. **MANAGEMENT - BY COMMITTEE**

- (1) The affairs of the Club shall be controlled and managed by a Management Committee consisting of the Office-bearers and three other Active or Life Members of the Club, or such greater number as the Management Committee determines from time to time.
- (2) The Office-bearers of the Club shall consist of the President, Deputy-Chairman, Honorary Secretary and the Honorary Treasurer. One person may hold a maximum of two office-bearer positions at any one time.
- (3) The Office-bearers and the other members of the Management Committee will be elected at each Annual General Meeting. Any casual vacancy occurring in the Management Committee may be filled by a member appointed by the Management Committee and such member shall hold office until the conclusion of the immediately following Annual General Meeting.

- (4) Members of the Management Committee shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the immediate following Annual General Meeting.
- (5) Retiring members of the Management Committee are eligible for re-election.
- (6) A member of the Club holding any salaried office of the Club or any office of the Club paid by fees will not be eligible for election to the Management Committee.
- (7) No remuneration or other benefit in money or money's worth or loans or borrowing facilities shall be paid or given by the Club to any member of the Management Committee except:
 - (a) repayment of out-of-pocket expenses;
 - (b) reasonable and proper rent for premises let to the Club.
- (8) Subject to sub-clause (9) a person who is not an Active or Life Member of the Club is not eligible for election to the Management Committee.
- (9) A Patron is eligible for election to the Management Committee and to hold a position on the Management Committee concurrently with the position of Patron.

Election of Members

- (10) Nominations of candidates for election as office-bearers of the Club or as ordinary members of the Management Committee;
 - (a) must be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate(which may be endorsed on the nomination), and
 - (b) must be delivered to the Honorary secretary of the Club at least 7 daysbefore the date fixed for the holding of the annual general meeting at which the election is to take place.
- (11) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (12) If the number of nominations is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (13) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (14) The ballot for the election of office-bearers and ordinary members of the Management Committee is to be conducted at the annual general meeting in such usual and proper manner as the Management Committee may direct

- (15) There shall also be elected at each Annual Meeting such number of Vice Presidents of the Club as shall be determined by such Annual Meeting. Vice Presidents need not be members of the Club, and do not ex-officio have any right to vote at meetings of the Club or Management Committee.
- (16) Subject to the Act and regulations made there under, and these rules, and to any resolution passed by the Club in general meeting, the Management Committee:
- (a) may exercise all such functions as may be exercised by the Club other than those functions that are required by these rules or the Act to be exercised by a general meeting of members of the Club;
 - (b) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper control and management of the affairs of the Club;
 - (c) may make such by-laws not inconsistent with the constitution of the Club as in the opinion of the Management Committee are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such by-laws and without limiting the generality thereof particularly for:
 - (i) such matters as the Management Committee is specifically by these rules empowered to regulate by by-law;
 - (ii) the general management, control and trading activities of the Club; and
 - (iii) the control and management of any Club premises; and
 - (iv) the conduct of members; and
 - (v) the privileges to be enjoyed by each category of members; and
 - (vi) the relationship between members and any Club employees; and
 - (vii) generally all such matters as are commonly the subject matter of by-laws or which by the Constitution are not reserved for decision by the Club in General Meeting; and
 - (e) may enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Management Committee thinks fit;
 - (f) may purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit;

- (g) may secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit;
- (h) may institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award;
- (i) may determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments;
- (j) may invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Management Committee may think fit and from time to time to vary or realise such investments;
- (k) from time to time at its discretion may borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Management Committee may think proper to confer on the holders; and
- (l) may sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or building belonging to the Club and to lease any property of the Club and to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time.

15. **DELEGATES TO ASSOCIATIONS ETC.**

- (1) There shall be a delegate of the Club appointed by the Management Committee to the Associations in which Club teams participate.
- (2) Delegates of the Club to any Associations must be Active or Life Members of the Club but need not be members of the Management Committee.
- (3) In the event that under the rules of any Association the Club is entitled or required to send more than one delegate to that Association then the Management Committee shall appoint such number of delegates to such Association as the Club is entitled or required to send.
- (4) In the event that the Club enters a team or teams in competitions of other Associations the Management Committee may appoint such number of delegates to those Associations as the Club is entitled to appoint.

16. **MEETINGS OF THE MANAGEMENT COMMITTEE - PROCEDURE**

- (1) The Management Committee shall meet as often as is necessary to conduct the business of the Club, but in any event not less than once every six months, at such place and time as the Management Committee shall determine.
- (2) Additional meetings of the Management Committee may be convened by the President or the Honorary Secretary, or any two members of the Management Committee
- (3) Oral or written notice of a meeting of the Management Committee must be given by the Honorary Secretary to each member of the Management Committee at least 48 hours (or such other period as may unanimously be agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting except business which the Management Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) The quorum for meetings of the Management Committee shall be three.
- (6) In the event of a vacancy or vacancies occurring in the members of the Management Committee, the remaining members may continue to act, but if the number of remaining members is not sufficient to constitute a quorum at a meeting of the Management Committee, they may act only for the purpose of appointing new members of the Management Committee to at least the number of members required to constitute a quorum.
- (7) No item of business shall be transacted by the Management Committee unless a quorum is present during the time the Management Committee is considering the item.
- (8) If within half an hour after the appointed time for commencement of a meeting of the Management Committee a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and place.
- (9) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for commencement of the meeting it shall be dissolved.
- (10) Notice of Management Committee meetings shall be given at the previous Management Committee meeting or by such other means as the Management Committee may determine.
- (11) At a meeting of the Management Committee -

- (a) the President shall preside as chairman of the meeting; or
 - (b) if the President is absent or unwilling to act as chairman, the Deputy-Chairman shall preside, and if the Deputy-Chairman is absent or unwilling to act, such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting shall preside as chairman, or if the remaining members of the Management Committee are evenly split on the choice of chairman, the person whose surname commences with the letter "A" or a letter closer to "A" shall be chairman.
- (12) Questions arising at any meeting of the Management Committee shall be decided by the majority of votes of those members of the Management Committee present. In the case of an equality of votes the person presiding as chairman of the meeting shall have a second or casting vote.
- (13) Any person may attend a meeting of the Management Committee at the invitation of any of the Office-bearers or at the invitation of the Management Committee.
- (14) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any members of the Management Committee.

17. **MANAGEMENT COMMITTEE - VACATION OF OFFICE**

- (1) The office of a member of the Management Committee shall become vacant if the member-
- (a) dies;
 - (b) ceases to be the patron or an active or life member of the Club;
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001;
 - (d) resigns office by notice in writing given to the Honorary Secretary;
 - (e) becomes of unsound mind or a person who is or whose estate is liable to be dealt with in any way under the law relating to mental health; or
 - (f) is absent from three successive Management Committee meetings without reasonable excuse or without the approval of the Management Committee.

18. **MANAGEMENT COMMITTEE - REMOVAL OF MEMBER**

The Club in a general meeting may by resolution remove any member of the Management Committee from the office of member of the Management Committee before the expiration of the member's term of office and may by resolution appoint

another person to hold office in lieu of the member so removed until the expiration of the term of office of the member so removed.

19. **DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

- (1) The Management Committee may delegate to one or more sub-committees (consisting of such member or members of the Club or any other natural person as the Management Committee thinks fit) the exercise of such of the functions of the Management Committee as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Management Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Management Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if had been done or suffered by the Management Committee.
- (6) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) The President shall be an ex-officio member of any sub-committee

20. **GENERAL MEETINGS**

- (1) The quorum for general meetings of the Club shall be five Active or Life Members.
- (2) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Honorary Secretary shall, at least twenty one days before the date fixed for the holding of the general

- meeting, give each member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (3) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Honorary Secretary shall, at least twenty-one days before the date fixed for the holding of the general meeting, serve a notice on each member specifying in addition to the information required under Rule 20, the intention to propose the resolution as a special resolution.
 - (4) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 20.
 - (5) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Honorary Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.
 - (6) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
 - (7) If within half an hour after the appointed time for commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
 - (8) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for commencement of the meeting, the members present shall constitute a quorum.
 - (9) The President shall preside as chairman at each general meeting of the Club.
 - (10) If the President is absent from a general meeting for more than fifteen minutes after the time appointed for holiday the meeting or unwilling to act as chairman, the members present shall elect one of their number to preside as chairman at the meeting.
 - (11) The chairman of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (12) Where a general meeting is adjourned for fourteen days or more, the Honorary Secretary shall give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and nature of the business to be transacted at the meeting.
- (13) Except as provided in Rule 20, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.
- (14) A question arising at a general meeting of the Club shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the minute book of the Club will constitute evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (15) At a general meeting of the Club, a poll may be demanded by the chairman or by not less than five members present in person at the meeting.
- (16) Where a poll is demanded at a general meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairman of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairman directs;and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- (17) Upon any question arising at a general meeting of the Club only Active and Life Members shall be entitled to vote and shall have one vote only.
- (18) All votes shall be given personally or by proxy.
- (19) In the case of an equality of votes on a question at a general meeting, the chairman of the meeting shall have a second or casting vote.
- (20) A member or proxy is not entitled to vote at any general meeting of the Club unless all monies payable and due, including the amount of the annual subscription has been paid by the member or proxy to the Club
- (21) Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (22) The notice appointing the proxy is to be in the form set out in Appendix 2 to

these rules

21. **ANNUAL GENERAL MEETING**

(1) An Annual General Meeting of the Club shall be on such date as the Management Committee may determine but no later than 30 September in each year.

(2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be to:-

(a) confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that , meeting;

(b) receive from the Management Committee reports upon the activities of the Club during the last preceding financial year;

(c) elect the Office-bearers of the Club and the other members of the Management Committee;

(d) receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act.

(3) An Annual General Meeting shall be specified as such in the notice covering it.

20. **SPECIAL GENERAL MEETINGS**

(1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Club.

(2) The Management Committee shall, on the requisition in writing of not less than five per cent of the total number of Active or Life Members of the Club, convene a special general meeting of the Club.

(3) A requisition of members for a special general meeting:

(a) shall state the purpose or purposes of the meeting;

(b) shall be signed by members making the requisition;

(c) shall be lodged with the Honorary Secretary; and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) The Management Committee shall convene a special general meeting within one month

after the date on which a requisition of Members for the meeting is lodged with the Honorary Secretary, and each member shall be advised by notice in writing at least seven clear days before the day appointed for the special general meeting of the nature of the business to be conducted at the meeting and no other business shall be conducted at the meeting.

(5) If the Management Committee fails to convene a special general meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special meeting.

23. **SPECIAL RESOLUTIONS**

- (1) A special resolution must be passed by a general meeting of the Club to effect the following changes –
 - (a) an alteration of the Club's name;
 - (b) an alteration of the Club's rules;
 - (c) an alteration of or addition to the Club's objects;
 - (d) an alteration of the Club's colours;
 - (e) an amalgamation with another incorporated or unincorporated association;
 - (f) to voluntarily wind up the Club and distribute its property; or
- (g) to apply for registration as a company or a registered club or co-operative society.
- (2) A resolution of the Club is a special resolution if:-
 - (a) it is passed by a majority which comprises not less than 75 per cent of such members of the Club as, being entitled under those rules so to do, vote in person or by proxy at a general meeting of which not less than twenty-one day's written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
 - (b) where it is made to appear to the Director General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) hereof -if the resolution is passed in a manner specified by the Director General.

24. **PUBLIC OFFICER**

- (1) The Management Committee shall ensure that a person is appointed as Public Officer.
- (2) The first Public Officer shall be the person who completes the application for incorporation of the Club.
- (3) The Management Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is eighteen years of age or older and a resident of New South Wales.
- (4) The Public Officer shall be deemed to have vacated his position if he:
 - a. dies;
 - b. resigns;
 - c. is removed by the Management Committee or at a general meeting;
 - d. becomes bankrupt or financially insolvent;
 - e. suffers mental illness;
 - f. takes up residence outside New South Wales; or
 - g. ceases to be a member of the Club.
- (5) When a vacancy occurs in the position of Public Officer the Management Committee shall within fourteen days notify the Department of Fair Trading in the prescribed form and appoint a new Public Officer.
- (6) The Public Officer may be a member of the Management Committee or any other member eligible for election to the Management Committee.

25. **INSURANCE**

- (1) In respect of the insurance (if any) required to be maintained by the Club pursuant to Section 44 of the Act, it shall be a function of the Management Committee to ensure that the Club has maintained such insurance.
- (2) In addition to any insurance required under sub-clause (1) the Committee may effect and maintain such other insurance as it deems necessary either on its own account or through policies held by any Association in which the Club participates.

26. **INDEMNITY TO OFFICERS**

- (1) Every person who is or has been an officer bearer or member of the Management Committee or Auditor of the Club shall be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person in his capacity as an office bearer or member of the Management Committee or auditor of the Club:
 - (a) 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
 - (b) in resisting, settling or negotiating any proceedings or threatened proceedings, whether or not they ultimately result in a judgement against such person;
 - (c) in connection with any application in relation to such proceedings in which relief is granted to that person under the Corporations Act 2001 by the Court.
- (2) Every person who is an officer bearer or member of the Management Committee or an auditor of the Club shall in his capacity as an office-bearer or member of the Management Committee or auditor of the Club out of the property of the Club against any liability to another person (other than the company or a related body corporate) as such officer or auditor unless the liability arises out of conduct involving a lack of good faith.
- (3) The Club may pay a premium for a contract insuring a person who is or has been an officer bearer or member of the Management Committee or auditor of the Club against liability:
 - (a) incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club:
 - (b) for costs and expenses incurred by that person in defending proceedings or resisting or settling threatened proceedings whether civil or criminal and whatever their outcome.

27. **FUNDS**

- (1) The funds of the Club shall be derived from the membership subscription fees, playing fees, donations, subsidies, grants and such other sources determined or approved by the Management Committee.
- (2) The fee payable by a member as a playing fee will be as determined by the Management Committee.
- (3) All money received by the Club shall be deposited as soon as practicable in any account opened in the Club's name with a bank, building society or corporation, in deposits which have been prescribed as authorised securities pursuant to the Trustee Act, 1925.

(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Management Committee or two employees of the Club, such employees or members of the Management Committee having first been authorised by the Management Committee.

(5) Fund Raising

(a) The raising or obtaining in the name of the Club of all moneys, donations, sponsorships, incentives, trophies or the like for the Club or for a member or members of the Club in their capacity as members of the Club must be approved or ratified by the Management Committee or its duly appointed nominee(s).

(b) The allocation, appropriation and disbursement of all moneys, donations, sponsorships, incentives, trophies or the like received or obtained by or made available or promised to the Club, whether in the form of money or otherwise, shall be the exclusive jurisdiction of the Management Committee.

(c) The Management Committee shall have due regard to the expressed wishes of such donors or sponsors regarding the allocation, appropriation or disbursement of such moneys, donations, sponsorships, incentives, trophies or the like.

(d) The provision of rule 12 (Discipline of Members) shall apply to any member who contravenes this clause.

28. **AUTHORISATION OF ACCOUNTS**

All accounts paid or to be paid shall be presented by the Honorary Treasurer to and approved for payment or ratified as the case may be at a meeting of the Management Committee and details of the payment shall be entered in the minutes of that meeting.

29. **COMMON SEAL**

(1) The common seal of the Club shall be kept in the custody of the Honorary Secretary or the Public Officer.

(2) The common seal shall not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Management Committee or of one member of the Management Committee and the Public Officer.

30. **SERVICE OF NOTICES AND DOCUMENTS**

(1) For the purposes of these rules, a notice or document may be served by or on behalf of the Club upon any member personally or by sending it by post or delivering it to the member's last known address shown in the register of members or by sending it

by facsimile or E-mail transmission to the last known facsimile number or E-mail address supplied by such member to the Club.

(2) Where a notice or document is sent to a person by post, the notice or document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person three business days after it was posted.

(3) Where a notice or document is sent by facsimile or some other form of electronic transmission, the notice or document shall be taken to have been given or served on the day it was sent if sent before 5pm on a business day at the place of receipt, and otherwise on the next business day at the place of receipt.

(4) Members shall advise the Honorary Secretary of any change in their address, E-mail address and facsimile number.

31. **MINUTES**

(1) A member of the Management Committee or such other person as the Management Committee may determine shall cause minutes to be made of any and all meetings of the Management Committee and any and all general meetings of the Club.

(2) The minutes of a meeting shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

32. **KEEPING, CUSTODY AND INSPECTION OF BOOKS**

(1) The Honorary Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Club. Such records shall be available for inspection by any member and shall be held in the custody of the Honorary Treasurer.

(2) Except as otherwise provided by these rules, the Honorary Secretary shall keep in his custody or under his control all records, books and other documents relating to the Club. Such records, books and other documents shall be open to inspection by prior appointment, free of charge, by any member of the Club at any reasonable hour.

33. **AUDIT**

The Management Committee may rely on the Honorary Treasurer to produce accounts and records, or may at its discretion, appoint an honorary auditor. If so appointed, the Honorary Auditor or Auditors appointed by the Club, shall, prior to the Annual General Meeting each year, audit the books, accounts and records of the Club and the report of such audit shall be presented to the Annual General Meeting.

34. **SELECTION OF TEAMS**

- (1) The basis and method of selection of teams representing the Club will be as from time to time determined by the Management Committee.
- (2) Unless and until otherwise determined by a resolution duly passed at a general meeting of the Club the captains of each team representing the Club shall be appointed by the Management Committee.
- (3) The captain of any team representing the Club may be removed at any time by the Management Committee.

35. **SURPLUS OF PROPERTY**

In the event of the winding-up or cancellation of the incorporation of the Club, all the surplus property of the Club pursuant to Section 53(2) of the Act shall, subject to the approval of the Director-General, vest in the New South Wales Cricket Association, or if the Association has ceased to exist, to any other body whose objectives are the same or similar to the New South Wales Cricket Association

**Appendix 1
APPLICATION FOR MEMBERSHIP OF CLUB**

I.....
(**PRINT** full name of applicant)

of.....
(**PRINT** full address)

hereby apply to become a member of the Cricketers' Club Of New South Wales. In the event of my admission as a member, I agree to be bound by the rules of the Club for the time being in force.

..... Dated.....
(signature of applicant)

I, a member of the Club.....(**PRINT** full name)
nominate the applicant, who is personally known to me , for membership of the Club
Signature of proposer.....
Date.....

I, a member of the Club.....(**PRINT** full name)
second the nomination of the applicant, who is personally known to me, for membership of the Club
Signature of Seconder.....
Date.....

Appendix 2

FORM OF APPOINTMENT OF PROXY

I, of.....

(**PRINT** full name and address)

being a member of the Cricketers' Club of New South Wales

hereby appoint.....

(**PRINT** full name of proxy and address)

being a member of the Cricketers' Club of New South Wales, as my proxy to vote for me at the general meeting of the Club to be held on the day of (month and year) and at any adjournment of that meeting

*my proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details)

*to be inserted if desired

Signature of member appointing proxy.....

Date.....

Note: a proxy vote may not be given to a person who is not a member of the Club

This and the preceding twenty four pages comprise the Constitution and Rules of the Cricketers' Club of New South Wales Incorporated referred to in my statutory declaration made the 10th day of July 2003 endorsed on the Application for Incorporation of the Club.

Dated 10 July 2003

...**GARRY WINNEY**.....

(Garry Winney-Public Officer)