

**The Constitution
of the
Hornsby Ku-ring-gai & Hills District
Cricket Association Incorporated**

ABN 74 651 434 304



Founded 1926

Under the Associations Incorporation Act 2009

JULY 2019

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Part 1 Preliminary

1 Definitions

(1) In this constitution:

association means the Hornsby Ku-ring-gai & Hills District Cricket Association Incorporated.

club means a body incorporated under the Associations Incorporation Act 2009

executive committee means a committee formed by the office-bearers of the association, and other members elected to the executive committee by the members.

executive committee member means a member of the association who is an office bearer of the association or a person elected to the executive committee by the members.

executive officer means:

- (a) the person contracted under this constitution as executive officer of the association, or
- (b) if no person holds that office - the public officer of the association.

general committee means a committee formed by members of the association.

general committee member means a member of the association who is not a member of the executive committee.

general meeting means a general meeting of the association other than an Annual General Meeting.

other body means a group or other organisation affiliated with the association

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

- (2) The object of the association is to encourage, promote, organise and control, within its jurisdiction, the game of cricket in the Hornsby, Ku-ring-gai Hills and surrounding Districts.
- (3) The association will appoint two Delegates and an alternate Delegate to any other approved body. Such appointments are to be made at the first general meeting held after an Annual General Meeting.
- (4) The colours of the association are red on a blue background.
- (5) In this constitution:
 - (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.

- (6) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 Membership

2 Membership generally

- (1) A club or other body is eligible to be a member of the association if it is:
- (a) a club that has, or will, enter a team or teams in the associations competitions, subject to subclause (c).
 - (b) an other body who supplies Umpiring, Coaching or other services for the operation of the associations competitions, subject to clause (c).
 - (c) approved by the executive committee, provided that the club or other body has not been otherwise disqualified from holding membership.
- (2) A person is eligible to be a member of the association if:
- (a) the person is nominated for membership of the association by a member club. A maximum of three (3) persons may be nominated by each club, one representing the club members competing in the associations Senior Competition and/or one representing the club members competing in the associations Junior Competition and/or one representing the club members competing in the associations Girls Competition and/or one representing the club members participating in the Junior Blast (or equivalent) program. If a club has members participating in all four (4) competitions/programs, then any three (3) may be nominated for membership of the association. If a club has members participating in two (2) or fewer of the competitions/programs then only that number of persons may be nominated for membership of the association.
 - (b) the person is nominated for membership of the association by a member other body. A maximum of one (1) member may be nominated by each other body.
 - (c) the person is a member of the association's executive committee.
 - (d) the person has been awarded Life Membership of the association.
- (3) A person is eligible to be an associate member of the association if:
- (a) the person represents the association in any competition.
 - (b) the person is a member of an affiliated club or other body.
 - (c) the person participates in any association competition and/or events.

3 Application for membership

- (1) (a) An application by a club or other body for membership of the association is to be in the prescribed form approved by the executive committee and will include:
- (i) the name of the club or body;

- (ii) the names, addresses and contact telephone numbers of the President, Secretary, Treasurer and, where appropriate, the Senior, Junior, Girls' and / or Women's Cricket Co-ordinators, of the club or body;
 - (iii) the current logo of the club or other body and a copy of the Incorporation Certificate of the club or other body (where applicable);
 - (iv) any other information the executive committee may require.
- (b) applications for membership by a club or other body are to be submitted to the executive officer of the association at or before the general meeting following an Annual General Meeting.
 - (c) the executive committee will refuse the membership application of any club or other body that has association fees outstanding from the previous season, as at the due date for membership applications, unless prior arrangements have been made with the executive committee.
 - (d) the executive committee may refuse the membership application of any club or other body that has not submitted completed player statistics to the MyCricket database, or an approved equivalent database, for all of its teams for the preceding season.
 - (e) at the first general meeting following receipt of an application for membership from a club or other body, the executive officer will refer the application to the executive committee who will determine whether to accept or refuse the application.
 - (f) in accepting an application from a club or other body, the executive committee may impose such terms and conditions as it may consider appropriate.
 - (g) As soon as practicable following the executive committee making membership determinations, the executive officer must notify the club or other body in writing (including by email or other electronic means, if the executive committee so determines) that the executive committee approved or rejected the member application (whichever is applicable).
- (2) An application by a person for membership of the association:
- (a) must be made electronically by the Secretary of the member club that person belongs to, on that persons behalf (or other means, if the executive committee so determines) in the form determined by the executive committee, and
 - (b) must be lodged with the executive officer of the association.
 - (c) at the first executive committee meeting following receipt of an application made by the Secretary of a member club on behalf of a person who is a member of that club, for membership, the executive officer must refer the application to the executive committee for approval or rejection.
 - (d) As soon as practicable after the executive committee makes that determination, the executive officer must notify the Secretary of the member club in writing (including by email or other electronic means, if the executive committee so determines) that the executive committee approved or rejected the application (whichever is applicable).
- (3) An application by a person for associate membership of the association:

- (a) must be made electronically by the Secretary of the member club that person belongs to, on that persons behalf (or other means, if the executive committee so determines) in the form determined by the executive committee, and
 - (b) must be lodged with the executive officer of the association.
 - (c) following receipt of an application made by the Secretary of a member club on behalf of a person who is a member of that club, for associate membership, the executive officer must refer the application to the executive committee or sub-committee authorised by the executive committee to accept or reject associate membership on its behalf.
 - (d) As soon as practicable after the executive committee / sub-committee makes that determination, the executive officer must notify the Secretary of the member club in writing (including by email or other electronic means, if the executive committee so determines) that the executive committee approved or rejected the application.
- (4) The executive officer must, on payment by the applicant of the amounts under clauses 8 (1), 8 (2), 8 (3), 8 (4), 8 (5) and 8 (6) and within the period determined at the most recent Annual General Meeting, enter or cause to be entered the applicant's name in the register of members or associate members and, on the name being so entered, the applicant becomes a member or associate member of the association.
- (5) The association may at an Annual General Meeting, at the recommendation of the association's executive committee, elect Life Members to the association.

4 Cessation of membership

- (1) A club or other body ceases to be a member of the association if the club or other body:
- (a) withdraws its members from the associations competitions/programs and that withdrawal is accepted by the executive committee, or
 - (b) does not enter members in the association's competitions/programs by the second general meeting following the Annual General Meeting, or
 - (c) if that club or other body ceases to exist, or
 - (d) is otherwise disqualified from being a member, or
 - (e) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.
- (2) A person ceases to be a member of the association if the person:
- (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.
- (3) A person ceases to be an associate member of the association if the person:
- (a) dies, or
 - (b) resigns membership, or

- (c) is expelled from the association, or
 - (d) no longer represents the association in any competition, or
 - (e) fails to pay the annual membership fee under clause 8 (4) within 3 months after the fee is due.
- (4) A person ceases to be a Life Member of the association if the person:
- (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association.

5 Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6 Resignation of membership

- (1) A member of the association may resign membership of the association provided that all outstanding debts to the association have been met. If the member has no outstanding debts they may give written notice to the executive officer of their intention to resign and this will be approved after a period of 72 hours.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the executive officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The executive officer must establish and maintain a register of members and associate members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member or associate member of the association together with the date on which person became a member or associate member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address, or
 - (c) On a secure electronic device or secure online database, recognised by the executive as being an acceptable record.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$2 for each page copied.
- (5) If a member or associate member requests that any information contained on the register about the member (other than the member's name) not be

available for inspection, that information must not be made available for inspection.

- (6) A member must not use information about a club, other body or person obtained from the register to contact or send material to the club, other body or person, other than for:
 - (a) the purposes of sending the club, other body or person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8 Fees and subscriptions

- (1) To be nominated for membership of the association by a club or other body the nominee must not owe any debt to the club or other body.
- (2) There will be no membership fee for a member who is an executive committee member.
- (3) There will be no membership fee for persons elected to Life Membership.
- (4) An associate member will have two dollars (\$2) allocated from their seasonal fees as their associate membership fee.
- (5) The membership fee for any other body will be two dollars (\$2) or another amount the executive committee may consider appropriate.
- (6) Clubs will be issued by 1 December in the then current season an invoice for annual fees and other charges imposed by the Association, as determined annually by the executive committee and subject to ratification by the general committee. This invoiced amount shall be paid by 31 December in the same season.
 - (a) any club and/or player in any team that/who is in financial default, as ruled by the executive committee, will not be allowed to compete in any competition until permitted by the executive committee.
 - (b) in the event of a club defaulting and/or disbanding, all of that club's players/members as registered by that club to participate within the association's competitions and who have competed during the season concerned, will be liable, on a pro-rata basis, for payment to the association of the outstanding amount from that club.
 - (c) notification of a payment default by a player is to be made in writing by the club concerned to the executive officer of the association. The club, at the same time will provide evidence that a written demand in detail has been sent to the player named, to the executive officer.
 - (d) notification of default by a Club will be made in writing by the executive officer of the association to the club concerned.

- (e) a default notified as directed in clauses 8 (6) (c) and 8 (6) (d) will take effect 24 hours after the executive officer of the association emails an official notification to the club.
 - (f) Members who are in default are to have no status or voting power in the Association while such default is current.
 - (g) The association will keep and have available for inspection at all general committee meetings an official list of defaulting players. If any club allows a player whose name is on the defaulters' list, to participate in a competition game the club will have played an unregistered player.
 - (h) A club or player declared a defaulter may appeal to the general committee, and be heard in person.
- (7) The Association will pay affiliation or membership fees to any approved kindred body.
 - (8) The Association will recognise all disqualifications imposed by any kindred body.

9 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

10 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the committee by any person that is a member or associate member of the association who:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The executive committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the executive committee decides to deal with the complaint, the executive committee:
 - (a) must cause notice of the complaint to be served on the member or associate member concerned, and

- (b) must give the member or associate member five (5) days from the time the notice is served within which to make submissions to the executive committee or sub-committee thereof, in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The executive committee may, by resolution, expel the member or associate member from the association or suspend the member or associate member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
 - (5) If the executive committee expels or suspends a member, the executive officer must, within 7 days after the action is taken, cause written notice to be given to the member or associate member of the action taken, of the reasons given by the executive committee for having taken that action and of the member or associate member's right of appeal under clause 12.
 - (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the association in general committee meeting against a resolution of the executive committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the executive officer a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the executive officer must notify the executive committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the executive officer received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the executive committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 The committee

13 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the executive committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all the acts and do all things that appear to the executive committee to be necessary or desirable for the proper management of the affairs of the association.
- (d) has power to create By Laws and amend those By Laws as required for conducting competitions and other activities.

14 Composition and membership of committee

- (1) The executive committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) eleven (11) ordinary executive committee members,
each of whom is to be elected at the Annual General Meeting of the association under clause 15.
- (2) The maximum number of executive committee members is to be 15. The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the senior vice-president,
 - (c) the junior vice-president,
 - (c) the treasurer, who shall also be appointed as the Public Officer of the association
- (3) The eleven (11) ordinary members of the executive committee are:
 - (a) The Honorary Senior Competition Secretary;
 - (b) The Honorary Junior Competition Secretary;
 - (c) The Honorary Senior Representative Secretary;
 - (d) The Honorary Junior Representative Secretary;
 - (e) The Honorary Umpires Secretary;
 - (f) The Honorary Coaches Secretary;
 - (g) The Honorary Girls Development Officer;
 - (h) The Honorary Member Protection Officer;
 - (i) three executive committee members who must be members of separate member clubs, unless any is a Life Member of the association.
- (4) An executive committee member may hold up to 2 offices (other than both the offices of president and senior vice-president, president and junior vice-president or senior vice-president and junior vice-president).

- (5) Excluding office bearers the ordinary members of the executive committee may share Honorary roles provided they are ordinary members of the executive committee.
- (6) There is no maximum number of consecutive terms for which a committee member may hold office.
- (7) Each member of the executive committee is, subject to this constitution, to hold office until immediately before the election of executive committee members at the Annual General Meeting next following the date of the member's election, and is eligible for re-election.

15 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as executive committee members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the executive officer of the association at least 7 days before the date and time fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the executive committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the executive committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the executive committee is to be conducted at the Annual General Meeting in any usual and proper manner that the executive committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association or a member of a member club or other body.

16 Executive Officer

- (1) The executive officer of the association must, as soon as practicable after being appointed as executive officer, lodge notice with the association of his or her address.
- (2) It is the duty of the executive officer to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the executive committee, and
 - (b) the names of members of the executive committee present at an executive committee meeting and the names of all members present at a general committee meeting, and

- (c) all proceedings at executive committee meetings and general committee meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).
- (5) All other duties assigned by the executive committee.

17 Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the executive committee, the executive committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the executive committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the executive officer, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the executive committee from 3 consecutive meetings of the executive committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19 Removal of committee members

- (1) The association in general committee meeting may by resolution remove any member of the executive committee from the office of member before the expiration of the member's term of office and may by resolution appoint

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

- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the executive officer or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the executive officer or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Committee meetings and quorum

- (1) The general committee and executive committee must meet at least 6 times in each period of 12 months at the place and time that the executive committee may determine.
- (2) Additional meetings of the executive committee may be convened by the president or by any member of the executive committee.
- (3) Oral or written notice of a meeting of the executive committee or general committee must be given by the executive officer to each member of the executive committee or general committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the executive committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the executive committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Ten (10) members of the general committee constitute a quorum for the transaction of the business of a meeting of the general committee.
- (6) Half of the members of the executive committee plus one member of the executive committee constitute a quorum for the transaction of the business of a meeting of the executive committee.
- (7) No business is to be transacted by the general committee or executive committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the executive committee or general committee:
 - (a) the president or, in the president's absence, the senior vice-president is to preside, or, in the senior vice-president's absence, the junior vice-president is to preside, or
 - (b) if the president, senior vice-president and junior vice-president are absent or unwilling to act, one of the remaining members of the executive committee chosen by the members present at the meeting is to preside.

21 Appointment of association members as committee members to constitute quorum

- (1) If at any time the number of general committee or executive committee members is fewer than the number required to constitute a quorum for a general committee or executive committee meeting, the existing general committee or executive committee members may appoint a sufficient number of members of the association as general committee or executive members to enable the quorum to be constituted.
- (2) A member of the general committee or executive committee so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22 Use of technology at committee meetings

- (1) A general committee or executive committee meeting may be held at two (2) or more venues using any technology approved by the executive committee that gives each of the general committee and executive committee's members a reasonable opportunity to participate.
- (2) A general committee or executive committee member who participates in a general committee or executive committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23 Delegation by committee to sub-committee

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

- (7) A sub-committee may meet and adjourn as it thinks proper.

24 Voting and decisions

- (1) Questions arising at a meeting of the general committee, executive committee or of any sub-committee appointed by the executive committee are to be determined by a majority of the votes of members of the general committee, executive committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the general committee, executive committee or of any sub-committee appointed by the executive committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5) and clause 20 (6), the general committee or executive committee may act despite any vacancy on the executive committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the general committee, executive committee or by a sub-committee appointed by the executive committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the general committee, executive committee or sub-committee.

Part 4 General meetings

25 Annual General Meetings - holding of

- (1) The association must hold its first Annual General Meeting within 18 months after its registration under the Act.
- (2) The association must hold its Annual General Meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 Annual General Meetings - calling of and business at

- (1) The Annual General Meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the executive committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
 - (b) to receive from the executive committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary executive committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act,
 - (e) to elect a Patron or Patrons,
 - (f) to appoint an auditor, provided that such auditor will not be a member of the executive committee.
- (3) An Annual General Meeting must be specified as that type of meeting in the notice convening it.

27 Special General Meetings - calling of

- (1) The executive committee may, whenever it thinks fit, convene a Special General Meeting of the association.
- (2) The executive committee must, on the requisition of at least 20% of the total number of members, convene a Special General Meeting of the association.
- (3) A requisition of members for a Special General Meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the executive officer, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the executive committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the executive officer, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the executive committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the executive officer must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the executive officer must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the executive officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Fifteen members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or

communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

30 Presiding member

- (1) The president or, in the president's absence, the senior vice-president is to preside, or, in the senior vice-president's absence, the junior vice-president is to preside as chairperson at each general meeting of the association.
- (2) If the president, the senior vice-president or junior vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31 Adjournment

- (1) The chairperson 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the executive officer must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), 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.

32 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the executive committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33 Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

34 Voting

- (1) Each Club shall be entitled to one (1) vote per nominated member present.
- (2) Each other body shall be entitled to one (1) vote per nominated member present.
- (3) Life Members of the association are entitled to one (1) vote, unless the Life Member is the nominated member of a Club or other body, and has cast a vote as a nominated member of that Club or other body.
- (4) Executive committee members are entitled to one (1) vote, unless the executive committee member is the nominated member of a Club or other body, and has cast a vote as a nominated member of that Club or other body, or is a Life Member, and has cast a vote as a Life Member.
- (5) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (6) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (7) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.
- (8) An associate member is not entitled to vote at any general meeting of the association.
- (9) Each person present, who is entitled to vote as per subclauses (1), (2), (3) and (4), and is not excluded from voting by subclauses (6), (7) and (8) is entitled to one (1) vote only.

35 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

36 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the executive committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the executive committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

38 Insurance

The association may effect and maintain insurance.

39 Funds - source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, sponsorship, donations, fund raising activities and, subject to any resolution passed by the association in general meeting, any other sources that the executive committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40 Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All cheques, Electronic Funds Transfers (EFT) drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) or the following office holders: the president, the treasurer, or either the senior vice-president or junior vice-president.

41 Association is non-profit

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

42 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

43 Change of name, objects and constitution

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or an executive committee member.

44 Custody of books etc

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

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the executive committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer, or
- (c) on a secure electronic device or secure online storage, recognised by the executive as being an acceptable record.

45 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$2 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

46 Service of notices

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

47 Member protection

The association will develop, maintain and enforce a Member Protection Policy, that is available to all members and associate members of the association, via the associations web site and social media accounts.

48 Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 April, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 May and ending on the following 30 April.

Appendix 2

Application for Membership of Association



(Clause 3 (2))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Hornsby Ku-ring-gai & Hills District Cricket Association Incorporated

(Incorporated under the *Associations Incorporation Act 2009*)

I,

.....
[full name of applicant]

of

.....
[address]

.....
hereby apply to become a member of the Hornsby Ku-ring-gai & Hills District Cricket Association Incorporated. In the event of my admission as a member, I agree to be bound by the Constitution of the association for the time being in force.

.....
Signature of applicant

I,

.....
[full name]

a member of the association, nominate the applicant for membership of the association.

.....
Signature of proposer

.....
Date

I,

.....
[full name]

a member of the association, second the nomination of the applicant for membership of the association.

.....
Signature of seconder

.....
Date