

Constitution

1. Name

The name of the Association shall be the St Ives District Junior Cricket Club Incorporated (referred to in this Constitution as “the Association”) (Formerly St Ives District Junior Cricket Club)

2. Objects

The objects of the Association, subject to the *Associations Incorporation Act 2009 (NSW)*, shall be:

- (a) to organise, control, and foster the game of Cricket in the Junior grades.
- (b) to hire, rent, lease, purchase or otherwise acquire, maintain, develop grounds and facilities.
- (c) to buy, lease, rent, sell and generally deal in services, sporting equipment and/or materials, foodstuffs and beverages.
- (d) to join, affiliate with, amalgamate or enter into partnerships or ventures with sporting bodies or organisations to promote any type of sport or pastime.
- (e) to carry on all such activities as may be deemed necessary and desirable by the Management Committee to achieve the objects of the Association.

3. Membership

- (a) Subject to these rules the Members of the Association shall be the Members and Life Members of the Associations immediately prior to incorporation together with such other people and organisations as the Committee admits to membership.
- (b) Membership is open to all individuals and organisations who accept the objects and rules of the Association. An unincorporated organisation is not capable of being a Member of the Association, but it may nominate individuals to be Members to represent it.

- (c) Individuals and organisations wishing to become Members of the Association shall apply to the Committee for membership.
- (d) Without in any way limiting membership of the Association, no more than two non-playing persons from a family can be voting Members.
- (e) The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
- (f) Members shall pay such fees as are determined by the Association at a general meeting.
- (g) A Register of Members shall be kept by the Association showing the name, address and date of commencement of membership for each Member. Provision for noting the date of cessation of membership shall also be contained in the Register.
- (h) Membership fees shall fall due on the first day of July each calendar year.
- (i) Membership shall cease upon resignation, death, expulsion, or failure to pay outstanding membership fees within three months of the due date.
- (j) The financial year of the Association shall run from 1 March to 30 June or such other period as is determined by the Committee.
- (k) The Committee may award life membership to Members in recognition of their work with the Association.

4. Members' Liability

The Members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up the Association except to the amount of any unpaid membership fees.

5. Disciplining of Members

- (a) Where the Committee is of the opinion that a Member of the Association:
 - (i) has persistently refused or neglected to comply with a provision or provisions of these rules, or

- (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association

the Committee may act as it sees fit.

- (b) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) Anyone who wishes to appeal against a decision refusing membership, suspending membership, expelling them from membership or otherwise disciplining them may do so at the next General Meeting of the Association.
- (d)

6. Resolution of Disputes

- (a) 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*.
- (b) If a dispute is not resolved by mediation within 3 months of the referral to the community justice centre, the dispute is to be referred to arbitration.
- (c) The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

7. Management by Committee

- (a) Subject to any resolution passed by the Association in General Meeting, the Committee:
 - (i) shall control and manage the affairs of the Association;
 - (ii) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a General Meeting of the Members of the Association;
 - (iii) has the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association;

- (b) The Office Bearers shall be a President, Vice President, Secretary, Treasurer, Registrar, and Recorder. An Office Bearer may hold more than one role. There shall be up to six other members of the Committee.
- (c) The Office Bearers and other Members of the Committee shall be elected at each Annual General Meeting. Nominations for the Office Bearers and other Members of the Committee may be made and accepted from the floor at the Annual General Meeting. If insufficient further nominations are received any vacant positions remaining on the Committee shall be deemed to be casual vacancies. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.
- (d) Each member of the Committee shall hold office from the date of their election or appointment until the next Annual General Meeting.
- (e) Retiring Committee members are eligible for re-election.
- (f) A person may hold the office of President for no more than three consecutive years without the approval of the majority of Members to allow an exception to this clause at the Annual General Meeting electing Committee members for the period immediately following any period in which the current President has held that office for three consecutive years. There is no maximum number of terms for which all other Committee members may hold office.
- (g) The Committee shall meet as often as necessary to conduct the business of the Association but not less than three times in each period of twelve months.
- (h) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting, however, notice of the Committee Meetings may be given at the previous Committee meeting or by such other means as the Committee may decide upon.
- (i) Any six members of the Committee, one of whom must be an office bearer, constitute a quorum for the transaction of the business of a meeting of the Committee

- (j) A member of the Committee shall cease to hold office upon resignation in writing, removal as a member of the Association, absence from three successive Committee meetings without approval by the Committee, cessation of membership or death.
- (k) The Committee may function validly provided its number is not reduced below the quorum. Should Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.
- (l) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In case of an equality of votes the person chairing the meeting may have a second or casting vote.
- (m) If within half an hour of the time appointed for a Committee meeting a quorum is not present the meeting shall be dissolved.
- (n) Additional meetings of the Committee may be convened by the President or any two members of the Committee.

8. General Meetings

- (a) An Annual General Meeting of the Association shall be held each year within six months from the end of the financial year of the Association (except the first Annual General Meeting which shall be held within two months from the end of the first financial year and within 18 months of incorporation).
- (b) The Annual General Meeting of the association is, subject to the Act and to Clause 8(a), to be convened on the date and at the place and time that the committee thinks fit.
- (c) An Annual General Meeting must be specified as that type of meeting in the notice convening it.
- (d) The Committee may, whenever it thinks fit, convene a special General Meeting of the Association. A special General Meeting must be convened by the Committee within three months of receiving a written request to do so from at least 5% of the membership of the Association.
- (e) At least 14 days' notice of all General Meetings shall be given to members. In the case of General Meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the Meeting.

- (f) In the case of the Annual General Meeting the following shall be transacted:
- (i) confirmation of the Minutes of the last Annual General Meeting and any other recent special General Meeting, since the last Annual General Meeting;
 - (ii) receipt of the Committee's report upon the activities of the Association in the last financial year;
 - (iii) receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the Association's:
 - income and expenditure
 - assets and liabilities
 - mortgages, charges and other securities
 - trust properties
 - (iv) Election of office bearers and other members of the Committee.
- (g) The quorum for a General Meeting shall be six members present in person. If within half an hour of the time appointed for a General Meeting a quorum is not present the meeting shall be dissolved.
- (h) Voting at General Meetings shall be by show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by a special resolution where a three quarter majority is required.
- (i) All votes shall be given personally and there shall be no voting by proxy.
- (j) In the case of an equality of votes the person chairing the General Meeting may have a second or casting vote.
- (k) Nominations of candidates for election as office bearers or other Committee Members may be made at the Annual General Meeting or in such other ways as may be determined by the Association at a General Meeting.
- (l) Written notice of all General Meetings shall be given to Members personally, by post or delivery to the Member's last known address or by publication in the Association's Newsletter.

(m) Any changes to the Association's colours, logo or location must be decided by a vote at a General Meeting.

9. Postal or electronic ballots

The association may not hold any postal or electronic ballots to determine any issue or proposal.

10. Office Bearers

- (a) The President or, in the President's absence, the Vice President, shall act as a chairperson at each General Meeting of the Association.
- (b) If the President and Vice President are absent from a Meeting or unwilling to act, the Members present at the Meeting shall elect one of their number to act as a chairperson.
- (c) The Secretary shall ensure that the records of the business of the Association including the Rules, Register of Members, Minutes of all General and Committee Meetings and a file of all correspondence are kept. These records, and any other records not held by the Treasurer, shall be available for inspection by any Member and shall be held in custody of the Secretary.
- (d) The Treasurer shall ensure that correct books and accounts including but not limited to Cash Book, Receipt Book, Cheque Book, Deposit Book and General Ledger are kept showing the financial affairs of the Association. These records shall be available for inspection by any Member and shall be held in the custody of the Treasurer.

11. Funds Management

- (a) Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such a manner as the Committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two office bearers or employees of the Association, being Members or employees authorised to do so by the Committee.

12. Auditor

The Association shall appoint an auditor or auditors:

- (a) the auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books etc., and furnish a report thereon to the Members at the Annual General Meeting. An audit of the Annual Accounts must be conducted at regular intervals of no more than twelve months.
- (b) An auditor shall not be a Member or closely related to a Member of the Committee.
- (c) Subject to paragraph (d) hereof notice of the intention to nominate auditors to replace the current auditors shall be given to the Secretary at least 21 days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditors at least 7 days before the Annual General Meeting and if they so wish, be heard at such Annual General Meeting.
- (d) Where the current auditor submits his resignation or notifies the Secretary of his intention not to seek re-election as auditor, paragraph (c) shall not apply.
- (e) In the event of a casual vacancy the Committee may fill the position of Auditor or auditors, such party to hold the position until the next Annual General Meeting.

13. Inspection of books etc.

- (a) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (i) records, books and other financial documents of the association,
 - (ii) this constitution,
 - (iii) minutes of all committee meetings and general meetings of the association.
- (b) A member of the association may obtain a copy of any of the documents referred to in subclause (a) on payment of a fee of not more than \$1 for each page copied.
- (c) Despite subclauses (a) and (b), 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.

14. Special Resolutions

- (a) A Special Resolution must be passed by a General Meeting of the Association to effect the following changes:
 - (i) a change in the Association's name
 - (ii) a change of the Association's rules
 - (iii) a change of the Association's objects
 - (iv) an amalgamation with another Incorporated Association
 - (v) to voluntarily wind up the Association and distribute its property
 - (vi) to apply for registration as a Company or Co-operative
- (b) A Special Resolution shall be passed in the following manner:
 - (i) a notice must be sent to all Members advising that a General Meeting is to be held to consider a Special Resolution
 - (ii) the notice must give details of the proposed Special Resolution and give at least 21 days' notice of the Meeting
 - (iii) a quorum must be present at the Meeting
 - (iv) at least three quarters of those present must vote in favour of the Resolution
 - (v) in situations where it is not possible or practicable for a Resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the Resolution in some other way.

15. Public Officer

- (a) The Committee shall ensure that a person is appointed as Public Officer.
- (b) The first Public Officer shall be the person who completed the application for incorporation of the Association.

(c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.

(d) The Public Officer shall be deemed to have vacated their position in the following circumstances:

- (i) death;
- (ii) resignation;
- (iii) removal by the Committee or at a General Meeting;
- (iv) bankruptcy or financial insolvency;
- (v) mental illness; or
- (vi) residency outside New South Wales

(e) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.

(f) The Public Officer is required to notify the Corporate Affairs Commission by the prescribed form in the following circumstances:

- (i) appointment (within 14 days)
- (ii) a change of residential address (within 14 days)
- (iii) a change of the Association's objects or rules (within 1 month)
- (iv) a change in the membership of the Committee (within 14 days)
- (v) a change of the Association's financial affairs (within 1 month after the Annual General Meeting)
- (vi) a change in the Association's name (within 1 month)

(g) The Public Officer may be an office bearer, Committee Member, or any other person regarded suitable for the position by the Committee.

16. Distribution of property on winding up of association

- (a) 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.
- (b) 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.

17. Miscellaneous

- (a) The Association shall effect and maintain insurance as is required under the *Associations Incorporation Act* together with any other insurance which may be required by law or regarded as necessary by the Association.
- (b) The funds of the Association shall be derived from the fees of members, sponsorship donations, grants and such other sources approved by the Association.
- (c) The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two members of the Committee.