ST PATRICK'S CRICKET CLUB INC.

CONSTITUTION

Under the *Associations Incorporation Act 2009*

Updated 11 May 2026

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Part 1 Preliminary

1 Definitions

(1) In this constitution:

Association means St Patrick's Cricket Club Incorporated.

Blast player means a child who has been registered to play in the Blast cricket competitions (generally for children aged up to 11 years of age) in accordance with the registration requirements set down by Cricket Australia and the Club.

Board member means a member of the Board of Management of the Association.

Club means St Patrick's Cricket Club Incorporated.

Junior player means a player who has registered to play in accordance with the registration requirements set down by Cricket Albury Wodonga and the Club, in the junior aged competitions (eg U12s, U14s, U16s) conducted by Cricket Albury Wodonga.

Secretary means:

(a) the person holding office under this constitution as secretary of the association, or

(b) if no person holds that office - the public officer of the association.

Senior player means a player who has registered to play in accordance with the registration requirements set down by Cricket Albury Wodonga and the Club, in the open aged competitions (eg A, B, C grades) conducted by Cricket Albury Wodonga.

SPCC Board means the Board of Management of St Patrick's Cricket Club.

Special general meeting means a general meeting of the association other than an annual general meeting.

The Act means the *Associations Incorporation Act 2009*.

The Regulation means the *Associations Incorporation Regulation 2016.*

(2) 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.

(c) a reference to Club is a reference to Association and visa versa.

(3) 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 person is eligible to be a member of the association if:

(a) the person is a natural person, and

(b) the person has applied and been approved for membership of the association in accordance with clause 3.

(2) A person is taken to be a member of the association if:

(a) the person is a natural person, and

(b) the person was:

(i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or

(ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or

(iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.

(3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

(4) Members shall consist of the following classes:

(a) Playing Members - those persons who have paid a membership subscription fee in accordance with Clause 8 as a player and who shall have full rights and privileges of the Club. In the case of players under the age of 18 years of age, one of their guardians, where one of the guardians is not already a member, shall be deemed to be the playing member for the purpose of the election of board members or wherever a vote of members is required.

(b) Life Members - those persons who have been elected as Life Members of the Club in accordance with subclause (5) and who shall have full rights and privileges of Playing Members.

(c) Honorary Members - those persons who each year are approved by the SPCC Board to have the rights and privileges of Non Playing Members without the payment of a membership subscription fee.

(d) Non Playing Members – those persons who have paid a membership subscription fee in accordance with Clause 8 as a non player and who shall have full rights and privileges of the Club.

(5) **Life Members**. Life Membership may be awarded by the SPCC Board, for distinguished service to the Club. As a guide, distinguished service is defined as meeting 2 of the following 4 criteria:

(a) Minimum of ten (10) seasons as an open age player

(b) Minimum of ten (10) years as a member of the SPCC Board

(c) Minimum of ten (10) years as a non-playing member undertaking Club duties (see clause 7)

(d) Minimum of seven (7) years as an open age team captain.

(6) In exceptional circumstances the SPCC Board may consider a person as having met the criteria for the award of Life Membership even if they only meet 1 of the criteria listed in sub clause (5).

(7) Club duties are defined as Selector, Practice Captain, Bar Attendant, Scorer, Coach or any other activities the SPCC Board may deem appropriate.

(8) Written nominations for Life Membership is to be forwarded to the Secretary for consideration at the next scheduled meeting the SPCC Board. Where a member of the SPCC Board is nominated he or she must not be involved in the deliberations or voting by the SPCC Board on the application. Life Membership shall be recognised by presentation of a medallion at the Senior Presentation Function or other Club function as determined by the SPCC Board.

(9) A record of Life Membership shall be maintained by the Secretary.

(10) Life Members shall be entitled to attend and vote at all meetings of the Club.

(11) Life members shall be entitled to attend all Club functions free of charge. Life members who are still playing cricket for the Club are not required to pay an annual registration fee but are still required to pay weekly match fees (if these apply).

3 Application for membership

(1) An application by a person for membership (except in the case of Life and Honorary Members) of the association:

(a) must be made in writing (including by email or other electronic means, if the SPCC Board so determines) in the form determined by the SPCC Board, and

(b) must be lodged (including by electronic means, if the SPCC Board so determines) with the secretary of the association.

(2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the SPCC Board, which is to determine whether to approve or to reject the application.

(3) As soon as practicable after the SPCC Board makes that determination, the secretary must:

(a) notify the applicant in writing (including by email or other electronic means, if the SPCC Board so determines) that the SPCC Board approved or rejected the application (whichever is applicable), and

(b) if the SPCC Board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

(4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

4 Cessation of membership

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; or

(e) transfers to another cricket club in Cricket Albury Wodonga. Players seeking to transfer to another cricket club must first obtain a financial clearance from the Club.

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 from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that the SPCC Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(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 secretary 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 secretary must establish and maintain a register of 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 of the association together with the date on which the person became a 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.

(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 $1 for each page copied.

(5) If a 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 person obtained from the register to contact or send material to the person, other than for:

(a) the purposes of sending the 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) A member of the association must, on admission to membership, pay to the association a fee of $1 or, if some other amount is determined by the SPCC Board, that other amount.

(2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of $2 or, if some other amount is determined by the SPCC Board, that other amount:

(a) except as provided by paragraph (b), by such date as determined by the SPCC Board in each financial year of the association in each calendar year, or

(b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and by such date as determined by the SPCC Board of the financial year of the association in each succeeding calendar year.

(3) The SPCC Board may at its discretion waiver payment of any membership subscription or playing fee payable by a member.

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 SPCC Board by any person that a member of the association:

(a) has refused or neglected to comply with a provision or provisions of this constitution,

(b) has wilfully acted in a manner prejudicial to the interests of the association, or

(c) has breached any code of conduct of the association or Cricket Albury Wodonga.

(2) The SPCC Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the SPCC Board decides to deal with the complaint, the SPCC Board:

(a) must cause notice of the complaint to be served on the member concerned, and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the SPCC Board in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

(4) The SPCC Board may, by resolution, expel the member from the association or suspend the 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 SPCC Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the SPCC Board for having taken that action and of the 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 meeting against a resolution of the SPCC Board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary 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 secretary must notify the SPCC Board, which is to convene a general meeting of the

association to be held within 28 days after the date on which the secretary 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 SPCC Board spokesperson 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 SPCC Board

13 Powers of the Board

The Board is to be known as the St Patrick's Cricket Club Board of Management and, subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the SPCC Board:

(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 SPCC board to be necessary or desirable for the proper management of the affairs of the association.

14 Composition and membership of the SPCC Board

(1) The SPCC Board is to consist of:

(a) the office-bearers of the association, and

(b) at least 2 ordinary Board members,

each of whom is to be elected at the annual general meeting of the association under clause 15.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

(2) The total number of SPCC Board members is to be at least 6 and not more than 8.

(3) The office-bearers of the association are as follows:

(a) Chairperson,

(b) vice-chairperson,

(c) the treasurer,

(d) the secretary.

(4) A SPCC Board member may hold up to 2 offices (other than both the offices of Chairperson and vice-chairperson).

(5) There is no maximum number of consecutive terms for which a SPCC Board member may hold office.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

(6) Each member of the SPCC Board is, subject to this constitution, to hold office until immediately before the election of SPCC Board members at the annual general meeting next following the date of the member's election and is eligible for re-election.

15 Election of board members

(1) Nominations of candidates for election as board members of the Association:

(a) must be made in writing, signed by 2 members of the association over the age of 18 years of age 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 secretary of the association at least 7 days before the date 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 SPCC Board, 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 SPCC Board 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 SPCC Board members is to be conducted at the annual general meeting. All members present at the AGM will be required to vote for 8 of the nominated members to form the SPCC Board. The 8 nominees receiving the greatest number of votes will form the SPCC Board.

(7) At the first SPCC Board meeting after the Annual General Meeting, the newly elected SPCC Board shall then determine the positions of the office-bearers of the association.

16 Secretary

(1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:

(a) all appointments of office-bearers and SPCC Board members, and

(b) the names of members of the SPCC Board present at a board meeting or a general meeting, and

(c) all proceedings at board meetings and general 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).

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 SPCC Board, the SPCC Board 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 SPCC Board 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 secretary, 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 SPCC Board from 3 consecutive meetings of the SPCC Board, 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 a SPCC Board member

(1) The association in general meeting may by resolution remove any member of the SPCC Board 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 SPCC Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or chairperson and requests that the representations be notified to the members of the association, the secretary or the chairperson 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 SPCC board meetings and quorum

(1) The SPCC Board must meet at least 3 times in each period of 12 months at the place and time that the SPCC Board may determine.

(2) Additional meetings of the SPCC Board may be convened by the chairperson or by any member of the SPCC Board.

(3) Oral or written notice of a meeting of the SPCC Board must be given by the secretary to each member of the SPCC Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the SPCC Board) 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 SPCC Board members present at the meeting unanimously agree to treat as urgent business.

(5) Any 5 members of the SPCC Board, including at least 1 office bearer, constitute a quorum for the transaction of the business of a meeting of the SPCC Board.

(6) No business is to be transacted by the SPCC Board 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.

(7) 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.

(8) At a meeting of the SPCC Board:

(a) the chairperson or, in the chairperson's absence, the vice-chairperson is to preside, or

(b) if the chairperson and the vice-chairperson are absent or unwilling to act, one of the remaining members of the SPCC Board chosen by the members present at the meeting is to preside.

21 Appointment of association members as SPCC board members to constitute quorum

(1) If at any time the number of SPCC Board members is less than the number required to constitute a quorum for a SPCC Board meeting, the existing SPCC Board members may appoint a sufficient number of members of the association as SPCC Board members to enable the quorum to be constituted.

(2) A member of the SPCC Board 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 SPCC board meetings

(1) A SPCC Board meeting may be held at 2 or more venues using any technology approved by the SPCC Board that gives each of the SPCC Board members a reasonable opportunity to participate.

(2) A SPCC Board member who participates in a SPCC Board 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 SPCC Board to sub-committees

(1) The SPCC Board may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the SPCC Board thinks fit) the exercise of any of the functions of the SPCC Board that are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function which is a duty imposed on the SPCC Board 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 SPCC Board 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 SPCC Board.

(6) The SPCC Board 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 SPCC Board or of any sub-committee appointed by the SPCC Board are to be determined by a majority of the votes of members of the SPCC Board or sub-committee present at the meeting.

(2) Each member present at a meeting of the SPCC Board or of any sub-committee appointed by the SPCC Board (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), the SPCC Board may act despite any vacancy on the SPCC Board.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the SPCC Board or by a sub-committee appointed by the SPCC Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the SPCC Board 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 SPCC Board 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 SPCC Board reports on the activities of the association during the last preceding financial year,

(c) to elect SPCC Board members of the association,

(d) to receive and consider any financial statement or report required to be submitted to members under the Act.

(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 SPCC Board may, whenever it thinks fit, convene a special general meeting of the association.

(2) The SPCC Board must, on the requisition of at least 5% 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 secretary, 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 SPCC Board 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 secretary, 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 SPCC Board.

(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 secretary must, at least 7 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 secretary 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 secretary 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) Five 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 chairperson or, in the chairperson's absence, the vice-chairperson, is to preside as chairperson at each general meeting of the association.

(2) If the chairperson and the vice-chairperson 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 secretary 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 SPCC Board 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 SPCC Board 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) On any question arising at a general meeting of the association a member has one vote only.

(2) 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.

(3) 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.

(4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

35 Proxy votes not permitted

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

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

36 Postal or electronic ballots

(1) The association may hold a postal or electronic ballot (as the SPCC Board 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 SPCC Board 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, donations and, subject to any resolution passed by the association in general meeting, any other sources that the SPCC Board 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.

(4) Fundraising:

(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 SPCC Board 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 SPCC Board.

(c) The SPCC Board 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.

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 SPCC Board determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

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. The objects of the association shall be to control and govern games of cricket in which teams representing the Club participate, including but without limiting the generality thereof games organised, conducted or managed by Cricket Albury Wodonga.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

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.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an 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 a SPCC Board 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 SPCC Board determines), or

(b) if the association has no premises, at the association's official address, in the custody of the public officer.

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 SPCC Board 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 $1 for each page copied.

(3) Despite subclauses (1) and (2), the SPCC Board 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 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.

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.

2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

48 Club colours and playing dress

(1) The colours of the Club will be green (PMS 3308) and white.

(2) All members participating in games of cricket on behalf of the Club will appear in proper cricketing attire. All shirts, trousers, and jumpers worn by players representing the Club in two day competition games, will be white in colour; jumpers and shirts may contain bands of green in a design approved by the SPCC Board. All shirts and trousers worn by players representing the Club in the one day competition, where possible, shall be green (and may contain bands of white) in a design approved by the SPCC Board.

(3) Caps will contain the Club colours and have the Club emblem embossed on the front panel, wide brimmed hats will be white in colour with the Club emblem in green on the front, and be of such design as approved by the SPCC Board.

(4) The design of emblems and badges permitted to be fixed to a player's dress will be as determined by the SPCC Board and approved where necessary by Cricket Albury Wodonga.

49 Team nominations

(1) Each year the SPCC Board shall ensure that the Club nominates teams to compete in competitions sanctioned by Cricket Albury Wodonga. In the making of such team nominations, the SPCC Board is to adhere to the philosophy that in junior grades where there is more than one division in an age group, that teams should be nominated in the division that best suits the playing standards of the junior players involved.

(2) If there is more than one team able to be nominated in an age group, then there should be at least one team nominated in each division of that age group if possible.

50 Matches

(1) The Club shall enter into matches sanctioned by Cricket Albury Wodonga and abide by any rules, conditions and standards of conduct or dress as set down by Cricket Albury Wodonga.

51 Use of By-Laws

(1) By-Laws may be added, modified or updated each year by the SPCC Board to assist with the good management and administration of the Club.

(2) By-Laws need to be passed by a two thirds majority of the SPCC Board by vote in person or by proxy.

(3) By-Laws will continue to have effect year on year unless otherwise repealed or amended by the SPCC Board.