

**NEPEAN DISTRICT CRICKET ASSOCIATION INCORPORATED**  
**INCORPORATED 13 DECEMBER 1990**

# CONSTITUTION

## Contents

<b>PART 1</b>	<b>PRELIMINARY .....</b>	<b>3</b>
1	NAME .....	3
2	OBJECTIVES.....	3
3	DEFINITIONS .....	3
4	COLOURS AND PLAYING DRESS .....	4
<b>PART 2</b>	<b>MEMBERSHIP .....</b>	<b>5</b>
5	MEMBERSHIP GENERALLY .....	5
6	APPLICATION FOR MEMBERSHIP .....	5
7	CESSATION OF MEMBERSHIP.....	6
8	MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE.....	6
9	RESIGNATION OF MEMBERSHIP .....	6
10	REGISTER OF MEMBERS .....	6
11	LIFE MEMBERS .....	7
12	FEES AND SUBSCRIPTIONS .....	8
13	MEMBERS' LIABILITIES .....	8
14	DISCIPLINING OF MEMBERS .....	8
15	RIGHT OF APPEAL OF DISCIPLINED MEMBER .....	11
<b>PART 3</b>	<b>THE MANAGEMENT COMMITTEE .....</b>	<b>12</b>
16	POWERS OF THE MANAGEMENT COMMITTEE .....	12
17	COMPOSITION AND MEMBERSHIP OF MANAGEMENT AND EXECUTIVE COMMITTEES .....	13
18	ELECTION OF COMMITTEE MEMBERS .....	14
19	PRESIDENT.....	14
20	VICE-PRESIDENT .....	15
21	SECRETARY (SENIOR AND JUNIOR) .....	15
22	TREASURER.....	15
23	COMPETITION SECRETARY / REGISTRAR.....	16
24	ASSISTANT SECRETARY (SENIOR AND JUNIOR).....	16
25	CASUAL VACANCIES.....	16
26	REMOVAL OF MANAGEMENT COMMITTEE MEMBERS .....	17
27	MANAGEMENT COMMITTEE MEETINGS AND QUORUM.....	17
28	USE OF TECHNOLOGY AT MANAGEMENT COMMITTEE MEETINGS .....	19
29	DELEGATION BY MANAGEMENT COMMITTEE.....	19
<b>PART 4</b>	<b>GENERAL MEETINGS.....</b>	<b>20</b>
30	ANNUAL GENERAL MEETINGS - HOLDING OF AND BUSINESS AT.....	20
31	SPECIAL GENERAL MEETINGS - CALLING OF .....	20
32	DELEGATES MEETING .....	21
33	NOTICE.....	21
34	QUORUM FOR SPECIAL GENERAL MEETINGS.....	22
35	PRESIDING MEMBER.....	22
36	ADJOURNMENT.....	23
37	MAKING OF DECISIONS .....	23
38	SPECIAL RESOLUTIONS .....	24
39	VOTING .....	24
40	PROXY VOTES NOT PERMITTED .....	24

41	POSTAL OR ELECTRONIC BALLOTS .....	25
42	USE OF TECHNOLOGY AT GENERAL MEETINGS.....	25
<b>PART 5</b>	<b>MISCELLANEOUS .....</b>	<b>25</b>
43	INSURANCE .....	25
44	FUNDS - SOURCE .....	25
45	FUNDS - MANAGEMENT .....	26
46	NON-PROFIT STATUS .....	26
47	DISTRIBUTION OF PROPERTY ON WINDING UP .....	26
48	CHANGE OF NAME, OBJECTS AND CONSTITUTION .....	27
49	CUSTODY OF BOOKS ETC.....	27
50	INSPECTION OF BOOKS ETC.....	27
51	SERVICE OF NOTICES.....	27
52	FINANCIAL YEAR .....	28
53	PUBLIC OFFICER .....	28
54	PLAYING RULES.....	28

## Part 1 Preliminary

### 1 Name

The name of the Association shall be Nepean District Cricket Association Incorporated (the "Association").

### 2 Objectives

The objectives of the Association shall be:

- (1) The development, promotion and management of the game of cricket within the area covered by Penrith City Council and Blue Mountains City Council.
- (2) To arrange and manage cricket competition between Member clubs in accordance with the rules of the Association, the playing conditions and the prevailing rules and conditions of cricket and its governing bodies.
- (3) To arbitrate and legislate on all disputes among member clubs and members of the Association relating to cricket activities.
- (4) To enter teams to represent the Association in competitions organised by other cricket controlling bodies in accordance with the rules of the governing body administering such competitions.
- (5) To affiliate with and, where appropriate, appoint delegates to the governing bodies of cricket.

### 3 Definitions

- (1) In this constitution:

**CNSW** means the New South Wales Cricket Association

**Commissioner** means the Commissioner for Fair Trading, Department of Finance, Services and Innovation, or if there is no such position in the Department, the Secretary of the Department.

**ordinary committee member** means a member of the committee who is not an office-bearer of the Association.

**secretary** means the person holding office under this constitution as secretary of the Association.

**special general meeting** means a general meeting of the Association other than an annual general meeting.

**Official Umpire** means an umpire who is a financial member of and appointed by the Nepean District Cricket Umpires Association Inc to officiate at matches conducted by the Association.

**Life Member** means a person who has been granted Life Membership of the Association in accordance with the Constitution and Rules and is not liable for any fee or subscription.

**"Playing Member"** means a registered and current financial member of a member club who participates in matches conducted by the Association.

**"Club Delegate"** means the persons selected by each member club to represent its interests at general meetings.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the regulations made in accordance with the provisions of the Act.

- (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.
- (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.

#### **4 Colours and playing dress**

- (1) The colours of the Association will be green and gold.
- (2) All players representing the Association in games of cricket will appear in proper cricketing attire. All clothing, footwear and headwear worn by players participating in the Association's games will be of colours and design approved by the Management Committee.
- (3) The design of emblems and badges permitted to be fixed to a player's dress will be determined by the Management Committee and approved by CNSW.
- (4) Subject to the approval of CNSW, the Management Committee may authorise the wearing of apparel not in accordance with subclause (2).

## **Part 2    Membership**

### **5    Membership generally**

- (1) A person is a member of the Association if:
  - (a) the person is a member of a club that has been admitted to membership of the Association by the Management Committee;
  - (b) the person has been elected a Life Member of the Association;
  - (b) the person currently holds a position on the Management Committee; or
  - (c) the person has otherwise applied and been approved for membership of the Association in accordance with clause 6.
- (2) In the case of members who are under the age of 18 at the time of registration with a club that is a member of the Association, that person's parent and/or guardian will be considered the member for the purpose of this Constitution.

### **6    Application for membership**

- (1) Except in the case of Life Members, an application by a Club or individual person for membership of the Association:
  - (a) must be made in writing (including by email or other electronic means) in the form determined by the Management Committee;
  - (b) must be signed and authorised by the applicant and/or the secretary of the proposed new Club if the application is for a Club; and
  - (c) must be lodged (including by electronic means) 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 Management Committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Management Committee makes that determination, the secretary must notify the applicant in writing (including by email or other electronic means) that the Management Committee approved or rejected the application (whichever is applicable).
- (4) Both member clubs and individual members shall pay such membership fees as are determined by the Management Committee.

- (5) The Management Committee may, from time to time, create different classes of membership (including, without limitation, different classes of membership for players under 18, students, and non-playing members) and may set different fees for different classes of membership.

## **7 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 12 within 3 months after the fee is due.

## **8 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.

## **9 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 Management Committee 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.

## **10 Register of members**

- (1) The Public Officer or 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. This register may be

formed using information provided by Clubs and individuals in any electronic registration system in use by the Association.

- (2) The register of members (names only) must be open for inspection, free of charge, by any member of the Association at any reasonable hour upon request to the Secretary of the Association. Information other than first and surname may not be shared with anyone for any purposes.
- (3) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (1) and (2) apply as if the register of members is a current hard copy of the register of members.

## **11 Life Members**

- (1) The Association shall have the power to elect life members, with a maximum of two being elected in any given year. A member who meets the criteria shall be eligible for nomination as a life member of the Association. Criteria is as follows:
  - (a) A member of the Management Committee who has contributed meritorious service for a minimum of ten years.
  - (b) A playing member of the association for a minimum of twenty-five years who, in the opinion of the Management Committee, has displayed superior conduct and made a significant contribution to cricket in the district.
- (2) Life members shall only be elected at an Annual General Meeting.
- (3) Nominations for life membership shall be made by either a member of the Management Committee or by the Secretary of a member club and shall include information, which is not more than two hundred and fifty words in length, in support of such a nomination
- (4) Nominations for life membership shall be forwarded to the NDCA Secretary prior to the second Monday in May of any given year.
- (5) Nominations for life membership must be approved by a majority of two-thirds of the members of the Management Committee at its May meeting.
- (6) A nomination for life membership approved by the Management Committee shall be proposed and voted upon at the forthcoming Annual General Meeting. Such a nomination shall be approved should two thirds of the delegates in attendance and entitled to vote support the nomination.

- (7) A nomination for life membership which fails to be approved by a two-third majority of the Management Committee shall be deemed to have lapsed for that year.

## **12 Fees and subscriptions**

- (1) Member club membership fees fall due for payment at the first (1st) delegates meeting held in September. Where such fees are not paid within fourteen (14) days following this meeting then the member club may not be eligible to be included in the competition for that season.
- (2) Member clubs with scheduled competition matches on turf wickets may be liable for the payment of turf wicket fees as determined by the Management Committee
- (3) Member clubs which participate in competition matches, semi-finals or finals, where an official umpire is provided, may be liable for umpire's fees as determined by the Nepean District Cricket Umpires Association Inc.
- (4) The refund of membership fees shall be permitted in the following circumstances:
  - (a) A member club which withdraws a team by way of written notice, forwarded to the NDCA Secretary, by the Thursday prior to the commencement of the first competition round shall be entitled to receive a full refund of registration fees paid.
  - (b) A member club which withdraws a team by way of written notice, forwarded to the NDCA Secretary, after the commencement of the first competition round but prior to the Thursday before the commencement of the third competition round, shall be entitled to receive a fifty percent refund of registration fees paid.
  - (c) A member club which withdraws a team by way of written notice, forwarded to the NDCA Secretary, after the commencement of the third competition round, shall NOT be entitled to receive a refund of registration fees paid.

## **13 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 12.

## **14 Disciplining of members**

- (1) The Association will appoint a Disputes Tribunal, as the need arises and at any time, which shall be responsible for hearing alleged breaches of the NDCA Competition Rules or By-laws and/or complaints against members as reported to the NDCA.



- (2) The Disputes Tribunal shall be comprised of a Chairman and three additional members (where possible). Such members of the Disputes Tribunal shall be drawn from persons deemed suitable by the Management Committee to serve on the Disputes Tribunal.
- (3) The Disputes Tribunal will provide information of the preceding year's matters for inclusion and mention in the Secretary's annual report.
- (4) A complaint may be made to the Management Committee by any person about a member of the Association that:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution;
  - (b) has persistently refused or neglected to comply with a provision of the Association's Rules or By-laws;
  - (c) has acted in a manner prejudicial to the interests of the game in general;
  - (d) has wilfully acted in a manner prejudicial to the interests of the Association.
- (5) The person reporting the offence is to provide a written report to the NDCA Secretary detailing the alleged offence within seven days of the incident occurring. It does not require the match to be concluded for this to occur, e.g. on the first day of a two-day match. If the matter involves the NDCA Secretary, the report should be sent to the NDCA President. This report should endeavour (but is not essential) to include:
  - (a) when and where the alleged incident happened.
  - (b) the nature of the alleged incident.
  - (c) which teams were allegedly involved (Club and Grade).
  - (d) the name(s) of the alleged offender(s).
  - (e) the names addresses and phone numbers (if possible) of any witnesses so that their version of events may become available to the Disputes Tribunal.
- (6) The NDCA Secretary shall pass the information directly to the chairman of the Disputes Tribunal as soon as possible.
- (7) The Disputes Tribunal may, at its discretion, accept the written report of the complainant or witness without the necessity for the individual to appear in person.
- (8) The Management Committee or Disputes Tribunal may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

- (9) The Management Committee or Disputes Tribunal 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.
- (10) If the Management Committee or Disputes Tribunal expels or suspends a member, the Secretary must, within 7 days after the action is taken, provide written notice to the accused and their member Club of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal.
- (11) If the Management Committee or Disputes Tribunal decides to deal with the complaint at a hearing, the Management Committee:
  - (a) must provide written notification of the charges to the accused and their Club Secretary at least three days prior to a scheduled hearing. The notification must state the charge brought against the accused and which aspect of the MCC Laws, Local By Laws or Code of Conduct has been breached.
  - (b) must take into consideration any submissions made by the accused in connection with the complaint.
- (12) The person accused of the breach (the accused) shall:
  - (a) attend the hearing at a time and place convenient to the Disputes Tribunal.
  - (b) provide one advocate to put forward their position at the hearing if required. The advocate may substitute for the accused in their absence. The hearing may proceed in the absence of the accused or their advocate.
  - (c) Elect to provide a written submission from themselves or from their advocate rather than attend the hearing if that is their preference.
- (13) The procedure for the hearing shall be:
  - (a) The evidence against the accused shall be considered.
  - (b) The defence of the accused including a rebuttal shall then be considered.
  - (c) The Disputes Tribunal shall ascertain/clarify any issues pertinent to the charge.
  - (d) The Disputes Tribunal will then consider the matter of guilt or innocence.
  - (e) The Disputes Tribunal is to make their decision based upon the balance of evidence both written and oral.

- (f) A majority vote of the Disputes Tribunal shall be sufficient for a decision.
- (g) If the accused is found guilty then the submission of mitigating circumstances or previous good conduct may be considered prior to sentence determination.
- (14) The outcome of all matters brought before the Disputes Tribunal shall be forwarded to the NDCA Management Committee who will accept the Disputes Tribunal's recommendation. However, the penalty recommended by the Disputes Tribunal may be adjusted by the NDCA Management Committee if deemed appropriate.
- (15) The NDCA Secretary will notify the persons involved, and the Secretary of their club, of the determination within seven (7) days, where possible, of the Disputes Tribunal's recommendation.
- (16) The guilty party, and the Secretary of their club, will be advised of the decision in writing and their appeal rights. This communication will include which aspect of the MCC Laws, Local By Laws or Code of Conduct was breached by the guilty party.
- (17) In addition to any suspension, the Disputes Tribunal may impose fines upon an individual, team or club and recommend deduction of competition points from a team or club to the Management Committee.
- (18) Any witnesses, where possible, are to be provided with the outcome of the Disputes Tribunal decision.

## **15 Right of appeal of disciplined member**

- (1) A written appeal must be received by the NDCA Secretary within three days after notice of the resolution is served on the member or Member club otherwise the right to appeal will lapse. This appeal must also include the grounds for the appeal.
- (2) The Management Committee shall appoint an Appeals Committee, as the need arises and at any time, which shall be responsible for the reviewing of appeals lodged by parties found guilty by the Disputes Tribunal.
- (3) The Appeals Committee shall comprise three members. Such members of the Appeals Committee shall be drawn from persons deemed suitable by the Management Committee to serve on the Appeals Committee. The Appeals Committee cannot include a member of the Disputes Tribunal relating to the matter being appealed.
- (4) The Appeals Committee shall hear such an appeal at its earliest possible convenience.
- (5) The Appeals Committee has the right to vary the sentence as determined by the Disputes Tribunal. This may include reversing the decision of the Disputes Tribunal, increasing or decreasing the sentence handed down.

- (6) A further right of appeal to the NSW Districts Cricket Association (or its successor or another appropriate governing body) is available to member clubs. An appeal must be received by the NDCA Secretary, within seven days of the decision of the Appeals Committee, and must include the grounds of appeal. Such an appeal shall be forwarded by the NDCA Secretary, within seven days of it being received, to the NSW Districts Cricket Association for its determination.
- (7) The appellant will be unable to participate in any NDCA, NSWDC, or CNSW sanctioned matches until the appeal is heard by the NSW Districts Cricket Association.
- (8) The Executive Committee shall recognise and put into effect any resolution of the New South Wales District Cricket Association or other appropriate body on appeals made under this section.

## **Part 3 The Management Committee**

### **16 Powers of the Management Committee**

Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in general meeting, the Management Committee:

- (a) is to control and manage the affairs of the Association;
- (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;
- (c) has power to perform all the acts and do all things that appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Association;
- (d) without limiting the generality of sub-clauses (a), (b) and (c), has the power to determine the criteria for selection of any team or official representing the Association;
- (e) may organise and conduct such cricket competitions as appear to the Management Committee to be necessary or desirable;
- (f) shall set such fees and charges for the conduct and administration of its competitions as it deems necessary; and
- (g) has power to accept or reject applications by clubs or teams to enter its competitions and to grade or re-grade any team admitted to its competitions or any member wishing to join the Association.

## **17 Composition and membership of Management and Executive Committees**

- (1) The activities of the Association shall be controlled and managed by a Management Committee, all of whom shall be either a member of a member club or a Life Member.
- (2) The Management Committee is to consist of:
  - (a) the Executive Committee of the Association; and
  - (b) the General Committee of the Association.
- (3) The Executive Committee shall be empowered to act on behalf of the Association in the case of an emergency. Any action taken shall be reported at the next Management Committee meeting for its notification. The office-bearers of the Association forming the Executive Committee are:
  - (a) President,
  - (b) Vice-President,
  - (c) Treasurer,
  - (d) Senior Secretary,
  - (e) Junior Secretary, and
  - (f) Competition Secretary / Registrar
- (4) The General Committee shall consist of the following office-bearers:
  - (a) Senior Assistant Secretary
  - (b) Junior Assistant Secretary
  - (c) Junior Representative Coordinator
  - (d) Female (Womens and Girls) Cricket Coordinator
  - (e) One representative from the Nepean District Cricket Umpires Association Inc not otherwise represented on the Management Committee
  - (f) Grounds Manager
  - (g) Up to four General Committee Members
- (5) A Management Committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (6) No more than two members from each Club may be elected to Executive Committee roles unless there are insufficient nominations for those positions.

- (7) Members of the Management Committee shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the following Annual General Meeting.

## **18 Election of committee members**

- (1) Nominations of candidates for election as office-bearers of the Association:
  - (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 secretary of the Association at least 14 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 Management 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 Management 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 Management Committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer must be a member of the Association.
- (8) The Management Committee shall at its first general meeting after the Annual General Meeting elect delegates to represent the Association at other bodies with which the Association is affiliated.

## **19 President**

- (1) The President of the Association shall chair monthly Management Committee meetings and cast deciding votes on matters as required.

- (2) The President will represent the Association at meetings, fora and other occasions as required.
- (3) The Vice-President deputises for the President in their absence and assumes other duties from time to time as directed by the President.

## **20 Vice-President**

- (1) The Vice-President of the Association Shall act as a Chairman in the absence of the President and assume the duties of the President.
- (2) The Vice-President will coordinate senior representative teams and liaise with the bodies organising those senior representative competitions.
- (3) The Vice-President will assist the grounds manager to liaise with curators on matters of ground availability and repairs and maintenance to curating equipment. They will establish a network of contacts for supplies and repairs as needed in conjunction with the grounds manager.

## **21 Secretary (Senior and Junior)**

- (1) It is the duty of the Secretary of the Association to handle and deal with all correspondence and contact with members of the Association and all other persons and organisations with whom the Association may deal from time to time. The Senior Secretary shall handle matters relating to the running and administration of the senior competition. The Junior Secretary shall handle matters relating to the running and administration of the junior competition.
- (2) The Secretary (Senior and Junior) shall have the power to deal with any matters of urgency occurring between dates set down for meetings of the Management Committee. Any matters dealt with under this rule must be reported to the following Management Committee meeting.
- (3) It is the duty of the Senior Secretary to keep minutes (whether in written or electronic form) of all appointments of office-bearers and members of the Management Committee.

## **22 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.
- (c) The Treasurer must present a report of the previous month's income and expenditure at each meeting of the Management Committee.

## **23 Competition Secretary / Registrar**

- (1) The Competition Secretary / Registrar will prepare the competition draws for all competitions administered by the Association including ground allocation and make changes as required ensuring all stakeholders are notified (i.e. Club officials, Umpires, Council).
- (2) The Competition Secretary / Registrar will check and monitor team registrations, manage clearances and permits requests, check weekly team sheets to monitor grading compliance and advise the Secretary of any breaches.
- (3) This role may be assumed by a representative from Cricket NSW in a paid capacity with payment coming from a player registration product aligned to this role.

## **24 Assistant Secretary (Senior and Junior)**

- (1) It is the duty of the Senior Assistant Secretary and Junior Assistant Secretary of the Association (alternating monthly) to:
  - (a) record the names of members of the Management Committee present at a Management Committee meeting or a general meeting, and
  - (b) record minutes of all proceedings at Management Committee meetings and general meetings.
- (2) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (3) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (2).

## **25 Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management 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 Management 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 secretary, or
  - (e) is removed from office under clause 26, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the 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.

## **26 Removal of Management Committee members**

- (1) The Association in general meeting may by resolution remove any member of the Management 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 Management Committee, to whom a proposed resolution referred to in subclause (1) relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary 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.

## **27 Management Committee meetings and quorum**

- (1) The Management Committee shall meet as often as is necessary to conduct the business of the Association, but in any event not less than once every two months. Such meetings unless otherwise determined shall be held on the third Monday of the Month at a time and venue specified by the Management Committee.

- (2) Additional meetings of the Management Committee may be convened by the president or by any member of the Executive committee.
- (3) At a meeting of the Management Committee, the President shall preside as Chairman of the meeting. If the President is absent or unwilling to act as Chairman, the Vice-President shall preside as Chairman of the meeting. If the President and the Vice-President are absent or unwilling to act, one of the remaining members of the Management Committee chosen by the members present at the meeting is to preside.
- (4) The general nature of the business to be transacted at the meeting will include:
  - (a) Welcome and apologies
  - (b) Senior Secretary's Report
  - (c) Junior Secretary's Report
  - (d) Treasurer's Report
  - (e) Grounds Manager's Report
  - (f) Representative Coordinator's Report
  - (g) Disciplinary Tribunal Report
  - (h) Umpires Representative Report
  - (i) General Business
- (5) Any 6 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (6) No business is to be transacted by the Management 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 or as otherwise agreed upon.
- (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) Questions arising at any meeting of the Management Committee shall be decided by the majority of votes of those members of the Management Committee present. Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management 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.

- (9) Any person may attend a meeting of the Management Committee at the invitation of any office-bearer or at the invitation of the Management Committee.

## **28 Use of technology at Management Committee meetings**

- (1) A Management Committee meeting may be held at 2 or more venues using any technology approved by the Management Committee that gives each of the Management Committee's members a reasonable opportunity to participate.
- (2) A Management Committee member who participates in a Management 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.

## **29 Delegation by Management Committee**

- (1) The Management Committee may, by resolution in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the Management Committee thinks fit) the exercise of any of the functions of the Management 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 Management Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this 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 Management Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (6) The Management Committee may, by resolution in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper but must meet as directed by the Executive Committee.

## **Part 4     General meetings**

### **30     Annual general meetings - holding of and business at**

- (1) The Annual General Meeting of the Association shall be held not later than the 8th of August in each year at such place and time as the Management Committee shall decide.
- (2) The order of business at each Annual General Meeting shall be:
  - (a) The reading and confirmation of the minutes of the previous Annual General Meeting and of any special general meeting held since that meeting.
  - (b) Consideration of the Annual Report of the NDCA Secretary and the Treasurer's financial statement and balance sheet.
  - (c) Election of members of the Management Committee, Patrons, and Auditor.
  - (d) Such other business as may be brought forward in conformity with the rules of the Association.

### **31     Special general meetings - calling of**

- (1) Special general meetings shall be held whenever the Management Committee directs or (within 28 days) upon a written request received by a member club Secretary and signed by at least ten members of the Association. In the latter case, the subject for calling such meetings shall be clearly stated in the requisition, and business shall be confined to that subject.
- (2) 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.
- (3) If the Management 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 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.

- (4) A special general meeting convened by a member or members as referred to in subclause (3) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (5) For the purposes of subclause (2):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **32 Delegates Meeting**

- (1) The Association shall at least once in each calendar year convene a meeting of delegates of current and prospective member Clubs to be held no later than 7<sup>th</sup> September.
- (2) A delegate may be any member of the Association representing a member Club of which he or she is also a member. This member must be endorsed by the President or Secretary of the member Club prior to voting at any delegates meeting. Voting eligibility for Delegates Meetings is covered in Clause 39.
- (3) The business of an annual delegates meeting shall be for the Association to:
  - (a) Receive team nominations from Clubs for the upcoming season;
  - (b) Confirm the minutes of the last preceding annual delegates meeting and any special delegates meeting held since that date;
  - (c) Provide updates from the Secretaries and Treasurer since the Annual General Meeting;
  - (d) Provide an update from the Grounds Manager as to the condition of grounds;
  - (e) Welcome new Clubs and advise on number of team nominations received.
  - (f) Consider alterations and amendments to the playing conditions of the Association's competition;
  - (g) Recommend any action which the Management Committee may at its discretion consider in respect to the conduct of the Association's competitions.
  - (h) Advise on the season dates – start, finish and breaks.

## **33 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 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 secretary must, at least 21 days before the date fixed for the holding of the general meeting, provide notice to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (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 30 (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.

### **34 Quorum for special general meetings**

- (1) No item of business is to be transacted at a special 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 special general meeting) constitute a quorum for the transaction of the business of a special general meeting.
- (3) If within half an hour after the appointed time for the commencement of a special 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 at the same place or as otherwise agreed upon.
- (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.

### **35 Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each delegate, general and special meeting of the Association.

- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **36 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.

### **37 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 any appropriate corresponding method that the Management 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 Management Committee under subclause (1) (b) 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.

### **38 Special resolutions**

- (1) A special resolution must be passed by a majority of not less than 75% of voting members of the Association present at a general meeting of the Association to effect the following changes:
  - (a) an alteration to the Association's name;
  - (b) an alteration to the Constitution;
  - (c) an alteration of or an addition to the Association's objectives;
  - (d) an alteration of the Association colours;
  - (e) an amalgamation with another incorporated or unincorporated Association or club to voluntarily wind up the Association and distribute its property; or
  - (f) to apply for registration as a company or a co-operative society.

### **39 Voting**

- (1) Member clubs of the Association shall be entitled to have club delegates attend any general meeting and each club delegate shall be entitled to one vote at such meetings. The number of club delegates representing each member club shall be determined as follows:

<b>Number of Teams (previous season – junior and senior teams)</b>	<b>Number of Delegates</b>
1-4 teams	Two delegates
5-8 teams	Three delegates
9 or more teams	Four delegates

- (2) Life members shall be entitled to one vote at any general meeting of the Association.
- (3) 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.
- (4) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member (or member's Club) to the Association has been paid.
- (5) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

### **40 Proxy votes not permitted**

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



## **41 Postal or electronic ballots**

- (1) The Association may hold a postal or electronic ballot (as the Management Committee determines) to determine any issue or proposal (other than an appeal under clause 14).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **42 Use of technology at general meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Association's members a reasonable opportunity to participate.
- (2) A member of the 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**

### **43 Insurance**

The Association may effect and maintain insurance. The Management Committee shall determine, each year, whether the Association is adequately covered by any policy of insurance held by or through another incorporated Association with which the Association may affiliate and shall ensure that the Association is adequately insured, either on its own account or under a policy held by or through another incorporated Association with which the Association may affiliate.

### **44 Funds - source**

- (1) The funds of the Association are to be derived from team registration fees and annual subscriptions of members, donations, subsidies, grants, sponsorship and, subject to any resolution passed by the Association in general meeting, any other sources that the Management Committee determines.
- (2) The Management Committee shall have the power to determine team registration fees from time to time.
- (3) 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.

- (4) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (5) The Association may, at its discretion, accept sponsorship payments to the Association from third parties for cash or in-kind services.

#### **45 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 Management Committee determines.
- (2) Payment of all invoices issued to the Association are to be conducted via electronic banking with account security measures ensuring there are approvals by at least two separate authorised signatories to the account. The authorised signatories shall be the President, the Secretary, the Treasurer and any other person authorised by the Management Committee.
- (3) Auditor(s) shall be appointed by the members of the Association at each Annual General Meeting. Prior to the Annual General Meeting each year, the Auditor will audit the books, accounts and records of the Association and report the result of such audit at the Annual General Meeting.

#### **46 Non-profit status**

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.

#### **47 Distribution of property on winding up**

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be distributed to another organisation or organisations the objects of which are substantially the same as those of the Association.
- (2) In this clause, a reference to the surplus property of the 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.

## **48 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 Management Committee member.

## **49 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 Management Committee determines), or
- (b) if the Association has no premises, at the Association's official address, in the custody of the Public Officer.

## **50 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 Management 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).
- (3) Despite subclauses (1) and (2), the Management 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.

## **51 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 email 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 email 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.

## **52 Financial year**

The financial year of the Association shall be from 1st July to 30th June of the following year.

## **53 Public Officer**

- (1) The Management Committee shall ensure that a member of the Association is appointed as Public Officer.
- (2) The Management Committee may at any time remove the Public Officer and appoint a new Public Officer provided that the person appointed is 18 years of age or older and is a resident of New South Wales.
- (3) The Public Officer shall be deemed to have vacated his or her position if he or she dies; resigns; is removed by the Management Committee or at a general meeting; becomes bankrupt or financially insolvent; becomes mentally incapacitated; takes up residence outside New South Wales; or ceases to be a member of the Association.
- (4) When a vacancy occurs in the position of the Public Officer, the Management Committee shall, within 28 days, notify the Commissioner in the prescribed form and appoint a new Public Officer.
- (5) The Public Officer may be a member of the Management Committee or any other member eligible for election to the Management Committee.

## **54 Playing Rules**

- (1) The Management Committee shall have the power to amend the playing rules at any time during the competition in emergency situations.
- (2) Playing rules altered by the Management Committee during the course of the competitions conducted by the Association shall be submitted for ratification to the Member Clubs prior to the commencement of the following season.

- (3) Ratification of changes to the rules made by the Management Committee or alterations and changes by Member Clubs shall be adopted provided a majority of member clubs being entitled to vote do so at a meeting of Member Clubs called for that purpose.

**NOTE:** Constitution adopted at Special General Meeting of Member Clubs on 17 June 2024.