

CONSTITUTION AND RULES

OF THE

EASTERN SUBURBS CRICKET CLUB (WAVERLEY) INCORPORATED

1. NAME

The name of the association shall be “EASTERN SUBURBS CRICKET CLUB (WAVERLEY) INCORPORATED” (“the Club”).

2. OBJECTS

The objects of the Club 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 the Sydney Cricket Association.

3. INTERPRETATION

In these rules, except in so far as the context or subject matter otherwise indicates or requires –

words importing the singular include the plural and vice versa;

words importing one gender include any other gender;

“the Act” means the *Associations Incorporation Act, 2009 (NSW)*;

“the Department” means the Department of Commerce, Office of Fair Trading

“Honorary Secretary” means –

- (i) the person holding office under these rules as Secretary of the Club; or
- (ii) where no such person holds that office – the Public Officer of the Club;

“junior member” means a person under 18 years of age, excluding persons over the age of 16 who are selected for and playing in a senior grade cricket team.

“Sydney Cricket Association” means the Sydney Cricket Association Incorporated;

“patron” means jointly the Mayor of the Waverley Municipal Council, NSW and the Mayor of the Woollahra Municipal Council, NSW currently in office;

“playing member” means a member who participates in matches for the Club;

“property” includes real and personal property, any estate or interest in any property, real or personal, any debt, anything in action, and any other right or interest, whether in possession or not;

“special general meeting” means a general meeting of the Club other than an Annual General Meeting.

4. CLUB COLOURS AND SENIOR PLAYING DRESS

- (a) The colours of the Club will be Red, White and Blue.
- (b) All members participating in games of cricket on behalf of the Club will appear in proper cricketing attire. All boots, shoes, trousers, shirts, jumpers and hats worn by players representing the Club will be white in colour, provided that jumpers may contain bands of the Club’s colours in a design as approved by the Management Committee.
- (c) Caps will contain the Club’s colours and be of such design as approved by the Management Committee.
- (d) The design of emblems and badges permitted to be fixed to a player’s dress will be as determined by the Management Committee and approved by the New South Wales Cricket Association.
- (e) Subject to the approval of the New South Wales Cricket Association the Management Committee may authorise the wearing of apparel not in accordance with Clause (b) hereof, provided that the Management Committee shall not be empowered to authorise or approve any alteration of the Club’s colours.

5. MEMBERSHIP

- (a) Subject to these rules the members of the Club shall be comprised of the members of the Club immediately prior to incorporation together with such other persons as the Management Committee admits to membership or who are elected to Life Membership pursuant to Rule 6.
- (b) Membership is open to all persons who accept the objects and agree to be bound by the rules of the Club.
- (c) Members shall consist of the following classes:
 - i. Active Members – those persons who have paid a membership subscription fee in accordance with Clause (g) and who shall have full rights and privileges of the Club;
 - ii. Life Members – those persons who have been elected as Life Members of the Club in accordance with Rule 6 and who shall have full rights and privileges of the Club;

- iii. Junior Members – those persons who pay a membership subscription fee in accordance with Clause (g) but do not have all rights and privileges of Active Members;
 - iv. Honorary Members – those persons who each year are approved by the Management Committee without the payment of a membership subscription fee but do not have rights and privileges of Active Members.
- (d) Except in the case of Life and Honorary Members application for membership shall be made in writing to the Honorary Secretary, signed by the applicant, and shall be in such form and contain such information, as is determined from time to time by the Management Committee.
 - (dd) As soon as practicable after receiving a nomination for membership, the Honorary Secretary shall refer the application to the Management Committee which shall determine whether to approve or to reject the application.
 - (e) As soon as practicable after the receipt of an application for membership, such application shall be considered by the Management Committee who shall thereupon determine upon the admission or rejection of the applicant. The Management Committee shall not be required to give any reason or explanation for rejecting any application for admission.
 - (ee) Where the Management Committee determines to approve an application for membership, the Honorary Secretary shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification, the sum payable under these rules by a member as annual membership subscription fees.
 - (eee) The Honorary Secretary shall, on payment by the applicant of the amount which is referred to in Clause (ee) within the period referred to in that clause, enter the applicants name in the register of members and upon the name being so entered the applicant becomes a member of the Club.
 - (f) A register of members shall be kept by the Club showing the name, address, and date of commencement of membership and category of membership for each member.
 - (ff) The Honorary Secretary shall establish and maintain the register of members. The register of members shall be kept at the principal place of administration of the Club and shall be open for inspection free of charge by any member of the Club at any reasonable hour.

- (g) Both Active and Junior Members shall pay such membership subscription fees as are determined from time to time by the Management Committee.
- (h) Membership shall cease upon death, resignation, expulsion or failure to pay membership subscription fees by the 30 of April in each year or such other date as may be determined by the Management Committee.
- (i) Membership subscription fees shall fall due on the last Saturday of September in each year or such other date as may be determined by the Management Committee.
- (j) The 12 months commencing on 1st September each year will constitute the “cricket year”.
- (k) When a person is admitted to membership for part only in the cricket year such member will pay membership fees for membership up to the end of that cricket year as determined by the Management Committee.
- (l) The Management Committee may at its discretion waive payment of any membership subscription or playing fee payable by a member.
- (m) The financial year of the Club shall commence on 1st May of each year or on such other date as approved by the New South Wales Cricket Association.

5A. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person’s membership

5B. RESIGNATION OF MEMBERSHIP

- (a) A member of the Club is not entitled to resign that membership except in accordance with this rule.
- (b) A member of the Club who has paid all amounts payable by the member to the Club in respect of the members membership may resign from membership of the Club by first giving notice (being not less than one month or not less than such other period as the Management Committee may determine) in writing to the Honorary Secretary of the member’s intention to resign and upon the expiration of the period of notice, the member ceases to be a member.
- (c) Where a member of the Club ceases to be a member pursuant to Clause (b), and in every other case where a member ceases to hold membership,

the Honorary Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

6. LIFE MEMBERS

- (a) Any person may be elected a Life Member of the Club at any General Meeting by a majority of 75 per cent of those members of the Club entitled to vote, present and voting.
- (b) The matter of nomination of a person for Life Membership is within the sole discretion of the Management Committee if in their opinion that person has rendered exceptional or outstanding service to the Club, irrespective of whether such person is or has been a playing and active member or member of the Management Committee or not.
- (c) Any member may request in writing to the Secretary for the Management Committee to exercise its discretion to nominate a person for election as a Life Member. The Management Committee is obliged to consider such request but is not obliged to nominate the relevant person.
- (d) No person shall be elected as a Life Member of the Club unless the nomination for such election is recommended by the Management Committee.

7. MEMBERS' LIABILITY

Members of the Club shall have no liability to contribute to the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club except to the amount of any unpaid membership fees as determined by the Management Committee under Clause 5 (g).

8. MANAGEMENT – BY COMMITTEE

- (a) The affairs of the Club shall be controlled and managed by a committee called the Management Committee consisting of the Office-bearers and five other Active or Life Members of the Club.
- (b) The Office-bearers of the Club shall consist of the President, Honorary Secretary, Honorary Treasurer and up to two Vice-Presidents.
- (c) The Office-bearers and the other members of the Management Committee will be elected at each Annual General Meeting pursuant to Clause 8A. Any casual vacancy occurring in the membership of the Management Committee may be filled by a member appointed by the Management Committee and such member shall hold office subject to these rules until the conclusion of the immediate following next Annual General Meeting.

- (cc) Of the non-office bearing members of the Management Committee there will be two Representatives from the Junior Committee. The Junior Representatives will represent the interests of the Junior Members.
- (d) Members of the Management Committee shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the immediate following Annual General Meeting.
- (e) Retiring members of the Management Committee are eligible for re-election.
- (f) A member of the Club holding any salaried office of the Club or any office of the Club paid by fees will not be eligible for election to the Management Committee.
- (g) No remuneration or other benefit in money or money's worth shall be paid or given by the Club to any member of the Management Committee except-
 - (i) repayment of out-of-pocket expenses; or
 - (ii) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Club's bankers for money lent to the Club; or
 - (iii) reasonable and proper rent for premises let to the Club.
- (h) A person who is not an Active or Life Member of the Club may be eligible for election to the Management Committee. Should a person who is not an Active or Life Member be elected to the Management Committee that person must make an application for membership immediately. The person's membership will be deemed to be effective from the date of election.
- (i) The Management Committee has the power to elect Associate Vice Presidents of the Club, who need not be members of the Club. Associate Vice Presidents shall be elected annually, the term of their election to accord with the cricket year of the Club.
- (j) Subject to the Act and the Regulations made thereunder, to these Rules, and to any resolution passed by the Club in general meeting, the Management Committee
 - (i) may exercise all such functions as may be exercised by the Club other than those functions that are required by these Rules or the Act to be exercised by a general meeting of members of the Club; and

- (ii) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper control and management of the affairs of the Club.

8A. ELECTION OF MEMBERS

- (a) Nominations of candidates for election as Office- bearers of the Management Committee-
 - (i) shall be made in writing signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) shall be delivered to the Honorary Secretary of the Club not less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Management Committee the candidates' nominations shall be deemed to be elected and further nomination shall be received at Annual General Meeting.
- (c) If insufficient further nominations are received any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.
- (e) if the number of the nominations received exceeds the number of vacancies to be filled a ballot shall be held.
- (f) The ballot for the election of Office- bearers and ordinary members committee shall be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct.
- (g) The nomination of the candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

8B. HONORARY SECRETARY

- (a) The Honorary Secretary of the Club shall as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.
- (b) It is the duty of the secretary to keep minutes of-
 - (i) all appointments of Office- bearers and members of the committee;

- (ii) the names of members of the committee present at a committee meeting or a general meeting; and
 - (iii) all proceedings at committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson at the next succeeding meeting.

8C. HONORARY TREASURER

It is the duty of the treasurer of the Club to ensure that-

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

9. DELEGATES TO THE SYDNEY CRICKET ASSOCIATION (SCA) AND THE NEW SOUTH WALES CRICKET ASSOCIATION (NSWCA)

- (a) There shall be two delegates of the Club to the Sydney Cricket Association.
- (b) The Honorary Secretary shall be a delegate to the Sydney Cricket Association and the other delegate shall be elected at the Annual General Meeting provided that in the event that the Honorary Secretary elected at an Annual General Meeting of the Club informs that meeting that he does not wish to be a delegate to the Sydney Cricket Association then some other Active or Life member shall be elected as a delegate to the Sydney Cricket Association in his stead.
- (c) Following the appointment of the two (2) delegates to the SCA pursuant to Clause 9(b), the Management committee, at its next meeting, shall elect one of the two (2) SCA delegates as the Club's delegate to the NSWCA.
- (d) Should a SCA or NSWCA delegate be unable to attend respective meetings then the Management committee shall be entitled to appoint a proxy from one of its members to attend such meeting(s).
- (e) If, at any time, the Club does not have two (2) duly appointed delegates to the SCA, the Management Committee will be entitled to appoint one or two delegates to the SCA in such manner and on such terms as it considers appropriate in the circumstances.

10. MEETINGS OF THE MANAGEMENT COMMITTEE – PROCEDURE

- (a) The Management Committee shall meet as often as is necessary to conduct the business of the Club, but in any event not less than once every 2 months.
- (b) The quorum for meetings of the Management Committee shall be 5.
- (c) In the event of a vacancy or vacancies in the members of the Management Committee, the remaining members may continue to act, but if the number of remaining members is not sufficient to constitute a quorum at a meeting of the Management Committee, they may act only for the purpose of appointing new members of the Management Committee to at least the number of members required to constitute a quorum.
- (cc) No business shall be transacted by the 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 stands adjourned to the same place and same time of the same day of the following week.
- (ccc) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the meeting shall be dissolved.
- (d) Oral or written notice of the meeting of the Management Committee shall be given by the Honorary Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting. Notice of the meeting given under this clause shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (e) At a meeting of the Management Committee-
 - (i) the President shall preside as chairman of the meeting; or
 - (ii) if the President is absent or unwilling to act as chairman such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting shall preside as chairman.
- (f) Questions arising at any meeting of the Management Committee shall be decided by the majority of votes of those members of the Management Committee present. In the case of an equality of votes the person presiding as chairman of the meeting shall have a second or casting vote.
- (ff) Subject to Clause 10 (b) the Management Committee may act notwithstanding any vacancy on the committee.

- (g) Any person may attend a meeting of the Management Committee at the invitation of any of the Office-bearers or at the invitation of the Management Committee.
- (h) The Management Committee shall have the power to invite one delegate from the South Eastern Junior Cricket Association or any other affiliated association, Club or body to attend meetings of the Management Committee.
- (i) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any members of the Management Committee.

10A. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (a) The Management Committee may in writing delegate to one or more sub-committees (consisting of such member or members of the Club as the committee thinks fit) the exercise of such of the functions of the Management Committee as are specified in the instrument other than-
 - (i) this power of delegation; and
 - (ii) a function which is the duty imposed on the committee by the Act or by any other law.
- (b) A function, the exercise of which has been delegated to a sub-committee under this rule, may until the delegation is revoked be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this section may be subject to conditions or limitations as the Management Committee sees fit.
- (d) Notwithstanding any delegation under this rule the Management Committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (f) The Management Committee may by writing revoke wholly or in part any delegation under this rule.
- (g) A sub-committee may meet and adjourn as it thinks proper.

11. MANAGEMENT COMMITTEE- VACATION OF OFFICE

The office of a member of the Management Committee shall become vacant if the member-

- (a) dies;
- (b) ceases to be a member of the Club;
- (c) becomes an insolvent under administration within the meaning of the Corporations Act (2001);
- (d) resigns office by notice in writing given to the Honorary Secretary;
- (e) becomes of unsound mind or a person who is or whose estate is liable to be dealt with in any way under the law relating to mental health;
- (f) is absent from 3 successive Management Committee meetings without reasonable excuse or without the approval of the Management Committee; or
- (g) is removed from office under rule 12.

12. MANAGEMENT COMMITTEE- REMOVAL OF A MEMBER

The Club in a general meeting may by resolution remove any member of the Management Committee from the office of member of the Management Committee before the expiration of the member's term of office and may by resolution appoint another person to hold office in lieu of the member so removed until the expiration of the term of office of the member so removed.

13. GENERAL MEETINGS

- (a) Apart from the Annual General Meeting (see Rule 14) three ordinary General Meetings may be held each year in the months of September, December and March at such time, date and place as may be determined by the Management Committee.
 - (aa) The number required for a quorum shall be 20 members in person, being members entitled under these rules to vote at a general meeting.
- (b) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Honorary Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, serve on each member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (c) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Honorary Secretary shall, at least 21 days before the date fixed for the holding of the general

meeting, serve a notice on each member specifying in addition to the information required under Clause (b), the intention to propose the resolution as a special resolution.

- (d) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 14 (b).
- (e) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Honorary Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- (f) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (g) If within half an hour after the appointed time for commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (h) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for commencement of the meeting, the members present (being not less than 10) shall constitute a quorum. If at the adjourned meeting 10 members are not present the meeting shall be again adjourned in accordance with Clause 13 (g). If at the re-adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting the members present shall constitute a quorum.
- (i) The President shall preside as chairman at each general meeting of the Club.
- (j) If the President is absent from a general meeting or unwilling to act as chairman, the members present shall elect one of their number to preside as chairman at the meeting.
- (k) The chairman of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (l) Where a general meeting is adjourned for 14 days or more, the Honorary Secretary shall give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (m) Except as provided in Clause (1), 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.
- (n) A question arising at a general meeting of the Club shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the minute book of the Club will constitute evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (o) At a general meeting of the Club, a poll may be demanded by the chairman or by not less than 5 members present in person at the meeting.
- (p) Where a poll is demanded at a general meeting, the poll shall be taken:
 - (i) immediately in the case of a poll which relates to the election of the chairman of the meeting or to the question of an adjournment; or
 - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairman directs,

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- (q) Upon any question arising at a general meeting of the Club only Active and Life Members shall be entitled to vote and shall have one vote only.
- (r) A member entitled to vote shall not be entitled to appoint a proxy.
- (s) In the case of an equality of votes on a question at a general meeting, the chairman of the meeting shall have a second or casting vote.

14. ANNUAL GENERAL MEETING

- (aa) The Club shall hold its first Annual General Meeting-
 - (i) within the period of 18 months after its incorporation under the Act; and

- (ii) within the period of 2 months after the expiration of the first financial year of the association,

subject to any extension or permission granted by the Department under the Act

- (a) An Annual General Meeting of the Club subject to Clause (aa) shall be held at such time and place as the Management Committee may determine but no later than the Annual General Meetings of either the NSWCA or the SCA.
- (b) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be to-
 - (i) confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting;
 - (ii) receive from the Management Committee reports upon the activities of the Club during the last preceding financial year;
 - (iii) elect the Office-bearers of the Club, one Vice President and eight other members of the Management Committee;
 - (iv) elect an honorary auditor or auditors;
 - (v) receive and consider the statement which is required to be submitted to members pursuant to the Act; and
 - (vi) any other business which may be legally brought forward under the Act.
- (c) An Annual General Meeting shall be specified as such in the notice convening it.

14A. VOTING

- (a) Upon any question arising at a general meeting of the Club a member has one vote only.
- (b) All votes shall be given personally.
- (c) In the case of an equality of votes on a question at a general meeting the chairman of the meeting is entitled to exercise a second or casting vote.
- (d) A member is not entitled to vote at any general meeting of the Club unless:
 - (i) the person is an Active or Life Member; and

- (ii) all money due and payable by the member to the Club has been paid other than the amount of annual subscription payable in respect of the then current year; and
- (iii) The person's name is entered on the register of members as at the 1st of May of that year.

15. SPECIAL GENERAL MEETINGS

- (a) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (b) The Management Committee shall, on the requisition in writing of not less than 15 Active or Life Members of the Club, convene a special general meeting of the Club.
- (c) A requisition of members for a special general meeting-
 - (i) shall state the purpose or purposes of the meeting;
 - (ii) shall be signed by the members making the requisition;
 - (iii) shall be lodged with the Honorary Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) The Management Committee shall convene a special general meeting within one month after the date on which the requisition of members for the meeting is lodged with the Honorary Secretary and each member shall be advised by notice in writing on at least seven working days before the day appointed for the special general meeting of the nature of the business to be conducted at the meeting and no other business shall be conducted at the meeting.
- (e) If the Management Committee fails to convene a special general meeting to be held within one month after the date on which requisition of members for the meeting is lodged with the Honorary Secretary any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (f) A special general meeting convened by a member or members as referred to in Clause (e) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

16. DISCIPLINING OF MEMBERS

- (a) Where the President or the Honorary Secretary is of the opinion that a member of the Club-
- (i) has refused or neglected without reasonable cause to comply with a provision or provisions of these rules; or
 - (ii) has acted in a manner prejudicial to the interest of the Club, or
 - (iii) has breached a condition of any code of behaviour of the Club as determined from time to time by the Management Committee, the President or Honorary Secretary may refer the matter to a Judiciary Committee being a sub-committee of three members of the Management Committee (“Judiciary Committee”) who may, after hearing the matter-
 - (iv) issue a warning in the nature of a reprimand to the member;
 - (v) suspend any or all of the privileges attaching to membership of the Club in respect of the member for a specified period;
 - (vi) suspend or disqualify the member from membership of the Club for a specified period;
 - (vii) expel the member from the Club; or
 - (viii) otherwise deal with the member.
- (b) Where the President or Honorary Secretary refers a matter to the Judiciary Committee under Clause (a) the Honorary Secretary shall, within 48 hours or as soon as practicable thereafter, notify the member that he is to appear before the Judiciary Committee and serve the member with a notice advising-
- (i) the nature of any complaint and the grounds on which it is based;
 - (ii) that the member is required to appear before the Judiciary Committee at a meeting to be held not earlier than 3 days and not later than 14 days after service of the notice;
 - (iii) the date, place and time of that meeting; and
 - (iv) that the member may at the meeting:
 - (A) make oral representation;
 - (B) ask any question of the complainant or any witnesses called to give evidence on the matter;

- (C) submit any written material or evidence;
 - (D) produce any witness on his behalf; and
 - (E) be represented;
- (v) that the member may submit to the committee at or prior to the date of that meeting written representations relating to the complaint.
- (bb) At a meeting of the Judiciary Committee as referred to in sub- paragraph (b) the committee shall give due consideration to any written representations submitted to the committee by the member at or prior to the meeting.
- (c) (i) Where a member is required to appear before the Judiciary Committee of the Sydney Cricket Association (“the Association Judiciary”) in relation to a complaint which is the subject of a matter referred to the Judiciary Committee of the Club under Clause (a), the member will not be required to appear before the Judiciary Committee of the Club until the matter has been heard and determined by the Association Judiciary.
- (ii) Where a member is required to appear before the Association Judiciary, the time as specified in Clause (b) for the notification of a member and the service of a notice thereunder, shall not commence until the matter has been heard and determined by the Association Judiciary.
- (d) The Judiciary Committee may adjudicate in the absence of the member who is the subject of the complaint should that member fail to attend before the Judiciary Committee as required.
- (e) Where the Judiciary Committee imposes a penalty under Clause (a) the Honorary Secretary shall, within 7 days after that decision has been given, by notice in writing, inform the member of the decision and of the member’s right to appeal under Clause (g).
- (f) Any penalty imposed upon a member by the Judiciary Committee under Clause (a) shall have effect immediately upon its imposition, notwithstanding the rights of a member to appeal against the decision of the Judiciary Committee under Clause (g).
- (g) A member may appeal against the decision of the Judiciary Committee within 7 days after the receipt of a notice issued under Clause (e) by lodging with the Honorary Secretary a notice to that effect.
- (h) Upon receipt of a notice from a member under Clause (g), the Honorary Secretary shall notify the Management Committee which shall appoint 5

of its members to form an Appeals Committee which shall hear the appeal within 7 days after the date on which the Honorary Secretary received the notice. The members of the Management Committee who were members of the Judiciary Committee which dealt with the matter in the first instance shall be excluded from appointment to the Appeals Committee.

- (i) The Appeals Committee may confirm, amend or reverse any decision of the Judiciary Committee. The committee and the member shall be given the opportunity to state their respective cases orally or in writing or in both.
- (j) Where the Appeals Committee does not completely exonerate a member from a penalty imposed by the Judiciary Committee under Clause (a) the Honorary Secretary shall within seven days after the decision of the Appeals Committee has been given by notice in writing inform the member of the decision and of the members right to appeal under Clause (k).
- (k) A member may appeal to the Club in general meeting against a decision of the Appeals Committee within seven days after the receipt of a notice issued under Clause (j) by lodging with the Honorary Secretary a notice to that effect.
- (l) Upon receipt of a notice from a member under Clause (k) the Honorary Secretary shall notify the Management Committee which shall convene a general meeting of the Club to be held within twenty-one days after the date on which the Honorary Secretary received the notice.
- (m) At a general meeting of the Club convened under Clause (l):
 - (i) no business other than the question of the appeal shall be transacted;
 - (ii) the Appeals Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (iii) the members present shall vote by secret ballot on the question of whether the decision of the Appeals Committee should be confirmed, amended or reversed.
- (n) If at the general meeting the Club passes a special resolution in favour of the confirmation or amendment of the decision then the decision shall be so confirmed or amended.
- (o) A member who has been suspended or has had any of his privileges suspended by the Judiciary Committee under Clause (a), and who has not been completely exonerated on appeal, if any, by the Appeals Committee or by the Club in general meeting, shall be prohibited from acting in any

administrative position or as an Office-bearer of the Club or as a captain of any team controlled by the Club until the next Annual General Meeting of the Club held after the expiration of such suspension.

17. SPECIAL RESOLUTIONS

- (a) A special resolution must be passed by a general meeting of the Club to effect the following changes:
- (i) an alteration of the Club's name;
 - (ii) an alteration of the Club's rules;
 - (iii) an alteration of or addition to the Club's objects;
 - (iv) an alteration of the Club's colours;
 - (v) an amalgamation with another incorporated or unincorporated association;
 - (vi) to voluntarily wind up the Club and distribute its property; or
 - (vii) to apply for registration as a company or a co-operative society.
- (b) A resolution of the Club is a special resolution if-
- (i) it is passed by a majority which comprises not less than 75 per cent of such members of the Club as, being entitled under these rules so to do, vote at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
 - (ii) either:
 - a) where it is made to appear to the Department that it is not possible or practicable for the resolution to be passed in the manner specified in sub- clause (i) hereof - the resolution is passed in a manner specified by the Department; or
 - b) in the absence of the Department specifying, for any reason, an alternate manner of passing a resolution, an amendment to the Club's Constitution and Rules may be made by an unanimous vote or an unanimously approved circular resolution of the Management Committee

18. PUBLIC OFFICER

- (a) The Management Committee shall ensure that a person is appointed as Public Officer.

- (b) The first Public Officer shall be the person who completes the application for incorporation of the Club.
- (c) The Management Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- (d) The Public Officer shall be deemed to have vacated his position if he-
 - (i) dies;
 - (ii) resigns;
 - (iii) is removed by the Management Committee or at a general meeting;
 - (iv) becomes bankrupt or financially insolvent;
 - (v) suffers mental illness;
 - (vi) takes up residence outside New South Wales; or
 - (vii) ceases to be a member of the Club.
- (e) When a vacancy occurs in the position of Public Officer the Management Committee shall within 14 days notify the Department in the prescribed form and appoint a new Public Officer.
- (f) The Public Officer may be a member of the Management Committee or any other member eligible for election to the Management Committee.
- (g) The Public Officer shall be removed at a general meeting of the Management Committee by an ordinary resolution.

19. INSURANCE

- (a) It shall be a function of the Management Committee to ascertain whether or not the Club is covered by a policy held by the New South Wales Cricket Association or the Sydney Cricket Association every year and if not so covered prior to the commencement of the cricket year to effect such insurance forthwith and ensure that the Club maintains such insurance either on its own account or by a policy held by the New South Wales Cricket Association or the Sydney Cricket Association.
- (b) In addition to the insurance referred to under Clause (a) the Committee may effect and maintain such other insurance as it deems necessary either on its own account or through policies held by the New South Wales Cricket Association or the Sydney Cricket Association.

20. FUNDS

- (a) The funds of the Club shall be derived from the membership subscription fees, playing fees, donations, sponsorship, grants, and such other sources determined or approved by the Management Committee.
- (b) The fee payable by a member as a playing fee will be as determined by the Management Committee.
- (c) All monies received by the Club shall be deposited as soon as practicable in any account opened in the Club's name with a bank, building society or corporation, deposits in which have been prescribed as authorised securities pursuant to the *Trustee Act, 1925*.
- (d) All cheques, electronic money transfers, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 of the President, Vice-President, Honorary Secretary, Honorary Treasurer or any other member the Management Committee has approved.
- (e) Fund Raising
 - (i) The raising or obtaining in the name of the Club of all monies, donations, sponsorships, incentives, trophies, or the like for the Club or for a member or members of the Club in their capacity as members of the Club must be approved or ratified by the Management Committee or its duly appointed nominee(s).
 - (ii) The allocation, appropriation and disbursements of all monies, donations, sponsorships, incentives, trophies, or the like received or obtained by or made available or promised to the Club, whether in the form of money or otherwise, shall be the exclusive jurisdiction of the Management Committee.
 - (iii) The Management Committee shall have due regard to the expressed wishes of such donors or sponsors regarding the allocation, appropriation or disbursements of such monies, donations, sponsorships, incentives, trophies or the like.
 - (iv) The provisions of Rule 16 shall apply to any member who contravenes this Clause.
- (f) Subject to any resolution passed by the Club in general meeting, funds of the Club shall be used in pursuance of the objects of the Club in such manner as the Management Committee determines.

21. APPROVAL OF EXPENSES

A list of expenses is to be presented at each Management Committee meeting and the expenses are to approved and recorded in Management Committee minutes and the books of the Club.

22. COMMON SEAL

- (a) The common seal of the Club shall be kept in the custody of the Honorary Secretary or the Public Officer.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the Management Committee or of 1 member of the Management Committee and the Public Officer or the Honorary Secretary.

23. SERVICES OF NOTICES AND DOCUMENTS

- (a) For the purposes of these rules, a notice or document may be served by or on behalf of the Club upon any member personally or by sending it by post or delivering it to the member's address shown in the register of members.
- (b) Where a notice or document is sent to a person by post, the notice or document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the notice or document would have been delivered in the ordinary course of post.

24. MINUTES

- (a) A member of the Management Committee or such other person as the Management Committee may determine shall cause minutes to be made of any and all meetings of the Management Committee and any and all general meetings of the Club.
- (b) The minutes of a meeting shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting, following the reading and approval of the minutes.

25. KEEPING, CUSTODY AND INSPECTION OF BOOKS

- (a) The Honorary Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Club. Such records shall be available for inspection free of charge, at any reasonable hour by any member and shall be held in the custody of the Honorary Treasurer.
- (b) Except as otherwise provided by these rules, the Honorary Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Club. Such records, books and other

documents shall be open to inspection, free of charge, by any member of the Club at any reasonable hour.

26. AUDIT

The Honorary Auditor or Auditors appointed by the members of the Club, shall, prior to the Annual General Meeting each year, audit the books, accounts and records of the Club and the report of such audit shall be presented to the Annual General Meeting.

27. SELECTION OF TEAMS

- (a) The Management Committee shall appoint a Director of Cricket Operations (D of CO), & Club Coach for the ensuing cricket year.
- (b) The Captaincy Selection Committee shall be made up of the Director of Cricket Operations, Club Coach, & a member/s of the Management Committee.
- (c) The Captaincy Selection Committee shall recommend a Captain for each Grade team to the Management Committee. The selection of the Captain for each Grade team is required to be ratified by the Management Committee by simple majority. In the event of recommended Captain not being ratified, the Captaincy Selector Committee shall recommend a further Captain to the Management Committee.
- (d) The D of CO, as part of their role will act as Chairperson of the Selection Committee. The Chairperson will have the casting vote in the event of a tie of a decision of a Selection Committee.
- (e) Teams to represent the Club will be selected by a Selection Committee comprising the following - The D of CO, the Club Coach & the appointed Captain of the particular team to be selected.

(f) Poidevin Gray (**PG**):

- (i) the Management Committee is to appoint a PG Coach.
- (ii) The Captain of PG is to be appointed by the PG Coach, D of CO and the Club Coach.
- (iii) The PG team is to be selected by the PG Coach, the Captain, D of CO and Club Coach. The D of CO will have the casting vote in the event of tie.
- (iv) The Management Committee shall appoint replacements for any absentees as required.

Green Shield (**GS**):

- (i) The Management Committee is to appoint a GS Coach, GS Manager and GS Non-Playing Selector for the ensuing cricket year.
- (ii) The Captain of GS is to be appointed by the GS Coach, GS Manager and GS Non-Playing Selector.
- (iii) The GS team will be selected by the GS Coach, GS Manager and GS Non-Playing Selector.
- (iv) The Management Committee shall appoint replacements for any absentees, as required.

- (f) The Captain of any team representing the Club may be removed at any time by the Management Committee. The Captaincy Selection Committee shall reappoint a new Captain as required.
- (g) The Non-Playing Selectors, Coaches, or Managers of any team representing the Club may be removed at any time by the Management Committee. The Management Committee shall reappoint these positions as required.
- (h) The basis of selection of any other team representing the Club will be as determined by the Management Committee.

28. ALTERATION OF RULES

- (a) Any addition to or deletion or amendment of any of these Rules shall be of no effect until and unless approved by the Board of the New South Wales Cricket Association.
- (b) Where practicable the Honorary Secretary shall notify, and seek the approval of, the Board of the New South Wales Cricket Association in respect of any proposed addition to or deletion or amendment of any of these Rules.

29. SURPLUS PROPERTY

In the event of the winding-up or cancellation of the incorporation of the Club, all the surplus property of the Club pursuant to Section 65 of the Act shall vest in the New South Wales Cricket Association.

30. DISPUTE RESOLUTION

- (a) All members (or groups of members) will endeavour to resolve disputes between them and other members (or groups of members) at first instance by private discussion. All members will act in good faith with a view to resolving disputes as quickly as possible and with minimum disruption to the Club. All disputes are to be handed with strict confidentiality.
- (b) In the event that a dispute cannot be resolved by discussion, then:
 1. The matter is 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 three (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 any dispute referred to arbitration.