

This and the following 21 pages (total 22 pages) is a true and correct copy of the Constitution of Summer Hill Cricket Club Inc as adopted by the Members by Special Resolution passed at the Annual General Meeting held on 2 August 2018



Alan Arthur  
President

# Summer Hill Cricket Club Inc

## Constitution

---

**Submitted to Members by Special Resolution at the Annual  
General Meeting of 2 August 2018**

## Contents

|   |           |
|---|-----------|
| <b>Part 1 Preliminary .....</b>   | <b>4</b>  |
| 1 Name.....   | 4         |
| 2 Definitions .....   | 4         |
| 3 Objects .....   | 4         |
| 4 Club colours and playing attire .....   | 5         |
| <br>  |           |
| <b>Part 2 Membership.....</b>   | <b>5</b>  |
| 5 Membership generally .....  | 5         |
| 6 Application for membership .....  | 6         |
| 7 Fees and subscriptions.....   | 6         |
| 8 Life Members .....  | 7         |
| 9 Cessation of membership .....   | 7         |
| 10 Membership entitlements not transferable .....   | 7         |
| 11 Resignation of membership .....  | 7         |
| 12 Register of members .....  | 7         |
| 13 Members' liabilities .....   | 8         |
| 14 Resolution of disputes .....   | 8         |
| 15 Disciplining of members.....   | 9         |
| 16 Right of appeal of disciplined member .....  | 10        |
| <br>  |           |
| <b>Part 3 The Management Committee.....</b>   | <b>11</b> |
| 17 Powers of the Management Committee.....  | 11        |
| 18 Composition and membership of Management Committee.....                                  | 11        |
| 19 Election of Management Committee members .....   | 12        |
| 20 Secretary .....  | 12        |
| 21 Treasurer.....   | 13        |
| 22 Registrar .....  | 13        |
| 23 Casual vacancies .....   | 13        |
| 24 Removal of Management Committee members.....   | 14        |
| 25 Management Committee meetings and quorum .....   | 14        |
| 26 Appointment of Club members as Management Committee members to<br>constitute quorum..... | 14        |
| 27 Use of technology at Management Committee meetings .....                                 | 15        |
| 28 Delegation by Management Committee to sub-committee.....                                 | 15        |
| 29 Voting and decisions .....   | 15        |
| <br>  |           |
| <b>Part 4 General meetings.....</b>   | <b>16</b> |
| 30 Annual general meetings - holding of.....  | 16        |
| 31 Annual general meetings - calling of and business at .....                               | 16        |
| 32 Special general meetings - calling of .....  | 17        |
| 33 Notice .....   | 17        |
| 34 Quorum for general meetings .....  | 18        |
| 35 Presiding member .....   | 18        |
| 36 Adjournment.....   | 18        |
| 37 Making of decisions .....  | 18        |
| 38 Special resolutions .....  | 19        |
| 39 Voting.....  | 19        |
| 40 Proxy votes not permitted .....  | 20        |

Constitution of Summer Hill Cricket Club Inc  
2 August 2018

|    |  |    |
|----|--|----|
| 41 | Postal or electronic ballots.....          | 20 |
| 42 | Use of technology at general meetings..... | 20 |

**Part 5    Miscellaneous .....20**

|    |   |    |
|----|---|----|
| 43 | Insurance .....                                     | 20 |
| 44 | Funds - source .....                                | 20 |
| 45 | Funds - management .....                            | 20 |
| 46 | Defaulters .....                                    | 21 |
| 47 | Association is non-profit.....                      | 21 |
| 48 | Distribution of property on winding up of Club..... | 21 |
| 49 | Change of name, objects and constitution .....      | 21 |
| 50 | Custody of books etc .....                          | 21 |
| 51 | Inspection of books etc.....                        | 22 |
| 52 | Service of notices .....                            | 22 |
| 53 | Financial year .....                                | 22 |

## Part 1 Preliminary

### 1 Name

The name of the Club shall be the Summer Hill Cricket Club Inc ('the Club').

### 2 Definitions

(1) In this Constitution:

**ordinary Committee member** means a member of the Management Committee who is not an office-bearer of the Club.

**Secretary** means:

- (a) the person holding office under this Constitution as Secretary of the Club, or
- (b) if no person holds that office - the public officer of the Club.

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

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

**the Regulation** means the *Associations Incorporation Regulation 2016*.

(2) In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(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.

### 3 Objects

The objects of the Club are to:

- (a) Promote the game of cricket in the community, and provide opportunities for all interested in cricket to participate both in informal activities and in competitions;
- (b) Enter and manage teams representing the Club in competitions operated by Associations approved by Cricket Australia, Cricket New South Wales, or other cricket organisations;
- (c) Provide coaching, development and support for players, coaches and team managers;
- (d) Build alliances with other clubs, Associations and organisations to further objects (a), (b) and (c), including through pursuit of sponsorship and grant funding to augment funds raised through membership subscriptions and other fees.

#### **4 Club colours and playing attire**

(1) The colours of the Club will be blue, gold and green, or otherwise as determined by the Management Committee.

(2) All players participating in official games of cricket on behalf of the Club will appear in cricketing attire approved by the Management Committee and, as necessary, with the Association operating the relevant competition.

(3) The design of emblems and badges to be fixed to a player's attire and the addition of sponsor logos will be determined by the Management Committee and approved, as necessary, by the Association operating the relevant competition.

## **Part 2 Membership**

### **5 Membership generally**

(1) Membership is open to all persons who accept, and agree to be bound by, the objects and the rules of the Club as set out in this Constitution and as further determined by the Management Committee.

(2) A person is eligible to be a member of the Club if:

- (a) the person is a natural person, and
- (b) the person has applied and been approved for membership of the Club in accordance with clause 6.

(3) Members shall consist of the following classes

(a) Full Member - a person who is registered as a current player in a senior competition or otherwise as determined by the Management Committee, or a parent of (or a person standing in loco parentis to) a Junior Member and who has paid a membership subscription as determined by the Management Committee from time to time.

(b) Junior Member - a person who:

- (i) is registered as a player in a junior competition or as otherwise determined by the Management Committee,
- (ii) is a current player,
- (iii) has paid, or had paid on their behalf, a membership subscription as determined by the Management Committee from time to time, and
- (iv) shall have no voting rights but shall have such rights and privileges of the Club as are provided by this Constitution.

(c) Life Member - a person who has been elected as a Life Member of the Club in accordance with clause 8 and who shall have full rights and privileges of the Club.

(d) Associate Member - a person over the age of 18 years or an age otherwise as determined by the Management Committee, not a current player, who has paid a member subscription as determined by the Management Committee from time to time and who will have full rights and privileges of the Club.

(e) Honorary Member - a person who from time to time is approved by the

Constitution of Summer Hill Cricket Club Inc  
2 August 2018

Management Committee to have full rights and privileges of the Club (except voting rights) without the payment of a membership subscription

## **6 Application for membership**

(1) An application by a person for membership of the Club:

(a) for Full or Associate Membership must be made by the completion of a player registration form or otherwise in writing (including by email or other electronic means, if the Management Committee so determines),

(b) for Junior Membership must be made by the completion of a player registration form (including by email or other electronic means, if the Management Committee so determines) signed by the applicant or by a parent of (or a person standing in loco parentis to) the applicant, and

(c) must be lodged (including by email or other electronic means, if the Management Committee so determines) with the Registrar, and

(d) must be accompanied by the subscription fee as determined from time to time by the Management Committee under clause 7.

(2) The Registrar must, on confirmation of receipt of the sum payable by the applicant under this Constitution as a membership subscription, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Club, subject to subclause (3).

(3) The Registrar must refer the application to the Management Committee as soon as practicable, which is able to determine whether to reject the application.

(4) Should the Management Committee make a determination to reject an application, the Secretary must notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee rejected the application. The Management Committee shall not be required to give any reason or explanation for rejecting an application. Any monies paid by an applicant so rejected shall be refunded.

(5) Membership shall cease upon resignation, expulsion or failure to pay all membership subscription fees by 30th November in each year or such other date as may be determined by the Management Committee.

## **7 Fees and subscriptions**

(1) The 12 months commencing 1st September each year will constitute the 'cricket year'. Membership subscription fees shall be regarded as falling due on the first day of September and provide membership of the Club until end-August of the following year, or such other period as determined by the Management Committee.

(2) For each cricket year, the Management Committee will determine a schedule of fees to apply to the classes of membership and to the activities or competitions in which the Club expects to participate. This schedule will take into account the status of participating members such as whether a player is deemed to be full-time or part-time.

(3) The Management Committee may at its discretion waive, reduce or defer payment of any membership subscription or other fee payable by a member.

(4) Where a member becomes a member part way through the cricket year, the Management Committee will determine the appropriate membership subscription payable by the member.

(5) Consistent with clause 46, the Management Committee may at its discretion declare a member a defaulter.. This action must be taken by 31 March each year, and the relevant Association advised.

## **8 Life Members**

A member may be elected a Life Member of the Club by resolution carried by at least a 75 per cent majority of the members present and voting at an annual general meeting, following the submission to that meeting of an appropriate recommendation from the Management Committee. No person shall be elected as a Life Member of the Club unless their nomination for such election is recommended by the Management Committee. Life Members shall not be required to pay any fees for membership of the Club.

## **9 Cessation of membership**

A person ceases to be a member of the Club if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or
- (d) fails to pay any outstanding fees under clause 7 by 30th November or otherwise within 3 months after the fees are due.

## **10 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 on cessation of the person's membership.

## **11 Resignation of membership**

(1) A member of the Club may resign from membership of the Club by first giving to the Secretary written notice, including by email or other electronic means, of at least 1 month (or any other period that the Management Committee may determine) of the member's intention to resign. On the expiration of the period of notice, the member ceases to be a member.

(2) If a member of the Club 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.

## **12 Register of members**

(1) The Registrar must establish and maintain a register of members of the Club (whether in written or electronic form) specifying the name and postal, residential or

Constitution of Summer Hill Cricket Club Inc  
2 August 2018

email address of each person who is a member of the Club together with the date on which the person became a member.

(2) The register of members must be kept in New South Wales:

- (a) at the main premises of the Club, or
- (b) at storage facilities for which keys are held by office-bearers, or
- (c) if the Club has no premises or storage facilities, at the Club's official address.

(3) The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.

(4) A member of the Club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

(5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.

(6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

(7) A register of members kept in electronic form:

- (a) must be convertible into hard copy, and
- (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

### **13 Members' liabilities**

The members of the Club shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club save for the amount, if any, unpaid by the member in respect of membership fees of the Club as required by clause 7..

### **14 Resolution of disputes**

(1) A dispute between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.

(2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

(3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

(4) Where a dispute is between members only, the Club accepts no liability for costs incurred by the parties involved.



## 15 Disciplining of members

(1) The Management Committee may receive a complaint or report or otherwise have grounds to form an initial opinion that a member of the Club:

- (a) has refused or neglected without reasonable cause to comply with a provision or provisions of this Constitution, or
- (b) has acted wilfully in a manner prejudicial to the interests of the Club, or
- (c) has breached a condition of any rules or code of behaviour of the Club as determined by the Management Committee from time to time.

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

(3) Where the Management Committee decides to deal with a matter under subclause (1), the Committee may refer the matter to a Judiciary Committee being a sub-committee of three members of the Management Committee.

(4) Where the Management Committee refers a matter to a Judiciary Committee under subclause (1) the Secretary shall, within 7 days, notify the member of the appointment of the Judiciary Committee and serve the member with a notice in writing (including by email or other electronic means, with a receipt indicating delivery where available) advising:

- (a) the nature of the alleged matter and the grounds on which the notice is based;
- (b) that the member is required to appear before the Judiciary Committee at a meeting to be held at least 14 days after the service of the notice, and that prior to the meeting the member may make submissions to the Judiciary Committee in connection with the matter;
- (c) the date, place and time of the meeting;
- (d) that the member may at the meeting:
  - (i) make oral representations,
  - (ii) ask any question of any complainant or any witnesses called to give evidence on the matter,
  - (iii) submit any written material or evidence,
  - (iv) produce any witness on their behalf, and
  - (v) be represented or otherwise be accompanied by a support person.

(5) After considering the matter and any related submissions, if the Judiciary Committee is satisfied that the facts alleged have been proved, the Committee may

- (a) issue a warning in the nature of a reprimand to the member;
- (b) suspend any or all of the privileges attaching to membership of the Club in respect of the member for a specified period;
- (c) suspend or disqualify the member from membership of the Club for a specified period;
- (d) expel the member from the Club; or
- (e) otherwise deal with the member.

(6) Where a member is required to appear before a judiciary hearing of an Association in relation to an incident which is the subject of a matter

Constitution of Summer Hill Cricket Club Inc  
2 August 2018

referred to the Club's Judiciary Committee under subclause (1), the member shall not be required to appear before the Judiciary Committee of the Club until after the matter has been determined by the Association's judiciary process.

(7) Where a member is required to appear before a judiciary hearing of an Association, the time as specified in subclause (4) 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's judiciary process.

(8) The Judiciary Committee may adjudicate in the absence of the member who is the subject of the notice should that member fail to attend, without reasonable cause, before the Judiciary Committee as required.

(9) If the Judiciary Committee imposes a penalty under subclause (5) the Secretary shall, within 7 days after the decision has been given, by notice in writing (including by email or other electronic means with a receipt indicating delivery where available), inform the member of the decision and of the member's right to appeal under clause 16.

(10) A penalty does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 16, whichever is the later.

### **16 Right of appeal of disciplined member**

(1) A member may appeal to the Club in general meeting against a resolution of the Judiciary Committee under clause 15, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect in writing (including by email or other electronic means).

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Management Committee, which is to convene a general meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.

(4) At a general meeting of the Club convened under subclause (3):

(a) no business other than the question of the appeal is to be transacted, and

(b) the Judiciary Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) The appeal is to be determined by a simple majority of votes cast by members of the Club.

## **Part 3 The Management Committee**

### **17 Powers of the Management Committee**

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

- (a) is to control and manage the affairs of the Club, and
- (b) may exercise all the functions that may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Club, and
- (c) has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

### **18 Composition and membership of Management Committee**

(1) The Management Committee is to consist of:

- (a) the office-bearers of the Club, and
  - (b) at least 3 ordinary Committee members,
- each of whom is to be elected at the annual general meeting of the Club under clause 19.

(2) The office-bearers of the Club are:

- (a) the President,
- (b) the Vice-President (Seniors),
- (c) the Vice-President (Juniors),
- (d) the Treasurer,
- (e) the Secretary,
- (f) the Registrar.

(3) A Committee member may hold up to 2 offices (other than both the offices of President and either of Vice-President (Seniors) or Vice-President (Juniors)).

(4) Retiring members of the Management Committee are eligible for re-election, however office-bearers may not serve as an office-bearer in one of the six designated positions for more than three years continuously. A former office-bearer may re-nominate for an office-bearer position previously held for three years after a period of at least two further years has elapsed.

(5) A member of the Club holding any salaried position of the Club or any position paid by fees will not be eligible for election to the Management Committee.

(6) No remuneration or other benefit in money or monetary worth shall be paid or given by the Club to any member of the Management Committee except:

- (a) repayment of out-of-pocket expenses; and
- (b) 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.

(7) Each member of the Management Committee is, subject to this Constitution, to hold office until immediately before the election of Committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election save for subclause (4).

### **19 Election of Management Committee members**

(1) Nominations of candidates for election as office-bearers of the Club or as ordinary Management Committee members:

- (a) may be proposed, seconded and agreed verbally by the nominee at a meeting of the Management Committee, provided that the nomination is made at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place, and is so recorded in the minutes of the meeting;
- (b) must otherwise 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 the nomination), and
- (c) delivered to the Secretary of the Club at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the 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 or as an ordinary Committee member of the Club must be a Full, Life or Associate member of the Club.

### **20 Secretary**

(1) The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge notice with the Club of their address.

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

- (a) all appointments of office-bearers and members of the Management Committee, and
- (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
- (c) all proceedings at Committee meetings and general meetings.

(3) If the Secretary is not present at a Management Committee meeting or general meeting, another member of the Management Committee is to be appointed by those present at the meeting to take the minutes.

## **21 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,
- (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,
- (c) all necessary documentation is provided to a person, not a member of the Management Committee, who is appointed at the annual general meeting to review and inspect the Club's accounts at the end of the financial year.

## **22 Registrar**

It is the duty of the Registrar to manage the registration of players in each cricket year, and in so doing to assist the Secretary in maintaining the list of members and the Treasurer in monitoring the payment of membership fees.

## **23 Casual vacancies**

(1) In the event of a casual vacancy occurring in the membership of the Management Committee, the Committee may appoint a member of the Club 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 Club, 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 24, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent from 3 successive Management Committee meetings without reasonable excuse or without the approval 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.

#### **24 Removal of Management Committee members**

(1) The Club 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 Club, the Secretary or the President may send a copy of the representations to each member of the Club 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.

#### **25 Management Committee meetings and quorum**

(1) 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 3 months during the cricket playing season.

(2) Additional meetings of the Management Committee may be convened by the President or by any member of the Committee.

(3) Oral or written notice of a meeting of the Management Committee must be given by the Secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 3 office-bearers of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

(6) No business is to 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 is to stand adjourned to the same place and at the same hour of the same day in the following week, or otherwise to a date which is not more than four weeks from the date of the adjourned meeting.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(8) At a meeting of the Management Committee:

- (a) the President or, in the President's absence, one of the Vice-Presidents is to preside, or
- (b) if the President and the Vice-Presidents are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

#### **26 Appointment of Club members as Management Committee members to constitute quorum**

(1) If at any time the number of Management Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing

Committee members may appoint a sufficient number of members of the Club as Committee members to enable the quorum to be constituted.

(2) A member of the Management Committee so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.

(3) This clause does not apply to the filling of a casual vacancy to which clause 23 applies.

### **27 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 Committee that gives each of the Committee's members a reasonable opportunity to participate.

(2) A Management Committee member who participates in a 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.

### **28 Delegation by Management Committee to sub-committee**

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

- (a) this power of delegation, and
- (b) a function which is a duty imposed on the Committee by the Act or by any other law.

(2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, which 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 instrument in writing, revoke wholly or in part any delegation under this clause.

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

(8) A sub-committee must report on its activities to the Management Committee on a regular basis.

### **29 Voting and decisions**

(1) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.

(2) Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to subclause 25 (5), the Management Committee may act despite any vacancy on the Committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **Part 4 General meetings**

### **30 Annual general meetings - holding of**

The Club must hold its annual general meetings:

- (a) within 6 months after the close of the Club's financial year, or
- (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### **31 Annual general meetings - calling of and business at**

(1) The annual general meeting of the Club is, subject to the Act and to clause 30, to be convened on the date and at the place and time that the Management Committee thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any other special or general meeting held since that meeting,
- (b) to receive from the Management Committee reports on the activities of the Club during the last preceding financial year,
- (c) to elect office-bearers of the Club, and ordinary Management Committee members,
- (d) to consider any nomination(s) from the Management Committee for election as a Life Member,
- (e) to consider appointment of a person, who is not a member of the Management Committee, to inspect and review the financial records of the Club at the end of the financial year,
- (f) to receive and consider any financial statement or report required to be submitted to members under the Act,
- (g) to agree the rules to apply in relation to the transfer of funds between accounts and the limit for payments that may be made by electronic funds transfer (above which payment by cheque is required), and
- (h) to provide the opportunity for members to raise matters in relation to the general operation of the Club.

(3) An annual general meeting must be specified as that type of meeting in the notice convening it.



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

- (1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The Management Committee must, on the requisition of at least 5 per cent of the total number of members, convene a special general meeting of the Club.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the Secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the 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.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **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 Club, 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 Club, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (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 subclause 31 (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 general meetings**

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

### **35 Presiding member**

- (1) The President or, in the President's absence, one of the Vice-Presidents, is to preside as chairperson at each general meeting of the Club.
- (2) If the President and the Vice-Presidents 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 Club 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 Club is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 42 applies, any appropriate corresponding method that the Management Committee may determine, or

Constitution of Summer Hill Cricket Club Inc  
2 August 2018

- (b) a written ballot, if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be so determined.

(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 Club, 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) (a) in the same way as it applies to a show of hands.

(4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

(5) Minutes of proceedings at a general meeting must be signed by the chairperson of the next succeeding meeting after the approval of members.

(6) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (5).

### **38 Special resolutions**

(1) A special resolution must be passed by the Club to effect the following changes:

- (a) to alter the Club's name;
- (b) to alter the Club's Constitution, including an alteration of or addition to the Club's objects;
- (c) to amalgamate with another club;
- (d) to voluntarily wind up the affairs of the Club;
- (e) to change the status of the Club.

(2) A special resolution may only be passed

- (a) if notice has been given as required in subclause 33(2), and
- (b) if it is supported by at least 75 per cent of the members of the Club who are present and voting at the meeting and who, under this Constitution, are entitled to vote on the proposed resolution, and
- (c) where the ballot is otherwise in accordance with section 39 of the Act.

### **39 Voting**

(1) On any question arising at a general meeting of the Club a member has one vote only.

(2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(3) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.

(4) Full, Life and Associate members are entitled to vote at any general meeting of the Club. Junior members are not entitled to vote.

#### **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 Club may hold a postal or electronic ballot (as the Management Committee determines) to determine any issue or proposal (other than an appeal under clause 16).

(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 Management Committee that gives each of the Club's members a reasonable opportunity to participate.

(2) A member of the Club 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 Club may effect and maintain appropriate insurance.

#### **44 Funds - source**

(1) The funds of the Club shall be derived from membership subscription fees, playing fees, donations, subsidies, grants, sponsorships and such other sources as are, subject to any resolution passed by the Club in general meeting, determined or approved by the Management Committee.

(2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.

(3) The Club must, as soon as practicable, issue appropriate documentation requested by a person or organisation paying monies to the Club.

(4) All fundraising activities for the Club or for any member of the Club must be approved or ratified by the Management Committee, and resulting monies shall be under the exclusive jurisdiction of the Committee.

#### **45 Funds - management**

(1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used solely in pursuance of the objects of the Club in the manner that the Management Committee determines.

Constitution of Summer Hill Cricket Club Inc  
2 August 2018

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

(3) Payments by electronic funds transfer, consistent with the limit for such payments set at each annual general meeting, may be made after circulation of a request to the authorised cheque signatories (including by email or other electronic means) and then after agreement by at least two of the authorised cheque signatories.

(4) Approval for extraordinary expenditures to be paid by cheque between meetings of the Management Committee shall be sought and received from a majority of members of the Committee through circulation by email or other electronic means, and the outcome reported at the next following meeting of the Management Committee.

#### **46 Defaulters**

(1) A defaulter is a member who owes money to the Club for fees related to membership, including registration, match fees, ground fees, umpire fees, and fines or levies.

(2) The rules governing defaulters as set down by the New South Wales Districts Cricket Association shall be accepted and adopted by the Club.

#### **47 Association is non-profit**

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

#### **48 Distribution of property on winding up of Club**

(1) Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of the Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of the winding up of the Club.

#### **49 Change of name, objects and constitution**

An application for registration of a change in the Club'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.

#### **50 Custody of books etc**

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

- (a) at the main premises of the Club, or at storage facilities for which keys are held by office-bearers, or
- (b) if the Club has no premises or secure storage facilities, at the Club's official address, in the custody of the public officer.

### **51 Inspection of books etc**

(1) The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:

- (a) records, books and other financial documents of the Club,
- (b) this Constitution,
- (c) minutes of all Management Committee meetings and general meetings of the Club.

(2) A member of the Club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

(3) Despite subclauses (1) and (2), the Management Committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

### **52 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.

### **53 Financial year**

(1) The financial year of the Club is made up of each period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 July and ending on the following 30 June.

(2) At the completion of the financial year and prior to the annual general meeting, a person appointed under subclause 31(2)(e) and who is not a member of the Management Committee will inspect and review the books, accounts, and other records of the Club, with a report to be presented to the annual general meeting.