

Constitution

Metropolitan Junior Community Cricket Inc

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1. PREAMBLE

1.1 Name of the Association

The name of the incorporated association is Metropolitan Junior Community Cricket Inc (**Association**).

1.2 Preamble

The Association was formed through the amalgamation of the Community Junior Cricket Council and affiliated Junior Cricket Associations with the intention of creating a modern and fit for purpose governing body for community junior cricket in the Perth Metropolitan Area. The Association strives to deliver localised metropolitan community junior cricket in a volunteer led environment that maximises community participation and inclusivity by stakeholders.

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

Act means the *Associations Incorporation Act 2015 (WA)* as varied, replaced or supplemented from time to time (and includes any regulations made under that act).

Annual General Meeting means the annual general meeting of the Association required to be held by the Association in accordance with the Act in each calendar year.

Annual Subscription means the annual fees payable by each category of Member as determined by the Board under **clause 9**.

Appointed Director means a Director appointed by the Elected Directors under **clause 18**.

Board means the body principally responsible for the management of the Association consisting of the Directors.

Chair means the person elected under **clause 21.6**.

Committee means a sub-committee established by the Board under **clause 23**.

Community Junior Cricket Council means the incorporated association formerly known as Community Junior Cricket Council Inc, being the association that previously oversaw community junior cricket in the Perth Metropolitan Area prior to its amalgamation with some or all of the Junior Cricket Associations.

Constitution means this constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this constitution.

Director means a director of the Association and includes Elected Directors and Appointed Directors.

Elected Director means a Director elected under **clause 17**.

First Appointed Directors means an Appointed Director referred to in clause **18.2**.

First Elected Director means an Elected Director referred to in **clause 17.2**.

Financial Year means the 12 month period commencing **1 July** in each calendar year.

General Meeting means a general meeting of Members and includes the Annual General Meeting and any Special General Meeting.

Initial Member means a person that is a member of the Association on the adoption of this Constitution referred to under **clause 7.4**.

Junior Cricket Association means the incorporated associations that previously oversaw community junior cricket within their geographic region and was affiliated to the Community Junior Cricket Council immediately prior to their dissolution, being:

- (a) Central Junior Cricket Association Inc;
- (b) Midland Guildford Junior Cricket Association Inc;
- (c) North-West Metropolitan Cricket Association Inc;
- (d) Peel Junior Cricket Association Inc;
- (e) South-East Metropolitan Junior Cricket Council Inc; and
- (f) South-West Metropolitan Junior Cricket Council.

Life Member means a person admitted as a Life Member in accordance with to **clause 7.3**.

Life Member Policy means the policy relating to Life Members implemented by the Association from time to time.

Meeting Technology means any technology approved by the Directors that is reasonable to use for the purpose of holding a meeting at more than one physical venue or virtually or by a combination of those methods and otherwise satisfies the requirements of this Constitution and the Act.

Member means a member of the Association entered in the Register.

Objects means the objects of the Association in **clause 3.1**.

Ordinary Member means a junior cricket club or organisation that is admitted as an Ordinary Member in accordance with **clause 7**.

Perth Metropolitan Area means the geographical area as defined by the Perth Greater Capital City Statistical Area (Greater Perth).

Policy mean a policy made under **clause 24**.

Register means the register of Members kept in accordance with **clause 10.1**.

Representative means a person appointed in accordance with this Constitution to represent a Member at a General Meeting that is not a natural person.

Special General Meeting means a General Meeting other than the Annual General Meeting.

Special Resolution has the same meaning as that given to it in section 51 of the Act.

Voting Member means those Members entitled to vote in General Meeting as set out under **clause 7.2** (which, at the date of this Constitution, is limited to the Ordinary Members).

WA Cricket means the Western Australian Cricket Association Limited.

2.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words purporting the singular include the plural and vice versa;
- (d) words purporting any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person includes a natural person, partnership, body corporate, association, joint venture, governmental or local authority, and any other body or entity whether incorporated or not;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) a reference to the date and time is a reference to the date and time in Perth, Western Australia;
- (i) a reference to "writing" unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by email; and
- (j) a person is taken to be "**present**" at a meeting if they are physically present or present through Meeting Technology.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

- (b) The model rules created under the Act are displaced by this Constitution and accordingly do not apply to the Association.
- (c) This Constitution is subject to the Act, which overrides any rule or clause of this Constitution that is not permitted by the Act.

3. OBJECTS

3.1 Objects

The Association is established solely for the Objects, which are to:

- (a) oversee the governance, administration and development of community junior cricket competitions in the Perth Metropolitan Area;
- (b) inform the development of the strategy for community junior cricket in the Perth Metropolitan Area, taking a best practice view;
- (c) focus strategically on the community junior cricket environment to positively impact the acquisition, retention and transition of participants, including coaches, umpires, administrators and volunteers;
- (d) support the strategy to build and maintain the profile of community junior cricket across the Perth Metropolitan Area and in particular within community junior cricket clubs;
- (e) support, develop and enhance relationships between all stakeholders across the Perth Metropolitan Area;
- (f) support strategies to increase the diversity of community junior cricket participants, coaches, umpires, administrators and Board/committee members across the Perth Metropolitan Area;
- (g) actively encourage Members to participate in the attainment of these Objects; and
- (h) distribute grants or other such funds to Members from time to time in accordance with **clause 5.2**

4. POWERS OF THE ASSOCIATION

- (a) The Association has all the powers of an incorporated association under the Act.
- (b) The Association may only use its powers to do:
 - (i) anything it considers will advance or achieve the Objects; and
 - (ii) all other things that are incidental to carrying out the Objects.

5. NOT FOR PROFIT

5.1 Sole Purpose

The income and property of the Association must be applied solely towards the promotion of the Objects.

5.2 Payments to Members

- (a) No part of the income or property of the Association may be paid or otherwise distributed, directly or indirectly, to any Member except for payments to a Member in good faith in the promotion of the Objects.
- (b) A payment may be made (directly or indirectly) to a Member out of the funds of the Association if the payment is:
 - (i) a grant or other funds to be used by the Member in good faith solely in promotion of the Objects;
 - (ii) a payment in good faith to that Member of reasonable remuneration for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
 - (iii) of interest at a rate not exceeding the cash rate published by the Reserve Bank of Australia for moneys lent by the Member;
 - (iv) of reasonable rent for premises let by them to the Association; or
 - (v) the reimbursement of reasonable expenses properly incurred by a Member on behalf of the Association.

6. STATUS AND COMPLIANCE OF ASSOCIATION

6.1 Recognition of Association

The Association is a recognised affiliate of WA Cricket and is the entity responsible for the administration of community junior cricket in the Perth Metropolitan Area.

6.2 WA Cricket

The Association must not resign, disaffiliate or otherwise seek to withdraw from WA Cricket, without the prior approval by Special Resolution of the Voting Members.

6.3 Amendment of the Constitution

No addition, alteration or amendment may be made to this Constitution unless it has been approved by a Special Resolution of the Voting Members and in accordance with Division 2 of Part 3 of the Act.

7. MEMBERSHIP

7.1 Minimum number of Members

The Association must have at least 6 Voting Members.

7.2 Categories of Members

The Members consist of the following categories:

- (a) **Ordinary Members**, who subject to this Constitution, have all the rights provided to Members under this Constitution including the right to receive notice of General Meetings and to be present, speak and vote at General Meetings;
- (b) **Life Members**, who subject to this Constitution, have the right to receive notice of General Meetings and to be present and speak, but have no right to vote at General Meetings; and
- (c) such new or other categories of Members as may be established by resolution of the Board (without derogating from the rights of existing Members).

Any new category of Member established by the Board must be granted the right to receive notice of and be present at General Meetings, but cannot be granted voting rights without the prior approval of the Voting Members by way of a Special Resolution.

7.3 Life Membership

- (a) The Board must implement a Life Member Policy which will, amongst other things, set out the eligibility criteria and nomination process for persons seeking approval as a Life Member.
- (b) Approval as a Life Member is the highest honour that can be bestowed by the Association for longstanding and valued service to community junior cricket in the Perth Metropolitan Area.
- (c) Any Member may submit a proposed nomination of a person seeking approval as a Life Member to the Board in accordance with the Life Member Policy for consideration.
- (d) Following receipt of a nomination, the Board may propose a Special Resolution at the Annual General Meeting that the nominee be approved as a Life Member.
- (e) A person will only be approved as a Life Member if:
 - (i) the Voting Members pass a Special Resolution to that effect;
 - (ii) the person accepts approval as a Life Member; and
 - (iii) the person's details will be entered in the Register.

7.4 Initial Members

As at the date of the adoption of this Constitution, the following are recognised as the Initial Members:

- (a) any junior cricket club or organisation that was entered into the register of members of any Junior Cricket Association that amalgamated with the Community Junior Cricket Council immediately prior to the cancellation of that Junior Cricket Association's incorporation is deemed to be an Ordinary Member; and
- (b) any person who was entered into the register of members as a life member of:

- (i) a Junior Cricket Association that amalgamated with the Community Junior Cricket Council; or
- (ii) the Community Junior Cricket Council,

immediately prior to the cancellation of ~~the respective cancellation of that association's~~ incorporation, is deemed to be a Life Member.

7.5 Application for Membership

- (a) Subject to this Constitution, to be eligible for approval as a Member, except as a Life Member which is governed by **clause 7.3**, the applicant must:
 - (i) be an incorporated ~~junior~~-cricket club with a dedicated junior community playing pathway within the Perth Metropolitan Area; and
 - (ii) meet any other criteria set by the Board relating to the class of membership the applicant is seeking from time to time.
- (b) Subject to this Constitution or any procedures set by the Board from time to time, an application for approval as a Member (except a Life Member) must be:
 - (i) in writing on the form prescribed from time to time by the Board (if any), from the applicant or their nominated representative and lodged with the Association;
 - (ii) accompanied by any information reasonably requested by the Board from time to time to evidence eligibility for approval as a Member; and
 - (iii) accompanied by the appropriate fee (if any) as established through **clause 9**.

7.6 Discretion to Accept or Reject Application

- (a) The Board may accept or reject an application in its discretion, irrespective of whether:
 - (i) the applicant is a new applicant making an application under **clause 7.5** or an expiring Member renewing under **clause 7.7**; or
 - (ii) the applicant has complied with the requirements in **clause 7.5** or not.
- (b) The Board is not required or compelled to provide any reason for such acceptance or rejection.
- (c) Where the Board accepts an application for membership, the applicant becomes a Member once:
 - (i) they have paid any fees associated with their membership; and
 - (ii) their name is entered into the Register.
- (d) The Board must cause the Register to be updated within 28 days of any change being made.

- (e) Where the Board rejects an application for membership, it must refund any fees forwarded with the application to the applicant.
- (f) Where the Board rejects an application for membership, whether a new application or a renewal application, the applicant may appeal the decision following the grievance procedure in **clause 12**.

7.7 Renewal of Membership

- (a) Membership of the Association (other than Life Membership) expires annually at the conclusion of each Financial Year.
- (b) Membership of the Association must be renewed each Financial Year in accordance with the procedures set down by the Board from time to time.
- (c) The Board may accept or reject a renewal of membership in accordance with **clause 7.6**.
- (d) Upon renewal, a Member must provide details of any change in their details including contact information, and any other information reasonably required by the Board.

7.8 General

- (a) A Member that ceases to be a Member has no claim against the Association or the Directors for damages or otherwise arising from cessation or termination of their membership.
- (b) No Member can, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so is void.
- (c) Members must treat all staff, contractors and representatives of the Association and all other Members with respect and courtesy at all times.
- (d) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Association or WA Cricket.

7.9 Limited Liability

The liability of Members is limited to the payment of any applicable fee attaching to their membership under this Constitution.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and policies of the Association;
- (b) they must comply with and observe this Constitution and any determination, resolution or policy which may be made or passed by the Board or any duly authorised Committee;
- (c) by submitting to this Constitution and the policies of the Association they are subject to the jurisdiction of the Association;

- (d) this Constitution is made in pursuit of a common purpose, namely for the mutual and collective benefit of the Association, the Members and WA Cricket;
- (e) this Constitution and policies of the Association are necessary and reasonable for promoting the Objects and particularly the advancement and protection of WA Cricket;
- (f) neither membership of the Association nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over the Association or its property or assets;
 - (ii) any automatic right of a Member to renewal of their membership of the Association; and
- (g) they are entitled to all benefits, advantages, privileges and services of Association membership.

9. FEES AND SUBSCRIPTIONS

- (a) The Board must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual membership fee payable by any category of Members;
 - (iii) any other amount to be paid by any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and due date for payment.
- (b) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Association, including but not limited to the right to vote at General Meetings.

10. REGISTERS

10.1 Register of Members

The Association must keep and maintain a Register in accordance with Division 5 of Part 4 of the Act in which must contain (as a minimum):

- (a) the full name and one or more of the residential or postal or email address of that Member;
- (b) the category of membership held by that Member;
- (c) the date of entry of each Member; and
- (d) where applicable, the date of termination of membership of any Member.

Members must provide to the Board written notice of any change and required details to the Association within 28 days of such change.

10.2 Inspection of Register

- (a) Subject to this **clause 10.2** and the Act, the Register must be made available for inspection by Members, upon reasonable request to the Board. A Member may subject to the Act also in writing request the Board provide the Member with a copy of the Register.
- (b) Where a Member wishes to copy, or wishes to receive a copy, of the Register, the Member must first provide to the Board a statutory declaration setting out the purpose for which the copy is required and declaring the purpose is connected with the affairs of the Association.
- (c) Subject to the Act, the Board may determine a reasonable charge for the cost of complying with a request under **clause 10.2(a)**.

10.3 Use of Register

A Member must only use or disclose information in the Register for a purpose that is directly connected with the affairs of the Association or that is related to the administration of the Act.

11. CESSATION OF MEMBERSHIP

11.1 Cessation of Membership

A Member will cease to be a Member:

- (a) if the Member does not renew its membership in accordance with **clause 7.7** and any procedures determined by the Board from time to time;
- (b) if the Member resigns in accordance with **clause 11.2**;
- (c) if their membership is revoked in accordance with **clause 11.4** or **clause 11.5**;
- (d) if the Member is an organisation, that Member is wound up, dissolved, deregistered or otherwise ceases to be an organisations; or
- (e) if the Member is an individual, that Member dies.

11.2 Notice of Resignation

Any Member who has paid all monies due and payable to the Association may resign from the Association by giving thirty days' prior notice in writing to the Board of such intention to resign.

11.3 Expiration of Notice Period

Upon the expiration of a notice given under **clause 11.2**, an entry, recording the date on which the Member who gave notice ceased to be a Member, must be recorded in the Register.

11.4 Resignation by failure to pay subscription

- (a) Subject to **clause 11.4**, a Member is taken to have resigned if:
 - (i) their Annual Subscription is outstanding more than one month after the due date determined by the Board in accordance with **clause 9(a)(iv)** and the Board resolves that the membership of that Member should cease on that basis; or
 - (ii) if no Annual Subscription is payable:
 - (A) the Board has made a written request to the Member to confirm that they wish to remain a Member; and
 - (B) the Member has not, within one month after receiving that request, confirmed in writing that they wish to remain a Member.
- (b) Should a sufficient explanation be made to the Board for the failure to pay any Annual Subscription or reason for not responding to a request, the Board has the power to restore the Membership upon payment of the amount due (if any).

11.5 Revocation of membership

- (a) Subject to this **clause 11.5**, the Board may at a Board meeting resolve to revoke a Member's membership if the Board determines that:
 - (i) the Member's status or conduct is detrimental to the interests of the Association, including (without limitation) if the Member has brought the Association into disrepute;
 - (ii) the Member has failed to comply with this Constitution or any by-laws of the Association; or
 - (iii) the Member no longer meets the applicable criteria for membership in this Constitution.
- (b) At least 7 days before the Board meeting referred to in **clause 11.5(a) (Revocation Meeting)**, the Board must give written notice to the Member:
 - (i) of the proposed revocation of membership and the reasons for that proposed revocation;
 - (ii) of the date, time and place of the Revocation Meeting; and
 - (iii) informing the Member that the Member or the Member's Representative (if applicable) may attend the Revocation Meeting and will be given a full and fair opportunity to make oral and written submissions to the Board.
- (c) At the Revocation Meeting, the Board must:
 - (i) give the Member or its Representative a full and fair opportunity to make oral submissions and must give reasonable consideration to any written submissions; and
 - (ii) determine whether the Member's membership should be revoked.

- (d) A dispute in relation to a revocation must be resolved in accordance with **clause 12**.

11.6 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, forfeits all right in and claim upon the Association and its property.

12. DISPUTES PROCEDURE

12.1 Application of disputes procedure

The disputes procedure set out in this clause applies to disputes under this Constitution:

- (a) between a Member and another Member or Members; or
- (b) a Member or Members and the Association.

12.2 Disputes procedure

- (a) The parties to the dispute must attempt to resolve the dispute (in person or using any Meeting Technology) within 14 days after the dispute comes to the attention of all parties.
- (b) In the case of a dispute involving the Association, the Chair or another Director nominated by the Chair will represent the Association.
- (c) If the parties are unable to resolve the dispute within the period of time referred to in **clause 12.2(a)**, then any party to the dispute may initiate the dispute resolution procedure by giving written notice to the Board identifying the parties to the dispute and the subject matter of the dispute.
- (d) Within 14 days of receipt of a notice under **clause 12.2(c)**, the Board must establish a Committee (**Disputes Committee**) to determine the dispute. The terms of reference and composition of the Disputes Committee will be as determined by the Board.
- (e) The Disputes Committee must give the parties to the dispute at least 7 days' prior written notice of the meeting convened by the Disputes Committee to determine the dispute, informing them that they (and/or their Representative) may attend the meeting (in person or through Meeting Technology) and make oral or written submissions (or both).
- (f) At the meeting, the Disputes Committee must:
 - (i) give each party to the dispute, or their Representative, a full and fair opportunity to make oral or written submissions and must give reasonable consideration to any submissions; and
 - (ii) determine the dispute, or if it thinks appropriate, refer the dispute to an alternative dispute resolution process.
- (g) Written notice of the Disputes Committee's decision regarding the dispute must be given to all parties to the dispute within 7 days after the meeting.

- (h) Following the Disputes Committee's decision, any party to the dispute may request the dispute to be referred to mediation by notice to the Board within 7 days of receipt of the notice under **clause 12.2(g)**.

12.3 Mediation

- (a) If, following the procedures in **clause 12.2**, a dispute is referred to mediation under this Constitution, a mediator who is eligible in accordance with **clause 12.3** must be appointed by:
 - (i) agreement between the parties to the dispute within 14 days of the referral to mediation; or
 - (ii) the Disputes Committee, if the parties fail to agree on the mediator within that period.
- (b) The person appointed as mediator must not have any personal interest in the subject matter of the dispute, or be biased in favour of or against any party to the mediation.
- (c) The mediation must be commenced within 28 days after the mediator has been appointed and must be concluded within 1 month after the mediator has been appointed, unless otherwise agreed between the parties to the dispute.
- (d) The mediator's costs are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (e) Each party must meet its own costs of and in connection with the mediation.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation and must comply with requests by the mediator, including requests to provide evidence, attend meetings and pay the mediator's fees.
- (g) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must not act as an expert or otherwise determined the dispute.
- (i) The mediation must be confidential and without prejudice.

12.4 Additional procedures

The Board may prescribe additional disputes or grievance procedures from time to time and may determine whether a dispute should be resolved in accordance with this **clause 12** or any disputes or grievance procedures in force from time to time.

13. GENERAL MEETINGS

13.1 Annual General Meeting

The Association must hold an Annual General Meeting:

- (a) once in each calendar year no later than 6 months after the end of each Financial Year (except where the Commissioner has allowed for longer period in accordance with the Act); and
- (b) at the place, time and date determined by the Board.

13.2 Power to convene General Meeting

- (a) The Board may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) The Board must, on the requisition in writing of at least 15% of the Voting Members, convene a General Meeting. A request from Voting Members under this clause must be:
 - (i) in writing and submitted to the Board;
 - (ii) signed by all of the Members making the request; and
 - (iii) state the business to be conducted at that General Meeting.

13.3 Notice of General Meeting

- (a) Notice of a General Meeting must be given:
 - (i) to all Members, the Board, and the auditor of the Association; and
 - (ii) in accordance with **clause 27** and the Act.
- (b) At least 21 days' written notice of a General Meeting must be given to those entitled to receive such notice. A notice of General Meeting must specify:
 - (i) the place, date and time for the General Meeting (and if the meeting is to be held using Meeting Technology, the Meeting Technology that will be used to facilitate that);
 - (ii) the general business of the General Meeting;
 - (iii) all information required to be included in accordance with the Act;
 - (iv) in the case of a proposed Special Resolution at the General Meeting, the intention to propose the Special Resolution and the wording of the proposed Special Resolution; and
 - (v) where applicable, a list of all nominations received for vacant positions on the Board to be elected at the relevant General Meeting.

13.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

13.5 Cancellation or postponement of General Meeting

Where a General Meeting is convened by the Board they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

- (a) Voting Members in accordance with the **clause 13.2** and the Act (except with the consent of those Voting Members);
- (b) the Board at the request of the Department of Energy, Mines, Industry Regulation & Safety or the Commissioner; or
- (c) a court of competent jurisdiction.

13.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member; and
- (b) each other person entitled to notice of a General Meeting under this Constitution or the Act.

13.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held using Meeting Technology, the technology that will be used to hold the meeting in that manner.

13.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 13.3**.

13.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

13.10 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

13.11 Appointment of representative

- (a) A Member that is not an individual must appoint an individual as their Representative to attend General Meetings on behalf of the appointing Member, and to exercise the powers of the appointing Member as prescribed in this Constitution.
- (b) The current President or Chairperson of a Member that is required to appoint a Representative must be the Representative unless an alternative appointment is made in accordance with the following:
 - (i) the Member may nominate an alternative Representative in writing to the Association not less than 48 hours prior to a General Meeting at which the Member is entitled to attend; and
 - (ii) no individual may act as a Representative for more than one Member at a General Meeting.
- (c) For the avoidance of doubt, the Directors are not permitted to act as the Representative of any Member in a General Meeting.

13.12 No proxy voting

Proxy voting is not permitted at General Meetings.

13.13 Postal voting

Postal voting or voting by electronic communication at General Meetings of the Association may be permitted from time to time in such instances as the Board may determine. Any such voting must be conducted in accordance with procedures prescribed by the Board.

14. PROCEEDINGS AT GENERAL MEETING

14.1 Number for a quorum

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is a minimum of 10 Voting Members.

14.2 Requirement for a quorum

Except as otherwise set out in this Constitution, no business may be transacted at a General Meeting unless a quorum is present and remains present throughout the General Meeting.

14.3 Quorum and time – Special General Meetings

If within 30 minutes after the time fixed for a Special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

14.4 Quorum and time – Annual General Meetings

- (a) If within 30 minutes after the time fixed for an Annual General Meeting, or at any other time during the meeting, a quorum is not present, the Annual General Meeting stands adjourned to such other day, time and place as the Chair determines.
- (b) Where an Annual General Meeting has been adjourned under **clause 14.4(a)**, the Voting Members that are present at the adjourned meeting will constitute a quorum (provided there are at least two Voting Members present).

14.5 Chair to preside over General Meetings

- (a) The Chair is entitled to preside as chairperson at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
 - (i) a Director (or other person) chosen by a majority of the Directors present;
 - (ii) the only Director present; or
 - (iii) a Voting Member chosen by a majority of the Voting Members present.
- (c) Where a person is appointed as the chair of a General Meeting under **clause 14.5(b)**, reference to the Chair in this Constitution include a reference to that person as it relates to that General Meeting.

14.6 Conduct of General Meetings

- (a) The Chair:
 - (i) has charge of the general conduct of the General Meeting and, subject to this Constitution, of the procedures to be adopted; and
 - (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes.
- (b) A decision by the Chair under this **clause 14.6** is final.
- (c) The Directors, including the Chair has the right to attend and speak, but have no right to vote at General Meetings (unless they are also a Representative of a Member).

14.7 Adjournment of General Meeting

- (a) The Chair may in their discretion, but must if so directed by the General Meeting, adjourn a General Meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the General Meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Members present.

- (c) Only unfinished business is to be transacted at a General Meeting resumed after an adjournment.

14.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned General Meeting unless the meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the General Meeting must be given for the adjourned General Meeting.

14.9 Questions decided by majority

Subject to the Act and this Constitution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of the resolution.

14.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. The Chair does not have a casting vote where voting is equal.

14.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.

14.12 Poll

- (a) If a poll is properly demanded in accordance with this Constitution, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under **clause 15**.
- (b) A poll may be demanded by the Chair or at least 3 Voting Members present and eligible to vote on the resolution.
- (c) A poll on the election of a Chair or on a question of adjournment must be taken immediately.
- (d) A demand for a poll may be withdrawn.
- (e) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

14.13 Objection to voting qualification

- (a) An objection to the right of a Member to attend or vote at a General Meeting (including an adjourned meeting):

- (i) may not be raised except at that meeting; and
 - (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

14.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide that dispute and the Chair's decision made in good faith is final.

14.15 Minutes

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.

15. VOTES OF MEMBERS

- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member has one vote.
- (b) No Members other than Voting Members are entitled to vote at General Meetings.

16. DIRECTORS

16.1 Composition of the Board

The Board consists of:

- (a) up to 6 Elected Directors who will be elected in accordance **clause 17**; and
- (b) up to 3 additional Appointed Directors who will be appointed in accordance with **clause 18**.

16.2 Register of Officers

The Association must maintain a record of office holders in accordance with section 58 of the Act.

16.3 Roles and responsibilities

The Board may determine from time to time the roles, responsibilities and job descriptions for Directors.

16.4 Remuneration of Directors

Subject to this clause, a Director must not be paid for holding office as a Director. A Director may be paid by the Association:

- (a) where that payment is approved by resolution of the General Meeting, for services rendered to it other than as a Director; and
- (b) where that payment is reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Association; or
 - (ii) otherwise engaged on the affairs of the Association.

17. ELECTED DIRECTORS

17.1 Eligibility

A person is eligible for election as an Elected Director if they:

- (a) are aged 18 or over;
- (b) is not an employee of WA Cricket or the Association; and
- (c) are not disqualified from being an office holder of the Committee under sections 39 and 40 of the Act.

17.2 First Elected Directors

- (a) It is acknowledged that, as at the date of adoption of this Constitution, the First Elected Directors will comprise one nominee from each of the Junior Cricket Associations.
- (b) Prior to the adoption of this Constitution, each Junior Cricket Association must:
 - (i) procure that an election is held to determine who will be nominated as its nominee to serve as a First Elected Director; and
 - (ii) notify WA Cricket as to their nominee.
- (c) In the event that a Junior Cricket Association does not comply with **clause 17.2(b)** prior to the adoption of this Constitution, a vacancy in the Board will arise.
- (d) The First Elected Directors will serve a term determined under **clause 17.6(b)**.

17.3 Nomination for Board

The Board must in such manner as it deems appropriate call for nominations for people seeking election as an Elected Directors at least 45 days prior to the Annual General Meeting at which elections are to be held.

17.4 Form of Nomination

Nominations must be:

- (a) in writing on the form prescribed by the Board (if any);
- (b) signed by an authorised representative of a Voting Member; and
- (c) certified by the nominee expressing their willingness to accept the position for which they are nominated.

17.5 Elections

- (a) There must be separate elections for each vacant position for Elected Directors.
- (b) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled for Elected Directors, the Chair will propose a resolution to the General Meeting for the Members to elect those nominees as Elected Directors.
- (c) If there are insufficient nominations received to fill all vacancies for Elected Directors on the Board or the resolution referred to in **clause 17.5(b)** is not passed, the positions will be deemed casual vacancies under **clause 19.1**.
- (d) If the number of nominations for Elected Directors exceeds the number of vacancies for Elected Directors to be filled at the Annual General Meeting, the Chair must arrange for elections for the Elected Directors to be held through a secret ballot of Voting Members present and in accordance with any procedures determined by the Chair.

17.6 Term of Appointment

- (a) Subject to this Constitution (including **clause 17.5(b)**), the term of an Elected Director commences from the conclusion of the Annual General Meeting at which they are elected and ceases at the conclusion of the second Annual General Meeting following their election.
- (b) To facilitate a rotational system of Elected Directors:
 - (i) the First Elected Directors will serve until the first Annual General Meeting after the adoption of this Constitution (and are eligible for re-election at that Annual General Meeting);
 - (ii) at the first Annual General Meeting after the adoption of this Constitution, elections will be held for all of the 6 positions for Elected Directors and:
 - (A) the 3 candidates that receive the most votes in favour of their election as an Elected Director will serve a term commencing after that Annual General Meeting until the second Annual General Meeting after that Annual General Meeting; and
 - (B) the next 3 candidates receiving the most votes in favour of their election as an Elected Director will serve a term commencing after that Annual General Meeting until the first Annual General Meeting after that Annual General Meeting.

- (c) The First Elected Directors are eligible for re-election at the expiration of their term.
- (d) Following the adoption of this Constitution, no person who has served as a Director, whether as an Elected Director or Appointed Director, for a period of 3 consecutive full terms (up to the sixth Annual General Meeting after their appointment or election as the case may be) is eligible for re-election or reappointment as a Director for at least 1 year following the date of conclusion of their last term as a Director.

18. APPOINTED DIRECTORS

18.1 Eligibility

A person is eligible for appointment as an Appointed Director if they:

- (a) are aged 18 or over;
- (b) are not an employee of WA Cricket or the Association; and
- (c) are not disqualified from being an office holder of the Committee under sections 39 and 40 of the Act.

18.2 First Appointed Directors

The Elected Directors must at the first Board meeting following the adoption of this Constitution, resolve to appoint the First Appointed Directors.

18.3 Appointment of Appointed Director

The Elected Directors may appoint up to 3 Appointed Directors in accordance with this Constitution.

18.4 Qualifications for Appointed Directors

- (a) Appointed Directors should have skills that complement and/or supplement any skills gaps that may exist in the Board, with the aim of ensuring that the Board has all the necessary skills to govern the Association.
- (b) Appointed Directors will be nominated by WA Cricket with the Elected Directors having the right to approve or reject the nominations received.

18.5 Term of Appointment

- (a) Subject to **clause 18.5(b)**, Appointed Directors may be appointed for such periods determined by the Elected Directors provided a single term for an Appointed Director must not continue beyond the second Annual General Meeting after their appointment by the Elected Directors.
- (b) To ensure rotational terms for the First Appointed Directors:
 - (i) at least one Appointed Director must be appointed for a term expiring immediately after the second Annual General Meeting after their appointment; and
 - (ii) at least one Appointed Director must be appointed for a term expiring after the first Annual General Meeting after their appointment,

as determined by the Elected Directors.

- (c) Following the adoption of this Constitution, no person who has served as an Appointed Director or an Elected Director for a period of up to 3 consecutive full terms (up to the sixth Annual General Meeting after their first appointment or election as the case may be) is eligible for re-appointment or re-election as an Appointed or Elected Director for at least 1 year following the date of conclusion of their last term as a Director.

19. VACANCIES ON THE BOARD

19.1 Casual Vacancies

- (a) Any casual vacancy that occurs in the position of a Director (including where any vacancy was not filled at an Annual General Meeting or otherwise under **clause Error! Reference source not found.**) may be filled by resolution of the Elected Directors.
- (b) Any casual vacancy must be eligible to serve as an Elected Director and may only serve until the next Annual General Meeting after their appointment (and is eligible for re-election at that meeting).
- (c) Any period served under this **clause 19.1** counts as a full term for the purposes of **clauses 17.4(c)** and **18.5(c)**.

19.2 Ceasing to be a Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns their office in writing to the Association;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of 3 months;
- (f) ceases to be eligible to serve as a Director under this Constitution;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest (and the Board resolves to vacate their office on that basis);
- (h) after reasonable consideration by the Board it determines the Director:
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Association and/or WA Cricket; or
 - (ii) has brought themselves, the Association or WA Cricket into disrepute,

provided the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made;

- (i) is removed by Special Resolution of the Voting Members; or
- (j) would otherwise be prohibited from being a director or a board member under any applicable law.

19.3 Board may Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or to convene a General Meeting.

20. POWERS AND DUTIES OF DIRECTORS

20.1 Directors to manage the Association

The Board is to manage the Association's business and may exercise those of the Association's powers that are not required, by the Act or by this Constitution, to be exercised by the Association in General Meeting.

20.2 Specific powers of Directors

Without limiting **clause 20.1**, the Board may exercise all the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person.

20.3 Time

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Board may in their absolute discretion extend that time, period or date as they think fit.

20.4 Code of Conduct

The Board must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

20.5 Delegate of Association

- (a) The Board may appoint a delegate to attend meetings and events on the Association's behalf from time to time.
- (b) The Association's delegate must be:
 - (i) a current Director;

- (ii) empowered by the Board to make decisions at meetings on the Association's behalf.

21. PROCEEDINGS AT DIRECTORS MEETINGS

21.1 Directors' meetings

- (a) Subject to **clause 21.1(b)**, the Board may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board must meet at least 5 times in each calendar year.
- (c) WA Cricket will appoint a WA Cricket employee to provide administrative support for the Association. This is an ex officio role of the Association and is not entitled to vote at any meeting of the Board.
- (d) In addition to the WA Cricket employee referred to in **clause 21.1(c)**, the Chief Executive Officer of WA Cricket or their nominee will have a standing invitation to attend (but not vote at) Board meetings.

21.2 Questions decided by majority

A question arising at a Board meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has 1 vote on a matter arising for decision by Directors.

21.3 Chair's casting vote

The Chair will not have a casting vote.

21.4 Quorum

For a Board meeting a quorum is represented by not less than half of the Directors.

21.5 Convening meetings

- (a) A Director may convene a Board meeting.
- (b) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days written notice of a Board meeting shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, must be served on each Director by the Association by:
 - (i) delivering it to that Director personally; or
 - (ii) sending it in writing, by email,in accordance with the Director's last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

21.6 Election of Chair

- (a) At the first Board meeting after the adoption of this Constitution, the Board must resolve to appoint one of their number to the office of Chair, who will serve in that role until the first Annual General Meeting after their appointment.
- (b) The Directors must at the first Board meeting after the Annual General Meeting annually elect by majority vote one of their number to the office of Chair.
- (c) The Director elected to the office of Chair will remain Chair for 1 year from the date of their election until the first Board meeting after the next Annual General Meeting and will chair any Board meeting.
- (d) A Director elected as Chair may be re-elected as Chair in following years, so long as they remain a Director.
- (e) Despite **clause 21.6(c)**, if:
 - (i) there is no person elected as Chair; or
 - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is unwilling to act,the Directors present may elect one of their number to be chair of the meeting.

21.7 Circulating resolutions

- (a) The Directors may pass a resolution without a Board meeting being held if all of the Directors who are entitled to vote on the resolution sign a document (which includes through affixing the Director's electronic signature on the document) containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director required to sign has signed the document.

21.8 Validity of acts of Directors

Everything done at a Board meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

21.9 Directors' interests

- (a) Each Director must exercise their powers and discharge their duties in accordance with the Act and all applicable laws.
- (b) A Director that has a material personal interest in a matter which is or will be considered at a Board meeting must, subject to the Act, must:

- (i) as soon as they become aware of the interest disclose to the Board the nature and extent of the interest and how the interest relates to the Association;
 - (ii) absent themselves from discussion of such matter and not be entitled to vote in respect of such matter; and
 - (iii) ensure the nature and extent of the interest and how the interest relates to the activity of the Association is disclosed at the next General Meeting.
- (c) **Clause 21.9(b)** does not apply to any material personal interest that:
- (i) exists only because the Director:
 - (A) is an employee of the Association;
 - (B) is a member of a class of persons for whose benefit the Association is established; or
 - (ii) the Director has in common with all, or a substantial proportion of, the Members.
- (d) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (e) The Board must maintain a register of declared interests.

21.10 Minutes

The minutes of Directors meetings must not be available for inspection or copying by the Members.

22. MEETING TECHNOLOGY

22.1 Meeting Technology

- (a) A General Meeting or a Board meeting may be held through Meeting Technology, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Board meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a meeting using Meeting Technology in so far as they are not inconsistent with the provisions of this **clause Error! Reference source not found.**

22.2 Conduct of meeting through Meeting Technology

The following provisions apply to a meeting of the Association held using Meeting Technology:

- (a) each of the person taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (b) a person may not leave a telecommunication meeting by disconnecting their telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (c) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a meeting using Meeting Technology unless that person has previously notified the chair of leaving the meeting; and
- (d) the meeting will be taken to have been held where the Chair is located;
- (e) a minute of proceedings of a meeting held using Meeting Technology is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

23. COMMITTEES

23.1 Committees

The Board may by written instrument delegate any of their powers (other than the power of delegation) to Committees consisting of such persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

23.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board. A Committee is responsible to and reports to the Board.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Board.

23.3 Committee meetings

Committee meetings are governed by the provisions of this Constitution dealing with Board meetings, as far as they are capable of application.

24. POLICIES

24.1 Making and amending Policies

The Board may from time to time make policies:

- (a) that are required to be made under this Constitution; and
- (b) which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs and cricket in the Perth Metropolitan Area and Peel region and may amend, repeal and replace those policies.

24.2 Effect of Policies

A Policy:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

25. KEEPING AND INSPECTION OF RECORDS

25.1 Records

- (a) The Board must establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board.
- (b) The Directors will cause the Association's records to be kept for a period of 7 years from their creation or such other period required by applicable law.

25.2 Minutes

- (a) The Board must cause minutes to be made of:
 - (i) proceedings and resolutions of the Members;
 - (ii) all appointments of Directors; and
 - (iii) proceedings and resolutions of Board meetings and resolutions passed by the Board without a meeting,and retain the minutes in a minute book for such period as may be required under the Act.
- (b) The Association must ensure that minutes are signed within a reasonable time after the date of the meeting or of the resolution being passed by:
 - (i) the Chair of the meeting;
 - (ii) the Chair of the next meeting; or
 - (iii) in the case of a resolution without a meeting, a Director.
- (c) In the absence of evidence to the contrary, contents of the minute book that is recorded and signed in accordance with this **clause 25.2** is evidence of the matters shown in the minute.

25.3 Inspection of Records

- (a) Members may on request inspect free of charge:
 - (i) the minutes of general meetings; and

- (ii) subject to **clause 25.3(b)**, the financial records, books, securities, this Constitution and any other relevant document of the Association.
- (b) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (c) The Board must make copies of these rules available to Members and applicants for membership free of charge.
- (d) Subject to **clause 25.3(b)**, a Member may make a copy of any of the other records of the Association referred to in this clause and the Association may charge a reasonable fee for provision of a copy of such a record.
- (e) For the purposes of this clause:

relevant documents mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- (i) its financial statements;
- (ii) its financial records;
- (iii) this Constitution; and
- (iv) records and documents relating to transactions, dealings, business or property of the Association.

26. ACCOUNTS

26.1 Records

The Board must cause the Association to keep books, documents, securities and proper accounting and other records in accordance with the Act (including Part 5 of the Act). All such records and the books of account must be kept in the care and control of the Board.

26.2 Board to Submit Accounts

If required by the Act, the Board will submit to the Annual General Meeting the accounts of the Association.

26.3 Transactions

All cheques, promissory notes, bankers drafts, bills of exchange, other negotiable instruments, electronic transactions, and all receipts for money paid to the Association, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board determine from time to time.

26.4 Auditor

- (a) If required by the Act, the Board must cause the accounts of the Association to be annually audited or reviewed.

- (b) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

27. SERVICE OF DOCUMENTS

27.1 Document includes notice

In this **clause 27**, document includes a notice.

27.2 Methods of service on a Member

The Association may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to an electronic address or form of contact nominated by the Member.

27.3 Methods of service on the Association

A Member may give a document to the Association:

- (a) by delivering it to the Association's registered office;
- (b) by sending it by post to the Association's registered office; or
- (c) by sending it to an email address nominated by the Association.

27.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the fifth business day after the date of its posting.

27.5 Email transmission

If a document is sent by email, delivery of the document is taken to be effected on sending of the email as recorded in the sender's email system (unless the sender receives an automatic notification other than an out of office indicating that the email has not been delivered). If an email is sent on a day which is not a Business Day, it is deemed to have been sent on the next Business Day.

28. INDEMNITY

- (a) Every officer of the Association is indemnified out of the property or assets of the Association against any liability incurred in that capacity in defending any

proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.

- (b) The Association indemnifies its officers against all damages and costs (including reasonable legal costs) for which any of them may be or become liable to any third party in consequence of any act or omission except wilful misconduct made whilst acting on behalf of and with the express or implied authority of the Association.

29. WINDING UP

29.1 Excess property on winding up

- (a) For the purpose of this section, **surplus property** has the meaning given in section 3 of the Act.
- (b) Subject to the Act, the Association may cease its activities and be wound up in accordance with a Special Resolution.
- (c) if on the winding up or dissolution of the Association, any surplus property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of the Association; and
 - (ii) whose Constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (d) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

30. COMMON SEAL

- (a) The Association is not required to have a common seal.
- (b) If the Association has a common seal it must:
 - (i) be kept in the custody of the Board; and
 - (ii) not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of 2 Directors.
- (c) A Director may not sign a document to which the seal of the Association is fixed where the Director is interested in the contract or arrangement to which the document relates.

31. SOURCE OF FUNDS

The funds of the Association may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Directors determine.

32. REGISTERED ADDRESS

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the one of the Directors.