

Constitution of the
Community Junior Cricket Council
(Inc.)

1. Name

The name of the Council is Community Junior Cricket Council (Inc.) (the “*Council*”).

2. Terms used

In these rules, unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 2015* (WA), as amended and re-enacted from time to time;

“**Annual General Meeting**” is the meeting convened under rule 20.1.1;

“**CA**” means the Cricket Australia;

“**Chairperson**” means the person referred to in rule 10.1.1, or, if that person is unable to perform his or her functions, the Vice Chairperson;

“**Constitution**” means these rules of the Council;

“**convene**” means to call together for a formal meeting;

“**Council**” means the incorporated body referred to in rule 1;

“**department**” means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

“**financial Member**” means a Member who has paid the subscription fee due under clause 7.2, or if there is no subscription fee payable, each Member;

“**financial statements**” means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

“**financial year**” means a period not exceeding 12 months fixed by the Management Committee, being a period commencing on the date of incorporation of the Council and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

“**General Meeting**” means either a Special General Meeting or an Annual General Meeting;

“**Junior Cricket Association**” means an association that has the responsibility for the development, organisation, promotion and management of junior boys and girls cricket within Western Australia;

“**Management Committee**” means the committee of management of the Council referred to in rule 10.1;

“**Management Committee meeting**” means a meeting referred to in rule 19.1;

“**Management Committee member**” means person referred to in rule 10.1;

“**Member**” means Member of the Council who is a nominated representative of their Junior Cricket Association or an Independent Member appointed under 6.2;

“**Membership Register**” means the register of Members referred to in clause 9.1;

“**ordinary resolution**” means resolution other than a special resolution;

“**person**” includes an individual, a corporation, an incorporated association and other bodies corporate;

“**poll**” means voting conducted in written form (as opposed to a show of hands);

“**Special General Meeting**” means a General Meeting other than the Annual General Meeting;

“**special resolution**” means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

“**subcommittee**” means a subcommittee appointed by the management committee;

“**Vice Chairperson**” means the Deputy Chairperson referred to in rule 10.1.2;

“**WACA**” means the Western Australian Cricket Association Incorporated;

“**WACA Statewide Cricket Committee**” means the committee established under the rules of the WACA and the Statewide Game Development Committee.

3. Objects

- 3.1 The objects of the Council are to:
 - 3.1.1 determine strategic direction for junior community cricket for both boys and girls in conjunction with the WACA and CA;
 - 3.1.2 ensure that all community junior cricket is played under affiliation with the state governing body and in line with the Australian Cricket Pathway;
 - 3.1.3 develop and implement policies, strategies and programs aimed at increasing participation and retention in community junior cricket across Western Australia;
 - 3.1.4 provide leadership, guidance and resources for all associations affiliated with the CJCC and all other persons, groups and associations involved in the playing or administration of Junior Community Cricket in Western Australia;
 - 3.1.5 determine the rules and formats under which all junior community cricket is played in Member Associations.

4. Powers

- 4.1 Subject to the Act, the Council may do all things necessary or convenient for carrying out its objects and purpose. The Council may:
 - 4.1.1 determine the rules and playing conditions for junior community cricket;
 - 4.1.2 determine the by-laws for junior community cricket;
 - 4.1.3 determine the policies for junior community cricket, which shall be compatible with Cricket Australia & WACA policies to include but not be restricted to:
 - 4.1.3.1 procedures and penalties for protests and disputes;
 - 4.1.3.2 codes of conduct for players, umpires, officials and parents; and
 - 4.1.3.3 child protection; and
- 4.2 make submissions to the WACA and other bodies on required resources for the benefit of junior community cricket.

5. Not for Profit

- 5.1 The Council must apply all property and income of the Council solely towards the promotion of the objects or purposes of the Council.
- 5.2 No part of the Council's property or income is to be paid or otherwise distributed, directly or indirectly, to Members of the Council, except in good faith in the promotion of those objects or purposes.

6. Membership

- 6.1 Subject to rule 8, each Junior Cricket Association must nominate annually one representative to become a Member of the Council.
- 6.2 Independent Members are appointed by the Management Committee prior to the AGM to allow them to be available for management committee positions at the AGM. Nominations can be made by any member of the Council. Independent members shall not exceed more than 50% of Junior Cricket Association nominated members.
- 6.3 Junior Cricket Association nominated Members shall serve for a term of one year however can be reappointed each season. Independent Members shall serve for a term of two (2) years with two (2) members due for renewal in the same year and the third offset to the alternate year.
- 6.4 Each person admitted to Membership shall be:
 - 6.4.1 bound by the Constitution and by-laws of the Council;

- 6.4.2 liable for such fees and subscriptions as may be fixed by the Council from time to time under rule 7.1; and
- 6.4.3 entitled to all advantages and privileges of Membership of the Council.
- 6.5 The Management Committee shall select nominations submitted under rule 6.2 and 6.3 to be ratified by a vote of the full Council.
- 6.6 A Junior Cricket Associations whose nomination for Membership of the Council is rejected under rule 6.5 must, if they wish to appeal against that decision, give notice to the Council Administrator of their intention to do so within a period of 14 days from the date they are advised of the rejection.
- 6.7 When notice is given under rule 6.6, the Council must either confirm or set aside the decision of the Management Committee to reject the nomination no later than the date of the next Special General Meeting called for that purpose after having afforded the nominating Junior Cricket Association who has given such notice, a reasonable opportunity to be heard by, or to make representations in writing appealing against that rejection of Membership.
- 6.8 If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
- 6.9 Life membership may be awarded by the Council for exceptional service to the council, its objectives and community junior cricket

7. Subscriptions

- 7.1 The Members may from time to time at a General Meeting determine the amount of the annual subscription to be paid by each Member on behalf of the Junior Cricket Association that they represent.
- 7.2 Each Member must pay to the Treasurer on behalf of their Junior Cricket Association, annually on or before 1 July, or such other date as the Management Committee from time to time determines, the amount of the subscription determined under rule 7.1.
- 7.3 Unless the Management Committee decides otherwise, a Member whose subscription is not paid within 3 months after the relevant date fixed by or under rule 7.1 ceases on the expiry of that period to be a Member.

8. Termination of Membership

- 8.1 Membership of the Council may be terminated by any of the following events:
 - 8.1.1 Resignation by a Member;
 - 8.1.2 Expulsion of a Member;
 - 8.1.3 A Member's Membership fee remains unpaid after 3 months of falling due.
- 8.2 The Council shall have the power to suspend or expel any Member, and/or the Junior Cricket Association the member represents, from the Council for:
 - 8.2.1 any false or inaccurate statements made in the application for Membership of the Council;
 - 8.2.2 a breach of any rule, regulation or by-law of the Council;
 - 8.2.3 any act by the Member and/or the Junior Cricket Association the Member represents that is deemed by the Council in its sole discretion to be detrimental to the Council and the attainment of its objects.
- 8.3 If the Council considers that a Member and/or the Junior Cricket Association the Member represents should be suspended or expelled from Membership of the Council because of an alleged breach or breaches of 8.2, the Council must provide to the Member or the Junior Cricket Association the Member represents in writing details of the:
 - 8.3.1 date and place of the Council meeting at which the question of that suspension or expulsion will be decided and to be sent to the Member or the Junior Cricket Association the Member

represents last known address not less than 30 days before the date of the Council meeting referred to;

8.3.2 particulars of the alleged conduct.

- 8.4 At the Council meeting referred to in the notice communicated under rule 8.3, the Council after having afforded the Member concerned and/or the Junior Cricket Association the Member represents a reasonable opportunity to be heard by, or to make representations in writing, the Council, may determine to suspend or expel or decline to suspend or expel that Member and/or the Junior Cricket Association the Member represents from Membership of the Council. Such decision must be communicated in writing to the Member and/or the Junior Cricket Association the Member represents by the Council Administrator not more than seven days after the meeting at which the decision was made. The failure of the Member or the representative to attend the meeting shall not invalidate the rights of the Council to hear the matter and determine an outcome.
- 8.5 A Member and/or the Junior Cricket Association the Member represents who is expelled, suspended or has their membership terminated under Rule 8.4, shall have the right to appeal against their suspension or expulsion by providing written advice of such intention to appeal, to the Council Administrator of the Council within 14 days of receiving advice of such expulsion, suspension or termination.
- 8.6 A General Meeting must be called for the purpose of hearing the appeal within 30 days of such notice of appeal being received. The decision of the General Meeting shall be final.
- 8.7 Subject to rule 8.5, a Member and/or the Junior Cricket Association the Member represents has his or her Membership suspended, immediately ceases to be a Member upon receipt of written advice of the decision to suspend or expel the Member and/or the Junior Cricket Association the Member represents as sent by the Council Administrator of the Council to the Member and/or the Junior Cricket Association the Member represents last known postal address.

9. Register of Members

- 9.1 The Council Administrator must keep and maintain current, a register of the names and addresses of all Members.
- 9.2 The Council Administrator must remove the names from the Membership Register of any Membership that has been terminated.
- 9.3 The Membership Register will be made available to Members on request on conditions in accordance with the Act and other relevant legislation.

10. Management Committee and Elections

- 10.1 The Council will be managed by a committee of management, as elected under rule 10.3 or appointed under 10.4, consisting of:
- 10.1.1 a Chairperson;
 - 10.1.2 a Vice Chairperson
 - 10.1.3 a Treasurer
 - 10.1.4 a representative to WACA State-wide Game Development Committee or its equivalent,
 - 10.1.5 an appointed representative from the Game and Market Development team or its equivalent at the WACA. This is an ex officio role on the Management Committee and does not have any right to vote,
 - 10.1.6 an appointed Council Administrator who may be employed for this purpose by the WACA in consultation with the Management Committee. This is an ex officio role on the Management Committee and does not have any right to vote,
 - 10.1.7 a co-opted member to represent a priority within the operational plan for a period of 1 year.

- 10.2 At the Annual General Meeting, the Council shall elect one Member (other than the Council Administrator and the WACA representative appointed under rule 10.1.5 and 10.1.6 to each of the above positions.
- 10.3 The Management Committee shall be elected at an Annual General Meeting and shall hold office for the period of one year, but shall be eligible for re-election. Members, or Junior Cricket Associations that Members represent, may nominate a person for the elected positions by providing a written nomination to the Council Administrator at least 7 days prior to the Annual General Meeting at which the election is to take place and the nominee has signified his or her willingness to stand for election.
- 10.4 Members of the Management Committee elected under rule 10.2 and 10.3 shall not be entitled to hold any other position on the Management Committee except for the position as a representative to WACA Statewide Game Development Committee for the duration of their appointment.
- 10.5 A casual vacancy occurs in the office of a Management Committee or Council member and that office becomes vacant if the Management Committee member:
 - 10.5.1 dies;
 - 10.5.2 resigns by notice in writing delivered to the Chairperson or, if the Management Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Management Committee;
 - 10.5.3 becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
 - 10.5.4 is permanently incapacitated by mental or physical ill-health;
 - 10.5.5 is absent from more than three meetings without leave of absence; or
 - 10.5.6 is found not to be a financial Member.
- 10.6 If a casual vacancy occurs under rule 10.5 in the office of:
 - 10.6.1 a Management Committee member referred to in rule 10.1.1, 10.1.2, 10.1.3 or 10.1.4 the Council is to elect another person to that position at a Special General Meeting called for that purpose in accordance with the requirements of rule 10.3;
 - 10.6.2 the Management Committee member referred to in rule 10.1.5, the Game and Market Development team or its equivalent at the WACA, is to appoint another representative to fill that casual vacancy; or
 - 10.6.3 the Management Committee member referred to in rule 10.1.6, another representative is appointed to fill that casual vacancy.
- 10.7 The Management Committee may delegate, in writing, to one or more sub-committees (consisting of such persons as the Management Committee thinks fit) the exercise of such functions of the Management Committee as are specified in the delegation other than-
 - 10.7.1 the power of delegation; and
 - 10.7.2 a function which is a duty imposed on the Management Committee by the Act or any other law.
- 10.8 The Management Committee may, in writing, revoke wholly or in part any delegation under this rule.

11. Chairperson

- 11.1 The Chairperson must:
 - 11.1.1 Consult with the Council Administrator regarding the business to be conducted at each committee meeting and general meeting.
 - 11.1.2 The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings.

12. Vice Chairperson

12.1 The Vice Chairperson must:

12.1.1 in the Chairperson's absence, act as the Chairperson.

13. State-Wide Game Development Committee Delegate

13.1 The State-Wide Game Development Committee Delegate must:

13.1.1 represent the Community Junior Cricket Council on the State-wide Game Development committee or its equivalent.

14. Council Administrator

14.1 The Council Administrator must:

14.2 co-ordinate the correspondence of the Council;

14.3 consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting.

14.4 keep full and correct minutes of the proceedings of the Management Committee and of the Council;

14.5 keep and maintain

14.5.1 the Membership Register of the Council, as referred to in rule 9.1;

14.5.2 an up to date version of this Constitution and, upon the request of a Member of the Council, must make available this Constitution for the inspection of the Member and the Member may make a copy of or take an extract from the rules but will have no right to remove the Constitution for that purpose; and

14.5.3 a record of the names and residential or postal addresses of the persons who hold the offices of the Council provided for by this Constitution;

14.6 unless the Members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Council, including those referred to in paragraph (c) but other than those required by rule 16 to be kept and maintained by, or in the custody of, the Treasurer; and

14.7 perform such other duties as are imposed by this Constitution on the Council Administrator.

14.8 this is an ex officio role on the Management Committee and does not have any right to vote.

15. WACA Delegate

15.1 The WACA delegate is to provide updates to the CJCC on initiatives and events undertaken by the WACA.

15.2 provide advice and support to the CJCC as required.

15.3 provide the WACA position and views in relation to community junior cricket.

15.4 this is an ex officio role on the Management Committee and does not have any right to vote.

16. Treasurer

16.1 The Treasurer must:

16.1.1 be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Council and must issue receipts for those moneys in the name of the Council;

16.1.2 pay all moneys referred to in rule 16.1.1 into such account or accounts of the Council as the Management Committee may from time to time direct;

- 16.1.3 make payments from the funds of the Council with the authority of a General Meeting or of the Management Committee and in so doing ensure that all cheques are signed by themselves and at least one other authorised Management Committee member, or by any two others as are authorised by the Management Committee;
- 16.1.4 comply on behalf of the Council with the Act with respect to the accounting records of the Council by-
 - 16.1.4.1 keeping such accounting records correctly recorded and explain the financial transactions and financial position of the Council;
 - 16.1.4.2 keeping its accounting records in such manner as will enable true and fair accounts of the Council to be prepared from time to time;
 - 16.1.4.3 keeping its accounting records in such manner as will enable true and fair accounts of the Council to be conveniently and properly audited; and
 - 16.1.4.4 submitting to Members at each Annual General Meeting of the Council accounts of the Council showing the financial position of the Council at the end of the immediately preceding financial year.
- 16.1.5 whenever directed to do so by the Chairperson, submit to the Management Committee a report, balance sheet or financial statement in accordance with that direction;
- 16.1.6 unless the Members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Council, including those referred to in section 16.1.4 and 16.1.5; and perform such other duties as are imposed by these rules on the Treasurer.

17. Powers, Duties and Responsibilities

- 17.1 The Council, in furtherance of the objects of this Constitution and the Council, shall have the following functions, powers and responsibilities:
 - 17.1.1 to elect Members, determine fees and subscriptions payable by Members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
 - 17.1.2 Award life membership to suitable candidates, as per 6.9.
 - 17.1.3 adjudicate on all matters brought before it which in any way affect the Council and its operations;
 - 17.1.4 cause minutes to be made of all proceedings at meetings of the Management Committee and General Meetings of Members;
 - 17.1.5 make, amend and rescind rulings and By-laws;
 - 17.1.6 form and appoint any subcommittee/s as required for specific purposes;
 - 17.1.7 to employ a person or persons to carry out certain duties required by the Council, at salaries or remunerations for such period of time, as may be deemed necessary;
 - 17.1.8 fill casual vacancies that may occur on the Management Committee in accordance with the process under rule 10.6; and
 - 17.1.9 appoint an officer/s or agent of the Management Committee and who shall have responsibility for custody of the Council's records, documents and securities.
- 17.2 The Management Committee, shall have the following functions, powers and responsibilities:
 - 17.2.1 Determine the Strategic Plan for approval of the CJCC
 - 17.2.2 Carry out the execution of the approved strategic and operation plans
 - 17.2.3 Propose budgets for approval of the CJCC
 - 17.2.4 Review and determine the boundaries of Association members for recommendation to the CJCC

- 17.2.5 Act in the best interests of Community Junior Cricket regardless of personal/club/association interests.
- 17.2.6 Provide a written report on operations to the CJCC.
- 17.3 In the event of the formation of a Sub Committee, the Sub Committee, in furtherance of the objects of this Constitution and the Council, shall have the following functions, powers and responsibilities:
 - 17.3.1 Make recommendations to Management Committee
 - 17.3.2 Make recommendations to the CJCC
 - 17.3.3 Involve subject area experts where required
 - 17.3.4 Engage with WACA staff as required
 - 17.3.5 Act in the best interests of Community Junior Cricket regardless of personal/club/association interests.
 - 17.3.6 Provide a written report to the CJCC or Management Committee.

18. Council Meetings

- 18.1 The Community Junior Cricket Council shall meet bi-monthly, with the exception of January, on the dates and at the times and places determined.
- 18.2 The full council must meet a minimum 5 times per year.

19. Proceedings of Management Committee

- 19.1 The Management Committee shall meet for the dispatch of business as required but in any event, not less than ten times each year.
- 19.2 The Chairperson, or at least half the members of the Management Committee, may at any time convene a meeting of the Management Committee.
- 19.3 A quorum of the Management Committee shall be half of its members plus one.
- 19.4 If the Chairperson or Vice Chairperson is unable to attend a Management Committee meeting, then a chairperson nominated by the meeting shall chair that meeting.
- 19.5 Voting powers at Management Committee meetings:
 - 19.5.1 The Chairperson shall be entitled to a deliberative vote. In the event of a tied vote, the status quo shall remain.
 - 19.5.2 Subject to rule 19.5.1, each other Member present shall have one (1) vote.
- 19.6 Subject to this Constitution, the procedure and order of business to be followed at a Management Committee meeting is determined by the Management Committee members present at the Management Committee meeting.
- 19.7 As required under the Act, a Management Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Management Committee (except if that pecuniary interest exists only by virtue of the fact that the Member of the Management Committee is a Member of a class of persons for whose benefit the Council is established), must-
 - 19.7.1 as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Management Committee; and
 - 19.7.2 not take part in any deliberations or decision of the Management Committee with respect to that contract.
- 19.8 Rule 19.7.1 does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Management Committee is an employee of the Council.
- 19.9 The Council Administrator must cause every disclosure made under rule 19.7.1 by a member of the Management Committee to be recorded in the minutes of the meeting of the Management Committee at which it is made.

20. Convening and Notice of General Meetings

- 20.1 The **Annual General Meeting** of the Council must be held in July of each year.
- 20.2 A Special General Meeting may be convened by the Management Committee at any time, or must be convened within 30 days of:
 - 20.2.1 receiving a request in writing to do so from not less than 20% of the Members to convene a Special General Meeting for the purpose specified in that request; or
 - 20.2.2 the Council Administrator receiving a notice under rule 6.6 and rule 8.5 to convene a Special General Meeting to deal with the appeal to which that notice relates.
- 20.3 The Members making a request referred to in Rule 20.2.1 must:
 - 20.3.1 state in that request the purpose for which the Special General Meeting concerned is required; and
 - 20.3.2 sign that request.
- 20.4 If a Special General Meeting is not convened within the relevant period of 30 days referred to:
 - 20.4.1 in rule 20.2.1, the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Management Committee; or
 - 20.4.2 in rule 20.2.2, the Member who gave the notice concerned may themselves convene a Special General Meeting as if he or she were the Management Committee.
- 20.5 When a Special General Meeting is convened under rule 20.4 the Council must pay the reasonable expenses of convening and holding the Special General Meeting.
- 20.6 The Council Administrator must give to all Members not less than 14 days' notice of a Special General Meeting and that notice must specify-
 - 20.6.1 when and where the Special General Meeting concerned is to be held; and
 - 20.6.2 particulars of the business to be transacted at the Special General Meeting concerned and of the order in which that business is to be transacted, and for an Annual General Meeting, the order shall be:
 - 20.6.2.1 consideration of, and if thought fit, the adoption of the accounts and reports of the Management Committee;
 - 20.6.2.2 selection of Management Committee members to replace outgoing Management Committee members; and
 - 20.6.2.3 any other business requiring consideration by the Council at the Annual General Meeting.
- 20.7 The Council Administrator must give written notice under rule 20.6 by:
 - 20.7.1 serving it on a Member personally; or
 - 20.7.2 sending it by post to a Member at the address of the Member appearing in the Membership Register kept and maintained by the Council; or
 - 20.7.3 electronic message to the electronic address of that Member as it appears in the Membership Register; and
 - 20.7.4 on the Council's website.
- 20.8 When a notice is sent by post under rule 20.7.2, sending of the notice will be deemed to be properly affected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.

21. Proxies

- 21.1 An ordinary member may appoint an individual who is an ordinary member as their proxy and speak on their behalf at a general meeting.
 - 21.1.1 An ordinary member may be appointed the proxy for not more than 5 other members.

- 21.2 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 21.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf.
- 21.4 If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- 21.5 If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form –
 - 21.5.1 that clearly identifies the person appointed as the member’s proxy; and
 - 21.5.2 that has been signed by the member.
- 21.6 Notice of a general meeting given to an ordinary member under section 20.6 must —
 - 21.6.1 state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - 21.6.2 include a copy of any form that the committee has approved for the appointment of a proxy.
- 21.7 A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- 21.8 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

22. Use of technology to be present at general meetings

- 22.1 The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 22.2 A member who participates in a general meeting as allowed under rule 22.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

23. Proceedings at General Meetings

- 23.1 At a General Meeting half of the Council’s Members plus one present in person shall constitute a quorum.
- 23.2 A quorum is not present, If within 30 minutes after the time and date specified for the holding of a General Meeting convened in accordance with a notice given to Members under rule 20.5, , the meeting cannot proceed and is to be reconvened again within seven days
- 23.3 The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that meeting to another time and place.
- 23.4 An adjourned General Meeting may not transact any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 23.5 When a General Meeting is adjourned for a period of 30 days or more, the Council Administrator must give notice of the adjourned General Meeting as if that meeting was a newly convened meeting.
- 23.6 All Members may attend and be eligible to vote at the General Meeting.
- 23.7 A Council Member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Management Committee (except if that pecuniary interest exists only by virtue of the fact that the Member of the Management Committee is a Member of a class of persons for whose benefit the Council is established), must-

- 23.7.1 as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Management Committee; and
- 23.7.2 not take part in any deliberations or decision of the Management Committee with respect to that contract.

24. Voting at General Meetings

- 24.1 Subject to these rules, each Member, including the Chair, present in person at a General Meeting is entitled to one (1) vote.
- 24.2 In the event of a tied vote; the status quo shall remain.
- 24.3 At a General Meeting:
 - 24.3.1 an ordinary resolution put to the vote will be decided by a majority of votes; and
 - 24.3.2 a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in section 2;
 - 24.3.3 and in each case, shall be cast on a show of hands, unless a poll is demanded, under rule 24.6.
- 24.4 A declaration by the Chairperson of a General Meeting that a resolution has been passed either as an ordinary resolution or a special resolution at the meeting will be evidence of that fact, unless a poll is demanded under rule 24.5.
- 24.5 At a General Meeting, a poll may be demanded by the Chairperson or by three or more Members present in person and, if so demanded, must be taken in such manner as the Chair directs.
- 24.6 A poll demanded under rule 24.5 must be taken immediately on that demand being made.

25. Minutes of Meetings

- 25.1 The Council Administrator shall keep proper minutes of meeting proceedings which shall be approved by the Management Committee at a properly constituted General Meeting or Management Committee meeting and thereafter recorded as true by the Management Committee or Council Administrator.
- 25.2 The Council Administrator shall keep a register of all resolutions made during a properly constituted General Meeting or Management Committee meeting.
- 25.3 When minutes have been entered as correct under this rule, they are, until the contrary is proved, evidence that:
 - 25.3.1 the General Meeting or Management Committee meeting to which they relate was duly convened and held;
 - 25.3.2 all proceedings recorded as having taken place at the General Meeting or Management Committee meeting did in fact take place at the relevant meeting; and
 - 25.3.3 all appointments or elections purporting to have been made at the General Meeting or Management Committee meeting have been validly made.
- 25.4 Minutes of General Meetings shall be shown on the Council website subject to the Privacy Act and operational requirements.

26. Finance

- 26.1 All funds of the Council shall be deposited into the Council's accounts at such bank or recognised financial institution as the Management Committee may determine.
- 26.2 All commitments for expenditure must be approved by the management committee.
- 26.3 All accounts due by the Council shall be paid by cheque or electronic transfer after having being approved for payment at the Management Committee meeting, and when immediate payment

- is necessary, account/s shall be paid and the action endorsed at the next Management Committee meeting.
- 26.4 The Council Administrator shall not spend more than a set amount of petty cash without the consent of the Management Committee, and shall keep a record of such expenditure in a Petty Cash Book or alternative electronic record.
 - 26.5 A statement showing the financial position of the Council shall be tabled at each Management Committee meeting by the Treasurer.
 - 26.6 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting.
 - 26.7 The signatories to the Council account/s will be any two of the following;
 - 26.7.1 Treasurer
 - 26.7.2 Chairperson
 - 26.7.3 Vice Chairperson
 - 26.7.4 Statewide Game Development Delegate

27. Records of the Council

- 27.1 The Treasurer and Council Administrator must, upon the request of a Member of the Council having given 14 days written notice, make available the records of the Council for the inspection by the Member at such place determined by the Management Committee. The Member may make a copy of such records at the Member's expense but the Member will have no right to remove the record for that or any other purpose.

28. Alterations to the Constitution

- 28.1 No alteration, repeal or addition shall be made to this Constitution except at a General Meeting called for that purpose.
- 28.2 Notice of all motions to alter, repeal or add to this Constitution shall be given to Members, and to each Management Committee member, not less than fourteen (14) days prior to the General Meeting.
- 28.3 Such motions, or any part thereof, shall be of no effect unless passed by a special resolution.
- 28.4 Within one month of the passing of a special resolution, the Council Administrator shall notify the department of the amendment.

29. Indemnity Clause

- 29.1 Each member of the Management Committee and its sub committees shall be indemnified by the Council against any loss, expense or liability incurred by reason of any act or deed done by the person in good faith as a member of the Management Committee, including as a result of defending any proceedings whether civil or criminal in which judgement is given in favour of the person or in which the indemnity shall be granted to a member of the Management Committee that has caused such liability or loss through their dishonesty, deceit or fraudulent act or omission.

30. Dispute Resolution

- 30.1 The grievance procedure set out in this rule applies to disputes under these rules between-
 - 30.1.1 a Member and another Member; or
 - 30.1.2 a Member and the Council.
- 30.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- 30.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 30.4 The mediator must be-
- 30.4.1 a person chosen by agreement between the parties; or in the case of a dispute between a Member and another Member, a person appointed by the Management Committee;
 - 30.4.2 in the case of a dispute between a Member and the Council, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 30.5 A Member of the Council can be a mediator.
- 30.6 The mediator cannot be a Member who is a party to the dispute.
- 30.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 30.8 The mediator, in conducting the mediation, must-
- 30.8.1 give the parties to the mediation process every opportunity to be heard;
 - 30.8.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 30.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 30.9 The mediator must not determine the dispute.
- 30.10 The mediation must be confidential and without prejudice.
- 30.11 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 30.12 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

31. Dissolution

- 31.1 If upon the winding up or dissolution of the Council there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

32. Common Seal

- 32.1 The common seal of the Council shall be kept in the care of the Chairperson. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Council, and in the presence of at least two members of the Management Committee, both of whom shall subscribe their names as witnesses.