

**Constitution
Of
The Western Australian
Aboriginal Cricket
Council**

1. **NAME**

The name of the incorporated body is The Western Australian Aboriginal Cricket Council (Inc) ("**the Council**").

2. **DEFINITIONS AND INTERPRETATION**

In this Constitution any reference to a named body or government department includes a reference to any subsequent name adopted by that body or government department and otherwise, unless the contrary intention appears:

"**Aboriginal**" has the ordinary meaning attributed to that word in Australian culture and includes the broader meaning attributable to the word "Indigenous";

"**Act**" means the Associations Incorporation Act 1987 (WA), as amended and re-enacted from time to time;

"**Alternate**" has the meaning given in rule 15.12;

"**Annual General Meeting**" is the meeting convened under rule 17.1;

"**Appointing Body**" has the meaning given in rule 11.3;

"**Appointing Member**" has the meaning given in rule 17.3(g);

"**Board**" means the board of management of the Council referred to in rule 11.1;

"**Board meeting**" means a meeting referred to in rule 15.1;

"**Board member**" means person referred to in rule 11.1;

"**Chairperson**" means the person referred to in rule 11.4(a);

"**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 Act;

"**financial year**" has the meaning given it in rule 18.6;

"**General Meeting**" means either a Special General Meeting or an Annual General Meeting;

"**Member**" means a member of the Council;

“Membership Register” means the register of Members referred to in rule 8.1;

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

“Records” has the meaning given in rule 19.1.

“Regional Cricket Committee” means a group of representatives from the regions described in rules 11.1(a) and 11.1(b) and as further described and identified in the Council’s by-laws as determined by the Board from time to time;

“Special General Meeting” means a meeting of Members other than the Annual General Meeting;

“special resolution” means a resolution that is passed by a majority of not less than three-fourths of the Members of the Council who are entitled under this Constitution to vote and vote in person or, where proxies or postal votes are allowed by this Constitution by proxy or postal vote, at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with rule 23.1(b) this Constitution; and

“Statewide Cricket Committee” means the Statewide Cricket Committee established by the constitution of the WACA;

“Sub-committee” means a sub-committee established under rule 14; and

“WACA” means the Western Australian Cricket Association (Inc).

3. **OBJECTS**

The objects of the Council are to:

- (a) encourage and increase participation of Aboriginal people in all aspects of cricket;
- (b) identify and develop talented Aboriginal players and coaches;
- (c) retain the Aboriginal culture of Aboriginal people in cricket;
- (d) support Aboriginal cricketers in adjusting to the mainstream cricket community;
- (e) promote Aboriginal cricket to the wider community;
- (f) oversee the administration of all aspects of Aboriginal cricket programs with the support and resources provided by the WACA’s appointed representatives; and
- (g) maintain its affiliation with the WACA and ensure representation of the interests of the Council and Aboriginal cricket on the Statewide Cricket Committee.

4. **POWERS OF THE COUNCIL**

Subject to the Act, the Council may do all things that are incidental to and necessary for attainment of the objects or purposes of the Council and has all the powers given to it under the Act.

5. **PROPERTY OF THE COUNCIL**

- 5.1 The Council must apply all property and income of the Council towards the promotion of the objects or purposes of the Council.
- 5.2 No part of that property or income 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 Membership of the Council is open to people with an interest in Aboriginal cricket and committed to achieving the objects of the Council.
- 6.2 Each person admitted to membership shall be bound by the Constitution and by-laws of the Council;
 - (b) liable for such fees and subscriptions as fixed by the Council from time under rule 7; and
 - (c) entitled to all advantages and privileges of membership of the Council.
- 6.3 A person that wishes to become a Member must apply for membership to the Board in writing, and such application shall be:
 - (a) signed by a representative of a Regional Cricket Committee referred to in rule 11.1(b); and
 - (b) in such form as the Board from time to time determines.
- 6.4 The Board shall determine in its sole discretion whether the application submitted under rule 6.3 is successful or not.
- 6.5 If a person, whose application for membership is rejected under rule 6.4, wishes to appeal against that decision, he or she must give notice in accordance with rule 23.1(b) to the Secretary of his or her intention to do so within 14 days from the date he or she is advised of the rejection.
- 6.6 When notice is given to the Chairperson under rule 6.5, the Council must, after having afforded the person who has given such notice, a reasonable opportunity to be heard by, or to make representations in writing appealing against that rejection of membership, either confirm or set aside the decision of the Board no later than the date of the next Special General Meeting called for that purpose.

7. SUBSCRIPTIONS

The Council may from time to time determine an amount of an annual subscription to be paid by each Member (if any) on or before 1 July, or such other date as the Council from time to time determines.

8. REGISTER OF MEMBERS

8.1 The Chairperson shall keep an up to date register of the names, addresses, telephone numbers, fax numbers (if any) and electronic mail addresses (if any) of all Members ("**Membership Register**").

8.2 The Membership Register is to be made available to Members for inspection upon request.

8.3 If a person's membership is terminated the Chairperson must remove the name of the Member from the Membership Register

9. TERMINATION OF MEMBERSHIP OF THE COUNCIL

9.1 A Member's membership of the Council may be terminated by the following events:

- (a) the Member submitting their written resignation to the Chairperson of the Board;
- (b) non-payment by a Member of the subscription determined in accordance with rule 7 within three (3) months of the date fixed by the Board for subscriptions to be paid or any other later date the Board may otherwise determine; or
- (c) expulsion of the Member in accordance with rule 10.

10. SUSPENSION OR EXPULSION OF MEMBERS OF COUNCIL

10.1 The Board shall have the power to suspend or expel any Member from membership of the Council for:

- (a) false or inaccurate statements made in the Member's application for membership of the Council;
- (b) breach of any rule, regulation or by-law of the Council by the Member; or
- (c) any act committed by the Member that the Board considers is detrimental to the interests of the Council.

10.2 If the Board considers that a Member should be suspended or expelled from membership of the Council for any of the reasons specified in rule 10.1, the Board must give notice in accordance with rule 23.1(b) to the Member of:

- (a) the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
- (b) the particulars of the conduct;

not less than 30 days before the date of the Board meeting referred to in rule 10.2(a).

- 10.3 At the Board meeting referred to in a notice communicated under rule 10.2(a) above, the Board may, after having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that Member from membership of the Council and must, forthwith after deciding whether or not to suspend or expel that Member, notify that Member of the decision in accordance with rule 23.1(b).
- 10.4 Any Member who is expelled, or suspended or has their membership terminated shall have the right to appeal against their suspension or expulsion that has been conveyed to the Member in writing stating the reasons for such decision.
- 10.5 An appeal must be lodged in writing to the Chairperson of the Board within 14 days of receipt of advice of such suspension or expulsion under rule 10.3.
- 10.6 Upon receipt of advice of appeal under rule 10.5, the Board shall be obliged to call and conduct a Special General Meeting not later than 30 days from date of receipt of the appeal for the purpose of hearing that appeal, after which hearing and reviewed decision of the Special General Meeting, shall be considered to be final.
- 10.7 A Member is not suspended and does not cease to be a Member unless and until 14 days after the decision of the Board to suspend or expel him or her is made under rule 10.3, or if an appeal is lodged with the Board within the time frame specified in rule 10.5, unless and until the Members have decided at the Special General Meeting referred to in rule 10.6 that the Member should be suspended or expelled, upon which, the Member shall be deemed to immediately be suspended or expelled.

11. **BOARD AND APPOINTMENT OF ITS OFFICERS**

- 11.1 The Council will be managed by a Board consisting of:
 - (a) three (3) representatives appointed by the Perth Metropolitan Regional Cricket Committee who are:
 - (i) accepted by the Aboriginal community; and
 - (ii) strongly committed to the objectives of the Council.
 - (b) one (1) representative who is **endorsed by the local Regional Cricket Board and accepted by the local indigenous and cricket community and whose appointment is subsequently ratified by the Council**
 - (i) Wheatbelt;

- (ii) Murchison/Gascoyne;
 - (iii) Pilbara /Kimberley;
 - (iv) South West;
 - (v) Great Southern; and
 - (vi) Goldfields.
- (c) one (1) representative appointed by the Western Australian Department of Sport and Recreation;
- (d) the WACA Game Development Manager or, alternatively, an appointee of the WACA Game Development Department as determined by the WACA from time to time; and
- (e) one (1) representative appointed by any other regional cricket community within Western Australia (other than those regional communities referred to in rule 11.1(b)) which community the Board identifies, from time to time, as appropriate for representation on the Board.
- 11.2 Each representative referred to under rules:
- (a) 11.1(a) to 11.1(b) will be appointed to the Board for a two (2) year term; and
 - (b) 11.1(c) to 11.1(e) will be appointed to the Board for a one (1) year term.
- 11.3 The body that appoints the Board members in rules 11.1(a) to 11.1(e) (“**Appointing Body**”) may, with prior notice to the Board in accordance with rule 23.1(b), remove any of its Board members and appoint another person in their place.
- 11.4 At the first Board meeting held after the Annual General Meeting, the Board shall elect one of the Board members to act in each of the following positions for the period commencing at the conclusion of that meeting and expiring at the end of the first Board meeting held after the next following Annual General Meeting:
- (a) Chairperson;
 - (b) Deputy Chairperson;
 - (c) Director of Finance or any alternative title for such position and role as determined by the Council from time to time;
 - (d) Council’s representative on the Statewide Cricket Committee; and
 - (e) Council’s representative to National Aboriginal Advisory Committee.
- 11.5 At least thirty (30) days prior to the expiration of the term of Board members under rule 11.2, the Board shall send a written invitation to each of the Appointing Bodies, to nominate their representative to be appointed to the Board for the following one (1) or two (2) year period (as the case may be).

- 11.6 Existing Board members shall be entitled to be re-appointed to the Board upon the expiration of their term.
- 11.7 The WACA shall appoint and delegate to one of its staff to assist the Council and the Chairperson with:
- (a) administrative tasks; and
 - (b) ensuring that the Council complies with its obligations under the Constitution and the Act.

12. **CHAIRPERSON**

- 12.1 Except in respect of the first person to hold office as Chairperson, the Chairperson is to be elected by the Board for a maximum two (2) year term in accordance with the provisions of Rule 11.4.
- 12.2 Upon the expiration of the term of Office or on resignation of the Chairperson, the next appointment will be made by the Board at its next meeting which is to be convened not less than fourteen days after such expiration or resignation.
- 12.3 Subject to this rule 12, the Chairperson must preside at all General Meetings and Board meetings.
- 12.4 In the event of absence from a General Meeting of:
- (a) the Chairperson, the Deputy Chairperson must preside at the General Meeting as the chairperson; or
 - (b) both the Chairperson and the Deputy Chairperson, a Member elected by the other Members present at the General Meeting must preside at the General Meeting as the chairperson.

13. **CASUAL VACANCIES**

- 13.1 A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member:
- (a) dies;
 - (b) resigns by notice to the Chairperson in accordance with rule 23.1(b), or if the Board member is the Chairperson, to the Deputy Chairperson and that resignation is accepted by resolution of the Board
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health; or
 - (e) is absent from more than:
 - (i) 3 consecutive Board meetings; or
 - (ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;

of which meetings the Board member received notice in accordance with rule 23.1(b), and the Board has resolved to declare the office vacant;

- (f) breaches any Council rule, regulation or by-law as determined by the Board; or
- (g) does any act considered detrimental to the objects of the Council as determined by the Board;
- (h) is expelled as a Member under rule 10.

13.2 If a casual vacancy occurs under rule 13.1 in the office of a Board member appointed under rule 11.1(a) to 11.1(e), the Appointing Body who appointed that Board member is to appoint another representative to fill the vacancy.

14. **SUBCOMMITTEES**

14.1 The Board may from time to time establish one or more Sub-committees (which may be standing or ad hoc) and delegate, in writing, to those Sub-committees such functions, powers, authorities and responsibilities as the Board determines other than:

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

14.2 The Board may, in writing, revoke wholly or in part any delegation under rule 14.1.

14.3 A Sub-committee may comprise Board members and non-Board members in such numbers as the Board determines from time to time.

14.4 By virtue of their office, the Chairperson shall be a voting member of each Sub-committee and may attend meetings of those Sub-committee as they see fit.

14.5 The Board may, from time to time, increase or decrease the number of representatives the Board may appoint to any of the Sub-committees, as it sees fit.

14.6 The power and authority of the Board at all times prevails over any power and authority vested with any Sub-committee.

15. **CONDUCT OF BOARD MEETINGS**

15.1 The Board shall meet for the dispatch of business as required but in any event, not less than four (4) times a year, upon the provision of reasonable notice to the Board members in accordance with rule 23.1(b).

15.2 The Chairperson, or at least half the Board members, may at any time convene a meeting of the Board.

15.3 A quorum of the Board shall be half of the members of the Board plus one.

- 15.4 If the Chairperson is unable to attend a Board meeting, then the Deputy Chairperson shall chair that meeting. If the Deputy Chairperson is also unable to attend a Board meeting, a chairperson nominated by the meeting shall chair that meeting.
- 15.5 Voting powers at Board meetings:
- (a) Each Board member present appointed under rule 11.1(a), 11.1(b), and 11.1(c) shall have one (1) vote.
 - (b) The Chairperson shall be entitled to a casting vote in the event of a tied vote.
- 15.6 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the Chairperson presiding at the Board meeting will have a casting vote.
- 15.7 Subject to this Constitution, the procedure and order of business to be followed at a Board meeting is determined by the Board members present at the Board meeting.
- 15.8 As required under the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the Board member is a member of a class of persons for whose benefit the Council is established), must:
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- 15.9 Rule 15.8(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Board member is an employee of the Council.
- 15.10 The Chairperson must cause every disclosure made under rule 15.8(a) by a Board member to be recorded in the minutes of the meeting of the Board at which it is made.
- 15.11 The person appointed under rule 11.7 will ensure proper minutes of Board meetings are kept and will assist the Chairperson as appropriate.
- 15.12 At the first meeting of the Board after each Annual General Meeting of the Council, or at such other times as the Board decides, the Board may appoint any Member or another Board member (the “**Alternate**”) in place of any Board member who is unable to attend a Board meeting during the 12 month period following the Annual General Meeting.
- 15.13 If the appointed Alternate is also a Board member, he or she will be entitled to vote in his or her own capacity as Board member and again for each alternate Board membership held.

16. AUDITOR

16.1 Members may elect or appoint an auditor at the Annual General Meeting.

16.2 If an auditor is appointed under rule 16.1, they shall examine and audit all the books and accounts of the Council annually, and have the power to call for all books, papers, accounts, receipts of the Council and provide a certified report of them to the Annual General Meeting in accordance with prescribed accounting standards of the day.

17. MEETINGS

17.1 Annual General Meeting

(a) The Annual General Meeting of the Council must be held within four months of the end of the financial year.

17.2 Special General Meetings

(a) A Special General Meeting may be convened by the Board at any time, or must be convened within 30 days of:

(i) receiving a request in writing to do so from not less than half the Members to convene a Special General Meeting for the purpose specified in that request; or

(ii) the Chairperson receiving a notice under rule 10.6 to convene a Special General Meeting to deal with the appeal to which that notice relates.

(b) The Members making a request referred to in rule 17.2(a)(i) must:

(i) state in that request the purpose for which the Special General Meeting concerned is required; and

(ii) sign that request.

(c) If a Special General Meeting is not convened within the relevant period of 30 days referred to:

(i) in rule 17.2(a)(i), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Board; or

(ii) in rule 17.2(a)(ii), the Member who gave the notice concerned may him or herself convene a Special General Meeting as if he or she were the Board.

(d) When a Special General Meeting is convened under rule 17.2(c) the Board must pay the reasonable expenses of convening and holding the Special General Meeting.

17.3 Procedures at General Meetings

(a) Subject to rule 20, Members shall be given 14 days notice of the date of a General Meeting in accordance with rule 23.1(b).

- (b) Notice of General Meetings shall set out clearly the business for which the meeting has been called.
- (c) The quorum at General Meetings shall be a minimum of ten Members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the meeting, there be no quorum, the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those Members present shall be competent to discharge the business of the meeting.
- (d) Minutes and resolutions made at each General Meeting shall be recorded by the appointed person in 15.11.
- (e) Each Member present shall have one (1) vote.
- (f) The Chairperson shall be entitled to a casting vote in the event of a tied vote.
- (g) A Member (in this rule called the “**Appointing Member**”) may appoint in writing another Member to be the proxy of the Appointing Member and to attend, and vote on behalf of the Appointing Member at, any General Meeting provided that the Appointing Member has provided notice to the Chairperson in accordance with rule 23.1(b) at least one (1) day prior to the General Meeting of the appointment of a proxy.
- (h) A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact.

18. **FINANCE**

- 18.1 All funds of the Council shall be deposited in to the Council’s account or accounts at such bank or recognised financial institution as the Board may determine in conjunction with the WACA.
- 18.2 All accounts due by the Council shall be paid by cheque after having being passed for payment at a Board meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Board meeting.
- 18.3 The Board members shall not spend more than a set amount petty cash without the consent of the Board, and shall keep a record of such expenditure in a petty cash book.
- 18.4 A statement showing the financial position of the Council shall be tabled at each Board meeting by the Chairperson.
- 18.5 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General meeting. The auditor’s report shall be attached to such financial report.
- 18.6 The financial year of the Council shall commence on the first of July each year and continue for a period of 12 months. The accounts, books and all financial records of the Council shall be audited each year.

18.7 The signatories to the Council's account/s will be the Chairperson and any one (1) from the following:

- (a) a Board member referred to in rule 11.4(a), 11.4(b) or 11.4(c); or
- (b) the WACA Game Development Manager referred to in rule 11.1(d).

19. RECORDS OF THE COUNCIL

19.1 The Chairperson will have custody of all books, documents, records and registers of the Council ("**Records**").

19.2 Upon the request of a Member having given 14 days notice in accordance with rule 23.1(b) of such request, the Chairperson must make available the Records for the inspection by the Member at such place determined by the Board.

19.3 The Member may make a copy of the Records at the Member's expense but the Member will have no right to remove the Records for that or any other purpose.

20. ALTERATIONS TO THE CONSTITUTION AND BY-LAWS

20.1 No alteration, repeal or addition shall be made to the Constitution except by a special resolution passed at a General Meeting called for that purpose, and notice of all motions to alter, repeal or add to the Constitution shall be given to Members in accordance with rule 23.1(b), thirty (30) days prior to a General Meeting called for such purpose.

20.2 Within one month of the passing of a special resolution, the Chairperson shall notify the Department of the amendment.

20.3 Alterations to the By-laws can be made only at Board meetings provided notice of the proposed alteration has been duly notified to Board members in accordance with rule 23.1(b).

21. DISSOLUTION

If, on the winding up of the Council, any property of the Council remains after satisfaction of the debts and liabilities of the Council and the costs, charges and expenses of that winding up, that property must not be paid to or distributed among the Members or former Members and shall be distributed:

- (a) to another incorporated association/council having objects similar to those of the Council (such as the WACA); or
- (b) for charitable or benevolent purposes

and which incorporated association or purposes, as the case requires, shall be determined by resolution of the Members.

22. COMMON SEAL

- 22.1 The common seal of the Council shall be kept in the care of the Chairperson.
- 22.2 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 Board members, both of whom shall subscribe their names as witnesses.

23. NOTICES

- 23.1 A notice is properly given if it is:
- (a) communicated verbally; or
 - (b) in writing and addressed to the person to whom it is to be given; and
 - (i) delivered personally or;
 - (ii) sent by mail to the person's address or;
 - (iii) sent by fax to the fax number (if any) nominated by that person; or
 - (iv) sent by electronic message to the electronic address (if any) nominated by that person.
- 23.2 A notice to a Member is regarded as given and received:
- (a) if it is communicated verbally, on that day;
 - (b) if it is delivered personally or sent by fax or electronic message (with fax or email confirmation of delivery):
 - (i) before 5.00pm (local time in place of receipt) on a business day – on that day; or
 - (ii) after 5.00pm (local time in the place of receipt) on a business day, or on a day that is not a business day – on the next business day; and
 - (iii) if it is sent by mail and sufficiently addressed – on the second business day after it was posted.
- 23.3 If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.
- 23.4 A certificate in writing signed by the Chairperson or Secretary stating that a notice was sent and when and how it was sent is prima facie evidence of service.

23.5 The address, telephone number, fax number or electronic address nominated by a Member shall be the address, telephone number, fax number or electronic address noted for that Member in the register of Members.