



# Constitution of the Western Australian Cricket Association Incorporated

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Current as at 31 October 2012

## 1. NAME

The name of the Association is the "Western Australian Cricket Association Incorporated".

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In this Constitution, unless the context otherwise requires:

**"Act"** means the Associations Incorporation Act 1987 (WA);

**"Affiliation Agreement"** means an agreement between the Association and a body corporate, in such form as the Association may determine from time to time, which creates an affiliation between the body corporate and the Association;

**"Affiliated Association"** means those bodies corporate affiliated with the Association in accordance with Rule 11.1(a) including but not limited to Rule 11.1(b);

**"Annual General Meeting"** or **"AGM"** means the Annual General Meeting of the Association described in Rule 17;

**"Applicant"** means an applicant for Membership;

**"Association"** means the Western Australian Cricket Association Incorporated;

**"Association Secretary"** means a person appointed under Rule 16;

**"Board"** means the body of persons constituted pursuant to Rule 13;

**"Board member"** means a person described in Rule 13.1;

**"Body corporate"** includes any corporation, firm authority, incorporated or unincorporated association and instrumentality;

**"By-Law"** means rules, regulations and standing orders from time to time made by the Board pursuant to Rule 12.5 and which the Board resolves are By-Laws for the purposes of this Constitution;

**"Candidate"** means a person nominated for election to the Board and who has consented to be so nominated;

**"Chairman"** means the person described in Rule 13.7;

**"Chief Executive Officer"** or **"CEO"** means the person appointed by the Board from time to time pursuant to Rule 15;

**"Closing Time"** is defined in Rule 14.2;

**"Committee"** means a committee of the Board described in Rule 12.3;

**"Community Cricket Club"** means a cricket club (other than a District Cricket Club) that is a member of an Affiliated Association;

**"Competition"** means the competition between District Cricket Clubs that is recognised by the Association as the premier cricket competition in Western Australia;

**"Constitution"** means this Constitution;

**"Cricket Australia"** means the body formed by member States to administer interstate and international cricket in Australia;

**"District Cricket Club"** means a cricket club that is a member of the WA District Cricket Council (Inc.);

**"Entrance Fee"** means the fee payable by an Applicant;

**"Financial Year"** means each period of 12 months commencing on 1 July in each year;

**"General Meeting"** means a meeting of the Association, other than an Annual General Meeting;

**"Ground"** means the sporting complex known as the **"WACA Ground"** at Nelson Crescent, East Perth being more particularly described as portion of Suburban lot 403 and being the whole of the land comprised in certificate of title volume 614 folio 154a registered in the name of the Association and **"Other Ground"** means any other ground or facility that may from time to time become vested in, purchased by, or leased to or otherwise held, controlled or used by the Association;

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

**"Member"** means a member of the Association and **"Membership"** means the status of a Member under this Constitution;

**"Member's Identity"** means the means of identification issued under the authority of the Board to the Members described in Rule 10;

**"Members' Representative"** means a member of the Board referred to in Rule 13.4;

**"Membership By-Laws"** means the By-Laws described in Rule 6.2;

**"Membership Year"** means each period of 12 months commencing on 1 October in each year;

**"Returning Officer"** means the person described in Rule 14.2;

**"Rule"** means a rule in this Constitution;

**"Special Resolution"** means a resolution passed at a Meeting by at least three-quarters of the Members present and voting (either in person or by proxy) at that Meeting;

**"Statewide Game Development Committee"** means the management committee comprising a representative from each Affiliated Association, the Chief Executive Officer and such employees of the Association as determined by the Chief Executive Officer;

**"Subscription"** means the amount payable by a Member to renew his or her Membership for the next Membership Year, or part of a Membership Year;

**"WA District Cricket Council (Inc.)"** means the association of District Cricket Clubs, being the descendants of the original District Cricket Clubs who formed the Association in 1885, and is the organisation of representatives of District Cricket Clubs who have the responsibility for the establishment, development, organisation and promotion of the Competition in accordance with the Competition rules; and

**"WA District Cricket Council Constitution"** means the constitution of the WA District Cricket Council (Inc.) as amended from time to time.

### 2.2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) words importing the singular number shall include the plural number and vice versa;

- (b) headings are for convenience only and do not affect interpretation of the Constitution; and
- (c) references to the Act or to any provision of the Act shall include any modification or re-enactment of the Act or any provision substituted for and all regulations and statutory instruments issued under the Act or any such modification, re-enactment or provision.

### **3. OBJECTS AND POWERS**

#### **3.1 Objects of the Association**

The objects of the Association are:

- (a) To promote, develop and provide leadership of cricket in Western Australia, including:
  - (i) the management and promotion of the Competition of cricket matches between District Cricket Clubs and the management and promotion of international, interstate and other representative cricket matches played in Western Australia, whether at the Ground or elsewhere;
  - (ii) the provision of leadership to, and encouragement of, relationships with Affiliated Associations, District Cricket Clubs and all other persons, groups and associations involved in the playing or administration of cricket in Western Australia;
  - (iii) the maintenance and promotion of the affiliation of the Association with, and its representation on the board of Cricket Australia and with such other body or bodies as the Board thinks fit; and
  - (iv) the maintenance and the promotion of relationships between the Association and other members of Cricket Australia;
- (b) to control, manage, improve and promote, to the greatest extent possible, the use of the Ground to provide facilities for cricket and sports of all other descriptions for the benefit of Members and the public at large; and
- (c) to control, manage, improve and promote, to the greatest extent possible, the use of the Ground for the purposes of public recreation, concerts, entertainment, amusements and any other activity for the benefit of the public at large.

#### **3.2 Powers of the Association**

The Association shall have:

- (a) the powers set out in Section 13 of the Act; and
- (b) the power to do all such acts and things as the Board considers incidental or conducive to the attainment of all or any of the objects set out in Rule 3.1.

#### **3.3 Application of Association's Property**

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members except in good faith in the promotion of those objects.

#### **3.4 Distribution or Dissolution**

If upon the winding up or dissolution of the Association 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.

### **4. CONSTITUTION**

The Association shall consist of the Members.

#### **5. PATRON**

The Board may from time to time invite and subsequently appoint a person to be a Patron of the Association on such terms and conditions as the Board sees fit. In the first instance, an invitation shall be extended to the Governor for the time being of the State of Western Australia to act as Patron of the Association.

### **6. MEMBERSHIP**

#### **6.1 Classes of Membership**

Members shall be divided into the following classes, namely:

- (a) Honorary Life Member;
- (b) Ordinary Member;
- (c) Country Member;
- (d) Junior Member;
- (e) Perpetual Member;
- (f) Lifetime Member;
- (g) Club Member;
- (h) Club Playing Member; and
- (i) any other class of Member as determined by the Board from time to time.

#### **6.2 Membership By-Laws**

Subject to these Rules:

- (a) the classes of Membership;
- (b) the procedures for expulsion from, or suspension of, Membership;
- (c) the numbers of Members in each class;
- (d) the benefits and privileges attaching to Membership of any class (including the recognition of any existing rights and privileges of a special, concessional or extraordinary nature that are enjoyed by, or available to certain Members only);
- (e) the terms and conditions (including Entrance Fees and Subscriptions) applying to Membership of any class;
- (f) requirements and procedures relating to application for Membership, entry and election;
- (g) procedures relating to waiting lists for any class of Membership; and
- (h) any other matter relating to Membership and a Member's relationship with Association,

shall be as determined from time to time by the By-Laws ("Membership By-Laws").

#### **6.3 Constitution Binding**

This Constitution and Membership By-Laws shall be binding on the Members.

#### **6.4 Register of Members**

- (a) The Association shall maintain a register of Members in accordance with the Act at the Association's registered office or at such other place as the Board determines, in which the name and address of each Member shall be entered.
- (b) The Association Secretary shall cause the name of a Member who dies or who otherwise for any reason ceases to be a Member, to be removed from the register.
- (c) Upon request to the Association Secretary a Member may inspect the register of Members in accordance with the Act.

### **7. MEMBERSHIP QUALIFICATIONS**

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#### **7.1 Honorary Life Members**

- (a) A person may be nominated by the Board as an Honorary Life Member in consideration of special service by that person rendered to the Association or in the advancement of cricket.
- (b) A person so nominated shall become an Honorary Life Member if the nomination is approved at the Annual General Meeting held next after such nomination.
- (c) Honorary Life Members during their lifetime shall be entitled to all the rights and privileges of Membership and be exempt from the payment of the Entrance Fee and Subscriptions.

#### **7.2 Country Members**

Persons aged 18 years or more residing within Western Australia and more than 80 kilometres (or such other distance as the Board may determine) from the General Post Office, Perth (with such distance deemed to be determined by the shortest rail or road route) may be elected Country Members and on election shall be entitled to all the rights and privileges of Membership.

#### **7.3 Junior Members**

- (a) Persons aged under 18 years of age may be elected Junior Members.
- (b) Junior Members shall not participate in the management of the Association, or be entitled to a vote, but on election and subject to the provisions of the Liquor Licensing Act 1988 (WA) shall be entitled to all the other rights and privileges of Membership.
- (c) On attaining the age of 18 years and on payment of the appropriate Subscription, the Junior Member shall be entitled to all the rights and privileges of Membership.

#### **7.4 Perpetual Members**

- (a) The Board may elect such persons or corporations not exceeding 35 at any one time to be Perpetual Members.
- (b) Perpetual Members shall be entitled to exercise all the rights and privileges of Membership.

#### **7.5 Lifetime Members**

- (a) The Board may elect such persons or corporations not exceeding 100 at any one time to be Lifetime Members.

- (b) Lifetime Members shall be entitled to exercise all the rights and privileges of Membership.
- (c) Lifetime Membership determines upon the death of the Lifetime Member if a natural person, or after the expiration of 10 years from the date of election in the case of a corporate Lifetime Member.

#### **7.6 Club Members and Club Playing Members**

- (a) Any person who is a financial member of either a District Cricket Club or a Community Cricket Club and who holds the office of Club President or Secretary in that cricket club, may be elected as a Club Member for so long as that person holds such office and on election shall be entitled to all the rights and privileges of Membership.
- (b) Any person who is a financial playing member of either a District Cricket Club or a Community Cricket Club may be elected a Club Playing Member and on election shall be entitled to all the rights and privileges of Membership.

### **8. ENTRANCE FEES AND SUBSCRIPTIONS**

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#### **8.1 Entrance Fees**

Every Applicant other than an Applicant:

- (a) for Honorary Life Membership, Perpetual Membership or Lifetime Membership; or
- (b) who has played cricket for Western Australia as a playing member of a selected team or umpired (other than in the capacity of a "third" or emergency umpire) in matches classified by Cricket Australia as first class matches,

shall pay to the Association an Entrance Fee as determined by the Board.

#### **8.2 Subscriptions**

- (a) Every Member other than an Honorary Life Member, Perpetual Member and Lifetime Member must pay the Subscription as determined by the Board for each Membership Year, by no later than 1 October to continue to enjoy the rights and privileges of Membership.
- (b) A Member who is required as a condition of Membership to pay the Subscription may not enjoy or benefit from any Membership rights or privileges or vote on an election by ballot of Candidates or vote at any Meeting, unless in the case of an election or a Meeting held in the Membership Year, the Member has paid the Subscription for that Membership Year.

#### **8.3 Board Powers regarding Entrance Fees and Subscriptions**

The Board may in its absolute discretion:

- (a) increase the Entrance Fee, and Subscription from time to time by any amount not exceeding 20% thereof in any one Membership Year;
- (b) exempt any Applicant from payment of the whole or any part of the Entrance Fee; and
- (c) exempt any Member from payment of the whole or any part of the Subscription and allow that Member to retain Membership for such period as is determined by the Board.

## 9. VOTING RIGHTS OF MEMBERS

Subject to Rule 8.2, all Members (other than Junior Members or any Members of a class which does not entitle its Members to vote) shall be entitled to vote and take part in any Meeting.

## 10. MEMBERS' RIGHTS

### 10.1 Membership Entitlements

Subject to Rule 8.2 and compliance with this Constitution and the By-Laws, all Members:

- (a) shall be issued with a Member Identity as described in the Membership By-Laws which confers on the Member rights and privileges for admission to the Ground:
  - (i) during the conduct of cricket matches played under the auspices of the Association or Cricket Australia; and
  - (ii) at other times and upon payment of an entry fee as the Board may determine from time to time;
- (b) may exercise all other rights and privileges pertaining to the relevant class of Membership from time to time; and
- (c) may upon reasonable request to the Association Secretary inspect the records and documents of the Association provided that in the Board's reasonable opinion such records and documents are not confidential.

### 10.2 Right of Review

A Member who is expelled or suspended from the Association or otherwise penalised by the Board by reason of that Member's misconduct or misbehaviour may object to that decision and seek a review of that decision by the Members in General Meeting, or at the Annual General Meeting next following the Board's decision. The Board's decision shall have full force and effect pending the outcome of the Members' review.

## 11. AFFILIATED ASSOCIATIONS

### 11.1 Affiliation

- (a) The Association may from time to time enter into Affiliation Agreements with bodies corporate that represent a group of cricket clubs within Western Australia or with bodies corporate that are involved in or associated with cricket within Western Australia and may vary, extend or amend the Affiliation Agreement, and upon execution of such an Affiliation Agreement, such bodies shall thereupon become affiliated with the Association.
- (b) Notwithstanding the generality of Rule 11.1(a) and subject to Rule 11.2(a), the following bodies corporate are Affiliated Associations:
  - (i) WA District Cricket Council (Inc.);
  - (ii) CricketWest (Inc.);
  - (iii) Community Junior Cricket Council (Inc.);
  - (iv) WA Female Cricket Council (Inc.);
  - (v) Western Australian Aboriginal Cricket Council (Inc.);
  - (vi) Western Australian Schools Cricket Council (Inc.);

- (vii) WA Country Cricket Board (Inc.); and
- (viii) Indoor Sports W.A. Incorporated.

- (c) Each Affiliated Association may appoint at least one representative to the Statewide Game Development Committee.

### 11.2 Disaffiliation

- (a) The procedure for the disaffiliation of an Affiliated Association from the Association (other than the WA District Cricket Council (Inc.)) shall be if either:
  - (i) the Statewide Game Development Committee by three-quarters majority vote recommends disaffiliation and the Board by three-quarters majority vote accepts that recommendation; or
  - (ii) the Board, by three-quarters majority vote, resolves that the conduct of the relevant Affiliated Association has been detrimental to cricket in Western Australia,then, within 3 business days of the Board's resolution, a written statement specifying the grounds upon which the relevant Affiliated Association has been disaffiliated from the Association shall be sent to the President of the relevant Affiliated Association at its registered address for the service of notices as stated in its Affiliation Agreement with the Association.
- (b) The procedure for the Disaffiliation of a District Cricket Club from the WA District Cricket Council (Inc.) shall be as follows:

- (i) If the WA District Cricket Council (Inc.) has resolved by majority vote to recommend disaffiliation of a District Cricket Club (the "relevant Club") from the WA District Cricket Council (Inc.) and has referred its recommendation to the Board, and the Board by three-quarters majority vote accepts that recommendation, then, within 3 business days of the Board's resolution, a written statement specifying the grounds upon which the relevant Club should be disaffiliated from the WA District Cricket Council (Inc.) shall be sent to the President of the relevant Club at its registered address for the service of notices as stated in its Affiliation Agreement with the Association.
- (ii) The Association Secretary shall convene a General Meeting to be held no later than 28 days after the Board's resolution in Rule 11.2(b)(i) and with the notice of that Meeting shall send, to each Member entitled to vote, a copy of the Board's written statement.
- (iii) The business of the General Meeting shall be to consider, and if thought fit, to pass as a Special Resolution that the relevant Club be forthwith disaffiliated from the WA District Cricket Council (Inc.). If the Special Resolution is not passed the relevant Club remains affiliated with the WA District Cricket Council (Inc.).

- (c) An Affiliated Association may voluntarily disaffiliate from the Association by giving written notice to the chairman for the time being of the Statewide Game Development Committee, and disaffiliation shall take effect on acceptance of that notice by the Board.

### 11.3 Delegation to WA District Cricket Council (Inc.)

The Board may from time to time delegate to the WA District Cricket Council (Inc.) such functions, powers, authorities and responsibilities as the Board determines.

## 12. MANAGEMENT OF ASSOCIATION

### 12.1 Role of the Board

- (a) The business and affairs of the Association shall be governed and directed by the Board.
- (b) The Board shall have the ultimate responsibility for organisational matters and for the strategic planning of the Association and for cricket in Western Australia.
- (c) The Board shall appoint such management as may be required to properly administer the business and affairs of the Association.
- (d) To the extent that it is practicable to do so, all funds of the Association shall be held in one or more bank accounts in the name of the Association controlled by the Board, which shall nominate from time to time the persons authorised to operate those accounts and the manner of their operation.
- (e) The Board shall provide for the custody of records, books, documents and securities of the Association which shall be held at the registered office of the Association or such other place as the Board determines.
- (f) In carrying out its functions and discharging its duties the Board shall adopt and adhere to principles of good corporate governance that promote ethical and responsible decision-making, safeguard the integrity of the Association's finances and financial reporting systems, respect the rights of Members, recognise and manage risk and encourage enhanced performance by the Board and management.

### 12.2 Board Powers, Duties and Responsibilities

Without limiting Rule 12.1, the Board is entrusted with the following functions, powers, duties and responsibilities:

- (a) to act at all times in a prudent and responsible manner and in the best interests of the Association, the Members, District Cricket Clubs, Community Cricket Clubs and cricket in Western Australia;
- (b) to elect Members in accordance with the By-Laws;
- (c) from time to time to invest the Association's money in the same way that trust funds may be invested under Part 3 of the Trustees Act 1962 (WA);
- (d) in such manner and on such terms as the Board thinks fit on behalf of the Association:
  - (i) to borrow, raise and/or secure the payment of money and mortgage and charge the assets of the Association;

- (ii) to sell, lease, let, hire and dispose of any real and personal property of the Association and grant rights and privileges thereover; and
- (iii) to purchase, take on lease or otherwise acquire any real or personal property,

provided that the Board shall not:

- (iv) mortgage, charge, pledge or encumber by way of security by any means whatsoever or howsoever the assets owned by the Association (including the Ground) or the income of the Association;
  - (v) dispose of any real property of the Association; or
  - (vi) acquire any real property for the Association, without the approval of Members in General Meeting.
- (e) to do all things and make and perform all contracts which in the Board's judgement are necessary or desirable for the purpose of carrying into effect the objects of the Association referred to in Rule 3;
  - (f) to exercise all functions and powers as may be exercised by the Association other than those that are required by this Constitution to be exercised by a Meeting;
  - (g) to promote, develop and lead cricket in Western Australia;
  - (h) to manage, develop and use the Ground in the manner and on such terms, as the Board determines including the setting of admission charges for Ground entry;
  - (i) to consider and make resolutions in respect of all matters referred to it by the WA District Cricket Council (Inc.); and
  - (j) to perform all acts and do all such things which in the Board's judgement are necessary or desirable for the proper management of the Association.

### 12.3 Committees

- (a) The Board may from time to time establish Committees (which may be standing or ad hoc) and delegate to such Committees such functions, powers, authorities and responsibilities as the Board from time to time determines.
- (b) Committees may comprise (in such numbers as the Board determines from time to time) Board members, one of whom shall be its chairman, and non-Board members.
- (c) The power and authority of the Board at all times prevails over any power and authority vested with any Committee.

### 12.4 Qualifications

No person may:

- (a) be a Board member or a Committee member; or
- (b) otherwise take part in any aspect of the administration or direction of the Association in any capacity (other than as an employee of the Association),

unless that person is a Member.

## 12.5 By-Laws

- (a) The Board may from time to time make By-Laws that are not inconsistent with these Rules or the Act and which are, in the Board's judgement, necessary or desirable for carrying out and giving effect to the Rules or are required for the proper management of the Association and the regulation of Membership and those By-Laws shall have the same force and effect as if they were Rules and were embodied in this Constitution. The Board may from time to time alter, vary or rescind any By-Laws made by it.
- (b) The Board shall within a reasonable period of time notify the Members of the Membership By-Laws and of any alteration, variation or rescission of those By-Laws.

## 12.6 Indemnity

- (a) The Association shall use its reasonable endeavours to effect and maintain an insurance policy in terms consistent with generally accepted insurance industry practices (with usual exclusions and conditions) so far as is reasonably available at a reasonable cost, to indemnify its officers against any liability incurred by them or any of them in, or arising out of, the conduct of the business of the Board, Committee or WA District Cricket Council (Inc.) (as the case may be) or in, or arising out of, the discharge of the duties of an officer.
- (b) Where such liability incurred by an officer exceeds the amount actually received from an insurer under any insurance policy or is not covered by an insurance policy, the Board in its absolute and unfettered discretion and in good faith may make a further payment in or towards satisfaction of that liability, provided always that no such payment may be made to indemnify any officer against liability incurred by that officer as a result of conduct adjudged by a Court to be criminal or fraudulent nor unless the Board is satisfied that the officer has acted in good faith.
- (c) In this Rule 12.6, "liability" means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings or appearing before any court, tribunal, government authority or otherwise, and all appeals therefrom; and "officer" means each member of the Board, Committee and WA District Cricket Council (Inc.).
- (d) The Board shall not be obliged to effect an insurance policy pursuant to Rule 12.6(a), if it considers that no suitable policy is available on terms or at a cost which the Board in its absolute discretion considers reasonable; and no officer shall be entitled to bring an action against the Association or the Board by reason of the failure of the Association to effect a policy of insurance pursuant to Rule 12.6(a).

## 13. THE BOARD

### 13.1 Composition of the Board

The Board shall consist of:

- (a) the President of the Association;
- (b) 1 Vice-President;
- (c) 4 Members' Representatives;
- (d) 2 WA District Cricket Council (Inc.) representatives;
- (e) 2 Statewide Game Development Committee representatives; and
- (f) 2 Members appointed by the Board.

### 13.2 The President

- (a) The President shall be elected for a term of 2 years by the Members at the Annual General Meeting and is eligible for re-election.
- (b) The President shall preside at all Meetings and shall represent the Association on ceremonial occasions. In the absence of the President, the Vice-President or, if the Vice-President is not in attendance, the most senior Board member present, shall act for the President.

### 13.3 Vice-President

Subject to Rule 22, the Vice-President shall be elected for a term of 2 years by the Members at the Annual General Meeting and is eligible for re-election.

### 13.4 Members' Representatives

Subject to Rule 22, the Members' Representatives shall each be elected for a term of 2 years by the Members at the Annual General Meeting as follows:

- (a) the 2 Members' Representatives elected in a numerically even year shall retire in a numerically even year and shall be eligible for re-election; and
- (b) the 2 Members' Representatives elected in a numerically odd year shall retire in a numerically odd year and shall be eligible for re-election.

### 13.5 Cricket Representatives

- (a) The WA District Cricket Council (Inc.) representatives shall each be appointed for a term of two years by the WA District Cricket Council (Inc.) in accordance with the WA District Cricket Council Constitution.
- (b) The Statewide Game Development Committee representatives shall each be appointed for a term of two years by the Statewide Cricket Committee at its last meeting prior to the Annual General Meeting and the appointed representatives shall subsequently be affirmed by the Board at the Board's first meeting following the Annual General Meeting.

### 13.6 Appointments by Board

Board members appointed by the Board shall be appointed for a term of two years and be eligible for reappointment.

### 13.7 Appointments of Chairman and Deputy Chairman

At the first Board meeting held after every Annual General Meeting, the Board shall appoint a Chairman and Deputy Chairman from its membership for a term expiring at the next Annual General Meeting. The Chairman shall preside at Board meetings. The Deputy Chairman shall act as Chairman in the absence of the appointed Chairman.



### 13.8 Cricket Australia

The Board shall nominate to Cricket Australia or the Cricket Australia nominations committee as many persons as the Association is entitled to nominate to serve on the board of Cricket Australia in accordance with the Cricket Australia constitution.

### 13.9 Casual Vacancy on the Board

(a) A casual vacancy occurring on the Board as a result of the death, retirement, removal or resignation of a Board member may be filled by an appointment made by:

- (i) the Board, if the vacancy is for a Board position elected by the Members or appointed by the Board; or
- (ii) the Statewide Game Development Committee or the WA District Cricket Council (Inc.), if the vacancy is for a Board position appointed by the Statewide Game Development Committee or the WA District Cricket Council (Inc.).

(b) Where the person appointed by the Board under Rule 13.9(a)(i) has filled the position of a Board member elected by the Members, that person must retire at the next Annual General Meeting immediately following the appointment made by the Board, but is eligible for re-election.

### 13.10 Board Meetings

- (a) The Board shall meet regularly and as required to transact the business of the Association.
- (b) A meeting of the Board must be called by the Chairman upon receipt of a requisition signed by at least 7 Board members, which describes the business to be considered at the requested meeting.
- (c) To constitute a quorum at any Board meeting, there shall be at least 7 Board members present in person. No business may be conducted by the Board unless a quorum is present within 30 minutes of the time appointed for the start of the meeting.
- (d) Questions arising at any Board meeting will be determined by a majority of votes and will be decided by show of hands unless a ballot is demanded, in which case the matter will be decided by ballot in the manner prescribed by the Chairman presiding at the meeting. The Chairman shall have both a deliberative and a casting vote.
- (e) The Association Secretary shall minute proceedings and resolutions of all Board meetings in an appropriate manner.
- (f) Should all, or so many, of the Board at any time have died, resigned or been removed so that it is impossible to obtain a quorum for a Board meeting, the Chief Executive Officer shall immediately convene a General Meeting to which Rule 14 shall apply.

### 13.11 Grounds on which Office becomes Vacant

- (a) The Board may remove a Board member from office if that member:
  - (i) becomes of unsound mind or physically or mentally incapable of performing the functions of a Board member;

- (ii) fails to attend Board meetings for a continuous period of 3 months or fails to attend 3 consecutive meetings of the Board, without leave of absence from the Board; or
- (iii) in the opinion of the Board has engaged in conduct detrimental to the interests of the Association, including a breach of this Constitution or any By-Law.

(b) The Board shall remove a Board member from office if that member:

- (i) becomes an insolvent under administration;
- (ii) is not permitted under the Corporations Act to be a director of a company;
- (iii) resigns by notice in writing to the Chairman or Association Secretary; or
- (iv) ceases to hold any qualification which was a condition of that Member's membership.

## 14. ELECTION OF BOARD MEMBERS

### 14.1 Board Elections

The election of the President, the Vice-President and the Members' Representatives to the Board shall be conducted in accordance with this Rule 14.

### 14.2 Board to Establish Election Protocol

A reasonable time before the Annual General Meeting the Board shall:

- (a) appoint two suitably credentialed persons independent of the Association, one of whom shall act as Returning Officer, the other of whom shall act in that role should the first-named be unavailable at any time for any reason, to carry out any of the functions or responsibilities of that office, assisted by the Association Secretary;
- (b) set a date and hour up to which nominations for office may be received ("Closing Time"), such date being at least 28 days prior to the date of the Annual General Meeting; and
- (c) require the Returning Officer and the Association Secretary to notify all members in writing of the request for nominations at least 7 days prior to the Closing Time. Notification shall be given in the manner described in Rule 17.3(c).

### 14.3 Nominations

- (a) To be eligible for nomination as a Candidate and to remain an eligible Candidate, an individual must be a Member, and if as a condition of Membership the Member is required to pay the Subscription, the Member must have paid the Subscription for the Membership Year in which they are being nominated.
- (b) All nominations for office:
  - (i) must be in writing signed by 2 Members entitled to vote at the Annual General Meeting and accompanied by the written consent of the Candidate; and
  - (ii) must be received by the Returning Officer, care of the Association Secretary prior to the Closing Time.
- (c) A Candidate may withdraw his or her nomination at any time prior to the commencement of the Annual General Meeting.



#### 14.4 Ballot Not Required

If at the Annual General Meeting the Returning Officer signs a declaration that:

- (a) any of the positions described in Rule 14.1 cannot be filled because of a lack of nominations for that position, the withdrawal of a nomination or by the death of a Candidate, the Rule 13.9 shall apply in respect of that position;
- (b) the number of Candidates nominated for a position is equal to, or less than, the number of vacancies to be filled, the chairman of the Annual General Meeting shall declare that Candidate or those Candidates for that position, duly elected.

#### 14.5 Ballot Required

If the number of Candidates nominated is greater than the number of vacancies to be filled for a position, a ballot shall be conducted in accordance with the following procedures:

- (a) After the Closing Time the Returning Officer shall:
  - (i) determine the order of each Candidate on the ballot paper; and
  - (ii) invite each Candidate to provide a written profile, not exceeding 250 words by the date which is no later than 7 days after the Closing Time.
- (b) The Association Secretary shall, within 14 days after the Closing Time forward to each Member entitled to vote:
  - (i) a ballot paper listing the Candidates and the positions each has been nominated for;
  - (ii) the profile of each Candidate (as described in Rule 14.5(a)(ii)) provided that in the Board's and the Returning Officer's reasonable opinion the profile is not defamatory or otherwise scandalous or offensive;
  - (iii) information on how to complete the ballot paper, including the date the Returning Officer, assisted by the Association Secretary, determines that the ballot will close; and
  - (iv) information on the voting procedure that will apply to the election, as determined from time to time by the Returning Officer, assisted by the Association Secretary.
- (c) The ballot shall close not later than 5.00pm 7 days preceding the Annual General Meeting.
- (d) The Association Secretary shall make available to the Returning Officer a certified list of Members who are entitled to vote.
- (e) The Returning Officer shall appoint such assistants as he or she deems necessary for the conduct of the ballot.
- (f) Each Candidate may appoint a scrutineer or scrutineers to attend the counting of votes provided that not more than 1 scrutineer for each Candidate is present in the counting room at any one time.
- (g) The Returning Officer shall certify the result and, if appropriate, the number of votes attained by

each Candidate in the form of a signed Returning Officer's declaration addressed to the Chairman of the Annual General Meeting. The Returning Officer's declaration shall be read at the Annual General Meeting and the successful Candidates declared elected.

- (h) If 2 or more Candidates for election achieve an equal number of votes, the Chairman of the Annual General Meeting (if not a Candidate) shall have a casting vote. If the Chairman is a Candidate he or she shall vacate the chair at a convenient time during the Annual General Meeting and the Annual General Meeting shall be chaired by the Vice-President who shall exercise the casting vote. In the event that the Vice-President is not in attendance at the Annual General Meeting or is a Candidate, the Members then present shall elect another Board member who is not a Candidate on a show of hands to chair the Annual General Meeting who shall exercise the casting vote.
- (i) The declaration of the Returning Officer as to:
  - (i) the validity of any vote;
  - (ii) the right of any Member to vote;
  - (iii) which votes shall be counted; and
  - (iv) generally as to the conduct of the ballot and the rights of scrutineers shall be final.

### 15. CHIEF EXECUTIVE OFFICER

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#### 15.1 Appointment

The Board shall appoint a Chief Executive Officer who shall be responsible for the day to day management of the business and affairs of the Association and shall have the powers and undertake the responsibilities as determined and in the manner determined, from time to time by the Board.

#### 15.2 Terms of Appointment

The Chief Executive Officer shall be remunerated in such manner and in such amount as the Board shall from time to time determine.

### 16. ASSOCIATION SECRETARY

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The Board may appoint an Association Secretary or any other person who shall be responsible for, including but not limited to, supporting the Board and Committees at their respective meetings, and the President at Meetings.

### 17. MEETINGS

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#### 17.1 Annual General Meeting

The Annual General Meeting shall be held each year in accordance with the Act. In addition to any other business which may be transacted at an Annual General Meeting in conformity with the Rules, the business of an Annual General Meeting shall include:

- (a) confirmation of the minutes of the preceding Annual General Meeting and of any General Meeting held since that Annual General Meeting (if the relevant Meeting did not authorise the Board to confirm those minutes);
- (b) appointment of a body corporate or individual person to be the Auditor, who shall hold office until the next Annual General Meeting;

- (c) receipt from the Board of reports on the activities of the Association during the preceding Financial Year;
- (d) receipt of a report on the audited financial statements of the Association for the preceding Financial Year;
- (e) the declaration of the appointment of the elected Members' representatives and office bearers;
- (f) receipt, debate and resolution on notices of motion lodged in accordance with Rule 17.3(a); and
- (g) the dealing with any other general business that either the Board considers may properly be dealt with, or the Chairman determines at the Annual General Meeting should be dealt with, at the Annual General Meeting.

#### 17.2 General Meeting

- (a) A General Meeting shall be called:
  - (i) by the Chairman of the Board or the Chief Executive Officer, following resolution by the Board;
  - (ii) on the written request of not less than 50 Members; or
  - (iii) under Rules 11.2(b)(ii) and 13.10(f).
- (b) The objects of such General Meeting and the subject matter of any resolution or Special Resolution sought to be passed shall be expressed in such resolution or Special Resolution.

#### 17.3 Notices of Motion and Meetings

- (a) A Member wishing to have a motion considered at an Annual General Meeting must give written notice to the Chief Executive Officer of the proposed motion not less than 30 days prior to the advised date for the Annual General Meeting or such later date as the Chairman of the Board shall allow in his or her absolute discretion.
- (b) At least 14 days' written notice of the time, place and objects of any Meeting (including any notices of motion) shall be given to Members entitled to vote at that Meeting.
- (c) Notice of each Meeting may be given at the discretion of the Board by sending the Notice of Meeting either by post to each Member at that Member's address as it appears in the register of Members, or if a Member has so elected, by electronic message to the electronic address of that Member as notified by that Member to the Association from time to time.
- (d) The accidental omission to give notice of a Meeting to, or the non receipt of notice of a Meeting by, a Member entitled to receive that notice does not invalidate any resolution passed at that Meeting.
- (e) The Board may, by notice in accordance with Rule 17.3(c) postpone or cancel any Meeting called under Rules 17.2(a)(i) and 17.2(a)(iii).

#### 17.4 Conduct of Meetings

- (a) The President will preside as Chairman at every Meeting and shall have both a deliberative and a casting vote.
- (b) Where a Meeting is held and the President is not present within 15 minutes after the time appointed

for the holding of the Meeting or vacates the chair for any reason, then subject to Rule 14.5(h), the Vice-President shall be Chairman. If the Vice-President is not in attendance at the Meeting or vacates the chair for any reason, then subject to Rule 14.5(h), the most senior Board member present shall be Chairman of the Meeting.

- (c) At all Meetings, 25 Members entitled to vote at that Meeting and present in person or by proxy shall constitute a quorum and no item of business shall be transacted at a Meeting unless a quorum is present during the time the Meeting is considering that item.
- (d) If a quorum of Members is not present within 30 minutes after the time appointed for commencement, the Meeting shall stand adjourned to such day (being within 14 days), time and place as the Chairman shall nominate and announce at the Meeting. If at the adjourned Meeting a quorum is not present within 30 minutes after the appointed time for the commencement of the Meeting, those Members then present in person or by proxy and entitled to vote at the Meeting shall constitute a quorum.
- (e) The Chairman of a Meeting at which a quorum is present:
  - (i) may with the consent of a majority of the Members present and entitled to vote; and
  - (ii) must, if so directed by a majority of the Members present and entitled to vote, adjourn the Meeting from time to time and from place to place.
- (f) The only business which an adjourned Meeting may deal with is business which was left unfinished from the Meeting which was adjourned.

#### 17.5 Voting at Meetings

- (a) Every resolution put to a vote at a Meeting shall in the first instance be determined by a show of hands.
- (b) Where a resolution is determined by a show of hands a declaration by the Chairman of the Meeting that the resolution has been carried, carried unanimously, carried without dissent, carried by a particular majority or lost is conclusive evidence of the fact so declared without proof of the number or proportion of votes cast for or against that resolution and an entry in the book containing the minutes of that Meeting recording that declaration is conclusive evidence of the fact that the declaration was made as so recorded.
- (c) In the event that the Chairman of the Meeting or any Member present at the Meeting is not satisfied with the accuracy of the outcome of the resolution on a show of hands and a request for a poll is received from either the Chairman or a Member present, then such a request for a poll must be granted.
- (d) When a poll is requested for the voting on a resolution:
  - (i) if the resolution is for the adjournment of the Meeting, the poll must be taken immediately at the place and in the manner that the Chairman of the Meeting determines and declares to the Meeting;

- (ii) in all other cases, the poll must be taken at the time and place and in the manner that the Chairman of the Meeting determines and declares to the Meeting;
  - (iii) the result of the poll, as disclosed by the Chairman of the Meeting at which the result is declared, is a resolution of the Meeting at which the poll is demanded;
  - (iv) an entry in the book containing the minutes of the Meeting at which the result is declared recording that declaration, is conclusive evidence of the fact that the declaration was made as so recorded; and
  - (v) subject to Rule 17.5(d)(i), a request for a poll does not prevent the continuance of a Meeting for the transaction of any business except in respect of the resolution for which the poll is requested.
- (e) Both on a show of hands and on a poll, a resolution (other than a Special Resolution) is passed if more than one half of the total number of votes cast on the resolution are cast in favour of that resolution.
  - (f) A Member entitled to vote at a Meeting may appoint another Member who is entitled to vote as the first-named Member's proxy to attend and vote at that Meeting on his or her behalf.
  - (g) A Member, including the Chairman, may not be the proxy for more than 1 Member.
  - (h) The instrument of proxy shall be in writing under the hand of the appointing Member and must be received by the Association Secretary not less than 48 hours prior to the time fixed for the commencement of the Meeting to which the proxy relates.
  - (i) The Chairman shall declare to the Meeting the number of valid proxy votes that have been received prior to the determination of any resolution and at his discretion may further declare the aggregate number of those proxy votes for, against and uncast, in respect to a resolution for decision.

## **18. ACCOUNTS**

### **18.1 Requirement for Audit**

The accounts of the Association in respect of each Financial Year shall be audited before the Annual General Meeting by the Association's appointed auditor.

### **18.2 Annual Report**

The Auditor's report together with a statement of Income and Expenditure and such other documents as may be prescribed by the Act, shall be set out in the Annual Report and a copy provided by post or electronic message to each Member entitled to vote at least 14 days before the Annual General Meeting. A Member may elect not to be provided with a copy of the Annual Report.

### **18.3 Replacement of Auditor**

If the Association's appointed auditor ceases to hold office before the next Annual General Meeting, the Board may appoint a replacement auditor who shall hold office until the next Annual General Meeting.

## **19. COMMON SEAL**

### **19.1 Use of Common Seal**

The Association shall have a Common Seal which may on the authority of the Board, be affixed to any deed, agreement, instrument or other document and shall be signed by any 2 duly authorised members of the Board witnessed by the Chief Executive Officer or Association Secretary or other person duly authorised by the Board. Any deed, agreement or instrument so executed shall be deemed to be duly executed by the Association.

### **19.2 Effect of Rule 19.1**

Nothing in Rule 19.1 limits the provisions of section 14 of the Act.

## **20. ALTERATION OF RULES**

The Rules may be suspended, varied, altered, added to, or repealed by Special Resolution at a Meeting and in accordance with, and subject to, sections 17, 18 and 19 of the Act.

## **21. DISPUTES**

Any dispute or objection as to the meaning or interpretation of the Constitution shall be settled or determined by the Board, such decision shall be final and binding on all Members.

## **22. TRANSITIONAL PROVISIONS FOR 2012 AGM**

- (a) All Board members must retire at the 2012 Annual General Meeting and are eligible for re-election or re-appointment.
- (b) The Vice-President shall be elected to the Board at the 2012 Annual General Meeting and must retire at the subsequent Annual General Meeting and is eligible for re-election.
- (c) All four Members' Representatives shall be elected to the Board at the 2012 Annual General Meeting and two of the four must retire at the subsequent Annual General Meeting and are eligible for re-election.
- (d) The 2 Members' Representatives to retire under Rule 22(c) at the subsequent Annual General Meeting shall be determined by lot conducted by the Returning Officer in such manner as he or she determines at the 2012 Annual General Meeting.

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- 17.2 General Meeting
- 17.3 Notices of Motion and Meetings
- 17.4 Conduct of Meetings
- 17.5 Voting at Meetings

## **18. ACCOUNTS**

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- 18.1 Requirement for Audit
- 18.2 Annual Report
- 18.3 Replacement of Auditor

## **19. COMMON SEAL**

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- 19.1 Use of Common Seal
- 19.2 Effect of Rule 19.1

## **20. ALTERATION OF RULES**

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## **21. DISPUTES**

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## **22. TRANSITIONAL PROVISIONS FOR 2012 AGM**

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