

WESTERN AUSTRALIAN CRICKET
ASSOCIATION INCORPORATED



WACA
WESTERN AUSTRALIAN
CRICKET ASSOCIATION



FINANCIAL STATEMENTS | ANNUAL REPORT

2014-15

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This Annual Report is prepared for the 23 September 2015 Annual General Meeting of Members. Copies of the 2014-2015 edition of The Western Cricketer will be available on the night of the Annual General Meeting and thereafter on application from the WACA Membership Office.

Board Financial Report

The Members of the Board present their report together with the financial report of the Western Australian Cricket Association (Inc.) (Association) for the year ended 30 June 2015 and the auditor's report thereon.

Members of the Board

The Members of the Board at any time during or since the end of the financial year are:

Member	Position/Title
JB Gannon	Vice President Chairman of the Board
DK Lillee AM MBE	President
Dr LJ Henderson	Members' Representative Deputy Chairman of the Board (from 5 May 2015)
SP Hauville	Board Appointed Deputy Chairman of the Board (until 5 May 2015)
PJ Collins	Members' Representative Chairman of the Finance & Audit Committee (from 7 October 2014 until 30 June 2015)
KM Harvey	Members' Representative (from 24 September 2014)
T Percy QC	Members' Representative (from 24 September 2014)
AD Rule	Members' Representative (until 24 September 2014) Chairman of the Finance & Audit Committee (until 24 September 2014)
PC Silinger	Statewide Game Development Committee Representative
R Sims	Statewide Game Development Committee Representative (until 22 September 2014)
A Fahey	Statewide Game Development Representative (from 22 September 2014)
M Calverley	WA District Cricket Council Inc. Representative
B Reid	WA District Cricket Council Inc. Representative
Hon CC Porter MP	Board Appointed (until 12 December 2014)
D Bailey	Board Appointed (from 2 June 2015) Chairman of the Finance & Audit Committee (from 30 June 2015)
N Finch	Members' Representative (until 29 July 2014)

Review of operations

For the year ended 30 June 2015 the Association recorded an operating surplus before finance costs and depreciation of \$2,169,622 (2014: \$596,225 operating loss).

This result was significantly better than the previous year:

Revenues from operating activities decreased by \$215,502 (1%) compared to the previous year due mainly to:

- increased revenue from Cricket Operation of \$1,765,954 (11%), due mainly to increased distributions from Cricket Australia arising from the effects of the new financial model.
- increased revenue from Match Ticketing of \$446,104 (34%), due to increased ticket sales for Perth Scorchers' matches.
- reduced revenues from Marketing of \$2,089,630 (41%), due to the effects of the change in financial model with Cricket Australia and the fact that the previous year was an Ashes year, with very high corporate hospitality sales.
- reduced Catering revenues of \$609,857 (38%), due to the fact that the previous year was an Ashes year, with very high attendances at the Test Match.

Expenditure on operating activities decreased by \$3,265,907 (11%) compared to the previous year due mainly to:

- reduced expenditure on the Ground Redevelopment of \$4,402,957, following termination of the Development Agreement with Ascot Capital in December 2013.
- increased expenditure on the Future Development Strategy of \$768,024. This relates to the planning for the future of the WACA Ground in light of the new Perth Stadium.

Finance costs of \$30,000 (2014: \$33,861) decreased by \$3,861 (11%).

Depreciation charges of \$1,523,591 (2014: \$1,334,794) increased by \$188,797 (14%).

The net effect of the above was an operating surplus of \$616,031 (2014: \$1,964,881 operating loss).

Events subsequent to balance date:

There has not arisen any item, transaction or event of a material nature likely, in the opinion of the members of the Board, to affect materially the operations or state of affairs of the Association in future financial years.

Dated at Perth this 6th day of August 2015.

Signed in accordance with a resolution of the Board:



JB Gannon | Chairman



DJ Bailey | Chairman, Finance & Audit Committee

Financial Statements

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2015

	NOTES	2015 (\$)	2014 (\$)
REVENUE			
<i>From Operating Activities</i>			
Catering		997,550	1,607,408
Cricket Operations		18,576,666	16,810,712
Match Ticketing		1,761,655	1,315,551
Marketing		3,041,971	5,131,600
Membership		3,488,149	3,216,223
Sub-total		27,865,991	28,081,493
Other income	2	475,988	760,544
Total revenue		28,341,979	28,842,038
EXPENDITURE			
<i>On Operating Activities</i>			
Ground		(6,279,699)	(6,891,205)
Cricket Operations		(13,730,320)	(13,258,414)
Marketing		(1,827,590)	(1,637,143)
Membership		(893,072)	(959,362)
Administration and Finance		(2,673,651)	(2,289,182)
Future Development		(768,024)	-
Ground Redevelopment - Preliminary Costs		-	(4,402,957)
Total expenditure		(26,172,356)	(29,438,263)
Operating surplus/(loss) before finance costs and depreciation		2,169,622	(596,225)
Finance costs	3	(30,000)	(33,861)
Operating surplus/(loss) before depreciation		2,139,622	(630,087)
Depreciation	3	(1,523,591)	(1,334,794)
Operating Surplus/(Loss)		616,031	(1,964,881)
Other Comprehensive Income		-	-
Total Comprehensive Income/(Loss)		616,031	(1,964,881)

The Statement of Comprehensive Income is to be read in conjunction with the notes to the financial statements set out on pages 6 to 15.

Financial Statements

STATEMENT OF FINANCIAL POSITION

For the year ended 30 June 2015

	NOTES	2015 (\$)	2014 (\$)
CURRENT ASSETS			
Cash and cash equivalents	5	11,866,431	12,270,553
Trade and other receivables	6	379,277	342,084
Inventories	7	18,607	17,631
Other current assets	8	60,782	67,521
Total current assets		12,325,097	12,697,789
NON-CURRENT ASSETS			
Property, plant and equipment	9	19,280,115	17,724,141
Total non-current assets		19,280,115	17,724,141
Total assets		31,605,212	30,421,930
CURRENT LIABILITIES			
Trade and other payables	10	2,565,188	2,021,626
Provisions	12	754,860	808,690
Deferred income	13	825,497	1,976,089
Total current liabilities		4,145,545	4,806,406
NON-CURRENT LIABILITIES			
Provisions	12	363,547	336,684
Deferred income	13	2,151,250	950,000
Total non-current liabilities		2,514,797	1,286,684
Total liabilities		6,660,342	6,093,089
NET ASSETS		24,944,871	24,328,840
MEMBERS' FUNDS			
Accumulated funds		24,944,871	24,328,840
Total Members' funds		24,944,871	24,328,840

The Statement of Financial Position is to be read in conjunction with the notes to the financial statements set out on pages 6 to 15.

Financial Statements

STATEMENT OF CASH FLOWS

For the year ended 30 June 2015

	NOTES	2015 (\$)	2014 (\$)
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash receipts in the course of operations		27,921,955	30,072,378
Cash payments in the course of operations		(25,650,001)	(31,489,709)
Interest received		433,489	558,236
Finance costs paid		(30,000)	(33,861)
Net cash provided / (used in) by operating activities	15(ii)	2,675,444	(892,955)
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds on disposal of property, plant and equipment		-	21,364
Payments for property, plant and equipment		(3,079,566)	(1,902,353)
Net cash (used in) investing activities		(3,079,566)	(1,880,989)
Net (decrease) / increase in cash held		(404,122)	(2,773,945)
Cash at the beginning of the financial year		12,270,553	15,044,498
Cash at the end of the financial year	15(i)	11,866,431	12,270,553

The Statement of Cash Flows is to be read in conjunction with the notes to the financial statements set out on pages 6 to 15.

Financial Statements

STATEMENT OF CHANGES IN MEMBERS' FUNDS

For the year ended 30 June 2015

	Accumulated Funds (\$)
Balance at 1 July 2013	26,293,721
Total Comprehensive Loss	(1,964,881)
Balance at 30 June 2014	24,328,840
Total Comprehensive Income	616,031
Balance at 30 June 2015	24,944,871

The Statement of Changes in Members' Funds is to be read in conjunction with the notes to the financial statements set out on pages 6 to 15.

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2015

1. Statement of significant accounting policies

The significant policies which have been adopted in the preparation of this financial report are:

(a) Basis of preparation

The financial report is a general purpose financial report, which has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements and the Association Rules in a form appropriate for a sporting association.

It has been prepared on the basis of historical costs and except where stated, does not take into account changing money values or fair values of non-current assets.

The accounting policies have been consistently applied and, except where there is a change in accounting policy, are consistent with those of the previous year.

The Association has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for the current reporting period.

The adoption of all the new and revised Standards and Interpretations has not resulted in any changes to the Association's accounting policies and has no effect on the amounts reported for the current or prior years.

(b) Statement of compliance

The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes there to, complies with International Financial Reporting Standards (IFRS).

The Members of the Board have authorised the issue of this financial report on 6th August 2015.

(c) Revenue recognition

Revenues are recognised at fair value of the consideration received net of the amount of goods and services tax (GST) payable to the Australian Tax Office. Exchanges of goods or services of the same nature and value without any cash consideration are not recognised as revenues.

Catering income

Catering income is commission income received from the caterer relating to functions and special events held throughout the year at the venue.

Cricket Operation

Cricket income is generated via distributions from Cricket Australia and other related grants. All grants and distributions received throughout the year are recognised in the period for which they specifically relate.

Match Ticketing

Ticketing income is generated from ticket sales to domestic cricket fixtures.

Marketing

Marketing income is predominantly derived from sponsorship and corporate hospitality sales. All monies received from sponsorship relate principally to the cricket season. Corporate hospitality sales are recognised in accordance with the terms of the specific contract.

Membership

Membership revenue is derived through renewals, nomination and subscription fees. All membership income is recognised in the financial year in which they specifically relate.

Grant Income

"All grants obtained throughout the year are recognised in the period in which they are received, unless they relate to future periods.

Grants received in relation to the acquisition of non current assets are recognised as revenue over the corresponding period in which the asset is depreciated."

Sale of goods

Revenue from the sale of goods is recognised (net of returns, discounts and allowances) when control of the goods passes to the buyer.

Sale of non-current assets

The gain or loss on disposal of a non-current asset is calculated as the difference between the carrying amount of the asset at the time of disposal and the net proceeds on disposal. Gains and losses in any year are aggregated and included in income or expense as appropriate on a net basis.

Deferred income

To the extent that funds have been received in advance of the Association meeting its obligations, that income is deferred to be recognised in the period to which it relates.

Interest income

Interest income is recognised as it accrues, taking into account the effective yield on the financial asset.

(d) Finance costs

Finance costs include interest, amortisation of discounts or premiums relating to borrowings, amortisation of ancillary costs incurred in connection with arrangement of borrowings, including lease finance charges.

Finance costs are expensed as incurred.

(e) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the Statement of Financial Position.

Cash flows are included in the cash flow statement net of GST.

(f) Taxation

The Association is exempt from the payment of income tax under the Income Tax Assessment Act.

(g) Acquisitions of assets

All assets acquired including property, plant and equipment are initially recorded at their cost of acquisition at the date of acquisition, being the fair value of the consideration provided plus incidental costs directly attributable to the acquisition.

The costs of assets constructed include the cost of materials and direct labour. Directly attributable overheads and other incidental costs are also capitalised to the asset.

Assets under construction are classified accordingly until completed.

(h) Cash assets and bank overdrafts

Cash assets and bank overdrafts are carried at face value of the amounts deposited or drawn.

(i) Receivables***Trade receivables***

Trade debtors are generally settled within 30 days and are therefore carried at amounts due. A provision is established at the time a specific debt is considered doubtful. Bad debts are written off when identified.

(j) Inventories

Inventory is carried at the lower of cost and net realisable value.

Net realisable value

Net realisable value is determined on the basis of each inventory line's estimated selling price.

(k) Leased plant and equipment

Finance leases which effectively transfer to the Association substantially all of the risks and benefits incidental to ownership of the leased item are capitalised at the present value of the minimum lease payments and disclosed as leased assets, with a corresponding liability included in the financial statements. Lease liabilities are reduced by repayment of principal. The interest components of the lease payments are expensed in the Statement of Profit or Loss and Other Comprehensive Income.

(l) **Recoverable amount of non-current assets valued on cost basis**

The carrying amounts of non-current assets valued on the cost basis are reviewed to determine whether they are in excess of their recoverable amount at balance date. If the carrying amount of a non-current asset exceeds its recoverable amount, the asset is written down to the lower amount. The write-down is recognised as an expense in the Statement of Profit or Loss and Other Comprehensive Income in the reporting period in which it occurs.

Where a group of assets working together supports the generation of cash inflows, recoverable amount is assessed in relation to that group of assets.

(m) **Depreciation**

Useful lives

All non-current assets have limited useful lives and are depreciated using the straight line method over their estimated useful lives.

Assets are depreciated from the date of acquisition or, in respect of internally constructed assets, from the time an asset is completed and held ready for use.

Depreciation rates and methods are reviewed annually for appropriateness. When changes are made, adjustments are reflected prospectively in current and future periods only. Depreciation is expensed.

The depreciation rates used for each class of asset are as follows:

	2015	2014
Land and Buildings	2.5% - 10%	2.5%
Plant and Equipment	10% - 25%	10% - 25%
Office Furniture and Equipment	10% - 33%	10% - 33%

(n) **Payables**

Liabilities are recognised for amounts to be paid in the future for goods or services received. Trade accounts payable are normally settled within 60 days.

(o) **Provisions**

Provision are recognised when the Association has a present obligation (legal or constructive) as a result of a past event, it is probable that the Association will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(p) **Employee entitlements**

Wages, salaries and annual leave

Liabilities for employee benefits for wages, salaries (including non-monetary benefits) and annual leave to be settled within 12 months of the reporting date represent present obligations resulting from employees' services provided up to the reporting date, calculated at undiscounted amounts based on remuneration rates that the Association expects to pay including related on-costs.

Long service leave

The provision for employee benefits for long service leave represents the present value of the estimated future cash outflows to be made resulting from employees' services provided up to reporting date.

Superannuation plan

The Association contributes to defined contribution employee superannuation plans. Contributions are charged against income as they are accrued.

(q) **Financial instruments**

Net fair value of financial assets and liabilities

Monetary financial assets and financial liabilities not readily traded in an organised financial market are determined by valuing them at the present value of the contractual future cash flows on amounts due from customers (reduced for expected credit losses) or due to suppliers. The carrying amounts of bank term deposits, trade debtors, term debtors, other debtors, bank overdrafts, accounts payable, bank bills and employee benefits approximate net fair value.

(r) **Changes to accounting standards**

Certain Australian Accounting Standards and Australian Accounting Interpretations have recently been issued or amended but are not yet effective. These standards have not been adopted by the Association for the year ended 30 June 2015 and would not have a material effect on the Association's current accounting policies.

(s) **Legal status**

The Association is a not-for profit entity, incorporated under the Associations Incorporations Act 1987.

(t) **Principal place of business**

The Associations' principal place of business and registered address is the WACA Ground, Nelson Crescent, East Perth, Western Australia.

	2015 (\$)	2014 (\$)
2. Revenue from ordinary activities		
Other income		
<i>From operating activities</i>		
Interest	433,489	558,236
Other	42,499	180,944
<i>From outside operating activities</i>		
Net gain on disposal of non-current assets	-	21,364
Total other income	475,988	760,544
3. Surplus from ordinary activities		
Surplus from ordinary activities has been arrived at after charging the following items:		
Net expense including:		
Employee benefits (excluding superannuation)	12,052,031	11,352,458
Superannuation contributions	947,999	872,105
Operating lease payments	18,516	16,872
Movement in provision for employee entitlements	165,704	158,228
Finance costs:		
Bank loan, overdraft and facility fees	30,000	33,861
Depreciation of:		
Buildings	820,166	717,523
Plant and equipment and motor vehicles	647,725	515,763
Computer equipment	55,699	101,508
	1,523,591	1,334,794
4. Auditors remuneration		
Audit services		
Auditors of the Association		
Audit of the financial report	31,500	31,500
Other services		
Other audit services	6,150	3,900
Returning Officer - Deloitte	17,325	-
	54,975	35,400

	2015 (\$)	2014 (\$)
5. Cash and cash equivalents		
Cash at bank and on hand	11,866,431	12,270,553
The weighted average interest rate on cash assets at 30 June 2015 is 2.71% (2014: 3.19%). Funds held on deposit at 30 June 2015 were with Australian Financial Institutions including term deposits totalling \$11.5m (2014: \$11.7m). The maturity dates of term deposits were; at call, \$1.5m; 30 days \$1m; 92 days \$3m; 183 days \$6m (2014 at call, \$3.7m; 90 days \$3m; 120 days \$5m). All term deposits are able to be accessed mid-term. Interest earned from cash at bank and on deposit is sensitive to movements in interest rates. Based on average cash balances held during the year, if interest rates had moved by 1% this would have impacted the Income Statement and cash flow by approximately \$139,845 (2014: \$158,503).		
6. Trade and other receivables		
Current		
Trade receivables	118,564	277,084
Other receivables	260,713	65,000
	379,277	342,084
The ageing of trade receivables is as follows; Current, \$70,590 (2014: \$131,973); 30 days, \$2,040 (2014: \$140,821); 60 days, \$8,101 (2014: \$nil), 90 days, \$37,833 (2014: \$4,290). All debtors are considered to be recoverable.		
7. Inventories		
Current		
Merchandise – at cost	18,607	17,631
8. Other current assets		
Prepayments	60,782	67,521
9. Property, plant and equipment		
Land and buildings		
At cost	41,333,751	39,368,901
Accumulated depreciation	(25,405,738)	(24,585,572)
	15,928,013	14,783,329
Plant and equipment and motor vehicles		
At cost	7,138,186	6,141,387
Accumulated depreciation	(3,939,496)	(3,291,771)
	3,198,690	2,849,616
Computer equipment		
At cost	818,217	700,302
Accumulated depreciation	(664,805)	(609,105)
	153,413	91,196
Total property, plant and equipment net book value	19,280,115	17,724,141
An independent valuation of a portion of the Association's land and buildings, the subject of the previously proposed ground redevelopment was carried out as at 28 April 2014 by Herron Todd White (WA) Pty Ltd, Property Consultants. The total land area of the five separate portions subject to the valuation is 24,270 sqm, as compared to a total land area of 56,656 sqm. The basis of the valuation is the unencumbered estate in fee simple in vacant possession. The independent valuation of the total land		

	2015 (\$)	2014 (\$)
area of the five separate portions, the subject of the previously proposed ground redevelopment, is \$35.9 million. This valuation has not been reflected in the financial report. The land and buildings are recorded at cost less accumulated depreciation.		
Reconciliations		
Reconciliations of the carrying amounts for each class of property, plant and equipment are set out below:		
Land and buildings		
Carrying amount at beginning of year	14,783,329	15,500,851
Additions	1,964,850	-
Disposals	-	-
Depreciation	(820,166)	(717,523)
Carrying amount at end of year	15,928,013	14,783,329
Plant and equipment and motor vehicles		
Carrying amount at beginning of year	2,849,616	774,278
Additions	996,799	2,591,101
Disposals	-	-
Depreciation	(647,725)	(515,763)
Carrying amount at end of year	3,198,690	2,849,616
Computer equipment		
Carrying amount at the beginning of year	91,196	67,858
Additions	117,916	124,847
Disposals	-	-
Depreciation	(55,699)	(101,508)
Carrying amount at end of year	153,413	91,196
Total property, plant and equipment net book value	19,280,115	17,724,141
10. Payables		
Current		
Trade creditors and accruals	2,565,188	2,021,626
11. Interest-bearing facilities		
Financing arrangements		
The Association has access to the following lines of credit:		
Total facilities available:		
Bank overdraft (i)	500,000	500,000
Bank bill facility (ii)	2,500,000	2,500,000
	3,000,000	3,000,000
Facilities utilised at balance date:		
Bank overdraft	-	-
Bank bill facility	-	-
	-	-
Facilities not utilised at balance date:		
Bank overdraft	500,000	500,000
Bank bill facility	2,500,000	2,500,000
	3,000,000	3,000,000

	2015 (\$)	2014 (\$)
(i) Bank overdraft		
The bank bill facility is unsecured and interest bearing at the CBA BBSY rate, plus a margin. Although the bank bill facility is unsecured, the Association has agreed, as documented in a Deed of Negative Pledge, not to encumber any of its assets to other creditors without the prior written consent of Commonwealth Bank of Australia ("CBA").		
(ii) Bank bill facility		
The bank bill facility is unsecured and interest bearing at the CBA BBSY rate, plus a margin. Although the bank bill facility is unsecured, the Association has agreed, as documented in a Deed of Negative Pledge, not to encumber any of its assets to other creditors without prior written consent of CBA.		
There is no weighted average interest rate at 30 June 2015 as the bank bill facility is not utilised. No interest rates have been fixed and hence the Association would be subject to variable rates if it drew down on the bank bill facility. Based on the average bank debt during the year if interest rates had moved by 1%, the impact on the Statement of Profit or Loss and Other Comprehensive Income and Statement of cash flows would have been \$nil (2014: \$nil).		
Both the bank overdraft and the bank bill facility expired at 30 June 2014. Both facilities were renewed on substantially the same terms for a further three years to 30 June 2017.		
12. Provisions		
Current		
Employee leave entitlements	754,860	616,014
Building maintenance	-	192,677
	754,860	808,690
Non-current		
Employee leave entitlements	163,547	136,684
Contribution to Player Payment Pool (i)	200,000	200,000
	363,547	336,684
(i) Contribution to Player Payment Pool is an estimate of the amount payable to Cricket Australia in October 2017 and relates to the proportion (presently 26%) of the increase in Australian Cricket Revenue (ACR) generated by the Association during the four year period to 30 June 2017 compared to a forecast of ACR for the same period.		
Number of employees	No.	No.
Number of employees at year end	81	79
13. Deferred Income		
Current (i)	825,497	1,976,089
Non-current (ii)	2,151,250	950,000
(i) Deferred income (current) relates to government grants, catering fees, advance bookings of season tickets, membership nomination fees, ticket fee rebates and other income received which relates to the year ended 30 June 2015.		
(ii) Deferred income (non-current) relates to government grants and catering fees relating to periods beyond 30 June 2016.		
Government grants, \$1,733,750 (2014: \$1,225,000) is a contribution towards the construction of the new media centre, which will be recognised as revenue over the same period in which the asset is being depreciated.		
Catering fees of \$900,000 (2014: \$1,200,000) represent the portion of the catering fee received which relates to the periods beyond the year ended 30 June 2015."		

	NOTES	2015 (\$)	2014 (\$)
14. Commitments			
Operating lease payable commitments			
Future commitments are payable:			
Within one year		18,516	16,872
One year or later and no later than five years		39,355	36,188
		57,871	53,060
15. Notes to the statement of cash flows			
(i) Reconciliation of cash			
For the purposes of the cash flow statement, cash includes cash on hand and at bank and short-term deposits at call, net of outstanding bank overdrafts. Cash at the end of the financial year as shown in the cash flow statement is reconciled to the related items in the Statement of Financial Position as follows:			
Cash assets	5	11,866,431	12,270,553
(ii) Reconciliation of surplus / (deficit) from ordinary activities to net cash provided by / (used in) operating activities			
Surplus / (deficit) from ordinary activities		616,031	(1,964,881)
Add/(less) items classified as investing/financing activities:			
(Gain)/loss on sale of non-current assets		-	(21,364)
Add/(less) non-cash items:			
Depreciation		1,523,591	1,334,794
Net cash provided by / (used in) operating activities before change in assets and liabilities		2,139,622	(651,451)
Change in assets and liabilities during the financial year:			
(Increase)/decrease in receivables		(37,193)	681,616
(Increase)/decrease in inventories		(976)	(5,336)
(Increase)/decrease in other current assets		6,740	(8,220)
Increase/(decrease) in payables		543,562	(2,533,051)
Increase/(decrease) in provisions		(26,967)	495,160
Increase/(decrease) in deferred income		50,658	1,128,325
Net cash provided by / (used in) operating activities		2,675,444	(892,955)
(iii) Non cash investing and financing activities			
During the financial year or previous year, the Association did not acquire any property, plant and equipment by means of financing leases.			
16. Related parties			
(i) Board Members			
During the 2015 financial year, the following services were provided on normal terms by Board Members:-			
KM Harvey - Assistant Coach		11,050	-
Apart from the details disclosed in this note, no member of the Board has received any remuneration from the Association and no member of the Board has entered into a contract with the Association since the end of the previous financial year.			

	2015 (\$)	2014 (\$)
(ii) Key management personnel compensation		
Key management personnel compensation is set out below. The key management personnel are the executives with the authority for the strategic direction and management of the Association.		
Short-term benefit	1,122,778	1,058,411
Post Employment benefit	100,204	89,482
Other Long-Term benefit	-	-
	1,222,982	1,147,892

17. Segment reporting

The Association operates wholly within one business segment being the promotion and development of cricket in Western Australia.

18. Events subsequent to balance date

There has not arisen any item, transaction or event of a material nature likely, in the opinion of the members of the Board, to affect materially the operations or state of affairs of the Association in future financial years.

19. Contingent Liabilities

- a) The development agreement (“Agreement”) signed on 1 July 2009 with Ripple Holdings Pty Ltd, as trustee for the WACA Redevelopment Trust (“Ripple”) and Ascot Capital Limited (“Ascot”) was terminated on 16 December 2013. A liability not included in these Financial Statements may arise if the Association receives proceeds from entering into an alternative development agreement in respect of the land the subject of the Agreement (“development land”) with another party prior to 4 April 2017 or if any of the development land is alienated in any way, including sale, assignment, transfer or lease.

If one or more of these circumstances eventuate the Association must pay to Ripple an amount equal to 8% of the increase in value of the development land and which increased value is attributable to any development approvals obtained by Ripple on behalf of the Association, less preliminary costs incurred, (“Value Uplift”). No amount is payable if the Value Uplift is less than the preliminary costs. The total of preliminary costs incurred over the duration of the project is \$7.0m. The Value Uplift fee would be to a maximum of the relevant proceeds received up to the relevant date. The contingent liability in relation to the Value Uplift is dependent on uncertain future events and is not quantifiable at this stage.

- b) The Association entered into a catering agreement on 8 October 2013 with Delaware North Venues Services Pty Ltd (“Delaware”) for a period of 5 years ending on 31 August 2018. Delaware paid the Association an up-front fee of \$1.5m on entering into this agreement. This agreement envisaged that Delaware could achieve economies of scale if Delaware was awarded a contract to provide catering services at Domain Stadium from 1 January 2015 to 31 August 2018. Delaware has signed a contract for the provision of catering services at Domain Stadium and services commenced on 1 January 2015. Should Delaware not provide catering services at Domain Stadium for the full period then the Association will be required to refund to Delaware a maximum of \$0.5m adjusted pro rata for the period that Delaware does provide catering services to Domain Stadium.

20. Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents, trade and other receivables, trade and other payables are a reasonable approximation of their fair values, on account of their short maturity cycle.

21. Risk Management Strategies

The Association is primarily exposed to credit risks, liquidity risks and interest rate risks.

Credit Risks: Credit terms are provided to; certain sponsorship and ground rights’ clients; cricket clubs and associations in respect of goods and services provided. In relation to sponsorship and ground rights’ clients, the credit risk is assessed as part of contract negotiation and payment terms are stipulated in contracts. In relation to cricket clubs and associations the credit risk is mitigated to a large extent by the ability to offset amounts due from payments made. Aged debtor reports are produced on a monthly basis and overdue accounts are followed up.

Liquidity Risks: Cash is required to meet ongoing expenses including wages, taxes and creditors. Cash flows are forecast, monitored and planned on a weekly basis so as to ensure cash is available as required. The Association has an unused bank overdraft facility of \$500,000 (note 11). Funds are invested on such terms as to ensure sufficient liquidity.

Interest Rate Risks: Movements in interest rates are monitored on a monthly basis. There are presently no currency or other pricing risks facing the Association.

22. Investment in Subsidiary Company

Perth Scorchers Pty Ltd (“company”), a proprietary company limited by shares was registered on 27 April 2011. The issued share capital of the company is 100 ordinary shares of \$1 each. The shares are wholly owned by the Association.

The company is dormant.

As at 30 June 2015 other than \$100 share capital, the company had no assets or liabilities. The investment in the company has not been brought to account in the books of the Association. Consolidated financial statements have not been prepared at 30 June 2015 due to immateriality.

23. Capital Commitments

Pursuant to a catering agreement signed on 8 October 2013, the Association received \$1,500,000 to be invested in catering related assets, as jointly agreed with the caterer. As at 30 June 2015 an amount of approximately \$188,000 remains to be invested in catering related assets by the Association.

Board’s Declaration

The Members of the Board declare that:

- a) in the Board’s opinion, there are reasonable grounds to believe that the Association will be able to pay its debts as and when they become due and payable;
- b) in the Board’s opinion, the attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 1(b) to the financial statements; and
- c) in the Board’s opinion, the attached financial statements and notes thereto are in accordance with the Association Rules, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the Association.

Signed in accordance with a resolution of the Members of the Board:

Dated at Perth this 6th day of August 2015.

On behalf of the Board



JB Gannon | Chairman



DJ Bailey | Chairman, Finance & Audit Committee

Independent Auditor's Report to the Members of Western Australian Cricket Association (Inc.)

We have audited the accompanying financial report of Western Australian Cricket Association (Inc.), which comprises the statement of financial position as at 30 June 2015, the statement of profit or loss and other comprehensive income, the statement of cash flows and the statement of changes in members' funds for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the Board's declaration.

The Board's Responsibility for the Financial Report

The Board is responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards, and for such internal control as the Board determine is necessary to enable the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the Board also states, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.


Opinion

In our opinion:

- (a) the financial report of Western Australian Cricket Association (Inc.) presents fairly, in all material respects, the association's financial position as at 30 June 2015 and its financial performance for the year then ended in accordance with Australian Accounting Standards; and
- (b) the financial statements also comply with International Financial Reporting Standards as disclosed in Note 1.



DELOITTE TOUCHE TOHMATSU



Neil Smith
Partner
Chartered Accountants
Perth, 6 August 2015

Liability limited by a scheme approved under Professional Standards Legislation.

Member of Deloitte Touche Tohmatsu Limited

Constitution of the Western Australian Cricket Association Incorporated

Last updated 31 October 2012

Index to the Constitution (Does not form part of the Constitution)

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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;

“**Crickets 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

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

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

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

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

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 unstated, 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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