

Constitution of the WA District Cricket Council (Inc)

November 2018

1. NAME

The name of the association is the Western Australian District Cricket Council (Inc.) (“**the Council**”).

2. DEFINITIONS

In these Rules, unless the contrary intention appears:

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

“**Annual General Meeting**” is the meeting convened under rule 19;

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

“**By-law**” means a rule, law or regulation made pursuant to rule 4 of this Constitution

“**Chairperson**” means the person referred to in rule 11.2(a) and who has the duties and responsibilities referred to in these Rules,

“**Competition**” means the premier cricket competition played between District Cricket Clubs in Western Australia which formed the Association in 1885

“**Constitution**” means the Rules of the Council;

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

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

“**Council Position**” means a position specified in Rule 15;

“**Cricket Council Rules**” means the rules that are used to administer the Competition;

“**Delegate**” means a person nominated by a Member to represent that Member on the Council”;

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

“**Deputy Chairperson**” means the Deputy Chairperson referred to in rule 11.2(b) and who has the duties and responsibilities referred to in these Rules;

“**District Cricket Club**” means a cricket club that is a Member or seeks to be a Member of the Council.

“**Financial Year**” means a period not exceeding 15 months fixed by the Management Committee, being a period commencing on the date of incorporation of the Council and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

“**General Meeting**” means a meeting to which proper notice has been given to each member and may be either a Special General Meeting or an Annual General Meeting;

“**Management Committee**” means the committee of management of the Council referred to in rule 11;

“**Management Committee Meeting**” means a meeting referred to in rule 17;

“**Management Committee Member**” means a person referred to in rule 11.2;

“**Member**” means a Member of the Council and “**Membership**” has a corresponding meaning;

“Membership Agreement” means an agreement between the Council and a District Cricket Club referred to in Rule 6.4(d);

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

“Ordinary Resolution” means resolution other than a Special Resolution;

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

“poll” means voting conducted in written form as determined by the meeting Chairperson (as opposed to a show of hands);

“Secretary” means the person referred to in rule 11.2(d) and who has the duties and responsibilities referred to in these Rules.

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

“Special Resolution” means a resolution that is passed in accordance with section 51 of the Act;

“Treasurer” means the person referred to in rule 11.2(c) and who has the duties and responsibilities referred to in these Rules.

3. OBJECTS

The objects of the Council are to:

- 3.1 develop, organise, promote and administer the Competition with the support of the Association in accordance with the Cricket Council Rules in force from time to time
- 3.2 provide an established pathway for players who participate in the Competition to be selected in State or National representative squads or teams.
- 3.3 encourage increased participation by both players and volunteers in the Competition
- 3.4 administer the functions, powers and responsibilities that may be delegated to it from time to time by the Board of the Association and
- 3.5 provide leadership to, and encourage relationships with all associations affiliated with the Association and all other persons, groups and associations involved in the playing or administration of Cricket.

4. POWERS

Subject to the Act, the Council may do all things necessary, including the making of By-Laws, which are incidental to and necessary for the attainment of the objects of the Council in accordance with the powers given to it under the Act including, but not limited to, the determination, implementation, variation and/or discharge of any of the following:

- 4.1 Match rules and conditions for the Competition;

- 4.2 All matters to do with fixtures in the Competition;
- 4.3 Standard of facilities for the conduct and staging of the Competition;
- 4.4 Allocation of prize monies for the Competition;
- 4.5 Player eligibility, registrations and transfers to play in the Competition;
- 4.6 Umpiring appointments for the Competition through the Umpiring Appointment Board that is appointed by the Council;
- 4.7 Players and Officials conduct in accordance with the “Spirit of Cricket” and other relevant Codes of Conduct of Behaviour for the Competition;
- 4.8 Disciplinary and appeal processes for the Competition;
- 4.9 Policies relevant to the game of cricket and/or its participant players as may be advised to the Council from time to time by the Association or Cricket Australia;
- 4.10 The terms and conditions for and benefits and privileges of Membership;
- 4.11 The boundaries (if any) of the District Cricket Clubs participating in the Competition;
- 4.12 Matters relating to the admission and removal of Members of the Council;
- 4.13 Appointment of Committees and Sub-committees as required;
- 4.14 Appoint representatives to affiliated bodies and to committees where representation is required or requested;
- 4.15 Affiliate with entities with similar objects such as the Association; and
- 4.16 Any other matters referred to in the Cricket Council Rules.

5. PROPERTY OF THE COUNCIL

- 5.1 The Council must apply all property and income of the Council solely towards the promotion of the objects or purposes of the Council.
- 5.2 No part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith for the promotion of those objects or purposes.
- 5.3 A payment may be made to a Member out of the funds of the Council only if it is authorised under rule 5.4.
- 5.4 A payment to a Member out of the funds of the Council is authorised if it is:
 - (a) the payment in good faith to the Member as reasonable remuneration for any services provided to the Council, or for goods supplied to the Council, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Council from the Member, at a rate not greater than the cash rate published from time to

time by the Reserve Bank of Australia; or

- (c) the payment of reasonable rent to the member for premises leased by the Member to the Council; or
- (d) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Council.

6. MEMBERSHIP

6.1 Membership of the Council is open to each District Cricket Club.

6.2 Each District Cricket Club referred to in the Cricket Council Rules as at the date of the execution of these Rules shall be deemed to be a Member of the Council

6.3 Any new District Cricket Club created by the Council can only become a Member of the Council by the passing of a Special Resolution. The Council will determine in its sole discretion whether a new District Club seeking Membership is admitted to Membership. A new District Club seeking Membership may only be considered for Membership once in each Financial Year.

6.4 Each District Cricket Club admitted to Membership shall be:

- (a) a body corporate incorporated under the Act;
- (b) bound by the Constitution, By-laws of the Council and the Cricket Council Rules;
- (c) liable for such fees and subscriptions as fixed by the Council from time to time under rule 7;
- (d) entitled to all benefits and privileges of Membership of the Council upon execution of such Membership Agreement as required from time-to-time by resolution of the Council.

6.5

- (a) A Member that is a body corporate shall appoint in writing a natural person, to be its Delegate and represent it at all meetings. A Member's Delegate must be a member of the relevant District Cricket Club and entitled to vote at its next annual general meeting in accordance with the constitution or rules of that District Cricket Club.
- (b) The appointment made under sub-rule 6.5(a) must be made by a resolution of the board or other governing body of the District Cricket Club concerned and:
 - (i) which resolution shall be authenticated by the secretary of the District Cricket Club concerned; and
 - (ii) a copy of which resolution shall be lodged with the Secretary.
- (c) A natural person appointed as a Delegate under sub-rule (a) to represent a District Cricket Club which is a body corporate is deemed for all purposes to be a Member until that appointment is revoked by the District

Cricket Club or, if such appointment is stated to be for a specific period, at the expiry of that period.

7. SUBSCRIPTIONS

The Council may from time to time determine the amount and due date of an annual subscription to be paid by each Member in accordance with the Membership Agreement.

8. REGISTER OF MEMBERS

- 8.1 The Secretary shall keep an up to date register of the names, addresses, telephone numbers, fax numbers (if any) and electronic mail addresses (if any) of all Members and their Delegates.
- 8.2 The membership register is to be made available to Members and Delegates for inspection upon request.
- 8.3 If a membership is terminated the Secretary must remove the name of the Member and its Delegate from the membership register.

9. TERMINATION OF MEMBERSHIP OF THE COUNCIL

Membership of the Council may be terminated:

- (a) upon receipt by the Chairperson or Deputy Chairperson of a notice in accordance with rule 22.1 from a Member of its resignation from the Council.
- (b) by Special Resolution upon:
 - (i) failure to remedy a breach of the Membership Agreement within 30 days of receipt of notice of the breach from the Management Committee; or
 - (ii) failure to remedy non-payment by a Member of the subscription determined in accordance with rule 7 within the time fixed by the Council for subscriptions to be paid. or any other later date the Council may otherwise determine.
- (c) by expulsion of a Member in accordance with rule 10.

10. SUSPENSION OR EXPULSION OF MEMBERS OF COUNCIL

- 10.1 If the Council considers that a Member, should be suspended or expelled from membership of the Council because its conduct is detrimental to the interests of the Council, the Council must give notice in accordance with rule 22.1 or 22.2, to the Member:
 - (a) of the proposed suspension or expulsion and of the time, date and place of the meeting at which a Special Resolution on the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct, not less than 30 days before the date of the meeting referred to in rule 10.1(a).
- 10.2 At the meeting referred to in rule 10.1(a), the Council may, having afforded

the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Council, suspend or expel or decline to suspend or expel that Member and must give notice in accordance with rule 22.1 of that decision to the Member forthwith.

- 10.3 Subject to rule 10.4, a Member has its membership suspended or ceases to be a Member 14 days after the day on which the Member is notified of the decision to suspend or expel it under rule 10.2.
- 10.4 A Member who is suspended or expelled under rule 10.2 must, if it wishes to appeal against that suspension or expulsion, give notice in accordance with clause 22.1 to the Secretary of its intention to do so within the period of 14 days referred to in rule 10.3. Such appeal shall be referred to the Association for a determination. The decision of the Association shall be immediate and final.

11. MANAGEMENT OF THE COUNCIL

- 11.1 The Management Committee shall be responsible for the day-to-day management of the affairs of the Council and is delegated the Powers of the Council with the exception of 4.1, 4.2, 4.10, 4.11, 4.12, 4.13, 4.14 and 4.15.
- 11.2 The Management Committee shall consist of:
- (a) Chairperson;
 - (b) Vice-Chairperson;
 - (c) Treasurer;
 - (d) Secretary; and
 - (e) two (2) other persons.

All Management Committee Members shall be Delegates.

- 11.3 Management Committee Members shall be elected at the Annual General Meeting.
- 11.4 A person is not eligible to be elected to the Management Committee unless he or she has been nominated by a Member of Council and such nomination has been delivered to the Secretary in writing not less than fourteen (14) days before the day on which the Annual General Meeting is to be held.
- 11.5 If vacancies remain on the Management Committee after the nomination process under rule 11.4, additional nominations for the vacant Management Committee Member positions may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected to such Management Committee positions. Where the number of nominations from the floor exceeds the remaining number of vacancies, elections for those positions must be conducted.
- 11.6 Each Management Committee Member's term will be from his or her election at an Annual General Meeting until the election referred to in sub-rule 11.3 at the next Annual General Meeting of the Council after his or her election, but

he or she shall be eligible for re-election to membership of the Management Committee.

- 11.7 A person nominated under rule 11.4 may vote for himself or herself at an Annual General Meeting.
- 11.8 If a casual vacancy within the meaning of rule 16 occurs in a Management Committee position, Secretary shall convene a Special General Meeting for the purpose of filling the vacancy. The process of election for the casual vacancy shall comply with rules 11.4, 11.5 and 11.7 with the Special General Meeting serving the purpose of the Annual General Meeting in those rules with regard to filling the casual vacancy. The term of a filled casual vacancy will be from his or her election until the election referred to in sub-rule 15.3 at the next Annual General Meeting of the Council after his or her election, but he or she shall be eligible for re-election to membership of the Management Committee.
- 11.9 The Management Committee shall have the power to co-opt any other person to serve in a non-voting, advisory capacity.
- 11.10 The Management Committee may appoint Sub Committees to consider any aspect of the Council's business that may be required and deemed necessary for the fulfilment of its objects and report to the Management Committee their recommendations for its consideration and if the recommendations are variations to these Rules or the Cricket Council Rules, submission for approval by the Council.
- 11.11 In rule 11.12:
Management Committee Member includes a member of a subcommittee;
Management Committee Meeting includes a meeting of a subcommittee.
- 11.12 A Management Committee Member is entitled to be paid out of the funds of the Council for any out-of-pocket expenses for travel and accommodation properly incurred:
- (a) in attending a Management Committee Meeting or
 - (b) otherwise in connection with the Council's business.

12. CHAIRPERSON AND DEPUTY CHAIRPERSON

- 12.1 Subject to this rule, the Chairperson must preside at all General Meetings and Management Committee Meetings.
- 12.2 In the event of the absence from any such meeting of:
- (a) the Chairperson, the Deputy Chairperson must preside at such meeting as the chairperson; or
 - (b) both the Chairperson and the Deputy Chairperson, a Member elected by the other Members present at such meeting must preside as the chairperson at such meeting.

13. SECRETARY

- 13.1 The Secretary:

- (a) Shall coordinate the correspondence of the Council;
- (b) Shall keep full and correct minutes of the proceedings of the Management Committee and of the Council in accordance with rule 20;
- (c) Shall keep and maintain:
 - (i) the Membership Register of the Council as referred to in rule 8;
 - (ii) an up to date version of this Constitution and, upon the request of a Member of the Council, make available this Constitution for the inspection of the Member or the Member's Delegate and the Member or the Member's Delegate may make a copy of, or take an extract of the Constitution but will have no right to remove the Constitution for that purpose; and
 - (iii) a record of the names and residential or postal addresses of the Committee Members and their Delegates if applicable;
- (d) shall unless the Members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Council including those referred to in paragraph (c); and
- (e) Shall perform other such duties as are imposed by this Constitution on the Secretary.
- (f) Without abrogation of responsibility imposed upon the Secretary by these Rules or by the Act the Secretary may from time to time delegate administrative functions of such office to such person or persons as the Management Committee shall approve including but not limited to an employee of the Association

14. THE TREASURER

14.1 The Treasurer:

- (a) shall be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Council and must issue receipts for those moneys in the name of the Council;
- (b) shall pay all moneys referred to in paragraph (a) into such account or accounts of the Council as the Management Committee may from time to time direct;
- (c) shall make payments from the funds of the Council with the authority of a General Meeting or of the Management Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other of the Chairperson, the Deputy Chairperson or such other person as the Council shall authorize in writing;
- (d) ensuring that the Council complies with the relevant requirements of Part 5 of the Act;
- (e) shall whenever directed to do so by the Chairperson, submit to the Management Committee a report, balance sheet or financial statement

in accordance with that direction;

- (f) shall unless the members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Council, including those referred to in paragraphs (d) and (e);
- (g) if the Council is a tier 1 association, coordinating the preparation of the Council's financial statements before their submission to the Council's Annual General Meeting;
- (h) if the Council is a tier 2 association or tier 3 association, coordinating the preparation of the Council's financial report before its submission to the Council's Annual General Meeting;
- (i) providing any assistance required by an auditor or reviewer conducting an audit or review of the Council's financial statements or financial report under Part 5 Division 5 of the Act;
- (j) shall perform such other duties as are imposed by these Rules, the By-laws, or the Management Committee on the Treasurer.

15. OTHER COUNCIL POSITIONS

- 15.1 Where the Council resolves to provide representation on other bodies there shall be Council Positions created for that purpose. Council Positions include, but are not limited to Council members of:
 - (a) the board of the Association; and
 - (b) the Statewide Cricket Committee of the Association.
- 15.2 All Council Positions shall be filled by Delegates.
- 15.3 Holders of Council Positions shall represent the views of the Council and act in the best interests of the Council and its Members when representing the Council.
- 15.4 Council Positions shall be elected at the Annual General Meeting.
- 15.5 A person is not eligible to be elected to a Council Position unless he or she has been nominated by a Member of Council and such nomination has been delivered to the Secretary in writing not less than fourteen (14) days before the day on which the Annual General Meeting is to be held.
- 15.6 If vacancies remain on for Council Positions after the nomination process under rule 15.5, additional nominations for the vacant Council Positions may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected to such Council Positions. Where the number of nominations from the floor exceeds the remaining number of vacancies, elections for those positions must be conducted.
- 15.7 With the exception of Association board members, each Council Position term will be from his or her election at an Annual General Meeting until the election referred to in sub-rule 15.3 at the next Annual General Meeting of the Council after his or her election, but he or she shall be eligible for re-election to the

Council Position. Association board members' terms shall be until the election referred to in sub-rule 15.3 at the next but one Annual General Meeting of the Council after his or her election (i.e. a two year term), but he or she shall be eligible for re-election to the Council Position.

- 15.8 A person nominated under rule 15.5 or 15.6 may vote for himself or herself at an Annual General Meeting.
- 15.9 If a casual vacancy within the meaning of rule 16 occurs in a Council Position, Secretary shall convene a Special General Meeting for the purpose of filling the vacancy. The process of election for the casual vacancy shall comply with rules 15.5, 15.6 and 15.8 with the Special General Meeting serving the purpose of the Annual General Meeting in those rules with regard to filling the casual vacancy. The term of a filled casual vacancy will be from his or her election until the election referred to in sub-rule 15.3 at the next Annual General Meeting of the Council after his or her election, but he or she shall be eligible for re-election to the Council Position.

16. CASUAL VACANCIES IN A MANAGEMENT COMMITTEE POSITION OR COUNCIL POSITIONS

- 16.1 A casual vacancy occurs in a Management Committee position or Council Position and that office becomes vacant if the incumbent:
- (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson or, if the incumbent is the Chairperson, to the Deputy Chairperson and that resignation is accepted by resolution of the Management Committee;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is suspended or expelled as a Delegate under any rule of the Constitution, Cricket Council Rule or By-law;
 - (f) becomes ineligible to accept an appointment or act as a Management Committee Member under section 39 of the Act;
 - (g) is replaced or removed as Delegate by a Member; or
 - (h) is the Delegate of a Member that is suspended or expelled from the Council or has its Membership terminated.
- 16.2 The Management Committee shall advise the Council and after consideration the Council may resolve to declare a Management Committee position or Council Position vacant where the incumbent is deemed to have:
- (a) been absent from more than:
 - (i) Three (3) consecutive Management Committee Meetings;
 - (ii) Three (3) Management Committee Meetings in the same Financial Year;
 - (iii) Three (3) consecutive meetings of the body to which a Council

Position relates; or

- (iv) Three (3) meetings of the body to which a Council Position relates in the same Financial Year,

without prior leave of absence from those meetings being granted by the Management Committee;

- (b) breached any Council rule, regulation , by-law or Club Cricket Council Rule; or
- (c) acted in a manner considered by the Management Committee to be detrimental to the objects or interests of the Council.

17. CONDUCT OF MANAGEMENT COMMITTEE MEETINGS

- 17.1 The Management Committee shall meet as and when required upon the provision of reasonable notice in accordance with rule 22.1 or 22.2 of such meeting to all Management Committee Members.
- 17.2 Quorum of the Management Committee shall be half of the Management Committee plus one.
- 17.3 The presence of a Management Committee member at a Management Committee Meeting need not be by attendance in person but may be by that Management Committee Member and each other Management Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 17.4 A Management Committee Member who participates in a Management Committee Meeting as allowed under subrule (3) is taken to be present at the meeting and, if the Management Committee Member votes at the meeting, the Management Committee Member is taken to have voted in person.
- 17.5 Each Management Committee Member will have one vote on matters for decision, including the Chairperson, and the Chairperson shall also have a casting vote in the event of a tied vote.
- 17.6 A Management Committee Member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Management Committee (except if that pecuniary interest exists only by virtue of the fact that the Management Committee Member is a member of a class of persons for whose benefit the Council is established), must:
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Management Committee; and
 - (b) not take part in any deliberations or decision of the Management Committee with respect to that contract.
- 17.7 Rule 17.6(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Management Committee Member is an employee of the Council.
- 17.8 The Secretary must cause every disclosure made under rule 17.6(a) by a

Management Committee Member to be recorded in the minutes of the meeting of the Management Committee at which it is made.

18. FINANCIAL MATTERS

- 18.1 The funds of the Council may be derived from annual membership subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Management Committee.
- 18.2 The Council must open an account in the name of the Council with a financial institution from which all expenditure of the Council is made and into which all funds received by the Council are deposited.
- 18.3 Subject to any restrictions imposed at a General Meeting, the Management Committee may approve expenditure on behalf of the Council.
- 18.4 The Management Committee may authorise the Treasurer to expend funds on behalf of the Council up to a specified limit without requiring approval from the Management Committee for each item on which the funds are expended.
- 18.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Council must be signed by —
 - (a) 2 Management Committee Members; or
 - (b) one Management Committee Member and a person authorised by the Management Committee.
- 18.6 All funds of the Council must be deposited into the Council's account within 5 working days after their receipt.
- 18.7 For each Financial Year, the Management Committee must ensure that the requirements imposed on the Council under Part 5 of the Act relating to the financial statements or financial report of the Council are met.
- 18.8 Without limiting rule 18.7, those requirements include —
 - (a) if the Council is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Council is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the Annual General Meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

19. GENERAL MEETINGS

19.1 Annual General Meeting

The Annual General Meeting of the Council must be held within four months of the end of the Financial Year.

19.2 Special General Meetings

- (a) A Special General Meeting must be called:
 - (i) by the Chairperson following a resolution by the Management Committee for such meeting;
 - (ii) within 30 days of a written request for such meeting of not less than thirty percent of Members; or
 - (iii) where an election to fill a casual vacancy within the meaning of rule 16 is required.
- (b) The Members making a request referred to in rule 19(a)(ii) must:
 - (i) state in that request the purpose for which the Special General Meeting concerned is required; and
 - (ii) sign that request.
- (c) If a Special General Meeting is not convened within the relevant period of 30 days referred to in rule 19(a)(ii), the Members who made the request concerned may themselves convene a special general meeting as if they were the Council.
- (d) The Management Committee shall convene at least two Special General Meetings during the Financial Year for the purpose of apprising Members of Management Committee activities.

19.3 Procedures at General Meetings

- (a) The Secretary must give to all Members not less than 14 days notice in accordance with rule 22.1 of a General Meeting and that notice must specify:
 - (i) when and where the General Meeting is to be held; and
 - (ii) particulars of the business to be transacted at the General Meeting and of the order in which that business is to be transacted, including details of any Ordinary Resolution or Special Resolution sought to be passed at the General Meeting.
- (b) The quorum at a General Meeting shall be half of its Members plus one. If, at the end of 30 minutes after the time appointed in the notice for the opening of the General Meeting, there be no quorum, the meeting shall adjourn for one week. If at such adjourned meeting there is no quorum those Members present shall be competent to discharge the business of the meeting.
- (c) At a General Meeting:
 - (i) an Ordinary Resolution put to the vote will be decided by a majority of votes cast on a show of hands; and
 - (ii) a Special Resolution put to the vote will be decided in accordance with section 51 of the Act.
- (d) Should a Member request a poll for an Ordinary Resolution or Special Resolution then the resolution shall be determined by poll rather than a

show of hands.

- (e) Each Member present shall have one (1) vote and the Chairperson shall be entitled to a deliberative vote and, in the event of a tied vote, the Chairperson shall exercise a casting vote.
- (f) A Member which is a body corporate may appoint in writing a natural person to represent it at a particular General Meeting or at all General Meetings as provided for in rule 6.5.
- (g) A Member may appoint in writing a natural person to be the proxy of its Delegate and to attend, and vote on behalf of the Member at, any General Meeting. A proxy shall satisfy the requirements for a Member's Delegate as specified in rule 6.5(a).
- (h) A declaration by the Chairperson of a General Meeting that a resolution has been passed as an Ordinary Resolution at the meeting will be evidence of that fact.

20. MINUTES OF MEETINGS

- 20.1 The Secretary or a person referred to in rule 13.1(f) shall keep proper minutes of meetings which shall be approved by the Chairperson at a properly constituted General Meeting or Management Committee Meeting as the case may be and signed as a true record by the Chairperson and Secretary.
- 20.2 The Secretary shall keep a register of all resolutions made during a properly constituted General Meeting or Committee meeting.
- 20.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (a) the General Meeting or Management Committee Meeting to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the General Meeting or Management Committee Meeting did in fact take place at the relevant meeting; and
 - (c) all appointments or elections purporting to have been made at the General Meeting or Management Committee Meeting have been validly made.

21. DISPUTE RESOLUTION

- 21.1 The grievance procedure set out in this rule applies to disputes under these rules between:
 - (a) a Member and another Member
 - (b) a Delegate and another Delegate; or
 - (c) a Member or a Delegate and the Council.
- 21.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- 21.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 21.4 The mediator must be:
- (a) independent of the parties in dispute;
 - (b) a person chosen by agreement between the parties; or
 - (c) in the absence of agreement-
 - (i) in the case of a dispute between a Member or its Delegate and another Member or its Delegate, a person appointed by the Management Committee;
 - (ii) in the case of a dispute between a Member or relevant non-Member and the Council, a person appointed by the chairperson of the Association who is trained as a mediator.
- 21.5 A Delegate can be a mediator.
- 21.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 21.7 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 21.8 The mediator must not determine the dispute.
- 21.9 The mediation must be confidential and without prejudice.
- 21.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

22. NOTICES

- 22.1 A notice is properly given if it is:
- in writing and addressed to the person to whom it is to be given; and
 - (i) delivered personally or;
 - (ii) sent by pre-paid post to the person's address or;
 - (iii) sent by fax to the fax number (if any) nominated by that person; or

- (iv) sent by electronic message to the electronic address (if any) nominated by that person.

22.2 A notice to a Member and a Delegate is regarded as given and received:

- (a) If it is communicated verbally, on that day;
- (b) if it is delivered personally or sent by fax or electronic message (with fax or email confirmation of delivery):
 - (i) before 5.00pm (local time in place of receipt) on a business day – on that day; or
 - (ii) after 5.00pm (local time in the place of receipt) on a business day, or on a day that is not a business day – on the next business day; and
- (c) if it is sent by mail and sufficiently addressed – on the second business day after it was posted.

22.3 If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

22.4 A certificate in writing signed by the Chairman or Secretary stating that a notice was sent and when and how it was sent is prima facie evidence of service.

22.5 The address, telephone number, fax number or electronic address nominated by a Member and the Delegate shall be the address, telephone number, fax number or electronic address noted for that Member and the Delegate in the Register of Members.

23. COMMON SEAL

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

24. ALTERATIONS TO THE CONSTITUTION AND BY-LAWS

24.1 No alteration, repeal or addition shall be made to these Rules except by a Special Resolution passed at a General Meeting called for that purpose, and notice of all motions to alter, repeal or add to these rules shall be given to Members fourteen (14) days prior to a General Meeting called for such purpose.

24.2 Within one month of the passing of a Special Resolution altering these Rules, the Secretary shall notify the Department of the amendment.

24.3 No alteration, repeal or addition shall be made to Cricket Council Rules or By-laws except by a Ordinary Resolution passed at a General Meeting called for that purpose, and notice of all motions to alter, repeal or add to these rules shall be given to Members fourteen (14) days prior to a General Meeting called for such purpose.

25. ASSOCIATION FUNDING

Any grants or funding provided to the Council by the Association or Cricket Australia shall be distributed equally between the Members of the Council except where a Special Resolution is passed at a General Meeting called for the purpose of altering a particular distribution, and notice of all motions to alter, that distribution shall be given to Members fourteen (14) days prior to a General Meeting called for such purpose.

26. INSPECTION OF RECORDS OF COUNCIL

A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Council.

27. DISSOLUTION

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

- (a) to another incorporated association having objects similar to those of the Council (such as the Association); or
- (b) to the persons mentioned in section 24(1) of the Act,

and which incorporated association or persons, as the case may be, shall be determined by Special Resolution of the Members.

28. PRECEDENCE

If there is any conflict between the wording of the Cricket Council Rules or By-laws and the Constitution, the Constitution shall take precedence.