

**Constitution of the
SUNRAYSLIA CRICKET ASSOCIATION INCORPORATED #A0001943A
T/a: SUNRAYSLIA CRICKET ABN: 21 159 251 384
Edition 13 – August 1st, 2020**

1. NAME

The name of the Association is the Sunraysia Cricket Association Incorporated #A0001943A (in the rules called ‘the Association’), trading as ‘SUNRAYSLIA CRICKET’ ABN: 21 159 251 384.

2. OBJECTS

The objects of the Association shall be:

2.1 To promote, advance, cultivate and foster the game of cricket in Sunraysia.

2.2 By the fielding of such underage teams as, from time to time, the prevailing conditions warrant, to encourage advance and assist in the development of an improved standard of physical fitness in community youth.

3. INTERPRETATION

3.1 In these rules unless the contrary intention appears;

ASSOCIATION means Sunraysia Cricket Association Incorporated #A0001943A

BOARD means the Board of Management of the Association.

AFFILIATED CLUB means any cricket club affiliated with the Association pursuant to these rules.

CLUB DELEGATE means a representative of an affiliated club nominated in accordance with the provisions of Rule 7.7i) hereof.

FINANCIAL YEAR means the year ending on April 30th.

GENERAL MEETING means a general meeting of members.

MEMBER means a member of the Board.

THE ACT means ‘The Associations Incorporation Act 1998’.

THE REGULATIONS means regulations under the Act.

3.2 In these rules a reference to the Administration Manager of the Association is a reference:

a) where a person holds office under these rules as Administration Manager of the Association to that person and

b) in any other case to the Public Officer of the Association.

3.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1998.

4. MEMBERSHIP

4.1 The members of the Association shall be those persons from time to time elected in accordance with these Rules in addition to the duly appointed Administration Manager and shall constitute the Board.

4.2 Honorary Life Members of the Association shall be:

a) those persons who have previously been elected to Honorary Life Membership of the Association whether before or after incorporation.

b) those persons to whom Honorary Life Membership shall hereinafter be awarded by the Board pursuant to the provisions of Rule 7.8 hereof.

5. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

5.1 There shall be no entrance fee for members or for Honorary Life Members.

5.2 The annual subscription for members shall be such amount (if any) as shall be determined from time to time by the Board. There shall be no subscription fee for Honorary Life Members.

6. REGISTER OF MEMBERS - The Administration Manager shall keep and maintain a register of members in which shall be entered the full name, address and the date of entry of the name of each member and the register and all other books and documents of the Association shall be available for inspection by members at the address of the Administration Manager.

7. ELECTION OF MEMBERS

7.1 Subject to Section 23 of the Act the Board shall consist of eight (8) members who shall be appointed pursuant to the provisions of these Rules.

a) The first members of the Board shall hold office until the end of the next Annual General Meeting. Four (4) members of the Board shall retire at the Annual General Meeting but shall be eligible for re-election in accordance with these Rules. The remaining four (4) members shall hold office until the end of the next succeeding annual General Meeting when they shall retire but be eligible for re-election in accordance with these Rules.

b) Save as provided in Rule 7 a) persons appointed to the Board at an Annual General Meeting shall hold office for a period of two (2) years.

7.2 Any person desiring election to the Board shall be proposed and seconded by persons who are either sitting members of the Board or financial members of a Club affiliated with the Association in accordance with its Rules.

7.3 Nominations of persons for election to the Board shall be made in accordance with the following provisions:

a) The nomination shall be in writing and shall state the full name and address of the person nominated and of the proposer and seconder.

b) The nomination shall be signed by the proposer and seconder and shall contain a form of consent to the nomination by the person nominated.

c) The nomination shall be lodged with the Administration Manager not less than fourteen (14) clear days before the day fixed for the Annual General Meeting.

7.4 If insufficient nominations are received to fill all vacancies on the Board the persons nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.

7.5 If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.

7.6 If the number of nominations exceeds the vacancies to be filled a ballot shall be held.

7.7 The ballot for the election of members of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct. The following persons shall be entitled to vote in the ballot taken in respect of that election:

i) one person nominated in writing as delegate (in these Rules called a Club Delegate) of the Committee of any affiliated Club. Written nominations of such delegates shall be signed by the Secretary of the Club and lodged with the Administration Manager of the Association not later than the 1st day of July in each year. Each Club Delegate shall have one (1) vote.

ii) The President or other person substituting for the President as Chairman of the Annual General Meeting in the case of an equality of votes shall have a casting vote only.

- 7.8** The Board by majority vote shall have the power to elect Honorary Life Members, and such life membership may be awarded to those who have rendered special service to the Association or game. They shall be entitled to attend the Annual General Meeting of the Association but shall not be entitled to vote.
- 7.9** There shall be no voting by proxy.
- 8. RESIGNATION OF MEMBER**
- 8.1** Any member of the Association may resign from the Association on giving one (1) month's notice in writing to the Administration Manager of the Association.
- 8.2** Upon the expiration of a notice given under sub-clause 8.1 the Administration Manager shall make in the Register of Members an entry recording the date on which the notice was given ceased to be a member.
- 9. ANNUAL GENERAL MEETING**
- 9.1** The Association shall in each calendar year convene an Annual General Meeting of its members.
- 9.2** The Annual General Meeting shall be held on such date as the Board determines but not later than the 1st Wednesday in July each year.
- 9.3** The Annual General Meeting shall be specified as such in the notice convening it in at least one (1) locally circulating newspaper no less than fourteen (14) days before the date thereof.
- 9.4** The ordinary business of the Annual General meeting shall be:
- a) to confirm the Minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting.
 - b) to receive the report of the Board.
 - c) to elect members of the Board.
 - d) to receive and consider the statement submitted by the Board in accordance with Section 30 (3) of the Act.
- 9.5** In addition to members of the Association the President for the time being and the Club Delegate of any affiliated Club shall be entitled to attend any General Meeting of the Association but save as provided in Rule 7.7i) shall not be entitled to vote at such meeting.
- 9.6** Any four (4) members of the Board and six (6) Club Delegates [for the purpose of voting as per Rule 7.7i)] constitutes a quorum for Annual General Meetings of the Association.
- 9.7** A copy of the Annual Report of the progress, with the duly audited balance sheet showing the revenue and expenditure as well as the assets and liabilities of the Association, shall be sent to each Club Secretary of the Association at his last known address, at least fourteen (14) days before the Annual General Meeting.
- 10. SPECIAL GENERAL MEETINGS**
- Special General Meetings of the Association shall be called by:
- a) The Administration Manager of the Association or
 - b) The President of the Association or
 - c) The Administration Manager at the request of three (3) affiliated Clubs of the Association.
 - d) Any four (4) members of the Board constitute a quorum for Special General Meetings of the Association.
 - e) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall lapse.

- f) **At Special General Meetings of the Association:**
 - i) **the President or in his absence the Vice President shall preside, or**
 - ii) **if the President and the Vice President are absent, such one of the remaining members present shall preside.**
- g) **Subject to sub-clause 9e) the Board may act notwithstanding any vacancy on the Board.**

11. NOTICE OF MEETING

- 11.1 **The Administration Manager of the Association shall at least fourteen (14) days before the date fixed for holding a General Meeting of the Association cause to be sent to each member of the Association at the member' address appearing in the Register of Members and to each affiliated Club a notice of prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.**
- 11.2 **No business other than that set out in the notice convening the meeting shall be transacted at the meeting.**

12. PROCEEDINGS AT MEETINGS

The proceedings at General Meetings of the Association shall be conducted in the same manner as proceedings at meetings of the Board in accordance with Rule 14.

13. BOARD OF MANAGEMENT

- 13.1 **The affairs of the Association shall be managed by a Board of Management constituted as provided in Rules 7 and 18.**
- 13.2 **The Board:**
 - a) **shall control and manage the business and affairs of the Association.**
 - b) **may subject to these Rules, the Regulations and the Act and the Rules of the Victorian Country Cricket League make and amend by-laws known as Association Rules for Premiership Matches governing the affiliation of cricket clubs to the Association and governing in all respects the conduct of the game of cricket by cricket clubs so affiliated to the Association.**
 - c) **appoint such sub-committees as it may consider necessary from time to time for the conduct of the game of cricket among the affiliated Clubs. The President ex officio shall be a member of all Association sub-committees except an Independent Tribunal.**
 - d) **may levy from the affiliated Clubs any monies which the Board considers necessary for it to effectively carry on the business and affairs of the Association and to require payment to it by such Clubs of such other fees and payments as it determines.**
 - e) **may appoint an Auditor and such other functionaries (whether honorary or otherwise) as shall be considered necessary by the Board and shall have power to dispense with the services of any such appointee on one (1) month's notice. Such appointees shall carry out the directives of the Board and keep all necessary records.**
 - f) **may subject to these Rules, the Regulations and the Act exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by the Act to be exercised by General Meetings of the Association.**
 - g) **subject to these Rules and Regulations and the Act has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association may decide on**

the construction or interpretation of any rule, regulations or by-laws of the Association and such decision shall be conclusive and binding.

- i) may in the event of any questions arising not provided for in these articles, have the power to decide such questions.

13.3 The Executive:

The Executive of the Association shall consist of a President, one Vice President and Administration Manager. The President and Vice President shall be elected by the Board in accordance with Rule 14.5 and the Administration Manager appointed in accordance with Rule 18.

14. PROCEEDINGS OF THE BOARD

14.1 The Board shall meet monthly or more often as deemed necessary.

14.2 Notice of every meeting of the Board shall be given to each member.

14.3 A majority of members shall constitute a quorum for the transaction of business at a meeting of the Board.

14.4 No business shall be transacted unless a quorum is present.

14.5 At the first meeting of the Board after the Annual General Meeting the members shall elect a President and one Vice President who shall hold office subject to their remaining members of the Board until the first Board meeting after the Annual General Meeting in the succeeding year.

In the event of a casual vacancy in the office of President or Vice President the members of the Board shall be forthwith convened by the Administration Manager to elect a member to that office to complete the current term of that office.

14.6 Meetings of the Board shall be convened by the Administration Manager at the direction of the President or in the President's absence at the direction of the Vice President or at the direction of a majority of the other members of the Board.

14.7 At meetings of the Board the President or in his absence the Vice President shall preside or if the President and Vice President are absent such one of the remaining members of the Board as may be chosen by the members present shall preside.

14.8 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member by a poll taken in such a manner as the person presiding at the meeting may determine. There shall be no voting by proxy.

14.9 In the case of equality of voting at a meeting of the Board the person president at the meeting in accordance with sub-rule 14.7 shall have a second or casting vote.

14.10 Subject to sub-rule 14.4 the Board may act notwithstanding any vacancy on the Board.

14.11 The standing orders set out in appendix 1 shall be observed at all meetings of the Board.

14.12 Voting on Rules for Premiership Matches shall be by a simple majority of Board of Management members in accordance with sub-rule 14.8.

15. GROUNDS FOR TERMINATION OF OFFICE

15.1 For the purpose of these Rules, the office of an officer of the Association or a member of the Board becomes vacant if the officer or member:

- a) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code.
- b) becomes an involuntary patient within the meaning of the Health Act 1986.
- c) resigns his office by notice in writing given to the Administration Manager.

- d) is absent without leave from four (4) consecutive meetings of the Board and the Board so resolves.
- 15.2 The Board may by special resolution of which not less than fourteen (14) clear days notice has been given to the member concerned remove any member of the Board from the Board before the expiration of such member's period of appointment. For the purposes of this sub-clause a special resolution is a resolution approved by at least four (4) members of the Board.
- 15.3 A resolution pursuant to sub-rule 15.2 shall not take effect in the case of a member not present at the meeting at which the resolution was passed.
- 15.4 The Board may fill a casual vacancy arising by death or pursuant to the provisions of sub-rules 15.1 and 15.2 of this Rule. The person so appointed shall hold office during the residue of the term of the member whom place he fills.
- 16. **AFFILIATED CLUBS**
Shall comprise such Clubs as are from time to time admitted in accordance with Rule 17.
- 16.1 The payment of the Annual Affiliation Fees implies and will be considered to imply a Club's acquiescence to the rules, regulations and by-laws of the Association. Such Affiliation Fees to be fixed annually by the Board.
- 16.2 Affiliation Fees are due on the 1st day of October in each season and must be paid by the thirtieth (30th) day of November. Any Club not financial by the 30th November shall not be eligible to gain Match Points until the above fees are paid.
- 16.3 Each Club shall have its Annual General Meeting:
 - a) No later than the third (3rd) Wednesday in July.
 - b) Details of all office-bearers shall be forwarded to the Administration Manager of the Association immediately following such Annual General Meeting of the Club.
- 16.4 Any Club or member of a Club shall be liable to disqualification or suspension, during the pleasure of the Association, in the event of such Club or member violating the Rules of the Association, or neglecting to comply with the lawful directions of the Association, or any of its' committees.
- 16.5 Any Club or member of a Club while under disqualification or suspension, shall forfeit all rights and privileges held under the Association. Its' representatives shall cease to serve on any committee, and its' members shall be debarred from competing in any such match under the auspices of the Association.
- 16.6 The Association may endorse the suspension or disqualification of any member of a club imposed by any recognised controlling body outside the State of Victoria.
- 16.7 No member of a member club shall knowingly play in any cricket match in which a disqualified or suspended person plays.
- 17. **NEW CLUBS**
- 17.1 Any new Clubs applying for admission to the Association must furnish an application for affiliation in writing containing an undertaking by the Club that, if accepted, it will abide by the Rules of the Association and shall state:
 - a) the name of the body requiring affiliation.
 - b) whether such body is corporate or unincorporated.
 - c) the names of the current office-bearers of such body.
 - d) provide a copy of its last balance sheet, signed by the Secretary and Treasurer, showing if it possessed the necessary qualifications.

- e) whether such body has (in the case of a body corporate) a written constitution and if so, appending a copy of the same/or a copy of its Rules for the approval of the Association.
 - f) a list of members.
 - g) the location of its' ground(s) for inspection.
- 17.2** The Board may in its discretion accept or refuse any application for affiliation with the Association by any Club provided that such decision is not in contravention of any Rule or By-Law of the Association.
- a) If an application is accepted, affiliation shall continue save as otherwise provided in these Rules unless and until the Board determines to the contrary.
 - b) The Board may require that any Club shall pay such affiliation fees, levies or other payments to the Association as the Board shall determine.
- 17.3** If a Club:
- a) fails to make any payment to the Board required under sub-rule 17.2b) or
 - b) fails to forward to the Board any document required or
 - c) is in the opinion of the Board after review of the Club's financial statements and balance sheet, in such poor financial position that it is inappropriate that it should remain affiliated to the Association, the Board may at its discretion, terminate the affiliation of that Club or suspend its affiliation for such period or on such terms as it prescribes or may impose such other penalty as seems to it to be appropriate.
- 17.4** If a Club:
- a) ceases to be affiliated whether permanently or temporarily it shall remain liable to make any payments due under sub-rule 17.2b) which have become due prior to its ceasing to be affiliated.
 - b) wishes to terminate its affiliation to the Association it may do so by giving one (1) month's notice in writing of such intention in any year between the 1st day of April and the 30th day of June, but not otherwise.
- 18. ADMINISTRATION MANAGER**
- 18.1** An Administration Manager shall be appointed by the Board and re-appointed as necessary, with the position being advertised at least every four (4) years. The duties shall be such, as may from time to time be duly prescribed in the by-laws of the Association and include those duties as previously performed by the Hon. Secretary, Hon. Treasurer and Hon. Records Officer. The position is that of a Part-Time Administrator whose salary shall be reviewed from time to time or on reappointment by the SCA Board. This Officer is authorised to administer all affairs of the Association as appropriate with monthly reports to be provided for consideration and adoption by the SCA Board of Management, to whom he/she is fully accountable.
- 18.2** The Administration Manager of the Association shall keep Minutes of the resolutions and proceedings of each General meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board and General meetings.
- The Administration Manager shall also:
- a) collect and receive all monies due to the Association and make all payments authorised by the Board. All monies so received shall be paid to the credit of the Association into such bank accounts as the Board shall decide.
 - b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

- c) prepare or cause to be prepared such balance sheets, accounts and statements relating to the financial affairs of the Association as the Board may from time to time require or as shall be required under the Act or the Rules.
 - d) carry out all directives given by the Board from time to time.
- 18.3 The accounts and books referred to in sub-rule 18.2 shall be available for inspection by Board members.
- 18.4 All cheques drawn on the bank accounts of the Association shall be signed by the Administration Manager and countersigned by either the President or Vice President of the Association.
- 18.5 Except as otherwise provided in these Rules, the Administration Manager shall keep in his custody or his control all books, documents and securities of the Association.
- 18.6 The Administration Manager of the Association shall deal with all registrations and disputes. He/She shall report to the Board of Management monthly or will decide such matters, and make sure awards, or inflict such penalties as it may consider necessary. Other duties include composition of accurate ladders for each division/competition and record all Association history information.
19. COMMON SEAL
- 19.1 The Common Seal of the Association shall be kept in the custody of the Administration Manager.
- 19.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signature either of two members of the Board or one member of the Board and the Public Officer of the Association.
20. ALTERATION TO STATEMENT OF PURPOSES AND RULES
- 20.1 These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Associations Incorporation Act. This is by special resolution of three-quarters of members present and voting at an Annual General Meeting or a Special General Meeting called for that purpose.
- 20.2 Notice must be given to the Administration Manager in writing of any intention to repeal, make or alter Rules or Regulations. Such notice of motion must be in the Administration Manager's hands not less than sixty (60) days prior to the date of the Annual General Meeting or Special General Meeting.
- 20.3 No amendment seeking to delete from, change, alter or add to such motion referred to shall be accepted unless notified to the Administration Manager, in writing, thirty (30) days prior to such meeting.
21. NOTICES
- 21.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the address shown in the Register of Members.
- 21.2 Where a document is properly addressed prepaid and posted to a person as a letter the document shall unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
22. DISSOLUTION OF THE ASSOCIATION
- 22.1 On application in writing to the Association Board of Management by three-quarters of the Affiliated Clubs signifying their desire that the Association be dissolved, a Special General Meeting shall be called to consider the question.
- 22.2 No less than TWENTY-EIGHT (28) days notice of such meeting in writing shall be given to all Affiliated Clubs.

- 22.3** The Association shall not be dissolved unless the motion for dissolution is carried by a three-quarters majority of the effective Affiliated Clubs. Should the motion be carried and the Association disbanded the property and cash assets of the Association shall be transferred to the VICTORIAN COUNTRY CRICKET LEAGUE INCORPORATED.
- 23.** FUNDS - The funds of the Association shall be derived from fees, subscriptions, gate receipts, donations and such other sources as the Association determines.
- 24.** LOAN FUNDS - Applications by SCA Clubs may be considered for the following from SCA invested reserves (if available). Assistance in the form of interest free loans may be approved by the Board of Management for worthwhile self development programs – eg: Capital Works such as Turf Wickets, Clubrooms, Practice Nets, Facsimile Machines, etc. All such applications should include the names of three (3) Club Guarantors and a Schedule detailing proposed amounts of repayments, their frequency and the term of the loan, for the consideration of the Board.
- 25.** DIVISIONAL SPONSORSHIP FUNDS- Where in any season, divisional sponsorship monies are obtained by the Association, 10% of such funds received shall be deposited into a separate banking account annually for the purpose of player travelling assistance/subsidies associated with junior coaching clinics/schools conducted outside the Mallee-Murray Cricket Region. Such allocations of funds may be made for players upon written applications supported with appropriate receipts or evidence of expenses incurred to the Board of Management for consideration. Such amounts may be allocated up to 50% of total actual costs or to a maximum of not more than \$200 per player in any season.
- 26.** INDEMNITY - Every member, administration manager or servant of the Association shall be indemnified by the Association against loss, and it will be the duty of the Association out of the funds of the Association to pay all costs, losses and expenses which any member, administration manager or servant may incur or be liable to by reason of any contract entered into or act, deed done by him as a member, administration manager or servant, or in the discharge of his duties, and in the amount for which the indemnity is provided, shall immediately attach as a lien on the property of the Association, and have priority between the members over all other claims.
- 27.** REPEAL All rules and regulations of the Association heretofore in force as at the date of the adoption of these rules and regulations are hereby repealed, provided that nothing herein contained shall invalidate any act done or appointment made which would have been valid if these rules and regulations had not been adopted.

APPENDIX 1 STANDING ORDERS

- 1.** In dealing with the correspondence every letter, after having been read, shall be taken as formally received, unless a motion to the contrary be submitted, and every letter may be dealt with immediately the contents have been known to the meeting.
- 2.** No discussion shall take place except on a motion of amendment moved and seconded.
- 3.** Only one (1) amendment shall be entertained at one time. If the amendment be carried it shall become the substantive motion, the original motion lapsing and there shall be no necessity to put the original motion to the meeting. It shall be competent, whether the amendment is carried or not, to receive other

amendments one at a time, to be decided in like manner until the subject is finally disposed of.

4. No member shall propose more than one (1) amendment upon a motion and no member shall speak more than once upon the same question, which shall include motion and all amendments, except the mover of the motion, who shall be entitled to reply, and thereupon all discussion shall cease and the question shall be put. Any member seconding a motion or amendment, without remark, shall not be held to have spoken thereon. In the case of amendments being lost, the presiding officer shall put the motion to the vote.
5. When a motion is moved and seconded 'That the Chairman's ruling be disagreed with' the Chairman shall forthwith leave the chair and the debate shall be suspended. Another Chairman shall then be appointed by the meeting, and the question 'That the Chairman's ruling be disagreed with' shall be discussed and decided, after which the former Chairman shall resume the chair and the debate on the original question shall be proceeded with as if the same had not been suspended.
6. Debate – A motion of amendment having been moved and seconded, debate may ensue but not more than two (2) other speakers shall follow successively on the same side of the question. If two (2) speakers have spoken, there being no speaker to take the opposite view, the question shall be put forthwith.
7. Any member, with the consent of the presiding officer, may offer an explanation of any particular expression used by him, but must confine himself strictly to such.
8. No member shall enter or leave the meeting whilst a vote or division is being taken, and all members must vote except on matters in which they may be personally interested.
9. Any subject that has been once settled by vote or division cannot again be entertained at the same meeting or at any subsequent meeting, until due notice be given in accordance with the Rules of the Association, in which case the original mover and seconder shall be properly notified, and no motion passed at a meeting shall be rescinded except at an Annual Meeting or a specially called meeting, due notice of which must be given in both cases in accordance with the Rules of the Association.
10. On all questions and during all discussions, the member speaking shall address the meeting through the presiding officer.