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New South Wales Country Cricket Association

CONSTITUTION

New South Wales Country Cricket Association Constitution

Contents

STATEMENT OF OBJECTS	9
PART I - PRELIMINARY.....	10
1 INTERPRETATION	10
1.1 Name.....	10
1.2 Definitions.....	10
1.3 Construction	12
1.4 Headings	13
PART II - MEMBERSHIP	13
2 MEMBERSHIP	13
2.1 Members of the Association.....	13
2.2 Commencement of Membership.....	13
2.3 Cessation of Membership.....	13
3 DELEGATE MEMBERS.....	13
3.1 Delegate Members	13
3.2 Election of Delegate Members	13
3.3 Person commencing to be a Delegate Member	13
3.4 Person Ceasing to be a Delegate Member	14
3.5 Election of New Delegate Members.....	14
4 LIFE MEMBERSHIP.....	14
4.1 Life Member to be Nominated by the Committee	14
4.2 Nomination to be at the Committee’s Discretion	14
4.3 Election of Life Members.....	14
4.4 Notice of Meeting to Elect Life Member	14
4.5 Requests by Members	14
4.6 Rights of Life Members.....	15
4.7 Cessation of Life Membership	15
4.8 Resignation of Life Member.....	15
5 REGISTER OF MEMBERS.....	15
6 FINANCIAL LIABILITY OF MEMBERS	16
6.1 Liability to Pay Fees and Subscriptions	16

6.2 Member's Liabilities.....	16
7 DISCIPLINING, SUSPENSION AND EXPULSION OF MEMBERS	16
7.1 Powers of the Committee and the Association in General Meeting	16
7.2 Committee to Cause Notice to be Served on Member	16
7.3 Date of Committee Meeting.....	17
7.4 Procedure at Committee Meeting.....	17
7.5 Notice of Committee Resolution	17
7.6 Committee Resolution	17
7.7 Right of Appeal of Disciplined Member to the Association.....	18
7.8 Special General Meeting to be Convened	18
7.9 Procedure at Special General Meeting.....	18
7.10 Notice of Special General Meeting Resolution.....	18
7.11 Member May Elect to Proceed Directly to the General Meeting.....	18
7.12 Right of Appeal of Disciplined Member to the NSW Cricket Board.....	19
7.13 No Further Right of Appeal.....	19
PART III - THE COMMITTEE	19
8 MEMBERSHIP OF THE COMMITTEE	19
8.1 Establishment of the Committee.....	19
8.2 Committee Members.....	19
8.3 Election of Committee Members.....	19
8.4 Eligibility of Candidates for Election as Committee Members	19
8.5 Person commencing to be a Committee Member	19
8.6 Person ceasing to be a Committee Member	20
8.7 Appointed Committee Member.	20
8.8 Office-Bearers.....	20
8.9 Office-Bearers to be Elected at the Annual General Meeting.....	21
8.10 Period During Which Office-Bearers Hold Office.....	21
8.11 Notice Seeking Candidates for Election as Office-Bearers	21
8.12 Nominations of Candidates for Election as Office-Bearers	21
8.13 Eligibility of Candidates for Election as Office-Bearers.....	21
8.14 Candidates to be listed in Notice of Annual General Meeting.....	22
8.15 Only One Nomination for Office-Bearer Position.....	22
8.16 No Nomination for Office-Bearer Position	22
8.17 Number of Candidates Exceeds Vacancies.....	22
8.18 Election of Office-Bearers.....	22

8.19 Vacancies	22
8.20 Resignation of Committee Member	22
8.21 Removal of Committee Member	23
8.22 Vacancy in Office of Committee Member	23
9 POWERS OF THE COMMITTEE	23
9.1 General Powers.....	23
9.2 Power to Determine Appeals.....	24
9.3 Decision of the NSW Cricket Appeals Committee Board to be Final.....	24
9.4 Approval of Constitutions of Affiliates.....	24
10 PROCEEDINGS OF COMMITTEE	24
10.1 Frequency of Committee Meetings	24
10.2 Notice of Committee Meetings	24
10.3 Quorum.....	24
10.4 Chairman of Committee Meeting.....	25
10.5 Voting.....	25
10.6 Minutes.....	25
10.7 Effect of Vacancies in Committee Members	25
10.8 Validity of Actions	25
10.9 Written Resolutions of the Committee	25
11 DELEGATION TO SUB-COMMITTEES	26
11.1 Power to Delegate	26
11.2 Meetings of Sub-Committee.....	26
11.3 Voting of Sub-Committee	26
11.4 Validity of Actions	26
12 PROXIES - COMMITTEE MEETINGS	27
12.1 Ability to Appoint a Proxy	27
12.2 Proxy to be Appointed by Written Instrument.....	27
12.3 Proxy to be Delivered to Office.....	27
12.4 Authority of Proxy.....	27
12.5 Identification of Proxy	27
12.6 Proxy in Favour of Chairman.....	28
PART IV - GENERAL MEETINGS	28
13 GENERAL MEETINGS	28
13.1 Holding of Annual General Meeting	28
13.2 Business of Annual General Meeting.....	28

13.3 Convening of Special General Meetings	28
13.4 Notice of General Meetings.....	29
13.5 Omission to Give Notice	29
14 PROCEEDINGS AT GENERAL MEETINGS.....	29
14.1 Meetings Require a Quorum	29
14.2 Quorum.....	29
Use of technology at general meetings	29
14.3 Effect of Lack of Quorum	30
14.4 Chairman of Meeting.....	30
14.5 Adjournment.....	30
14.6 Method of Voting in Respect of Resolutions	31
14.7 Minutes as Evidence of Result of Resolution.....	31
14.8 Taking of Poll.....	31
14.9 Chairman to Determine Disputes	31
14.10 Special Resolution.....	31
14.11 Voting Power	32
14.12 Chairman has Casting Vote	32
15 PROXIES - GENERAL MEETINGS	32
15.1 Ability to Appoint a Proxy	32
15.2 Proxy to be Appointed by Written Instrument.....	32
15.3 Proxy to be Delivered to Office.....	32
15.4 Authority of Proxy.....	32
15.5 Identification of Proxy	33
15.6 Proxy in Favour of Chairman.....	33
PART V - MISCELLANEOUS	33
16 AFFILIATES.....	33
16.1 Power to Grant Affiliation.....	33
16.2 Association is an Affiliate of the New South Wales Cricket Association	33
16.3 Manner of Becoming a Zone Affiliate	33
16.4 Rights of Affiliates	34
16.5 Obligations of Affiliates.....	34
17 BY-LAWS, ETC.....	34
17.1 By-Laws	34
17.2 Articles of Association of the New South Wales Cricket Association	34
17.3 Effect of Conflict Between Documents.....	34

18 CODE OF CONDUCT COMMISSIONER	34
18.1 Appointment of Commissioner.....	34
18.2 Qualifications for Appointment as Commissioner.....	35
18.3 Powers of the Commissioner	35
18.4 No Action Taken by Commissioner	35
18.5 Caution, suspension, disqualification or other penalty to be issued by Commissioner.....	36
18.6 Commissioner to Present Case before Judiciary Committee	36
18.7 Appointment of Match Referee.....	37
18.8 Qualifications for Appointment as Match Referee.....	37
18.9 Powers of the Match Referee	37
19 JUDICIARY COMMITTEE	37
19.1 Establishment of the Judiciary Committee.....	37
19.2 Judiciary Committee Members to be Appointed at the Committee Meeting Immediately following the Annual General Meeting	38
19.3 Eligibility of Candidates for Appointment as Judiciary Committee Members.....	38
19.4 Nominations of Candidates for Appointment as Judiciary Committee Members	38
19.5 Candidates Not Required to be Listed in Notice of the Committee Meeting Immediately Prior to the Annual General Meeting	38
19.6 Appointment of Judiciary Committee Members	38
20 POWERS OF THE JUDICIARY COMMITTEE	38
20.1 Power of the Judiciary Committee	38
20.2 Judiciary Committee May Only Act Following a Report	39
20.3 Any Person May Lodge a Report.....	39
21 INVESTIGATION OF MATCHES, PROTESTS AND DISPUTES	39
21.1 Committee May Investigate Matches.....	39
21.2 Team May Lodge Protest or Complaint	39
21.3 Committee to Adjudicate on Protests or Complaints.....	39
21.4 Committee May Require Persons to Appear Before It	39
21.5 Action by Committee	40
21.6 Committee to Allow an Opportunity to be Heard	40
21.7 Right of Appeal to the NSW Cricket Board	40
21.8 Decision of NSW Cricket Board to be Final.....	40
22 DISPUTES BETWEEN MEMBERS	40
23 SELECTION COMMITTEE	40
23.1 Establishment of the Selection Committee	40

23.2 Selection Committee and Election of Selection Committee Members	40
23.3 Eligibility of Candidates for Election as Selection Committee Members	41
23.4 Meetings of Selection Committee	41
23.5 Person Ceasing to be Member of Selection Committee	41
23.6 Resignation of Selection Committee Member	41
23.7 Selection Committee Vacancy	41
24 THE SECRETARY	41
24.1 Appointment of Secretary	41
24.2 Temporary Secretary	41
24.3 Termination of the Secretary’s Appointment.....	41
24.4 Resignation of Secretary	41
24.5 Person Ceasing to be Secretary	42
24.6 Address of Secretary	42
24.7 Duties of Secretary.....	42
25 THE PUBLIC OFFICER	42
25.1 Appointment of Public Officer	42
25.2 Termination of the Public Officer’s Appointment	42
25.3 Resignation of Public Officer.....	42
25.4 Person Ceasing to be Public Officer	42
25.5 Address of Public Officer	43
25.6 Duties of Public Officer	43
26 THE TREASURER	43
26.1 Appointment of Treasurer	43
26.2 Temporary Treasurer	43
26.3 Termination of Treasurer’s Appointment.....	43
26.4 Resignation of Treasurer.....	43
26.5 Person Ceasing to be Treasurer	43
26.6 Address of Treasurer.....	43
26.7 Duties of Treasurer	44
27 COMMON SEAL.....	44
27.1 Custody of Seal	44
27.2 Use of Seal	44
28 INSURANCE	44
28.1 Insurance Required by Act.....	44
28.2 Other Insurance	44

29 FUNDS	44
29.1 Source of Funds	44
29.2 Funds to be Deposited	44
29.3 Issue of Receipts	45
29.4 Use of Funds	45
29.5 Signing of Cheques.....	45
30 ACCOUNTS	45
30.1 Treasurer to Maintain Accounts.....	45
30.2 Annual Statement.....	45
30.3 Financial Year of Association	45
31 BOOKS OF ASSOCIATION.....	45
31.1 Custody of Books	45
31.2 Inspection of Books.....	45
32 NOTICE	45
32.1 Notice to Members.....	45
32.2 Notice to Secretary or Committee Member.....	46
32.3 Notice to Affiliates and Bodies Entitled to Elect or be represented by Delegate Members	46
32.4 Notice to Other Persons	46
32.5 Service by Post.....	46
32.6 Service by Facsimile	46
32.7 Service by electronic mail.....	46
32.8 Notice of General Meeting.....	46
32.9 Signature to Notice	46
33 SURPLUS PROPERTY.....	47
34 INDEMNITY	47
34.1 Indemnity.....	47
34.2 Limitation of Liability	47
35 GENERAL POWER OF THE ASSOCIATION	47
36 ALTERATION OF OBJECTS AND THESE RULES	47
APPENDIX A.....	48
Form of Instrument Appointing a Proxy for a Committee Meeting.....	48
APPENDIX B.....	49
Form of Instrument Appointing a Proxy for a General Meeting	49

STATEMENT OF OBJECTS

The objects of New South Wales Country Cricket Association Incorporated are:

1. Subject to the approval of the Board of Directors of the New South Wales Cricket Association, to organise, conduct and manage such cricket competitions as that Board of Directors may require it to so do within New South Wales (outside the NSW Premier Cricket Region) and the Australian Capital Territory.
2. To make, approve and enforce rules for the conduct of such cricket competitions conducted outside the NSW Premier Cricket Region each year.
3. To prepare and approve programmes of matches for such cricket competitions and to allocate venues at which such matches are to be played each year.
4. To have a general supervision of cricket organisations operating in New South Wales (outside the NSW Premier Cricket Region and the Australian Capital Territory).

PART I - PRELIMINARY

1 INTERPRETATION

1.1 Name

The name of the Association is New South Wales Country Cricket Association Incorporated.

1.2 Definitions

In these Rules, unless the subject matter or context otherwise indicates or requires:

“Act” means the Associations Incorporation Act 2009

“Affiliate” means a Country Cricket Zone as determined by the NSW Cricket Board from time to time to be an Affiliate of the Association;

“Annual General Meeting” means the Annual General Meeting of the Association;

“Appointed Committee Member” means a Committee Member appointed under clause 8.7

“Association” means New South Wales Country Cricket Association Incorporated;

“Australian Country Cricket Reference Group” means the Committee established to conduct the National Country Cricket Championship.

“By-Laws” means the By-Laws of the New South Wales Cricket Association made by the NSW Cricket Board as amended from time to time;

“Carnival” means a representative carnival conducted by the Association;

“Carnival Referee”, means the person or persons appointed by the Secretary;

“Chairman” means the Chairman of the Association;

“Chief Executive” means the Chief Executive of the New South Wales Cricket Association.

“Code of Conduct” means the Code of Conduct contained in the By Laws;

“Code of Conduct Commissioner, means the person appointed by the Committee of Management and announced at the Annual General Meeting;

“Committee” and “Committee of Management” means the Committee of Management of the Association;

“Committee Member” means a Member of the Committee;

“Country Cricket Zone Affiliate” means a cricket council or association which is determined by the NSW Cricket Board from time to time to be a direct affiliate of a Country Cricket Zone;

“Country Cricket Zone” means a Country Cricket Zone or Country Cricket Association which is determined by the NSW Cricket Board to be a country cricket controlling authority;

“Delegate Member” means a Delegate Member of the Association;

“Deputy Chairman” means the Deputy Chairman of the Association;

“Director-General” means the Director-General referred to in the Act;

“Elected Board Member” has the same meaning as it has in the articles of association of the New South Wales Cricket Association;

“Judiciary Committee” and “CCA Judiciary Committee” means the Judiciary Committee of the Association;

“Judiciary Committee Member” means a Member of the Judiciary Committee;

“Life Member” means a Life Member of the Association;

“Match Referee” means the person or persons appointed to manage Code of Conduct, by the Secretary;

“Member” means a Member of the Association;

“New South Wales Cricket Association” means the affiliated New South Wales Cricket Association;

“NSW Cricket Board” means the Board of Directors of the New South Wales Cricket Association;

“NSW Cricket Board Representative” means the person who is the NSW Cricket Board Representative pursuant to the provisions of Clause 3;

“NSW Cricket Umpires’ and Scorers’ Association” means the New South Wales Cricket Umpires’ and Scorers Association affiliated with the New South Wales Cricket Association;

“NSW Premier Cricket Region” means the area which the By-Laws provide to be the NSW Premier Cricket Region;

“Office” means the registered office for the time being of the Association;

“Office-Bearer” means an Office-Bearer of the Association;

“Prescribed Penalty Schedule” means the list of Prescribed Penalties approved by the Committee of Management with respect to breaches of the Code of Conduct;

“Person Reported” means a person who has been the subject of a report alleging a breach of the Code of Conduct;

“Public Officer” means the Public Officer of the Association;

“Register of Members” means the Register of Members of the Association;

“Regulations” means the regulations made in accordance with the provisions of the Act;

“Reporting Person” means a person who has lodged a report alleging a breach of the Code of Conduct;

“Rules” means these Rules as amended from time to time;

“Seal” means the common seal of the Association;

“Secretary” means the person appointed to the Association with responsibilities as determined from time to time by the Chief Executive”;

“Selection Committee” means the Selection Committee of the Association;

“Selection Committee Member” means a Member of the Selection Committee;

“Special General Meeting” means a Special General Meeting of the Association;

“Treasurer” means any person appointed to perform the duties of a Treasurer of the Association or, where no person is so appointed, the Public Officer of the Association; and

1.3 Construction

In these Rules, unless the subject matter or context otherwise indicates or requires:

(a) words (including defined expressions) importing the singular number only shall include the plural and vice versa;

(b) words (including defined expressions) importing any gender shall include other genders;

(c) words (including defined expressions) importing persons shall include corporations and bodies politic;

(d) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a tangible and permanently visible form and includes telegram, telex, facsimile transmission and electronic mail;

(e) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction);

(f) references to business days means days other than Saturdays, Sundays and public holidays;

(g) references to days and cognate terms shall not be construed as referring only to business days but shall be construed to include Saturdays, Sundays and public holidays;

(h) a reference to a week and cognate terms means a period of seven (7) days commencing on any day of the week

(i) a reference to a month and cognate terms means a period commencing on any day of a calendar month and ending on the day before the corresponding day in the next succeeding calendar month but if a corresponding day does not occur in the next succeeding calendar month the period shall end on the last day of the next succeeding calendar month;

(j) a reference to a function includes a reference to a power, authority or duty; and

(k) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

1.4 Headings

Headings do not affect the interpretation of these Rules.

PART II - MEMBERSHIP

2 MEMBERSHIP

2.1 Members of the Association

The Members are:

- (a) the Committee Members;
- (b) the Delegate Members, and
- (c) the Life Members.

2.2 Commencement of Membership

A person shall become a Member upon becoming;

- (a) a Committee Member.
- (b) a Delegate Member; or
- (c) a Life Member.

2.3 Cessation of Membership

A Member shall cease to be a Member upon:

- (a) ceasing to be, a Committee Member, a Delegate Member or a Life Member; or
- (b) being expelled as a Member pursuant to the provisions of Rule 7. 3.

3 DELEGATE MEMBERS

3.1 Delegate Members

The Delegate Members are 2 representatives from each of the Country Cricket Zones.

3.2 Election of Delegate Members

- (a) The Delegate Members representing a Country Cricket Zone shall be elected Biennially by that Country Cricket Zone.
- (b) Subject to this Constitution, elected Delegate Members shall hold office until the conclusion of the second Annual General Meeting of the Country Cricket Zone following a meeting at which the Delegate Members are elected,

3.3 Person commencing to be a Delegate Member

A person shall commence to be a Delegate Member upon receipt by the Secretary of written notice of the person's election from the secretary or other authorised person of the Country Cricket Zone which elected that person as its representative.

3.4 Person Ceasing to be a Delegate Member

A person shall cease to be a Delegate Member:

- (a) upon the body which that Delegate represents ceasing to be a Country Cricket Zone;
- (b) upon:
 - i. being removed or replaced as its representative by the Country Cricket Zone which elected that Delegate Member and written notice of that removal or replacement signed by the secretary or other authorised person of the relevant Country Cricket Zone being delivered to the Secretary; or
 - ii. resigning by notice in writing delivered to the secretary or other authorised person of the Country Cricket Zone which elected that Delegate Member and written notice of that resignation signed by the secretary or other authorised person of the relevant Country Cricket Zone being delivered to the Secretary;
- (c) if the person dies; or
- (d) if the person becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

3.5 Election of New Delegate Members

In the event of a person ceasing to be a Delegate Member other than by virtue of being replaced, the Country Cricket Zone which elected that Delegate Member shall, as soon as possible, elect another person to act as a Delegate Member.

4 LIFE MEMBERSHIP

4.1 Life Member to be Nominated by the Committee

A candidate for election as a Life Member shall be nominated in writing by the Committee.

4.2 Nomination to be at the Committee's Discretion

The nomination of a person for election as a Life Member is a matter within the sole discretion of the Committee having regard to whether the candidate has, in the opinion of the Committee, rendered exceptional or outstanding service to the Association.

4.3 Election of Life Members

A person shall only become a Life Member upon being elected as a Life Member by a resolution carried by a three-quarters majority of Members who are present in person or by proxy and are entitled to vote and do vote at a general meeting of the Association.

4.4 Notice of Meeting to Elect Life Member

No election of a Life Member shall be valid unless 21 days notice of the meeting and of the resolution to elect the Life Member has been given to the Members.

4.5 Requests by Members

Any Member may request the Committee by written notice delivered to the Secretary to exercise its discretion to nominate a person for election as a Life Member. The Committee is obliged to consider such a request but is not obliged to nominate the relevant person.

4.6 Rights of Life Members

A Life Member shall not:

- a) take part in the proceedings of any meeting of the Association except by leave of the meeting;
- b) be entitled to receive notice of any meeting of the Association other than the Annual General Meeting; or
- c) be entitled to vote on any matter at a meeting of the Association,

unless the Life Member is a Delegate Member.

4.7 Cessation of Life Membership

A person shall cease to be a Life Member if:

- (a) that person dies;
- (b) that person resigns as a Life Member;
- (c)
 - (i) the Association resolves by a special resolution in general meeting to remove that person as a Life Member; and
 - (ii) the Life Member was given an opportunity to address that general meeting prior to the resolution being passed.

4.8 Resignation of Life Member

A Life Member may resign as a Life Member by notice in writing delivered to the Secretary. The resignation shall be effective upon receipt by the Secretary of that notice.

5 REGISTER OF MEMBERS

(a) The Secretary shall establish and maintain a Register of Members (whether in written or electronic form), specifying

- (i) the full name and email or postal address of each Member;
- (ii) the date on which the Member became a Member;
- (iii) the date on which the Member ceased to be a Member;
- (iv) the class of membership - that is, whether the Member is a Delegate Member, a Life Member or both; and
- (v) in the case of Delegate Members - the name of the Country Cricket Zone represented by the Delegate Member.

(c) The Register for Members shall not be used for any other purpose.

(d) The Register of Members shall be kept at the Office.

(e) The Register of Members shall be kept open for inspection, free of charge, by any Member at a mutually agreed time between the Secretary and relevant member.

6 FINANCIAL LIABILITY OF MEMBERS

6.1 Liability to Pay Fees and Subscriptions

A Member shall not be required to pay to the Association any fee on becoming a Member, nor shall any Member be liable to pay an annual subscription to the Association.

6.2 Member's Liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to an amount of \$1. Every person who becomes a Member is deemed to have undertaken to pay an amount of \$1, if so required, in the event that the Association is wound up while that person is a Member or within a period of one year after that person ceases to be a Member.

7 DISCIPLINING, SUSPENSION AND EXPULSION OF MEMBERS

7.1 Powers of the Committee and the Association in General Meeting

If any Member:

- (a) refuses or neglects to comply with a provision of these Rules;
- (b) acts in a manner which is unbecoming of a Member;
- (c) acts in a manner which is prejudicial to the interests of the Association; or
- (d) neglects to comply with a lawful requirement or direction of the Association or the Committee, the Committee and the Association in general meeting have the power to:
 - (i) censure the Member;
 - (ii) impose a fine on the Member;
 - (iii) suspend the Member from membership of the Association for a specified period;
 - (iv) expel the Member from membership of the Association; and
 - (v) if the Member is expelled - disqualify the Member from being readmitted as a Member for a specified period. The above power may only be exercised in accordance with the provisions of this Rule 7.

7.2 Committee to Cause Notice to be Served on Member

If the Committee considers that a Member may have acted in a manner referred to in Rule 7.1 and is considering passing a resolution to take action of the kind referred to in Rule 7.1 against the Member then the Committee shall cause a notice to be served on the Member. The notice shall:

- a) specify the alleged conduct that the Committee considers that the Member may have engaged in;
- b) specify the proposed resolution to be passed at a meeting of the Committee;
- c) specify the date, place and time of the meeting at which it is proposed to pass the above resolution; and
- d) inform the Member that the Member may do either or both of the following:
 - i. attend the meeting and address the Committee at that meeting; and

- ii. submit to the Committee either at or prior to the meeting written representations relating to the proposed resolution.

7.3 Date of Committee Meeting

The meeting at which the Committee is to consider the above resolution shall be held at the date, place and time specified in the notice previously forwarded to the Member. The meeting shall be held not earlier than 14 days and not later than 28 days after service of the notice on the Member.

7.4 Procedure at Committee Meeting

At the meeting of the Committee at which the resolution is to be considered:

- a) the Committee shall:
 - i. give to the Member an opportunity to make oral representations to the Committee at that meeting;
 - ii. give due consideration to any written representations submitted to the Committee by the Member at or prior to the meeting; and
 - iii. by resolution:
 - A. vote in favour of the resolution;
 - B. vote against the resolution; or
 - C. vote in favour of an amended resolution so long as the penalty imposed pursuant to the amended resolution is less severe than the penalty contained in the original resolution contained in the notice previously forwarded to the Member; and
- (b) the Member shall have no right to legal representation.

7.5 Notice of Committee Resolution

The Secretary shall within 7 days of the passing of the resolution by the Committee forward written notice to the Member informing the Member of the content of the resolution which was passed and of the Member's right of appeal to the Members in general meeting.

7.6 Committee Resolution

(a) If the Member who is the subject of a Committee resolution does not exercise the Member's right of appeal to the Association in general meeting within the period during which such right is exercisable, then the Committee resolution takes effect upon the expiration of that period.

(b) If the Member does not exercise the Member's right of appeal to the NSW Cricket Board within the period during which such right is exercisable, then the Committee's resolution shall have no effect but the resolution of the Association in general meeting takes effect at the conclusion of the general meeting at which it is passed.

(c) If the Member exercises the Member's right of appeal to the NSW Cricket Board within the period during which such right is exercisable, then the resolution of the Committee and the Association in general meeting shall have no effect but the decision of the NSW Cricket Board takes effect at the conclusion of the meeting at which it is passed.

7.7 Right of Appeal of Disciplined Member to the Association

A Member who is the subject of a Committee resolution may appeal to the Association in general meeting against that resolution within 7 days after notice of the resolution is served on the Member by lodging with the Secretary a written notice which states that the Member wishes to appeal to the Association in general meeting.

7.8 Special General Meeting to be Convened

(a) If a Member who is the subject of a Committee resolution lodges written notice of that Member's intention to appeal to the Association in general meeting, then the Committee shall convene a Special General Meeting to determine that Member's appeal.

(b) The notice convening the Special General Meeting shall:

- (i) specify the alleged conduct specified in the notice originally forwarded by the Committee to the Member;
- (ii) specify the resolution of the Committee; and
- (iii) include a copy of any written representations which the Member requested to be sent to the Members.

(c) The Members shall be given at least 21 days' notice of the Special General Meeting.

7.9 Procedure at Special General Meeting

At the Special General Meeting:

(a) no other business shall be transacted other than the resolution of appeals by Members against Committee resolutions;

(b) the Committee and the Member shall be given an opportunity to orally address the meeting or make written representations to those present at the meeting or both for the purpose of stating their respective cases. The Members may:

- (i) pass an ordinary resolution in similar terms to the Committee resolution;
- (ii) pass an ordinary resolution which has amendments to the Committee resolution - such amendments may increase or decrease the penalty; or
- (iii) pass an ordinary resolution that no action is to be taken against the Member; and

(c) all voting by Members shall be by secret ballot; and

(d) a resolution shall be passed if a majority of the Members present and entitled to vote, vote in favour of the resolution.

7.10 Notice of Special General Meeting Resolution

The Secretary shall within 7 days of the passing of a resolution by the Association in general meeting forward written notice to the Member stating the terms of that resolution.

7.11 Member May Elect to Proceed Directly to the General Meeting

Notwithstanding the provisions of Rules 7.2 to 7.10, a Member may by written notice to the Secretary at least 24 hours before the time for holding the Committee meeting at which the resolution is to be considered, elect to have the question dealt with by the Association in general meeting. Upon

receiving such a notice, the Committee shall convene a Special General Meeting of the Association and the provisions of Rules 7.8 to 7.10 shall apply.

7.12 Right of Appeal of Disciplined Member to the NSW Cricket Board

A Member who is the subject of a resolution of the Association in general meeting may appeal to the NSW Cricket Board against that resolution within 7 days after notice of the resolution is served on the Member by lodging a written notice to that effect with the Secretary of the New South Wales Cricket Association or at its registered office.

7.13 No Further Right of Appeal

The decision of the NSW Cricket Board shall be final and the Member shall have no further right of appeal to any other body or court other than on a point of law.

PART III - THE COMMITTEE

8 MEMBERSHIP OF THE COMMITTEE

8.1 Establishment of the Committee

There shall be a Committee which shall be called the Committee of Management of the Association.

8.2 Committee Members

The Committee shall comprise one representative from each of the Country Cricket Zones, and up to 2 Appointed Committee Members.

8.3 Election of Committee Members

- (a) The Committee Members shall be elected Biennially by a combined meeting of the members of each of the Country Cricket Zone Affiliates within the relevant Country Cricket Zone.
- (b) Subject to this Constitution, elected Committee Members shall hold office until the conclusion of the second Annual General Meeting of the Country Cricket Zone following a meeting at which the Committee Member is elected,
- (c) Elected Committee Members shall be elected to ensure rotational terms so that half of the elected Committee Members retire each year of even number and half of the elected Committee Members retire in each year of odd number.
 - i. Initial rotations shall be determined by the elected Committee Members.
- (d) The Committee may take such steps as are necessary to ensure rotation under sub clause (c) above, subject always to this Constitution.

8.4 Eligibility of Candidates for Election as Committee Members

- (a) Candidates for election as Committee Members shall be members of Country Cricket Zone Affiliates within the relevant Country Cricket Zone.
- (b) Retiring Committee Members may be candidates for re-election.

8.5 Person commencing to be a Committee Member

A person shall commence to be a Committee Member upon receipt by the Secretary of written notice of the person's election signed by the chairman of the meeting referred to in Rule 8.3.

8.6 Person ceasing to be a Committee Member

(a) A person shall cease to be a Committee Member:

- (i) upon the Country Cricket Zone which that person represents ceasing to be a Country Cricket Zone;
- (ii) upon the person ceasing to be a Member;
- (iii) upon being removed or replaced as its representative by the relevant Country Cricket Zone and written notice of that removal or replacement signed by the chairman of the meeting at which he was removed or replaced, being delivered to the Secretary;
- (iv) upon resigning by notice in writing delivered to the Secretary;
- (v) if the person dies;
- (vi) if the person becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (vii) if the person is absent without the leave of the Committee from 2 consecutive meetings of the Committee.

8.7 Appointed Committee Member.

(a) The Elected Committee Members may, by resolution, **appoint up to 2** persons to be Appointed Committee Member. **They may, but need not be, members of a Country Cricket Zone or other Cricket Association.**

(b) The appointment of an Appointed Committee Member shall not take effect unless and until confirmed by the Members at a general meeting. Confirmation shall be by such procedure as is determined by the meeting or otherwise in accordance with the By-Laws. Subject to clauses 8.7(c), 8.19, 8.20 and 8.21, an Appointed Committee Member shall, on confirmation of that person's appointment by the Members at a general meeting, hold office from the conclusion of that general meeting until the conclusion of the second Annual General Meeting following the general meeting at which the appointment of that person was confirmed.

(c) Appointed Committee Member shall be appointed to ensure rotational terms so that one Appointed Committee Member retires in each year of even number and 1 retire in each year of odd number. Initial rotations shall be determined by the Elected Members.

(d) Appointed Committee Member shall have the same rights and privileges of an elected delegate

8.8 Office-Bearers

The Office-Bearers are:

- (a) the Chairman of the Association; and
- (b) the Deputy Chairman of the Association.

8.9 Office-Bearers to be Elected at the Annual General Meeting

Subject to the provisions of Rule 8.16(b), the Office-Bearers shall be elected by a ballot of the Members at the Annual General Meeting.

- a) There is a maximum number of Six consecutive terms for which a member may hold office.
 - i. One Term shall be a period of one year, commencing at the end of an Annual General Meeting until the end of the next Annual General Meeting which follows the Office Bearers election.

8.10 Period During Which Office-Bearers Hold Office

- (a) Subject to the provisions of Rules 8.18 and 8.19, the Office-Bearers who are elected at the Annual General Meeting shall hold office from the end of that meeting until the end of the Annual General Meeting which follows the Office Bearers election.

8.11 Notice Seeking Candidates for Election as Office-Bearers

At least 5 weeks prior to the date of the Annual General Meeting the Secretary shall forward written notice to:

- (a) each Member; and
- (b) the secretary of each Country Cricket Zone, advising them of the forthcoming election of Office-Bearers and of the opportunity to nominate candidates for election as Office-Bearers.

8.12 Nominations of Candidates for Election as Office-Bearers

All nominations of candidates for election as Office-Bearers shall be:

- (a) made in writing;
- (b) signed by:
 - (i) 2 Members;
 - (ii) 2 office-bearers of the body which the nominee represents; or
 - (iii) one Member and one office-bearer of the body which the nominee represents;
- (c) (i) signed by the candidate to indicate the candidate's consent to the nomination; or
 - (ii) accompanied by the written consent of the candidate; and
- (d) delivered to the Secretary at least 24 hours before the date of the Annual General Meeting.

8.13 Eligibility of Candidates for Election as Office-Bearers

- (a) Candidates for election as Office-Bearers shall be Committee Members.
- (b) Retiring Office-Bearers may be candidates for re-election, subject to clause 8.9 (a).
- (c) A person may be a candidate for election to more than one Office-Bearer's position but may not be elected to more than one position. Upon being elected to a position the candidate shall be ineligible to be elected to a further position.

8.14 Candidates to be listed in Notice of Annual General Meeting

The names of those candidates seeking election as Office-Bearers shall be set out in alphabetical order in the notice convening the Annual General Meeting.

8.15 Only One Nomination for Office-Bearer Position

If there is only one nomination for a particular Office-Bearer position then the candidate shall be declared to be elected at the Annual General Meeting.

8.16 No Nomination for Office-Bearer Position

(a) If there are no nominations for a particular Office-Bearer position, then nominations of Committee Members present at the Annual General Meeting may be orally received from Members present at the Annual General Meeting.

(b) If there are no nominations received, the Committee may appoint a person or persons to fill the remaining vacancy or vacancies

8.17 Number of Candidates Exceeds Vacancies

If the number of candidates nominated exceeds the number required to be elected to a particular Office-Bearer's position, then a ballot shall be held.

8.18 Election of Office-Bearers

The ballot for the election of Office-Bearers shall be conducted at the Annual General Meeting in such usual and proper manner as the Chairman may direct.

8.19 Vacancies

The office of an Office-Bearer shall become vacant if the Office-Bearer:

- (a) dies;
- (b) ceases to be a Delegate Member;
- (c) becomes bankrupt or makes any arrangement or composition with the Office-Bearer's creditors generally;
- (d) resigns;
- (e) is removed from office;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Committee from 2 consecutive meetings of the Committee.

8.20 Resignation of Committee Member

A Committee Member may resign by notice in writing delivered to the Secretary and shall cease to be a Committee Member upon receipt by the Secretary of that notice.

8.21 Removal of Committee Member

(a) The Association in general meeting may, by ordinary resolution of which special notice has been given, remove any Committee Member from office before the expiration of the term of office and shall ensure that another person is nominated by the relevant Country Cricket Zone to hold office until the expiration of the term of office of the Committee Member so removed.

(b) Where a Committee Member to whom a proposed resolution referred to in paragraph (a) of this Rule relates makes representations in writing to the Secretary or Chairman (not exceeding a reasonable length) and requests that the representations be notified to the Members, the Secretary or the Chairman may send a copy of the representations to each Member, or if they are not so sent, the Committee Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

8.22 Vacancy in Office of Committee Member

- (a) If a vacancy in the office of a Committee Member occurs, other than the Committee Member's removal by the Association in general meeting, the Association shall ensure that another person is nominated by the relevant Country Cricket Zone to hold office for the remainder of the Committee Member being replaced.
- (b) If a vacancy in the office of an Appointed Committee Member occurs, the Committee shall appoint another person to hold office for the remainder of the term of the Appointed Committee Member being replaced. The appointment shall not take effect unless and until confirmed by the Members at the next general meeting.

9 POWERS OF THE COMMITTEE

9.1 General Powers

Subject to the Act, the Regulations and these Rules and to any resolution passed by the Association in general meeting, the Committee:

- a) shall control and manage the affairs of the Association;
- b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a general meeting of Members;
- c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association;
- d) shall prepare rules each year for the conduct of such cricket competitions as the NSW Cricket Board may require the Association to conduct and manage;
- e) shall prepare programmes each year of matches to be played in such cricket competitions as the NSW Cricket Board may require the Association to conduct and manage;
- f) appoint the Chairman of the Selection Committee;
- g) shall prepare a budget of the expenditure of the Association for the ensuing year and submit such budget, together with an application for funds to meet such budgeted expenditure to the NSW Cricket Board for consideration and allocation of such funds as the NSW Cricket Board deems adequate for the effective working of the Association;
- h) Appoint a representative to the Australian Cricket Country Reference Group;
- i) determine the number of persons to be appointed as Judiciary Committee Members and appoint the Judiciary Committee Members;
- j) Appoint a Code of Conduct Commissioner; and

- k) Appoint a Carnival Referee.

9.2 Power to Determine Appeals

(a) Without limiting the effect of Rule 9.1, the Committee has power to hear and determine an appeal from a decision of an Affiliate or a committee of an Affiliate whether or not the constitution of the Affiliate provides for such appeals to be made subject to payment of the prescribed fee.

(b) A right of appeal shall exist from the decision of the Committee to the NSW Cricket Board if the person wishing to appeal lodges an appeal with the Secretary of the New South Wales Cricket Association within 7 days of the date on which the Committee hands down its decision.

9.3 Decision of the NSW Cricket Appeals Committee Board to be Final

The decision of the NSW Cricket Board shall be final and no further appeal may be made to any other court other than on a point of law.

9.4 Approval of Constitutions of Affiliates

The Committee shall recommend the constitution of all affiliates to the Board, and may direct any affiliate to amend or repeal any clause of its constitution or insert into such constitution such clauses as is deemed necessary for the orderly regulation of the game of cricket (outside the NSW Premier Cricket Region and the Australian Capital Territory) provided that no amendment, repeal or insertion may be required that would be repugnant to or inconsistent with any requirement of the Act or the law under which such Affiliate is incorporated.

10 PROCEEDINGS OF COMMITTEE

10.1 Frequency of Committee Meetings

(a) The Committee shall meet at least once in every 3 months at such place and time as the Committee may determine.

(b) Additional meetings of the Committee may be convened by the Chairman or by any 3 Committee Members.

10.2 Notice of Committee Meetings

(a) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each Committee Member at least 7 days (or such other period as may be unanimously agreed upon by the Committee Members) before the time appointed for the holding of the meeting.

(b) Notice of a meeting given under paragraph (a) of this Rule need not specify the business to be transacted at the meeting.

10.3 Quorum

(a) Any 5 Committee Members constitute a quorum for the transaction of the business of a meeting of the Committee.

(b) No business may be transacted by the Committee 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 stands adjourned to the same place and at the same hour of the same day in the following week.

(c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

10.4 Chairman of Committee Meeting

At a meeting of the Committee:

(a) the Chairman or, in the Chairman's absence, the Deputy Chairman shall chair the meeting;
or

(b) if the Chairman and the Deputy Chairman are absent or unwilling to act, such one of the remaining Committee Members as may be chosen by the Committee Members present at the meeting shall chair the meeting.

10.5 Voting

(a) Questions arising at a meeting of the Committee shall be determined by a majority of the votes of Committee Members present at the meeting.

(b) Each Committee Member present at a meeting of the Committee (including the chairman of the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the chairman of the meeting shall exercise a casting vote.

(c) A determination by a majority of the Committee Members shall for all purposes be deemed a determination of the Committee.

10.6 Minutes

Minutes of proceedings at a meeting shall be signed by the chairman of the meeting or by the chairman of the next succeeding meeting.

10.7 Effect of Vacancies in Committee Members

(a) Subject to the provisions of Rule 10.3, the Committee may act notwithstanding any vacancy on the Committee.

(b) If the number of Committee Members falls below the number necessary to constitute a quorum at a meeting of the Committee, the continuing Committee Member or Committee Members may act for the purpose of summoning a general meeting of the Association but for no other purpose.

10.8 Validity of Actions

All acts done by the Committee shall be valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Committee Member.

10.9 Written Resolutions of the Committee

A resolution in writing signed by all the Committee Members in Australia for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Committee Members.

11 DELEGATION TO SUB-COMMITTEES

11.1 Power to Delegate

(a) The Committee may, by instrument in writing, delegate to one or more sub-committees the exercise of any of its powers or functions other than:

(i) this power of delegation; and

(ii) a function which is a duty imposed on the Committee by the Act or by any other law.

(b) The chairman and members of a sub-committee shall be appointed by the Committee and need not be Committee Members.

(c) A power or function, the exercise of which has been delegated to a sub-committee under this Rule, may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.

(d) The Committee may regulate the affairs of a sub-committee as it sees fit.

(e) A delegation of a power or function by the Committee may be subject to such conditions and limitations as the Committee sees fit.

(f) Notwithstanding any delegation under this Rule, the Committee may continue to exercise any function delegated.

(g) Any act done by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done by the Committee.

(h) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

11.2 Meetings of Sub-Committee

(a) A sub-committee may meet and adjourn as it thinks proper.

(b) The quorum for transaction of business of a meeting of a subcommittee is one half of the members of the sub-committee (rounded up, if necessary, to the nearest whole number of the members).

11.3 Voting of Sub-Committee

(a) Questions arising at a meeting of a sub-committee shall be determined by a majority of the votes of the members of the sub-committee present at the meeting.

(b) Each member of the sub-committee is entitled to one vote. In the event of an equality of votes, the chairman of the meeting shall exercise a casting vote.

11.4 Validity of Actions

All acts done by a sub-committee appointed by the Committee shall be valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Committee Member or sub-committee member.

12 PROXIES - COMMITTEE MEETINGS

12.1 Ability to Appoint a Proxy

- (a) A Committee Member may appoint only one proxy in respect of any meeting of the Committee.
- (b) If the Committee Member is a Zone Committee Member, the proxy shall be a member of the Country Cricket Zone which the Committee Member represents.

12.2 Proxy to be Appointed by Written Instrument

A proxy may only be appointed by Notice given whether electronically or in writing which is;

- (a) show some evidence, electronically or otherwise that a copy of the notice has been sent to the Secretary of the Country Cricket Zone which the Delegate member represents; and
- (b) is as nearly as circumstances will permit, addressed to the Association in the form set out in Appendix A to these Rules.

12.3 Proxy to be Delivered to Office

The instrument appointing a proxy shall be delivered or sent by facsimile or electronic mail to the Office (or other place specified for that purpose in the notice convening the meeting) or given to the Secretary prior to the time for holding the meeting or adjourned meeting or taking of the poll at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.

12.4 Authority of Proxy

- (a) A person, other than the chairman of the meeting to which it relates, may hold no more than one proxy.
- (b) A proxy may vote on a show of hands or on a poll.
- (c) A proxy may demand or join in demanding a poll.
- (d) A proxy may not vote in respect of a resolution which is dealt with at a committee meeting pursuant to the provisions of Rule 7.
- (e) A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or unsoundness of mind of the appoint or revocation of the instrument or of the authority under which the instrument was executed provided that no notice in writing of the death or unsoundness of mind or revocation has been received by the Association before the meeting or adjourned meeting at which the instrument is used.
- (f) A proxy is not revoked by the appoint or attending and taking part in any meeting but if the appoint or votes on a resolution either on a show of hands or on a poll the person acting as proxy for that appoint or has no vote as proxy on that resolution.

12.5 Identification of Proxy

The chairman of a meeting may require a person acting as a proxy to establish to the satisfaction of the chairman that that person is the person nominated as proxy under these Rules and failing compliance that person may be excluded from voting either upon a show of hands or upon a poll.

12.6 Proxy in Favour of Chairman

An instrument appointing a proxy in which the name of the appointee is not filled in shall be deemed to be given in favour of the chairman of the meeting to which it relates.

PART IV - GENERAL MEETINGS

13 GENERAL MEETINGS

13.1 Holding of Annual General Meeting

The Annual General Meeting shall be held on such day and at such time and place as the Committee shall determine but no later than the Sunday immediately preceding the September ordinary general meeting of the New South Wales Cricket Association in each and every year.

13.2 Business of Annual General Meeting

The regular business of the Annual General Meeting shall be to:

- (a) confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- (b) receive from the Committee reports on the activities of the Association during the last preceding financial year;
- (c) receive and consider the statement which is required to be submitted to Members pursuant to Section 48 of the Act;
- (d) announce the names of persons elected as Committee Members;
- (e) elect Office-Bearers;
- (f) consider any recommendation by the Committee to appoint person/s to the Committee as Appointed Committee Members,
- (g) announce the name of the Chairman of the Selection Committee;
- (h) announce the name of the Chairman of the Judiciary Committee;
- (i) announce the name of the Code of Conduct Commissioner;
- (j) appoint an auditor or auditors.

13.3 Convening of Special General Meetings

(a) The Committee may, whenever it thinks fit, convene a Special General Meeting.

(b) The Committee shall, on the requisition in writing of not less than 5 per cent of the total number of Members, convene a Special General Meeting.

(c) A requisition of Members for a Special General Meeting:

- I. shall state the purpose or purposes of the meeting;
- II. shall be signed by the Members making the requisition;
- III. shall be lodged with the Secretary; and
- IV. may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

(d) If the Committee fails to convene a Special General Meeting to be held within one month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more

of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

(e) A Special General Meeting convened by a Member or Members as referred to in paragraph (d) of this Rule shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

13.4 Notice of General Meetings

(a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 7 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each Member entitled to receive notice of general meetings at the Member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member entitled to receive notice of general meetings in the manner provided in paragraph (a) of this Rule specifying, in addition to the matter required under paragraph (a) of this Rule, the intention to propose the resolution as a special resolution.

(c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 13.2 of these Rules.

(d) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting after receipt of the notice from the Member.

13.5 Omission to Give Notice

The accidental omission to give notice of a general meeting to or the non-receipt of notice of a general meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.

14 PROCEEDINGS AT GENERAL MEETINGS

14.1 Meetings Require a Quorum

No item of business shall be transacted at a general meeting unless a quorum is present during the time that the meeting is considering that item of business.

14.2 Quorum

Subject to the other provisions of these Rules, 5 Members present in person or by proxy and entitled to vote shall be a quorum, note;

Use of technology at general meetings

- a) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.

- b) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

14.3 Effect of Lack of Quorum

(a) If a quorum is not present within half an hour after the time appointed for the commencement of a general meeting then:

- (i) if the meeting was convened upon the requisition of Members - the meeting shall be dissolved; or

- (ii) in any other case - the meeting shall stand adjourned to:

- (A) the same day in the following week and at the same time and place;

- (B) such day, time and place as the chairman of the meeting decides and announces at the meeting; or

- (C) such day, time and place as the Committee subsequently determines so long as written notice of the day, time and place of the adjourned meeting is forwarded to Members prior to the date of the adjourned meeting.

(b) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, then:

- (i) 5 Members present in person or by proxy and entitled to vote shall be a quorum; and

- (ii) if 5 such Members are not present the meeting shall be dissolved.

14.4 Chairman of Meeting

(a) The Chairman or, if the Chairman is absent, the Deputy Chairman, shall preside as chairman at a general meeting of the Association.

(b) If the Chairman and Deputy Chairman are absent from a general meeting or unwilling to act, then the Members present shall elect one of their number to preside as chairman of the meeting.

14.5 Adjournment

(a) The chairman of a general meeting at which a quorum is present:

- (i) may, with the consent of the majority of Members present in person or by proxy and entitled to vote; and

- (ii) shall, if so directed by a resolution passed by the majority of Members present in person or by proxy and entitled to vote, adjourn the meeting to such day, time and place as the Members so consent or direct.

(b) No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the manner in which notice was required to be given for the original meeting. If a general

meeting is adjourned for less than 30 days, it shall not be necessary to give any notice of the adjournment or the business to be transacted at the adjourned meeting.

14.6 Method of Voting in Respect of Resolutions

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chairman; or
- (b) by at least 3 Members present in person or by proxy and entitled to vote.

14.7 Minutes as Evidence of Result of Resolution

Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the book containing the minutes of the meetings of the Association signed by the chairman shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

14.8 Taking of Poll

If a poll is duly demanded it shall be taken in such manner and at such time (before the close of the meeting) and place as the chairman directs. The chairman may direct the poll to be taken after an interval or adjournment. The result of the poll shall be the resolution of the meeting at which the poll was demanded. Notwithstanding the above, if a poll is duly demanded in relation to the election of a chairman or the question of an adjournment then the poll shall be taken immediately. The demand for a poll may be withdrawn. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

14.9 Chairman to Determine Disputes

In the case of a dispute as to the admission or rejection of a vote on a show of hands or on a poll the chairman shall determine the dispute and the determination, if made in good faith, shall be final and conclusive.

14.10 Special Resolution

1. A resolution is passed by the Association as a special resolution;
 - a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - b) in a postal or electronic ballot conducted by the association, and
 - c) in such other manner as the Secretary may direct,

if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.

2. A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
3. A postal or electronic ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal or electronic ballot and, if conducted, must be conducted in accordance with the regulations.

- a. The Secretary will be responsible to indicating time frame to apply for a vote in accordance with the Regulations.
4. A direction under subsection (1) (c) may not be given unless the Secretary is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).

14.11 Voting Power

A Member entitled to vote may vote in person or, if the Member is entitled to be represented at a meeting of the Association by a proxy, by such proxy. A Member entitled to vote, either in person or by proxy, shall be entitled to one vote both on a show of hands and on a poll.

14.12 Chairman has Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall exercise a casting vote.

15 PROXIES - GENERAL MEETINGS

15.1 Ability to Appoint a Proxy

(a) A Member who is a Delegate Member may appoint only one proxy in respect of any general meeting of the Association.

(b) The proxy shall be a member of the Country Cricket Zone which the Delegate Member represents.

15.2 Proxy to be Appointed by Written Instrument

A proxy may only be appointed by notice given whether electronically or in writing which;

- (a) shows some evidence, electronically or otherwise that a copy of the notice has been sent to the Secretary of the Country Cricket Zone which the Delegate member represents; and
- (b) is as nearly as circumstances will permit, addressed to the Association in the form set out in Appendix B to these Rules.

15.3 Proxy to be Delivered to Office

The instrument appointing a proxy shall be delivered or sent by facsimile or electronic mail to the Office (or other place specified for that purpose in the notice convening the meeting) or given to the Secretary prior to the time for holding the meeting or adjourned meeting or taking of the poll at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.

15.4 Authority of Proxy

(a) A person, other than the chairman of the meeting to which it relates, may hold no more than 2 proxies.

(b) A proxy may vote on a show of hands or on a poll.

(c) A proxy may demand or join in demanding a poll.

(d) A proxy may not vote in respect of a resolution which is dealt with at a general meeting pursuant to the provisions of Rule 8.

(e) A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or unsoundness of mind of the appoint or revocation of the instrument or of the authority under which the instrument was executed provided that no notice in writing of the death or unsoundness of mind or revocation has been received by the Association before the meeting or adjourned meeting at which the instrument is used.

(f) A proxy is not revoked by the appoint or attending and taking part in any meeting but if the appoint or votes on a resolution either on a show of hands or on a poll the person acting as proxy for that appoint or has no vote as proxy on that resolution.

15.5 Identification of Proxy

The chairman of a meeting may require a person acting as a proxy to establish to the satisfaction of the chairman that that person is the person nominated as proxy under these Rules and failing compliance that person may be excluded from voting either upon a show of hands or upon a poll.

15.6 Proxy in Favour of Chairman

An instrument appointing a proxy in which the name of the appointee is not filled in shall be deemed to be given in favour of the chairman of the meeting to which it relates.

PART V - MISCELLANEOUS

16 AFFILIATES

16.1 Power to Grant Affiliation

The Committee shall have the power to grant direct affiliation with an appropriate Country Cricket Zone, subject to ratification by the NSW Cricket Board, to:

- (a) any cricket clubs which take part in cricket competitions conducted within New South Wales (outside the NSW Premier Cricket Region) and the Australian Capital Territory;
- (b) any councils or associations which organise, conduct or manage cricket within New South Wales (outside the NSW Premier Cricket Region) and the Australian Capital Territory; and
- (c) any councils or associations whose members take part in cricket competitions conducted within New South Wales (outside the NSW Premier Cricket Region) and the Australian Capital Territory.

16.2 Association is an Affiliate of the New South Wales Cricket Association

The Association is an affiliate of the New South Wales Cricket Association.

16.3 Manner of Becoming a Zone Affiliate

(a) The Committee may grant affiliation to all councils, associations and clubs referred to in Rule 16.1 which apply in writing to the Secretary to become affiliated with a Country Cricket Zone.

(b) For the purposes of Rule 16.3(a), all Country Cricket Zone Affiliates shall be deemed to have applied in writing to become affiliates of their respective Zones.

16.4 Rights of Affiliates

The Association shall be required to maintain public liability insurance on behalf of all Affiliates.

16.5 Obligations of Affiliates

All Affiliates shall:

(a) be bound by the provisions of the By-Laws of New South Wales Cricket Association and these Rules;

(b) comply with the rules and programmes made by the Committee in accordance with the provisions of sub-paragraphs (d) and (e) of Rule 9.1 of these Rules; and

(c) obtain the written consent of their members to those members being bound by the provisions of these Rules and complying with the rules and programmes made by the Committee.

17 BY-LAWS, ETC

17.1 By-Laws

The By-Laws shall apply to the Association and be as effective as if such By-Laws were the By-Laws of the Association.

17.2 Articles of Association of the New South Wales Cricket Association

The Association, its Members, Office-Bearers, Committee Members and Affiliates shall be bound by and comply with the provisions of the articles of association of the New South Wales Cricket Association.

17.3 Effect of Conflict Between Documents

To the extent that there is any conflict between the articles of association of the New South Wales Cricket Association, the By-Laws and these Rules:

- (i) the articles of association shall take precedence over the By-Laws and these Rules; and
- (ii) the By-Laws shall take precedence over these Rules.

18 CODE OF CONDUCT COMMISSIONER

18.1 Appointment of Commissioner

(a) There shall be a Commissioner called the Code of Conduct Commissioner who shall be appointed by the Committee and the appointment ratified by the NSW Cricket Board.

(b) If the Committee so determines, it may appoint an Assistant Commissioner called the Assistant Code of Conduct Commissioner to assist the Commissioner in the discharge of the Commissioner's duties and to act as the Commissioner should the Commissioner be unavailable to so act.

(c) An Assistant Commissioner appointed pursuant to Rule 18.1(b), has the powers, duties and functions of the Commissioner.

(d) The term of appointment of the Commissioner and any Assistant Commissioner shall be as determined by the Committee.

(e) A reference in these Rules to Commissioner includes, where appropriate, a reference to Assistant Commissioner.

18.2 Qualifications for Appointment as Commissioner

The qualifications for appointment to the positions of Commissioner and Assistant Commissioner shall be as determined by the NSW Country Committee of Management.

18.3 Powers of the Commissioner

The Commissioner shall have power to:

(a) receive, investigate, examine and consider all reports alleging a breach of the Code of Conduct;

(b) determine whether:

(i) no action is to be taken against the Person Reported;

(ii) the Person Reported is to be given a caution; or

(iii) the Person Reported is to be given or offered a suspension, disqualification or other penalty; or

(iv) to lay a charge against the Person Reported and have the matter proceed to a hearing before the Judiciary Committee

(c) present the case against the Person Reported in any hearing before the Judiciary Committee;

(d) appeal to the NSW Cricket Board against a decision of the Judiciary Committee; and

(e) appear before the NSW Cricket Board at the hearing of any appeal against a decision of the Judiciary Committee.

The Commissioner may exercise all or any of the above powers in accordance with the procedures outlined in the Country Handbook.

18.4 No Action Taken by Commissioner

(a) Where the Commissioner determines that no action is to be taken following consideration of a report alleging a breach of the Code of Conduct, the Commissioner shall, on the first working day following the determination, inform:

(i) the Person Reported;

(ii) the Reporting Person;

(iii) the Secretary; and (iv) the New South Wales Cricket Umpires' and Scorers' Association if the Reporting Person is an umpire.

(b) There shall be no right of appeal against the determination of the Commissioner.

18.5 Caution, suspension, disqualification or other penalty to be issued by Commissioner

(a) Where the Commissioner determines that a caution, suspension, disqualification or other penalty is to be issued or offered following consideration of a report alleging a breach of the Code of Conduct, the Commissioner shall, by whatever means the Commissioner considers appropriate, inform the Person Reported of the determination and ascertain if the Person Reported is prepared to accept that determination or wishes to proceed to a hearing before the Judiciary Committee.

(b) Should the Person Reported accept the Commissioner's determination of a caution, suspension, disqualification or other penalty (for this purpose the verbal advice of the Person Reported will be sufficient), the Commissioner shall then issue that written caution, suspension, disqualification or other penalty to the Person Reported which will be deemed to have been effected 3 days after its posting.

(c) Where the Commissioner issues or offers a caution, suspension, disqualification or other penalty pursuant to Rule 18.5(b), the Commissioner shall, on the first working day following the issue of offer of the caution, suspension, disqualification or other penalty inform:

(i) the Reporting Person;

(ii) the secretary of the club, association or body of which the Person Reported is a member;

(iii) the Secretary; and

(iv) the New South Wales Cricket Umpires' and Scorers' Association if the Reporting Person was an umpire.

(d) The issue or offer of a caution, suspension, disqualification or other penalty by the Commissioner to the Person Reported may be taken into account by the Judiciary Committee should the Person Reported be found guilty of a breach of the Code of Conduct within 3 years of the date of the issue of the caution, suspension, disqualification or other penalty.

(e) There shall be no right of appeal against the determination of the Commissioner.

18.6 Commissioner to Present Case before Judiciary Committee

Where a matter proceeds to a hearing before the Judiciary Committee, the Commissioner shall appear at that hearing to present the evidence relied upon to support the allegation, to test any defence, to address the Committee and, where appropriate, to make submissions in respect of those matters.

18.7 Appointment of Match Referee

(a) The Secretary shall appoint a Match Referee for each Carnival conducted and managed by the Association.

(b) If the Secretary so determines, it may appoint an Assistant Match Referee to assist the Match Referee in the discharge of the Match Referee's duties and to act as the Match Referee should the Match Referee be unavailable to so act.

(c) An Assistant Match Referee appointed pursuant to Rule 18.7(b), has the powers, duties and functions of the Match Referee

(d) The term of appointment of the Match Referee and any Assistant Match Referee shall be as determined by the Committee.

(e) A reference in these Rules to Match Referee, includes where appropriate, a reference to an Assistant Match Referee.

18.8 Qualifications for Appointment as Match Referee

The qualifications for appointment to the positions of Match Referee and Assistant Match Referee shall be as determined by the Committee.

18.9 Powers of the Match Referee

The Match Referee shall have power to:

(a) receive, investigate, examine and consider all reports arising at a Carnival alleging a breach of the Code of Conduct;

(b) determine upon conducting a hearing with all persons involved, whether;

- (i) no action is to be taken against the Person Reported;
- (ii) the Person Reported is to be given a caution;
- (iii) the Person Reported is to be given a suspension, disqualification or other penalty pursuant to the Prescribed Penalty Schedule; or
- (iv) the matter is to be referred to the Code of Conduct Commissioner if, in the opinion of the Match Referee, the alleged breach is of such seriousness to warrant such action.

The Match Referee may exercise all or any of the above powers in accordance with the procedures outline in the Country Handbook.

19 JUDICIARY COMMITTEE

19.1 Establishment of the Judiciary Committee

There shall be a Judiciary Committee which shall be called the New South Wales Country Cricket Association Judiciary Committee.

19.2 Judiciary Committee Members to be Appointed at the Committee Meeting Immediately following the Annual General Meeting

Each year, at the Committee Meeting immediately following to the Annual General Meeting, the Committee shall:

- (a) determine the number of persons to be appointed as Judiciary Committee Members for the coming year;
- (b) appoint the Judiciary Committee Members for the coming year; and

19.3 Eligibility of Candidates for Appointment as Judiciary Committee Members

- (a) Candidates for appointment as Judiciary Committee Members may be but need not be Members.
- (b) Retiring Judiciary Committee Members may be candidates for reappointment.

19.4 Nominations of Candidates for Appointment as Judiciary Committee Members

Candidates for appointment at the Committee Meeting immediately prior to the Annual General Meeting as Judiciary Committee Members shall be orally nominated during the course of that meeting by those Members present.

19.5 Candidates Not Required to be Listed in Notice of the Committee Meeting Immediately Prior to the Annual General Meeting

It shall not be necessary to list the names of candidates seeking appointment as Judiciary Committee Members in any notice convening the Committee Meeting immediately prior to the Annual General Meeting.

19.6 Appointment of Judiciary Committee Members

The appointment of Judiciary Committee Members shall be conducted at the Committee Meeting immediately prior to the Annual General Meeting in such usual and proper manner as the chairman of that meeting may direct.

20 POWERS OF THE JUDICIARY COMMITTEE

20.1 Power of the Judiciary Committee

The Judiciary Committee shall have the power to take the following action against the persons identified if the Judiciary Committee determines in accordance with the provisions of these Rules that such person has breached the Code of Conduct:

- (a) censure that person;
- (b) impose a fine on that person;
- (c) suspend that person from participating in matches organised by the Association or its Affiliates for a specific period;

(d) disqualify that person from being eligible to participate in matches organised by the Association or its Affiliates for a specific period, for an indefinite period or for life;

(e) suspend that person from participating in teams representing the Association, its affiliates or from exercising any administrative function in relation to such teams for a specific period; and

(f) disqualify that person from being eligible to participate in teams representing the Association, its Affiliates or from exercising any administrative function in relation to such teams for a specific period, for an indefinite period or for life.

20.2 Judiciary Committee May Only Act Following a Report

The Judiciary Committee shall not take any action against a person unless that person has been the subject of a report by a person which was lodged with the Secretary before 5 pm on the third working day following the date of the alleged conduct or behaviour by the Person Reported and a charge of a breach of the Code of Conduct has been laid by the Commissioner.

20.3 Any Person May Lodge a Report

Any person who sees or hears another person (being a person referred to in Rule 20.1) engage in conduct or behaviour which the Reporting Person believes or suspects may not be in compliance with the Code of Conduct may lodge a written report containing details of the alleged conduct or behaviour with the Secretary who will forward a copy to the Commissioner.

21 INVESTIGATION OF MATCHES, PROTESTS AND DISPUTES

21.1 Committee May Investigate Matches

The Committee shall have power to investigate the circumstances of any match in a competition conducted by the Association, where the actions of any member, official, umpire, player or member of any affiliate involved in the match that is likely to bring the game and/or the Association into disrepute.

21.2 Team May Lodge Protest or Complaint

A Team which participated in a match in a competition conducted by the Association may lodge a protest against the result of the match or a complaint against any player or club involved in the match by lodging a notice in writing with the Secretary within 7 days of the completion of the match.

21.3 Committee to Adjudicate on Protests or Complaints

The Committee shall adjudicate on any protest or complaint.

21.4 Committee May Require Persons to Appear Before It

The Committee shall have power to require:

- (a) any person who played; or
- (b) a member or office-bearer of a club which participated,
- (c) in a match in a competition conducted by the Association to appear before the Committee to answer questions relevant to any investigation by the Committee or any adjudication by the Committee on a protest or complaint.

21.5 Action by Committee

The Committee shall have power to, as a result of investigating the circumstances of a match or adjudicating on a protest or complaint:

- (a) fine a player or club;
- (b) suspend or disqualify a player or club;
- (c) deduct any competition points awarded to a club; or
- (d) take any other action it sees fit against a player or club.

21.6 Committee to Allow an Opportunity to be Heard

Notwithstanding the provisions of Rule 21.5, the Committee shall not take any action against a player or club without previously advising the relevant player or club of the proposed course of action and the reasons for that course of action and allowing the player or club the opportunity to orally address and make written representations to the Committee. Neither the player nor the club shall be entitled to legal representation when appearing before the Committee unless the Committee, in its discretion, determines that such representation would assist the Committee's investigation or adjudication.

21.7 Right of Appeal to the NSW Cricket Board

Any player or club that is the subject of any action taken by the Committee may lodge an appeal to the NSW Cricket Board with the Secretary of the New South Wales Cricket Association within 7 days of the date on which the Committee hands down its decision in relation to that course of action.

21.8 Decision of NSW Cricket Board to be Final

The decision of the NSW Cricket Board on any such appeal shall be final and no further appeal shall be made to any other body or court other than on a point of law.

22 DISPUTES BETWEEN MEMBERS

Disputes between Members (in their capacity as Members) and disputes between Members and the Association are to be referred to a person appointed by the Secretary of the New South Wales Cricket Association for mediation.

23 SELECTION COMMITTEE

23.1 Establishment of the Selection Committee

There shall be a Selection Committee which shall be called the New South Wales Country Cricket Association Selection Committee.

23.2 Selection Committee and Election of Selection Committee Members

The Selection Committee shall comprise of up to five (5) representatives selected by the Committee annually.

23.3 Eligibility of Candidates for Election as Selection Committee Members

(a) Candidates for election as Selection Committee Members may be but need not be Members.

(b) Retiring Selection Committee Members may be candidates for re election.

23.4 Meetings of Selection Committee

The Selection Committee shall meet at such times and places as it deems suitable and the chairman of the Selection Committee may convene a meeting of the Selection Committee whenever the chairman deems it necessary.

23.5 Person Ceasing to be Member of Selection Committee

A person shall cease to be a member of the Selection Committee if the person:

(i) dies;

(ii) resigns; or

(iii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

23.6 Resignation of Selection Committee Member

A Selection Committee Member may resign by notice in writing delivered to the Secretary and shall cease to be a Selection Committee Member upon receipt by the Secretary of that notice.

23.7 Selection Committee Vacancy

If a person ceases to be a Selection Committee Member then the Committee shall invite another person to be a Selection Committee Member until the next Annual General Meeting.

24 THE SECRETARY

24.1 Appointment of Secretary

The Secretary shall be appointed by the Chief Executive for such period as the Chief Executive may determine. The Secretary may also be appointed as the Public Officer, Treasurer or both.

24.2 Temporary Secretary

The Chief Executive may appoint a temporary substitute for the Secretary who shall for the purposes of these Rules be deemed to be the Secretary.

24.3 Termination of the Secretary's Appointment

The Chief Executive may terminate the appointment of the Secretary at any time.

24.4 Resignation of Secretary

The Secretary may resign by notice in writing delivered to the Chief Executive and shall cease to be the Secretary upon receipt by the Chief Executive of that notice.

24.5 Person Ceasing to be Secretary

A person shall cease to be the Secretary if the person:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with the Secretary's creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) is removed pursuant to the provisions of Rule 24.3; or
- (e) resigns pursuant to the provisions of Rule 24.4;

The Chief Executive shall appoint a person to fill that vacancy.

24.6 Address of Secretary

The Secretary shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of the Secretary's address.

24.7 Duties of Secretary

It is the duty of the Secretary to keep minutes of:

- (a) all appointments of Committee Members;
- (b) the names of Committee Members present at a Committee meeting or a general meeting;
and
- (c) all proceedings at Committee meetings and general meetings.

25 THE PUBLIC OFFICER

25.1 Appointment of Public Officer

The Public Officer shall be appointed by the Chief Executive for such period as the Chief Executive may determine. The Public Officer may also be appointed as the Secretary, Treasurer or both.

25.2 Termination of the Public Officer's Appointment

The Chief Executive may terminate the appointment of the Public Officer at any time.

25.3 Resignation of Public Officer

The Public Officer may resign by notice in writing delivered to the Chief Executive and shall cease to be the Public Officer upon receipt by the Chief Executive of that notice.

25.4 Person Ceasing to be Public Officer

A person shall cease to be the Public Officer if the person:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with the Public Officer's creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) is removed pursuant to the provisions of Rule 25.2;
- (e) resigns pursuant to the provisions of Rule 25.3; or

(f) ceases to be a resident in New South Wales;

The Chief Executive shall appoint a person to fill that vacancy.

25.5 Address of Public Officer

The Public Officer shall, as soon as practicable after being appointed as Public Officer, lodge notice with the Association of the Public Officer's address.

25.6 Duties of Public Officer

The duties of the Public Officer are those described in the Act and the Regulations.

26 THE TREASURER

26.1 Appointment of Treasurer

The Treasurer shall be appointed by the Chief Executive for such period as the Chief Executive may determine. The Treasurer may also be appointed as the Secretary, Public Officer or both.

26.2 Temporary Treasurer

The Chief Executive may appoint a temporary substitute for the Treasurer who shall for the purposes of these Rules be deemed to be the Treasurer.

26.3 Termination of Treasurer's Appointment

The Chief Executive may terminate the appointment of the Treasurer at any time.

26.4 Resignation of Treasurer

The Treasurer may resign by notice in writing delivered to the Chief Executive and shall cease to be the Treasurer upon receipt by the Chief Executive of that notice.

26.5 Person Ceasing to be Treasurer

A person shall cease to be the Treasurer if the person:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with the Treasurer's creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) is removed pursuant to the provisions of Rule 26.3; or
- (e) resigns pursuant to the provisions of Rule 26.4.

The Chief Executive shall appoint a person to fill that vacancy.

26.6 Address of Treasurer

The Treasurer shall, as soon as practicable after being appointed as Treasurer, lodge notice with the Association of the Treasurer's address.

26.7 Duties of Treasurer

It is the duty of the Treasurer to ensure that:

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

27 COMMON SEAL

27.1 Custody of Seal

The common seal of the Association shall be kept in the Custody of the Secretary.

27.2 Use of Seal

The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of either 2 members of the Committee or one member of the Committee together with either the Secretary or the Public Officer.

28 INSURANCE

28.1 Insurance Required by Act

In respect to the insurance required to be maintained by the Association pursuant to Section 44 of the Act, it shall be a function of the Committee to ascertain whether or not the Association is covered by a policy held by the New South Wales Cricket Association every year and, if not so covered, to effect such insurance forthwith and ensure that the Association maintains such insurance either on its own account or by a policy held by the New South Wales Cricket Association.

28.2 Other Insurance

In addition to the insurance required under Rule 28.1 the Committee may effect and maintain such other insurance as it deems necessary either on its own account or through policies held by the New South Wales Cricket Association.

29 FUNDS

29.1 Source of Funds

The funds of the Association shall be derived from the New South Wales Cricket Association, fines which may be imposed by the Judiciary Committee and such other sources as the Committee, with the approval of the NSW Cricket Board, determines.

29.2 Funds to be Deposited

All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

29.3 Issue of Receipts

The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

29.4 Use of Funds

The funds of the Association shall be used solely in pursuance of the objects of the Association.

29.5 Signing of Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by:

(a) any 2 Committee Members; or

(b) any Committee Member or the Treasurer conjointly with the Secretary or the Country Cricket Coordinator.

30 ACCOUNTS

30.1 Treasurer to Maintain Accounts

The Treasurer shall maintain proper books of account in which shall be recorded all the financial transactions of the Association.

30.2 Annual Statement

At the end of each financial year the Treasurer shall prepare all such statements as are required to be presented to the annual general meeting in accordance with the provisions of Section 26(6) of the Act and shall present such statements together with the report of the Auditors thereon to the annual general meeting.

30.3 Financial Year of Association

The financial year of the Association shall end on 30 June in each and every year.

31 BOOKS OF ASSOCIATION

31.1 Custody of Books

Except as otherwise provided by these Rules, the Secretary shall keep in the Secretary's custody or under the Secretary's control all records, books and other documents relating to the Association.

31.2 Inspection of Books

The records, books and other documents of the Association shall be open to inspection by a Member at a mutually agreed time and day, between that member and the Secretary, free of charge.

32 NOTICE

32.1 Notice to Members

Any notice required by law or under these Rules to be given to any Member shall be given by delivering the notice personally to such Member or by sending it by post or facsimile or by electronic mail to the Member at the Member's registered address.

32.2 Notice to Secretary or Committee Member

Any notice required by law or under these Rules to be given to the Secretary or a Committee Member shall be given by delivering the notice personally to the recipient or by sending it by post or facsimile or by electronic mail to the recipient at the Office.

32.3 Notice to Affiliates and Bodies Entitled to Elect or be represented by Delegate Members

Any notice required by law or under these Rules to be given to an Affiliate or the secretary of an Affiliate or any club, association or body entitled to elect or be represented by a Delegate Member or Delegate Members shall be given by delivering the notice personally to such secretary or by sending it by post or facsimile or by electronic mail to such secretary at the secretary's last known address or the last known address of the relevant Affiliate, club, association or body.

32.4 Notice to Other Persons

Any notice required by law or under these Rules to be given to any other person shall be given by delivering the notice personally to such person or by sending it by post or facsimile or by electronic email to such person at the person's last known address.

32.5 Service by Post

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected 2 days after the date of its posting.

32.6 Service by Facsimile

Where a notice is sent by facsimile, service of the notice shall be deemed to be effected if the sender's facsimile machine produces a transmission confirmation report indicating that the facsimile was sent to the recipient's facsimile and to have been effected at the time indicated on that report.

32.7 Service by electronic mail

Where a notice is sent by electronic mail, service of the notice shall be deemed to be affected if the sender DOES NOT receive a "message undelivered" or "message undeliverable" message in respect of the electronic mail sent.

32.8 Notice of General Meeting

(a) Notice of every general meeting shall be given in any manner authorised by these Rules to:

- (i) every Member entitled to a vote; and
- (ii) the auditor or auditors for the time being of the Association.

(b) No other person shall be entitled to receive notice of general meetings.

32.9 Signature to Notice

The signature to any notice to be given by the Association may be written or printed or stamped.

33 SURPLUS PROPERTY

In the event of the winding up or cancellation of the incorporation of the Association, the Members shall be deemed, by virtue of this Rule, to have passed a special resolution pursuant to Section 65 of the Act resolving to distribute the surplus property of the Association to the New South Wales Cricket Association.

34 INDEMNITY

34.1 Indemnity

Every Member, Auditor, Secretary, Treasurer and Committee Member for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of that person's office which is incurred by that person in defending any proceedings whether civil or criminal in which judgment is given in that person's favour or in which that person is acquitted. The amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and have priority over all other claims of Members.

34.2 Limitation of Liability

No Member, Secretary, Treasurer or Committee Member shall be liable for any negligence, default or other act of any other Member, Secretary, Treasurer or Committee Member which results in any loss or expense happening to the Association through the insufficiency or deficiency of the title to any property acquired by a decision of the Association or the Committee for and on behalf of the Association, or for the insufficiency or deficiency of any securities in or upon which any monies of the Association shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious acts of any person with whom any monies, securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of that person's duties or in relation thereto, unless the same happen or occur through that person's own wilful act of default or negligence on that person's part.

35 GENERAL POWER OF THE ASSOCIATION

In the event of any question or matter arising not provided for in these Rules, the Association shall have power to decide such question or matter by the resolution of the Members.

36 ALTERATION OF OBJECTS AND THESE RULES

The Statement of Objects and these Rules may be amended only by a special resolution of the Association with the prior approval of the NSW Cricket Board.

APPENDIX A

Form of Instrument Appointing a Proxy for a Committee Meeting

I

.....
(full name of Committee Member)

of
(address of Committee Member)

being a Member of New South Wales Country Cricket Association Incorporated appoint

.....
(full name of proxy)

of
(address of proxy)

as my proxy to vote for me and on my behalf at the meeting of the Committee to be held on the
..... day of and at any adjournment of that meeting.

My proxy is authorised to vote:

- in favour of the following resolution
- against the following resolution (delete one)

.....
.....
(copy of resolution)

Except as stated above, my proxy may vote in respect of any resolution as he or she thinks fit.

Dated this day of

Signed by

(signature of Member)

APPENDIX B

Form of Instrument Appointing a Proxy for a General Meeting

I
(full name of Member)

of
(address of Member)

being a Member of New South Wales Country Cricket Association Incorporated appoint

.....
(full name of proxy)

of
(address of proxy)

as my proxy to vote for me and on my behalf at the general meeting of the Association to be held on the day of and at any adjournment of that meeting.

My proxy is authorised to vote:

- in favour of the following resolution
- against the following resolution (delete one)}

.....
.....
(copy of resolution)

Except as stated above, my proxy may vote in respect of any resolution as he or she thinks fit.

Dated this day of

Signed by

(signature of Member)