



CONSTITUTION OF

BALLARAT CRICKET ASSOCIATION LIMITED

CORPORATIONS ACT

COMPANY LIMITED BY GUARANTEE

Revised, August 2020

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Corporations Act

Company Limited by Guarantee

**CONSTITUTION  
of  
BALLARAT CRICKET ASSOCIATION LIMITED**

1. INTERPRETATION

In this Constitution:

- 1.1. Act means the Corporations Act 2001;
- 1.2. Chairperson means the chairperson of a meeting of Directors or Members as the case may be;
- 1.3. Company means the company to which this Constitution relates being the company named above;
- 1.4. Constitution means this Constitution as originally adopted or as from time to time duly added to or amended;
- 1.5. Director means a director of the Company;
- 1.6. Member means a member Club of the Association/Company;
- 1.7. Operations Officer means any person appointed to perform the duties of Operations Officer.
- 1.8. Ordinary Resolution means a resolution of Members or Directors as the case may be passed by a majority of more than 50% of those entitled to vote;
- 1.9. Policy means any policy developed and maintained by the Company;
- 1.10. Representative means any person appointed from time to time by a Member Club as their representative to the Company and references to Members attending or voting at meetings includes a Representative attending or voting on behalf of the Member Club that appointed them;
- 1.11. Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing and other modes of representing or reproducing words in a visible form;
- 1.12. Words or expressions contained in this Constitution will be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 of the Act;
- 1.13. An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has in any of this Constitution that deals with a matter dealt with by that Part or Division unless the contrary intention appears the same meaning as in that Part or Division.

2. REPLACEABLE RULES EXCLUDED

The replaceable rules contained in the Act will not apply to the Company to the extent that they conflict with any provision of this Constitution.

### 3. OBJECTS

The principal purposes for which the Company is formed are to:

- 3.1. To promote, encourage, improve and oversee the game of cricket between the cricket clubs who are Members of the Company through the formation, implementation and management of the Rules, By-Laws and Policies of the Company; and
- 3.2. Manage the cricket clubs who are Members of the Company through the formation, implementation and management of the Rules, By-Laws and Policies.

### 4. LIABILITY OF MEMBERS

- 4.1. The liability of the Members is limited.
- 4.2. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he/she is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding four dollars (\$4.00)

### 5. MEMBERSHIP

- 5.1. The Members will be those persons/Clubs who agreed to be Members of the Company at the time of its registration and such other persons who become Members in accordance with this Constitution.
- 5.2. Every applicant for membership of the Company shall be proposed by one and seconded by another Member. No person/Club can be a Member unless the Directors have approved their Membership.
- 5.3. At the next meeting of the Directors after the receipt of any application for Membership, such application shall be considered by the Directors, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Directors be required to give any reason for the rejection of an applicant.
- 5.4. When an applicant has been accepted for Membership the Operations Officer shall forthwith send to the applicant written notice of acceptance.
- 5.5. A Member/Club may at any time by giving notice in writing to the Operations Officer resign the Membership of the Company, but shall continue to be liable for any sum not exceeding four dollars for which he/she is liable as a Member of the Company under clause 4.
- 5.6. A Member/Club shall be expelled from Membership of the Company and its name erased from the register of Members if:
  - 5.6.1. a majority of the Members requests that the Directors convene an extraordinary general meeting of the Company; and
  - 5.6.2. at the extraordinary general meeting convened in accordance with clause 5.6.1, a majority of the Members vote in favour of expelling the Member from the Company.

- 5.7. If any Member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Company, or any Policy of the Company, or shall be guilty of any conduct which in the opinion of the Directors is unbecoming of a Member or prejudicial to the interest of the Company:
- 5.7.1. the Directors shall have power to convene an extraordinary general meeting of the Company; and
  - 5.7.2. if, at the extraordinary general meeting convened in accordance with clause 5.7.1, a majority of the Members vote in favour of expelling the Member Club from the Company, the Member Club shall be expelled from the Company.
- 5.8. At least one week prior to any extraordinary general meeting convened in accordance with clause 5.6.1 or 5.7.1, the Directors shall provide notice to the Member of the extraordinary general meeting and of what is alleged against the Member and of the intended resolution for the Member's expulsion.
- 5.9. At the extraordinary general meeting, the Member shall have, before the passing of a resolution to expel the Member, an opportunity of giving orally or in writing any explanation or defence the Member may think fit.
- 5.10 Member Clubs must convene and hold their AGM no later than the 1<sup>st</sup> August so as to enable the BCA AGM to be held at the time stipulated in clause 6.1 below.

## 6. GENERAL MEETINGS

- 6.1. An annual general meeting of the Company shall be held in accordance with the provisions of the Act and is to be held no later than the 15<sup>th</sup> August each year. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.
- 6.2. Any 50% or more of the Directors of the Company may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition, or in default may be convened by such requisitionists as provided by the Act.
- 6.3. The Directors may, on the request in writing of Members representing a 75% of Members of the Company, convene an extraordinary general meeting of the Company.
- 6.4. The request by Members for an extraordinary general meeting in accordance with clause 6.3, must:
- 6.4.1. state the purpose of the meeting;
  - 6.4.2. be signed on behalf of each Member Club requesting the meeting; and
  - 6.4.3. be sent to the address of the Operations Officer.
- 6.5. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, at least fourteen days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting, and in case of special business the general nature of that business, shall be given to such persons/Clubs as are entitled to receive such notice from the Company.
- 6.6. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance-sheets, and the report of the Directors and Auditors (if any), the election of Directors and other officers in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors, if any required

- 6.7. Each Member Club shall be entitled to appoint one Representative to attend each Annual General Meeting and extraordinary general meeting of the Company. Any Representative duly appointed and attending an Annual General Meeting or extraordinary general meeting on behalf of a Member shall have all the powers rights and responsibilities afforded to that Member by this Constitution for the duration of the Annual General Meeting or the extraordinary general meeting and any act by the Representative on behalf of the Member will bind that Member.

## 7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided 50% of the Members present in person shall be a quorum. For the purpose of this clause "Member" includes a Representative.
- 7.2. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened by the Directors of the Company or upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than 50% of the Members) shall be a quorum.
- 7.3. The Chairperson of Directors shall preside as Chairperson at every general meeting of the Company, or if there is no Chairperson of Directors, or if the Chairperson is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect one of the Members to be chairperson of the meeting.
- 7.4. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjournment meeting shall be given as in the case of an original meeting. Save as mentioned above, it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- 7.5. 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:
- 7.5.1. by the Chairperson; or
- 7.5.2. by at least two Members present in person.

Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company 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. The demand for a poll may be withdrawn.

- 7.6. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.
- 7.7. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 7.8. Members and Directors may vote in person and on a show of hands every person present who is a Member or a representative of a Member or a Director of the Company shall have one vote and on a

poll every Member present in person or other duly authorised representative or Director shall have one vote.

- 7.9. A Member or Director not physically present at a general meeting of Members may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- 7.10. A Member participating in a meeting of Members as permitted clause 7.9 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.
- 7.11. All meetings of the Company may be held either in person or by virtue of the use of technology that allows the members present at the meeting and those not physically present to clearly and simultaneously communicate with each other

## 8. DIRECTORS

- 8.1. The Company will have 9 (nine) Directors. Should, from time to time, the number of Directors fall below 9 (nine), Member Clubs will be required – on a rotational basis – to nominate a suitable person to act as a Director of the Company for a term in accordance with clause 8.4 below.
- 8.2. Subject to clause 8.1, at every alternate Annual General Meeting of the Company, the Members will elect the Directors by secret ballot.
- 8.3. All nominations for Director of the Company must be provided in writing to the Operations Officer not less than seven days before the Annual General Meeting to elect the new Directors of the Company.
- 8.4. Each Director appointed in accordance with clause 8.2 will be a Director of the Company for a period of two years (one year if the Director is greater than 65 years old) from the date of appointment, whereupon they will resign their position as a Director of the Company at the expiration of the second Annual General Meeting from the date of their appointment as a Director. The Director may renominate for his/her position should he/she wish.
- 8.5. If any Director is unable or unwilling to continue to act as a Director of the Company before the passing of two years from the date of their appointment as a Director of the Company (Retiring Director), the Retiring Director must provide the Company with notice of his or her intention to retire and the Directors on receiving such notice must as soon as practicable after receiving the notice appoint one person to replace the Retiring Director as a Director. The term of the person elected to replace the Retiring Director will end at the at the expiration of the same Annual General Meeting as the Retiring Director's term would have ended had the Retiring Director not retired.
- 8.6. The Company in general meeting by resolution may from time to time remove any Director from office (Exiting Director).
- 8.7. If a resolution of the Company is passed in accordance with clause 8.6 the Directors will as soon as practicable after the passing of the resolution appoint one person to replace the Exiting Director as a Director. The term of the person elected to replace the Exiting Director will end at the expiration of the same Annual General Meeting as the Exiting Director's term would have ended had the Exiting Director not retired.
- 8.8. The Directors for the time being will continue to hold office subject to clauses 8.4, 8.5 and 8.6.
- 8.9. Subject to clause 8.1, the Company may from time to time by resolution passed at a general meeting increase or reduce the number of Directors.
- 8.10. The office of director shall be vacated if the director:
  - 8.10.1. ceases to be a Director by virtue of the Act;

- 8.10.2. becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - 8.10.3. becomes prohibited from being a Director by reason of any order made under the Act;
  - 8.10.4. becomes mentally incapacitated;
  - 8.10.5. resigns his office by notice in writing to the Company in accordance with clause 8.5;
  - 8.10.6. is removed as a Director in accordance with clause 8.6; or
  - 8.10.7. at the expiration of the second annual general meeting from the date of appointment as a Director.
- 8.11. No member of the Executive (President, Vice President, Treasurer or Secretary) of a Member Club's Committee may be a Director of the Company

## 9. POWERS AND DUTIES OF THE DIRECTORS

- 9.1. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company, as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting.
- 9.2. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.
- 9.3. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors from time to time determine.
- 9.4. Subject to other requirements of the Constitution, the regulations and the Corporations Act, the Directors have the power to perform all such acts and things as appear to the Directors to be essential for the proper management of the business and affairs of the Association/Company.
- 9.4. The Directors shall cause minutes to be made of:
  - 9.4.1. all appointments of officers;
  - 9.4.2. names of Directors present at all meetings of the Company and of the Directors; and
  - 9.4.3. all proceedings at all meetings of the Company and of the Directors.  
Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

## 10. POLICIES and BY-LAWS

- 10.1. The Company Directors will develop, implement and maintain Policies and By-Laws in order to further the objects of the Company and Association
- 10.2. The Members of the Company will approve each proposed new By-Law, or any amendment to an existing By-Law, by Ordinary Resolution in a general meeting of the Company held in accordance with clause 7.
- 10.3. A copy of each new or amended By-Law of the Company must be provided to Members with the notice convening the general meeting to approve the new By-Law.



- 10.4. As soon as practical following any general meeting that adopts a new By-Law or amends an existing By-Law, the Operations Officer shall cause a copy of the new or amended By-Law to be served on each Member of the Company.
- 10.5. Any By-Law adopted will remain By-Law of the Company unless or until the Members approve the repeal of the By-Law by Ordinary Resolution at a general meeting of the Company.

## 11. PROCEEDINGS OF THE DIRECTORS

- 11.1. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time and the Operations Officer will on the requisition of a Director summon a meeting of the Directors.
- 11.2. Subject to these regulations questions arising at any meeting of the Directors will be decided by a majority of votes and a determination by a majority of the Directors will for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
- 11.3. The quorum necessary for the transaction of the business of the Directors shall be a majority of Directors or such greater number as may be fixed by the Directors.
- 11.4. A Director not physically present at a meeting of Directors may be permitted to participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.
- 11.5. A Director participating in a meeting of Directors as permitted clause 11.4 is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.
- 11.6. The continuing Directors may act notwithstanding any vacancy in the Directors, but if and so long as their number is reduced below the number fixed by or pursuant to its Constitution as the necessary quorum of the Directors, the continuing Director or Directors may act for the purpose of increasing the number of the Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
- 11.7. The person elected as Chairperson of Directors shall preside as chairperson at every meeting of the Directors, or if there is no such person, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding of the meeting, the Directors present shall elect one of their number to be chairperson of the Meeting.
- 11.8. The Directors may delegate any of their powers to sub-committees consisting of such Director or Directors as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors, and sub-committees shall have the power to make recommendations to the Directors, including in relation to allocations, but shall not have power to make any determination or decision which is binding on the Company. Sub-committees may have as members persons who are not Directors or Representatives of Members of the Company.
- 11.9. A sub-committee may elect a chairperson of its meetings who shall be a Director of the Company; if no such chairperson is elected, or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the members of the sub-committee present may choose one of their number to be chairperson of the Meeting provided he or she is a Director of the Company.
- 11.10. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the Sub-committee present, and in the case of an equality of votes the chairperson of the sub-committee shall have a second or casting vote.

- 11.11. All acts done by any meeting of the Directors or of a sub-committee or by any person acting as a Director shall, notwithstanding that it is afterward discovered that there was some defect in the appointment of any such Director or person acting as above, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 11.12. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it has been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

## 12. OPERATIONS OFFICER

- 12.1. The Directors of the Company shall appoint an Operations Officer from time to time and at any time as required and a person appointed to be Operations Officer in accordance with this clause 12.1 will be Operations Officer unless and until they are removed in accordance with clause 12.2 or 12.3.
- 12.2. Any Operations Officer appointed by the Directors may be removed from their position with the provision of one month's written notice, such notice having been signed by the Directors of the Company, and the Directors shall appoint a new Operations Officer to take their place.
- 12.3. The Operations Officer may at any time resign their position by notice in writing to the Directors and on receipt of such notice the Directors shall appoint a new Operations Officer.
- 12.4. The Operations Officer will be appointed by the Directors for such term, at such remuneration and upon such conditions as the Directors think fit; and any Operations Officer so appointed may be removed by them.

## 13. ACCOUNTS

The Directors will cause proper accounting and other records to be kept and will distribute copies of every statement of financial performance and statement of financial position (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act, provided, however, that the Directors will cause to be made out and laid before each annual general meeting a statement of financial performance and statement of financial position made up to date not more than six months before the date of the meeting.

## 14. AUDIT

A properly qualified Auditor or Auditors will be appointed and his/her or their remuneration fixed and duties regulated in accordance with the Act, but only should the turnover of the Company be such that requires an audit to be performed as prescribed by Government regulations and pronouncements

## 15. NOTICES

- 15.1. Notice of every general meeting shall be given individually to:
  - 15.1.1. every Member entitled to vote at the meeting;
  - 15.1.2. every Director of the Company; and
  - 15.1.3. the auditor for the time being of the Company.
- 15.2. The Company may give the notice of meeting to a Member:

- 15.3.1. Personally, or by delivery to the business address of the Member; or
  - 15.3.2. by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member; or
  - 15.3.3. by sending it to the electronic address (if any) nominated by the Member; or
  - 15.3.4. by handing it to the Representative of the Member; or
  - 15.3.5. by any other means permitted from time to time under the Act; and may give notice in like manner to each Director and auditor.
- 15.3. A notice of meeting sent by post is taken to be given 2 business days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

## 16. WINDING-UP

If, on the winding up of the Company, any property remains after the satisfaction of all the Company's debts and liabilities, the Members of the Company must give and transfer the property to one or more funds, authorities or institutions which are charitable at law.

## 17. CONFLICT OF INTEREST

- 17.1. If a Director has an interest in a contract or proposed contract with the Company and the Director discloses the nature and extent of the interest at a meeting of Directors as soon as possible after the Director becomes aware of his interest the:
- 17.1.1. Director may vote on whether the Company enters into the contract;
  - 17.1.2. contract may be entered into;
  - 17.1.3. Director may vote on matters involving the contract;
  - 17.1.4. Director may retain benefits under the contract; and
  - 17.1.5. Company cannot avoid the contract merely because of the existence of the interest.

## 18. INDEMNITY

Every Director, auditor (if any), Operations Officer and other officer for the time being of the Company will be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.