

# Constitution of The Entrance and District Cricket Club Incorporated



**Established: 1912**

**Incorporated: 1988**

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# Constitution of The Entrance and District Cricket Club Incorporated

## 1. NAME

The name of the Club shall be “**The Entrance District Cricket Club**”

## 2. DEFINITIONS & INTERPRETATION

### 2.1 Definitions

In this Constitution, unless the context otherwise requires:

- ☐ The Club shall mean **The Entrance District Cricket Club (TEDCC)**.
- ☐ The Association shall mean the **Central Coast Cricket Association (CCCA)**.
- ☐ The Members shall mean those who are granted membership pursuant to **clause 14**.
- ☐ The Executive shall mean those who are elected to form the Executive pursuant to **clause 12**.
- ☐ AGM shall mean the Annual General Meeting pursuant to **clause 13.1**.
- ☐ Special General Meeting shall mean a meeting convened pursuant to **clause 13.2**.
- ☐ Committee Meeting shall mean a meeting convened pursuant to **clause 13.3**.
- ☐ Constitution means this Constitution of the Club.
- ☐ Junior Member means a registered Member of the Club who is younger than 16 years of age.
- ☐ Life Member means an Individual appointed as a Life Member of the Club.
- ☐ Member means a Member of the Club for the time being under **clause 14**.
- ☐ Act means the *Associations Incorporation Act 2009 (NSW)*.
- ☐ Public Officer means the person appointed to be the public officer of the Club in accordance with the Act.
- ☐ Sport means the sport of cricket.
- ☐ Objects means the Objects of the Club in **clause 4**.
- ☐ Special Resolution means a special resolution as defined in the Act.

### 2.2 Interpretation

In this Constitution:

- 2.2.1 a reference to a function includes a reference to a power, authority and duty;
- 2.2.2 a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- 2.2.3 words importing the singular include the plural and vice versa;
- 2.2.4 words importing any gender include the other genders;
- 2.2.5 references to persons include corporations and bodies politic;
- 2.2.6 references to a person include the legal personal representatives, successors and permitted assigns of that person;
- 2.2.7 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 legislative authority having jurisdiction); and
- 2.2.8 a reference 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 visible form, including messages sent by electronic transmission.

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## 2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

## 2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. The model constitution under the Act is expressly displaced by this Constitution.

## 3. OFFICE & PLACE OF BUSINESS

The office and principle place of business of the Club shall be the Executive Secretary's place of residence for the time being or at such place as the Club shall from time to time direct.

## 4. OBJECTS OF THE CLUB

The Club is established solely for the Objects. The Objects of the Club are to:

- 4.1 To encourage and foster the Sport in an atmosphere of good sportsmanship, good citizenship and honesty;
- 4.2 To promote and conduct the Sport in accordance with rules laid down by the Association;
- 4.3 Conduct activities connected with junior and senior cricket;
- 4.4 To provide opportunities for players of all abilities to play both senior and junior cricket in an inclusive club without bias;
- 4.5 To grow and retain membership across both senior and junior teams;
- 4.6 To provide a Club where all members (be they Senior players, Junior players, Parents/Guardians, Coaches or Old Boys) are valued and their opinions heard and respected;
- 4.7 To provide a pathway from junior grass-roots cricket all the way to senior cricket;
- 4.8 Affiliate and otherwise liaise with the Association of which the Club is a Member and adopt their rules and policy frameworks to further these Objects;
- 4.9 Act, at all times, on behalf of and in the interests of the Members and the Sport in the Local area;
- 4.10 Have regard to the public interest in its operations; and
- 4.11 Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

## 5. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has, in addition to the rights, powers and privileges conferred on it under section 19 of the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act 2001 (Cth).

## 6. CLUB COLOURS & PLAYING DRESS

- 6.1 The club colours shall be **White** and **Royal Blue**.

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- 6.2 All members participating in games of cricket on behalf of the Club will appear in proper cricketing attire. All attire worn by players representing the Club will be either white or in club colours in a design as approved by the Executive Committee.
- 6.3 The design of the emblems and badges permitted to be fixed to a player's dress will be determined by the Executive Committee.
- 6.4 Each season, all Junior registered players will receive training and playing clothing as part of their registration.

## 7. FINANCIAL YEAR

- 7.1 The financial year of the Club will commence 1<sup>st</sup> day of June and conclude the 31<sup>st</sup> day of May when all club books and accounts shall close.
- 7.2 A statement of Income and Expenditure and an Inventory of Club assets and stock shall be presented at the next Annual General Meeting of the Club.

## 8. EXECUTIVE

- 8.1 On ceasing to hold office for any reason the person or persons concerned shall immediately hand all property, books, equipment etc to the Executive and sign releases as necessary.
- 8.2 The Executive of the Club shall be: -
  - ☐ President
  - ☐ Executive Secretary
  - ☐ Director of Senior Cricket
  - ☐ Director of Junior Cricket
  - ☐ Treasurer
  - ☐ Registrar
  - ☐ Publicity Officer
- 8.3 The Executive listed shall be elected at the AGM for the term of one (1) year.
- 8.4 Any person may hold more than one (1) position but have the power of one (1) vote only.

## 9. DUTIES OF EXECUTIVE

- 9.1 President
  - ☐ The President shall preside at all general meetings and see that the business is conducted in an orderly and proper manner. The President may call Executive meetings at his/her discretion and in all cases of emergency, and generally ensure the wellbeing and objects of the club.
  - ☐ In case the votes at any time shall be equal, the President may exercise the privilege of giving a casting vote only.
  - ☐ He/she shall represent the Club on all ceremonial occasions.
- 9.2 Executive Secretary
  - ☐ The Executive Secretary shall assist the President at all meetings of the Club and in the absence of the President shall occupy the chair and conduct the business of the meeting and have the same rights as the President when in the chair.

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- ☐ The Executive Secretary shall convene all meetings. The Executive Secretary shall attend all meetings and cause minutes to be taken thereof, receive or dispatch all correspondence and answer such questions as may be asked in accordance with this Constitution.
- ☐ The Executive Secretary shall cause to be kept, a minute book and a copy of all correspondence dispatched and shall carry out all duties pertaining to the office not inconsistent with this Constitution.
- ☐ The Executive Secretary shall be eligible to take part in any discussion and voting at Club meetings.
- ☐ Perform the role of the Public Officer for the Club.

## 9.3 Director of Senior Cricket

- ☐ The Director of Senior Cricket shall be eligible to take part in any discussions and voting at Club meetings.
- ☐ The Director of Senior Cricket shall oversee all aspects of the Club senior cricket competition.
- ☐ The Director of Senior Cricket shall be responsible for ensure all senior home game results are entered into the MyCricket system before the Association deadline.

## 9.4 Director of Junior Cricket

- ☐ The Director of Junior Cricket shall be eligible to take part in any discussions and voting at Club meetings.
- ☐ The Director of Junior Cricket shall oversee all aspects of the Club junior cricket competition.
- ☐ The Director of Junior Cricket shall be responsible for ensure all junior home game results are entered into the MyCricket system before the Association deadline.

## 9.5 Treasurer

- ☐ The Treasurer shall receive all monies paid to the Club and deposit them in a bank account or any other financial institution that the Executive Committee may nominate.
- ☐ The account will be held under the name of **The Entrance and District Cricket Club Incorporated.**
- ☐ The Treasurer shall issue all receipts for all monies received and pay all accounts passed for payment by the Committee.
- ☐ The Treasurer shall produce a statement of receipts and payments signed by the Auditors at the AGM and at such time as he/she is requested to do so by the Committee.
- ☐ The Treasurer shall also have for the information of the Committee a statement of financial position of the Club at each meeting.
- ☐ Payments drawn by the Treasurer must be signed/approved jointly by any two (2) of the following: - President, Executive Secretary, Treasurer, Director of Senior Cricket, Director of Junior Cricket. In circumstances where a role is held by multiple persons, only one may be a signatory.
- ☐ The Treasurer shall be eligible to take part in any discussion and voting at Club meetings.

## 9.6 Registrar

- ☐ The Registrar shall keep a correct record of all members, their registration and transfer.

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- ☐ The Registrar shall also be responsible for ensuring that all requirements laid down by the Association in the area of registration are fulfilled on the Club's behalf.
- ☐ The Registrar shall work in conjunction with the Treasurer to ensure that all players are financial.
- ☐ The Registrar shall ensure all members requiring Working with Children Checks have them and will maintain a record of these checks.
- ☐ The Registrar shall be eligible to take part in any discussion and voting at Club meetings.

## 9.7 Publicity Officer

- ☐ The Publicity Officer shall be responsible for all publicity of the club, including the maintenance of the Club website and social media accounts.
- ☐ The Publicity Officer shall be eligible to take part in any discussions and voting at Club meetings.

If more than one person fills the role of Executive Secretary, Treasurer, Director of Senior Cricket, Director of Junior Cricket, Registrar or Publicity Officer and they are unable to agree on a decision in their role, the President shall retain the casting vote at all times.

## 10. COACHES

- 10.1 The appointment of the Club coach/es shall be approved by the Executive Committee to fulfil roles listed in the coach's job description.
- 10.2 The Director of Junior Cricket is responsible for appointing coaches to the junior teams.
- 10.3 All appointed coaches shall provide copies of coaching qualifications and Working with Children check details to the Executive Secretary.

## 11. DELEGATIONS

- 11.1 The Executive may create, establish or appoint special committees and individual officers to carry out specific duties and functions. The Executive will determine what powers these delegations are given. In exercising its power under this clause, the Executive should take into account broad stakeholder involvement.
- 11.2 Co-ordinators will be appointed to lead each Delegation (see 11.3). Co-ordinators will be ultimately responsible for each of the delegations.
- 11.3 Delegations, for example, can include but are not limited to; -
  - ☐ Groundsman/Curator
  - ☐ Gear
  - ☐ Social
  - ☐ IT
  - ☐ Selections
  - ☐ Sponsorship
  - ☐ Grants
  - ☐ Child Safe Officer

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- 11.4 The Executive may at any time revoke wholly or in part any Delegation made under this clause. The Executive may also amend or repeal any decision made by a body or person under this clause.

## 12. EXECUTIVE COMMITTEE

- 12.1 The Executive shall consist of the President, Director of Senior Cricket, Director of Junior Cricket, Executive Secretary, Treasurer, Registrar and Publicity Officer.
- 12.2 The Executive shall meet at the discretion of the President.
- 12.3 The Executive shall recommend by-laws necessary to carry out the Objects of the Club or to vary such by-laws subject to ratification by Members.
- 12.4 The Executive may exercise all powers of the Club and carry into effect all such Objects of the Club and do all other acts or things that may be necessary for the welfare and benefit of the Club.
- 12.5 The Executive shall;
- ☐ Frame by-laws, consistent with the Constitution of the Club;
  - ☐ Arrange all financial matters of the Club; and
  - ☐ Manage the Club affairs, as they deem fit, consistent with the best interests of the Club and its Members.
- 12.6 Member/s elected to the Executive shall remain in office until their term of office is complete (as per 8.3). The Executive shall have the power to grant leave of absence.
- 12.7 The Executive shall have the power to declare vacant the office of any member who fails to attend three (3) consecutive meetings without leave or apology and proceed to fill the vacancy.
- 12.8 Removal of Executive Member
- 12.8.1 An Executive Member may lose a position on the Executive if they:
- (i) Resign his/her office in writing to the Executive Secretary;
  - (ii) Is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of their interest;
  - (iii) In the opinion of the Executive (but subject to this Constitution) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club; or
  - (iv) Has brought the club into disrepute.
- 12.8.2 In a General Meeting the committee may by Special Resolution (two third majority) remove any Executive Member from Office before the expiration of his/her term of Office, and may by subsequent resolution appoint a Member or Life Member to fill that Office for the period remaining of that term.
- 12.8.3 Executive Members shall also be given an opportunity to state their case orally and/or in writing at the appropriate time during the General Meeting if present and any Member may speak for/against the Special Resolution and/or ask questions

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## 13. ELECTION OF EXECUTIVE

### 13.1 Nominations

Nominations will be accepted verbally at the AGM or in writing in advance. To be validated, the nomination must be seconded by a Member of the Club.

### 13.2 Elections

- a) If the number of nominations received for each Executive position is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Executive, then those nominated shall be declared elected.
- b) If there are insufficient nominations received to fill a vacancy on the Executive the positions will be deemed casual vacancies under clause 13.3
- c) If the number of nominations for each Executive position exceeds the number of vacancies to be filled, the position shall be decided by a majority of votes by the Members present that are entitled to vote via a show of hands or a secret ballot if requested.
- d) In electing positions, the President does not hold a deciding vote on a deadlock, voting will be decided by a second ballot. If a position is not declared one of the two (2) names will be drawn out of a hat.

### 13.3 Casual Vacancies

- a) In the event of a casual vacancy occurring in the membership of the Executive, the Executive may appoint a Member of the Club to fill the vacancy and the Member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- b) A casual vacancy in the office of a Member of the Executive shall exist if the Member:
  - i) Is not elected at the Annual General Meeting,
  - ii) Dies,
  - iii) Ceases to be a Member of the club,
  - iv) Resigns his/her office in writing to the Executive Secretary of the Club,
  - v) Is absent without the Committee's consent from three (3) consecutive Executive Meetings; or
  - vi) Is removed from office under clause 12.8.

## 14. MEETINGS

### 14.1 Annual General Meeting

- 14.1.1 The AGM of the Club shall be held no later than thirtieth (30<sup>th</sup>) June each year, but not before the thirty first (31<sup>st</sup>) May each year.
- 14.1.2 Notice of this meeting shall be published at least fourteen (14) days prior to the AGM.
- 14.1.3 The quorum for the AGM shall be a minimum of seven (7) Members. If the quorum is not met, the meeting will be adjourned to take place within seven (7) days.
- 14.1.4 All Executive and Members shall be eligible to vote. (see 8 & 15)
- 14.1.5 The order of business at the AGM shall be: -



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Open meeting  
Attendance and Apologies  
Reading and confirmation of previous AGM minutes  
Business arising from minutes  
Annual Report – Audited & presented.  
Positions to be declared vacant (as per 8.3); Interim Chairperson to be appointed.  
Election of Office Bearers (see 8.3)  
Election of Life Members (if any)  
Hand over of meeting to new President and new Executive takes over  
General Business  
Close Meeting

14.1.6 No proxy votes will be accepted.

## 14.2 Special General Meeting

14.2.1 Special General Meetings may be called by two (2) Executive Members on request from any of the Members. Such request shall be signed by all concerned and state the reason for the meeting.

14.2.2 Notification of such request shall be published within seven (7) days of request. The Special General Meeting shall be held within fourteen (14) days of notification of the meeting.

14.2.3 The quorum of a Special General Meeting shall be a minimum of ten (10) Members.

14.2.4 All Executive and financial Members shall be eligible to vote (see 8 & 15)

14.2.5 The business mentioned in the notification shall be the only business transacted at the Special General Meeting.

14.2.6 No proxy votes will be accepted.

## 14.3 General Meetings

14.3.1 General Meetings shall be held once a month.

14.3.2 A quorum for a General Meeting shall be at least five (5) members including either the President or Executive Secretary. If the quorum is not met, the meeting will be adjourned to take place within seven (7) days.

14.3.3 All financial Members, Coaches and Managers may attend General Meetings, take part in discussions and will be allowed to vote.

14.3.4 The order of business for the General Meeting shall be: -

Open meeting  
Attendance – Apologies  
Reading and confirmation of previous minutes

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Business arising from previous minutes  
Executive Secretary Report including Correspondence (inwards / outwards)  
Presidents Report  
Treasurer Report  
Director of Junior Cricket Report  
Director of Senior Cricket Report  
Registrars/Selectors Report  
Delegations Report (refer to 11.3)  
Delegates Report  
Special Business  
General Business  
Date of next meeting  
Close meeting

14.3.5 No proxy votes will be accepted.

## 14.4 Executive Committee Meetings

14.4.1 The Executive shall meet at the discretion of the President.

14.4.2 A quorum for an Executive Meeting shall be at least four-sevenths (4/7) of the Committee Members.

14.4.3 The President or Executive Secretary are responsible for chairing and providing the agenda Executive Committee Meetings.

14.4.4 No proxy votes will be accepted.

## 15. MEMBERSHIP

15.1 Membership is open to all persons interested in cricket who accept the Objects. Furthermore;

15.1.1 Senior playing members of the Club who pay appropriate membership fees as set by the Executive Committee annually shall be entitled to play for and to receive notice of, to be present, to debate and to vote at General Meetings or AGM of the Club;

15.1.2 Parent/s or guardian/s of a Junior Member who has paid membership fees, or any other person so approved by the Executive Committee, shall be entitled to receive notice of, to be present, to debate and to vote at General Meetings or AGM of the Club. Parent/s or guardian/s are entitled to only one vote per Junior Member;

15.1.3 Associate/non-playing members of the Club who pay appropriate membership fees as set by the Executive Committee and shall entitle that person to receive notice of, to be present, to debate and to vote at General Meetings or AGM of the Club;

15.1.4 Life Members, who subject to this Constitution, shall have the right to receive notice of, to be present, to debate and to vote, at General Meetings or AGM of the Club; and,

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15.1.5 The Executive may, acting in the best interests of the Club and in good faith, reject an application for Membership. The Club shall not be required or compelled to provide any reason for such rejection. Where the Executive rejects an application, it shall refund any fees paid. There is no right of appeal where the Executive rejects an application for membership.

## 15.2 Life Members

15.2.1 On recommendation by any Member, persons having made outstanding contributions to the Club may be nominated for Life Membership. Nomination must be made in writing to the Executive Secretary at least seven (7) days prior to the AGM. The nomination must be seconded by at least one other Member. The Nominator must, at the time of nomination, identify the reasons for the nomination.

15.2.2 A nomination for Life Membership may be vetoed by the Executive Committee in advance of the AGM.

15.2.3 Voting on Life Membership may be made at an AGM or Special General Meeting and must receive three quarters (3/4) a majority vote in favour of the nomination.

15.2.4 Shall be exempt from payment of annual subscriptions.

15.2.5 Life Membership shall take immediate effect from the awarded date and a commemorative medallion shall be struck and presented at the next presentation event.

15.2.6 Existing Life Members of The Entrance and District Cricket Club and The Entrance Junior Cricket Club shall become Life Members of the Club under this Constitution.

15.2.7 The maximum number of inductees shall be limited to two (2) per year.

## 15.3 Renewal

15.3.1 Members (other than Life Members) must re-apply for membership annually in accordance with the timeframes and procedures set down by the Club from time to time. Members acknowledge and agree that membership renewal is not automatic. Clause 15.1.5 applies to re-applications for membership.

15.3.2 Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

## 15.4 Effect of Membership

Members acknowledge and agree that:

15.4.1 this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Regulations.

15.4.2 they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Executive or other entity with delegated authority;

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- 15.4.3 by submitting to this Constitution and the Regulations, they are subject to the jurisdiction of the Club and Association;
- 15.4.4 the Constitution and the Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport;
- 15.4.5 neither membership of the Club nor this Constitution gives rise to:
  - (a) any proprietary right of Members in, to or over the Club or its property or assets;
  - (b) any automatic right of a Member to renewal of their membership of the Club;
  - (c) subject to the Act and the Club acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;
- 15.4.6 they are entitled to all benefits, advantages, privileges and services of Club membership; and
- 15.4.7 a right, privilege or obligation of a person by reason of their membership of the Club:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death, resignation or otherwise.

## 15.5 Members' Liability

The Members of the Club shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club except to the amount of any unpaid membership fees.

## 16. MEMBERSHIP FEES

- 16.1 Membership Fees shall be determined by the Executive on an annual basis.
- 16.2 Membership Fees shall be paid as determined by the Executive.
- 16.3 Financial Members must be given preference over non-financial Members in team selection.
- 16.4 Non-financial Members shall not be eligible for trophies, transfer to another cricket club or voting rights at any club meeting.
- 16.5 In the case of extreme hardship, the Executive shall have the power to take action regarding clauses 16.2, 16.3 and 16.4 in the case of an individual.

## 17. DISCIPLINE

- 17.1 Disciplinary proceedings

The Executive may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:

  - (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Executive or any duly authorised committee;

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- (b) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Club and/or the Sport; or
- (c) brought themselves, the Club, any other Member or the Sport into disrepute.

## 17.2 Procedure

- (a) That Member will be subject to and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Club set out in the Regulations or as otherwise determined by the Executive.
- (b) Without limiting the operation of clause 17.2(a) the Executive may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Regulations or as otherwise determined by the Executive but subject always to the Act.

## 18. RESOLUTION of INTERNAL DISPUTES

Applies to disputes arising under this Constitution between a Member and another Member or the Club.

- 18.1 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- 18.2 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may refer the dispute to a community justice centre for mediation under the *Community Justice Centres Act 1983 (NSW)*.

## 19. FUNDS

- 19.1 The income and property of the Club shall be applied solely towards the promotion of the Objects. It is the Club's intention that it shall be operated as non-profit.
- 19.2 Except as prescribed in this Constitution or the Act:
  - (a) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
  - (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.
- 19.3 Nothing in clause 19.2 shall prevent payment in good faith to any Member for:
  - (a) any services actually rendered to the Club whether as an employee, director or otherwise;
  - (b) goods supplied to the Club in the ordinary and usual course of operation;
  - (c) interest on money borrowed from any Member;
  - (d) rent for premises demised or let by any Member to the Club; or
  - (e) any out-of-pocket expenses incurred by a Member on behalf of the Club; provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

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- 19.4 The Club's funding sources shall include registration fees, match fees, canteen sales, sale of Club players' equipment, raffles, gala days, inter-club competitions, sponsorship, and other similar fundraising exercises

## 20. CONSTITUTION AMENDMENTS

- 20.1 A minimum of fourteen (14) days' notice of an amendment to the Constitution shall be published.
- 20.2 Alteration of, or amendment to this Constitution shall only be effected at an AGM or Special General Meeting, convened in accordance with Constitution.
- 20.3 No alteration of, or addition to the Constitution shall be effected, except by a three quarters (3/4) majority of those present and eligible to vote.

## 21. INSPECTION OF CLUB RECORDS

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

## 22. DISSOLUTION

The Club may be dissolved by a Special Resolution passed at a Special General Meeting by at least ninety percent (90%) of all Members of the Club eligible to vote.

If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities and property whatsoever, the same must not be paid to or distributed among its Members, or former members. The surplus property must be given or transferred to another club or association incorporated under the Act which has similar Objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

## 23. MATTERS NOT COVERED BY THESE RULES

- 23.1 Where any matter not specifically covered by these Rules is duly brought before the Club, the Club in a General Meeting shall have the power to determine that matter, provided that the Act or other Law does not cover such matter.
- 23.2 Such determination shall be binding on the Club and the Members.

## 24. CONFLICT OF INTEREST

In any matter where a conflict of interest arises or may arise, the Executive Member shall, unless otherwise determined by the Executive, absent himself/herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Executive Member votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Executive Member to remove himself/herself from discussions and refrain from voting, the issue should be immediately

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determined by vote of the Executive, or if this is not possible, the matter shall be adjourned or deferred.

## 25. INSURANCE

- 25.1 In respect of the insurance required to be maintained by the Club pursuant to Section 44 of the Act, it shall be a function of the Executive to ascertain whether or not the Club is covered by a policy held by the New South Wales Cricket Association or the Association every year and if not so covered prior to the commencement of the cricket year to effect such insurance forthwith and ensure that the Club maintains such insurance either on its own account or by a policy held by the New South Wales Cricket Association or Association.
- 25.2 In addition to the insurance required under clause 25.1 the Executive 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 or the Association.