

NIGHTCLIFF CRICKET CLUB INC.



CONSTITUTION

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1. Name

The name of the incorporated association ("the Association") is Nightcliff Cricket Club Incorporated.

2. Objects and purposes

The objects and purposes of the Association are:

- a) To promote and advance any sport and in particular the sport of cricket in all its forms; and
- b) To promote participation in the sport of cricket in all its forms in the Nightcliff area particularly.

3. Minimum number of members

The Association must have at least six (6) members.

4. Definitions

In this Constitution, unless the contrary intention appears –

"Act" means the *Associations Act* and regulations made under that Act;

"Committee" means the Management Committee of the Association;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"general meeting" means a general meeting of members convened in accordance with clause 47;

"member" means a member of the Association;

"register of members" means the register of the Association's members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 48 and passed in accordance with section 37 of the Act.

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

5. Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on the terms and in the manner it considers appropriate;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

PART 3 – MEMBERS

Division 1 – Membership

9. Application for membership

To apply to become a member of the Association a person must submit a written application for membership to the Committee

- (a) in a form approved by the Committee; and
- (b) signed by the person.

10. Approval of Committee

- (1) The Committee must consider any application made under clause 9 at the next available committee meeting and must accept or reject the application at that meeting or the next.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

11. Joining fee

- (1) If an application for membership is approved by the Committee, the applicant becomes a member on payment of the joining fee.
- (2) The joining fee is either:
 - (a) a pro rata annual fee based on the remaining part of the financial year; or
 - (b) the amount determined from time to time by resolution at a committee meeting.

12. Annual membership fees

- (1) The annual membership fee is the amount determined from time to time by resolution at a committee meeting.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year, being 1st

November or another date determined by the Committee from time to time.

- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.

Division 2 – Rights of members

13. General

- (1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

14. Voting

- (1) Subject to subclause (2) and clause 18, each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until his or her application has been accepted.

15. Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

16. Access to information on Association

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports.

17. Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.

(2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

18. Junior members

- (1) All members under the age of 18 years, are junior members.
- (2) A junior member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

Division 3 – Termination, death, suspension and expulsion

19. Termination of membership

Membership of the Association may be terminated by –

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member;
- (b) non-payment of the annual membership fee within the time allowed under clause 12(3); or
- (c) expulsion in accordance with this Division.

20. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

21. Suspension or expulsion of members

(1) If any financial member considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the member must notify the committee in writing within 14 days of the incident. The committee must give notice of the proposed suspension or expulsion to the member and form a disciplinary panel of not less than 3 people to make a decision on the matter.

(2) The notice must –

- (a) be in writing and include –
 - (i) the time, date and place of the disciplinary meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
- (b) be given to the member not less than 7 days before the date of the Disciplinary meeting referred to in paragraph (a)(i).

- (3) At the meeting, the Disciplinary Panel must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Disciplinary Panel may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, the decision to suspend or expel a member takes effect immediately after the day on which notice of the decision is given to the member.

22. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Disciplinary Panels decision.
- (2) The appeal must be considered at the next Committee Meeting and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) If this suspension or expulsion is upheld at this committee meeting the member may appeal against this decision by giving notice to the secretary within 14 days after the meeting. The hearing will be heard next at the next General Meeting. All penalties are to be effective immediately and served pending this meeting.
- (4) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.
- (5) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

23. Life Members & Honorary Members

- (1) Nomination and appointment of Life Members:
 - (a) A life member may be nominated by the committee at any time as the committee sees fit;
 - (b) Nominations for life members may be tabled at the Annual General Meeting and the members present at

the general meeting must, by resolution, either confirm or set aside the nomination for a life member.

- (2) Life members are not required to pay membership fees.
- (3) Life members have the same voting rights as ordinary members;
- (4) The committee may accept any person as an honorary member of the Association for as long as it thinks fit, and for the period the honorary member will not be required to pay membership fees.
- (5) Honorary members have the same voting rights as ordinary members.

PART 4 – MANAGEMENT COMMITTEE

Division 1 – General

24. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Committee may appoint and remove staff.
- (4) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.
- (5) Subject to subclause (4)
 - (a) subcommittees must have one member who is a member of the Management Committee who is to preside over subcommittee members;
 - (b) two members of the subcommittee constitutes a quorum; and
 - (c) no minutes are required to be kept for a subcommittee meeting, however a written report of the subcommittee actions is to be presented to the Management Committee at the committee meetings not less than four times a year.

25. Composition of Committee

- (1) The Management Committee consists of –
 - (c) a President;
 - (d) a Vice-President;
 - (e) a Secretary;
 - (f) a Treasurer;
 - (g) Public Officer; and
 - (h) a minimum of one (1) committee member.

26. Delegation

- (1) The Committee may delegate to a subcommittee or staff any of its powers and functions other than –
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

27. Eligibility of committee members

- (1) A committee member must be a member who is 18 years or over.
- (2) Committee members must be elected to the Committee at an annual general meeting or appointed under clause 34.

28. Nominations for election to committee

- (1) Nominations for election to the Committee are to be given to the Secretary in the form of a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.
- (2) The nomination form must be signed by –
 - (a) the nominator and a seconder; and

- (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may –
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (4) If no written nominations have been received by the due date then nominations can be made verbally at the annual general meeting.

29. Retirement of committee members

- (1) A committee member holds office until the next annual general meeting unless the member vacates the office under clause 32 or is removed under clause 21 or 33.
- (2) Subject to subclause (3), at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.
- (3) The President of the outgoing Committee must preside at the annual general meeting until a new member is elected as President.
- (4) Members may serve consecutive terms on the Committee.

30. Election by default

- (1) If the number of persons nominated for election to the Committee under clause 27 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Committee at the annual general meeting.
- (2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Committee.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be

casual vacancies and must be filled by the new Committee in accordance with clause 34.

31. Election by ballot

- (1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the President to be duly elected as members of the Committee.

32. Vacating office

The office of a committee member becomes vacant if –

- (a) the member:
 - (i) is disqualified from being a committee member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Committee;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory; or
 - (v) ceases to be a member of the Association;
- (b)

the member is absent from more than:

- (i) 3 consecutive committee meetings; or
- (ii) 3 committee meetings in the same financial year without tendering an apology to the President;
- (iii) of which meetings the member received notice and the Committee has resolved to declare the office vacant.

33. Removal of committee member

- (1) The Association, through a special general meeting of members, may remove any committee member before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

34. Filling casual vacancy on Committee

- (1) If a vacancy remains on the Committee after the application of clause 29 or if the office of a committee member becomes vacant under clause 32, the Committee may appoint any member of the Association to fill that vacancy up to and including the conclusion of the next annual general meeting following his or her appointment.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of committee members

35. Collective responsibility of Committee

- (1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.
- (2) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

36. President and Vice-President

- (1) Subject to subclauses (2) and (3), the President must preside at all general meetings and committee meetings.
- (2) If the President is absent from a meeting, the Vice-President must preside at the meeting.
- (3) If the President and the Vice-President are both absent, the presiding member for that meeting must be –
 - (a) the Secretary if it is a general meeting; or
 - (b) a committee member elected by the other committee members present if it is a committee meeting.

37. Secretary

The Secretary must –

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
 - (i) the Secretary may delegate the role of maintaining the register of members in accordance with subclause (c) to the Public Officer for one financial year at a time;
- (d) unless the members resolve otherwise at a general meeting; have custody of all books, documents, records and registers of the Association, other than those required by clause 37(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

38. Treasurer

(1) The Treasurer must –

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys received into the account of the Association within 5 working days after receipt;
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by him or her and at least one other committee member, or by any 2 other committee members authorised by the Committee.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.

- (4) If directed to do so by the President, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

39. Public officer

- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.

PART 5 – MEETINGS OF MANAGEMENT COMMITTEE

40. Frequency and calling of meetings

- (1) The Committee must meet together for the conduct of business not less than 4 times in each financial year.
- (2) The President, or at least four of the committee members, may at any time convene a special meeting of the Committee.
- (3) A special meeting may be convened to deal with an appeal under clause 22.
- (4) The Secretary must give notice to all Committee members of a special meeting either verbally or in writing at least 12 hours before the meeting is to be held.

41. Voting and decision making

- (1) Each committee member present at the meeting has a deliberative vote.
- (2) A question arising at a committee meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

42. Quorum

For a committee meeting, four of the committee members constitutes a quorum.

43. Procedure and order of business

- (1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

44. Disclosure of interest

- (1) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The President must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

45. Convening general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 3 months after the end of the Association's financial year.
- (3) The Committee –
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and

- (c) must, within 30 days after it receives a request under clause 46(1), convene a special general meeting for the purpose specified in that request.

46. Special general meetings

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting.
- (2) The request must –
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed –
 - (a) for clause 45(3)(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 45(3)(c) – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (6) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

47. Annual general meeting

- (1) The Secretary must give to all members not less than 14 days notice of an annual general meeting..
- (2) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Committee;
 - (b) second – the election of new committee members;
 - (c) third – appointment of the appointment of financial auditor for that financial year; and
 - (d) forth – any other business requiring consideration by the Association at the meeting.

48. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

49. Notice of meetings

The Secretary must give a notice under this Part by notice in writing.

50. Quorum at general meetings

At a general meeting, eight (8) members present in person constitutes a quorum.

51. Lack of quorum

- (1) If within one hour after the time specified in the notice for the holding of a general meeting a quorum is not present –
 - (a) for an annual general meeting or special general meeting convened under clause 45(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (b) for a meeting convened under clause 45(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or

- (c) for a meeting convened under clause 45(3)(c) – the meeting lapses.
- (2) If within one hour after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

52. Voting

- (1) Subject to clauses 14(2) and 18, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting –
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the President or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the President directs.

53. Proxies

- (1) A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any special general meeting.

- (2) A member can not appoint a proxy to attend a general meeting.
- (3) A maximum of 3 proxies votes are allowed per member

PART 7 – FINANCIAL MANAGEMENT

54. Financial year

The financial year of the Association is 1 November to 31 October.

55. Funds and accounts

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

56. Accounts and audits

The responsibility of the Committee under clause 35(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

PART 8 – GRIEVANCE AND DISPUTES

57. Grievance and disputes procedures

- (1) This clause applies to disputes between –
 - (a) a member and another member; or
 - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be –
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) for a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 – MISCELLANEOUS

58. Common seal

- (1) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.

The affixing of the common seal of the Association must be witnessed by any 2 of the management committee members.

- (2) The common seal of the Association must be kept in the custody of the Treasurer or another person the Committee from time to time decides.

59. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
 - (2) The surplus assets must be given or transferred to another association incorporated under the Act that –
 - (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.
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