



RULES OF

SOUTH AUSTRALIAN CRICKET ASSOCIATION

INCORPORATED

Consolidation of Rules adopted 18 September 1996, with
amendments made on 16/9/98, 15/9/99, 15/9/04, 13/9/06, 18/9/07, 30/9/08, 23/9/09, 7/7/10, 2/5/11, 17/9/13 AND
18/09/15

SACA CONSTITUTION

PART 1 - INTRODUCTION

1. **Name**

The name of the Association is "South Australian Cricket Association Incorporated".

2. **Definitions and Interpretation**

2.1 **Definitions**

In this Constitution, unless the context otherwise requires:

"**Association**" means South Australian Cricket Association Inc;

"**Act**" means the Associations Incorporation Act, 1985;

"**Ballot Paper**" means a form, in hard-copy or electronic format, used to cast a vote of a Member;

"**Board of Management**" means the body of persons constituted pursuant to Rule 18;

"**body corporate**" includes any corporation, firm, authority, unincorporated association and instrumentality;

"**Chief Executive**" means the person appointed from time to time pursuant to Rule 29.1;

"**Club Matches**" means matches of cricket played between teams of Clubs of the Association and representative matches involving male or female playing members of Clubs of the Association, other than interstate, international and first class matches;

"**Clubs of the Association**" means the Clubs referred to in or determined under Part 3;

"**Committees of Management**" and "**Committees**" means the Board of Management and the Grade Cricket Committee;

"**direct vote**" means a vote cast via post, fax or other electronic means by a Member not in attendance at a meeting of the Association;

"**Electronic Transactions Act**" means the Electronic Transactions Act 2000 (SA);

"**financial year**" means each period of 12 months commencing on 1 July in each year;

"**Grade Competition**" means a competition or competitions conducted by or under the auspices of the

Association in which Club Matches are played;

"Grade Cricket Committee" means the body of persons constituted pursuant to Rule 39;

"independent person" means a person who:

- (a) is not appointed to represent a Club of the Association on any Committee; and
- (b) does not hold any position of management authority or office in a Club of the Association or in any group, body or club which is represented on any Committee;

"Member" means any member of the Association and "Membership" means the status of such members under this Constitution;

"Membership Year" means the period from 1 September in any year to 31 August of the following year;

"Members' Representative" means any member of the Board of Management referred to in Rule 18.1;

"Oval" means that portion of the North Park Lands known as the Adelaide Oval;

"participate" includes undertake by itself and participate either directly, or indirectly through a joint venture or other entity in which the Association has a proprietary or contractual interest or over which it has practical influence (whether constituting control or not);

"Special General Meeting" means a general meeting of the Association other than an Annual General Meeting;

"Special Resolution" means a resolution passed by a majority of not less than 3/4 of the members of the relevant body present (in person or by proxy) and voting at the meeting dealing with the relevant resolution;

"website" means <http://saca.com.au> and any other web address determined by the Board of Management from time to time; and

"written notice" means a notice of any form of notation, including by hand, typing, printing and other modes of representing or reproducing words in visible form, delivered by any method, or through any medium deemed appropriate by the Board of Management.

2.2 Interpretation

In this Constitution, unless the context otherwise requires:

- 2.2.1 words importing the singular number shall include the plural number and vice versa;
- 2.2.2 references to any gender shall include the other genders;
- 2.2.3 the headings are for convenience only and do not affect the interpretation of this Constitution;
- 2.2.4 references to the Act or to any provision of the Act shall include any modification or re-enactment of the Act or any provision substituted for, and all regulations and statutory instruments issued under, the Act or any such modification, re-enactment or provision; and
- 2.2.5 references to Rules are references to Rules of this Constitution.

3. Objects and Powers

3.1 The objects of the Association are:

- (a) To promote and develop the game of cricket in South Australia.
- (b) To control and manage cricket matches played between the Clubs of the Association, representative matches involving playing members of those Clubs, Interstate, International and first class matches and other matches conducted under the auspices of the Association or Cricket Australia.
- (c) To control and manage cricket matches played at the Oval.
- (d) To participate in the promotion and conduct of sports, recreation, entertainment, amusements or other events (other than cricket) held at the Oval and any ground(s) that the Association has a right to use.
- (e) To participate in the control, management, improvement, promotion, maintenance and maximisation of the use of the Oval and any ground(s) that the Association has a right to use.
- (f) To continue the affiliation of the Association with, and its representation on, Cricket Australia and with such other body or bodies as may be thought fit and to support the objects, functions and undertakings of Cricket Australia.
- (g) To participate in any joint venture or other entity which performs one or more of the objects set out in Rules 3.1(a), (b), (c), (d), (e) or (f).

- 3.2 The Association shall have the legal capacity and powers of an individual both in and outside South Australia. Without limiting the generality of such legal capacity and powers, these powers include:
- (a) The powers set out in Section 25 of the Act.
 - (b) The power to surrender or relinquish any proprietary or contractual interest, including a leasehold interest relating to the Oval.
 - (c) The power to do all such acts and things as the Association may deem incidental or conducive to the attainment of all or any of the objects set out in Rule 3.1.

4. **Constitution**

The Association shall consist of the Committees of Management and all Members of the Association.

5. **Patron and Vice-Patron**

The Board of Management may from time to time appoint a Patron and a Vice-Patron of the Association on such terms and conditions as the Board of Management sees fit. Until an appointment is made to the contrary the Patron and Vice-Patron shall be the Governor for the time being of the State of South Australia and the Lord Mayor for the time being of the City of Adelaide, respectively.

PART 2 - MEMBERSHIP

6. **Classes of Membership**

6.1 Members shall be divided into the following classes, namely: Full Members, Country Members, Life Members, Honorary Life Members, Honorary Members, Tenured Members, Honorary - Services Rendered Members, Junior Members and Grade Cricket Committee members and any other class as determined by the Board of Management from time to time.

6.2 Subject to these Rules:

- (a) the classes of Membership;
- (b) Membership qualifications for each class;
- (c) the entrance fees and subscriptions payable in respect of each class of Membership;
- (d) the numbers of members in each class;
- (e) the benefits and privileges attaching to Membership of any class;
- (f) the terms and conditions applying to Membership of any class;
- (g) requirements relating to applications for Membership, entry and election; and
- (h) procedures relating to waiting lists for any class of Membership;

shall be as determined from time to time by the Board of Management.

6.3 Every Member shall hold Membership subject to this Constitution, any By-laws and Regulations made under this Constitution and to any Act of Parliament and By-Laws or Regulations made under any applicable Act of Parliament.

6.4 Persons will not be admitted to Full or Country Membership until they have reached 18 years of age.

6.5 A Junior Member must be under 18 years of age. For the Membership Year during which the Member attains the age of 18 years, the Member shall be eligible to continue as a Junior Member until the expiration of such Membership Year, when the Member will be eligible without further application to continue Membership as a Full Member.

6.6 Members who hold Membership in the Association only by virtue of their membership of a Committee of Management shall cease to be Members on expiry of their term as a member of that Committee.

7. **Priority**

The Board of Management may, in its absolute discretion, give priority for election to any application made by a person on any ground which it deems just and equitable.

8. **Rejected Application**

Any applicant whose Membership application is rejected by the Board of Management may appeal, for election, to the Annual General Meeting of the Association next following the date of such rejection provided that written notice of such intention to appeal is lodged by the rejected applicant with the Chief Executive no later than the

15th day of August preceding such Annual General Meeting. If the applicant is not elected a Member of the Association by a special resolution of the Members present (in person or by proxy) and voting, his/her membership application will fail.

9. **Voting**

9.1 Only a Member who is a Full Member, a Country Member, a Life Member, an Honorary Life Member, a Tenured Member, an Honorary - Services Rendered Member or a member of a Committee of Management will be competent or entitled to vote or take part in any proceedings of the Association.

9.2 Subject to Rule 9.3, no Member (other than a Member who is not required to pay any subscription) will be competent to vote on any occasion or be entitled to any membership privileges unless the Member has paid his/her subscription for the current Membership Year.

9.3 Any Member holding Membership at the end of any financial year will not be prevented by Rule 9.2 from voting at an election held in conjunction with the Annual General Meeting immediately following the end of the financial year.

10. **Payment of Subscriptions**

10.1 The entrance fee and the annual subscriptions for each class of Membership shall be fixed by the Board of Management.

10.2 All Members shall pay the relevant entrance fee and annual subscriptions by 1 September in the relevant Membership Year.

10.3 The Board of Management may, in its absolute discretion, exempt any Member from payment of his/her subscription for any financial year(s) or any part of it and allow the Member to retain his/her Membership for the time specified in the Resolution.

11. **Members' Entitlements**

A Member, upon payment of the annual subscription, is entitled:

11.1 To be issued with a Member's Token or Ticket which allows admission:

(a) to all parts of the Oval during the conduct of cricket matches played under the auspices of the Association or Cricket Australia and during the conduct of Australian Rules football matches in the South Australian league football competition played under any agreement between the Association and the South Australian National Football League Inc; and

(b) otherwise, to such parts of the Oval, and at such times as the Board of Management determines from time to time.

11.2 To all other rights, privileges and purposes pertaining to Membership of the Association from time to time.

12. **Conditions - Tokens or Tickets**

12.1 Members' Tokens or Tickets are not transferable.

12.2 No Member shall deliberately, negligently or otherwise inadvertently transfer or attempt to transfer any of his/her Members' Tokens or Tickets or deliberately, negligently or otherwise inadvertently allow any of his/her Tokens or Tickets to be used by any other person.

12.3 All Tokens and/or Tickets shall be issued subject to this Constitution, any By-Laws and Regulations made under this Constitution, and to any Act of Parliament and By-Laws or Regulations made under any Act of Parliament applicable to the Oval or any ground(s) for the time being used or controlled by the Association.

13. **Lost Tokens or Tickets**

13.1 Where any Token or Ticket issued to a Member is lost, mislaid or stolen, the Member must, upon becoming aware of such loss or theft, report the loss or theft in writing to the Chief Executive.

13.2 The Board of Management may, in its absolute discretion, suspend or cancel such Token or Ticket and the rights attaching to the Token or Ticket and may issue a new substitute Token or Ticket, upon payment of the amount and upon such terms and conditions as the Board prescribes.

PART 3 - CLUBS OF THE ASSOCIATION

14. **Current Clubs of the Association**

Subject to Rule 15, the following are the Clubs of the Association

Adelaide Cricket Club Inc.
Adelaide University Cricket Club
Inc. East Torrens District Cricket Club

Inc. Glenelg District Cricket Club
Inc. Kensington District Cricket Club
Inc. Northern Districts Cricket Club
Inc. Port Adelaide Cricket Club Inc.
Prospect District Cricket Club Inc.
Southern District Cricket Club Inc.
Sturt District Cricket Club Inc.
Tea Tree Gully District Cricket Club
Inc. West Torrens District Cricket Club
Inc. Woodville District Cricket Club
Inc.

15. **Admission and Exclusion**

- 15.1 A Club may be admitted to or excluded from the Association upon special resolutions passed by each of the Grade Cricket Committee and the Board of Management.
- 15.2 On the recommendation of the Grade Cricket Committee, subject to the approval of the Board of Management, any two or more of the Clubs may merge with such financial or other incentives and on such other terms and conditions as shall be determined from time to time by the Board of Management.

16. **Status of Clubs**

The Clubs of the Association are not Members and as such have no rights or obligations pursuant to this Constitution.

PART 4 - MANAGEMENT

17. **Committees of Management**

The affairs of the Association shall be governed by the Committees of Management as provided in this Constitution.

PART 4.1 - BOARD OF MANAGEMENT

18. **Membership of Board of Management**

The Board of Management shall consist of:

- 18.1 not less than 8 and not more than 12 Members of the Association being Full or Country Members elected by the Members of the Association; and
- 18.2 one delegate of the Grade Cricket Committee, being the Chairperson of that Committee for the time being.

19. **Retirement by Rotation**

- 19.1 The 3 Members of the Board of Management who were elected by the Members of the Association and have held office for the longest continuous period since the date of their election or last re-election (whichever is the later), shall retire at the date of the Annual General Meeting of the Association in each year, but shall be eligible for re-election.
- 19.2 As between Members elected or re-elected at the same time, and falling due for retirement at the same time pursuant to Rule 19.1, the Members' Representatives to retire for the purposes of Rule 19.1 shall be the Members' Representatives who have held office for the longest continuous period since the date of their initial election to the Board of Management and, where any such Members' Representatives have held office for identical continuous periods, those to retire shall be determined by agreement among themselves or, failing such agreement, by lot.

20. **Office-Bearers**

The Board of Management shall appoint a Chairperson, a President of the Association and a Vice-President from its membership for a term expiring at the Board of Management meeting immediately following the Annual General Meeting.

21. **Casual Vacancies – Members' Representatives**

- 21.1 Any casual vacancy occurring among the Members' Representatives may be filled by an appointment made by the Board of Management (the "appointed person").
- 21.2 The appointed person shall remain on the Board of Management, subject to such appointment being confirmed by the Members at the Annual General Meeting next following the date of appointment, until such time as the appointed person must retire pursuant to Rule 19.1 as determined in accordance with the provisions of Rule 21.3.

- 21.3 For the purposes of Rule 19.1;
- 21.3.1 where the appointed person has filled the position of a person (the "predecessor"), the appointed person must retire at the Annual General Meeting at which the predecessor would have otherwise been required to retire; and
- 21.3.2 in other cases the appointed person shall be deemed to have been elected by the Members of the Association at the Annual General Meeting at which the appointment is confirmed pursuant to Rule 21.2.
- 21.4 If an appointment made pursuant to Rule 21.1 is not confirmed by the Members, the Board of Management shall make another appointment in accordance with this Rule 21.

22. **Delegate Alternate**

- 22.1 The Grade Cricket Committee may appoint one alternate for its delegate provided that the name of the alternate shall have been nominated in writing by the Grade Cricket Committee to the Chief Executive by no later than 10 September in the year of appointment.
- 22.2 The alternate may exercise the powers of the delegate in the absence of the delegate and may otherwise enjoy all other privileges of the delegate.

23. **Proxies**

- 23.1 A member of the Board of Management may appoint another member of the Board as proxy by lodging the instrument appointing the proxy with the Chief Executive no later than 24 hours before the time of the Board of Management meeting at which the Board of Management member named in the proxy instrument proposes to vote.
- 23.2 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution, and where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

24. **General Duties and Powers**

The Board of Management is entrusted with the following duties and may exercise the following powers:

- 24.1 the doing of all things and the making and performing of all contracts which in its judgment are necessary or proper for the purpose of carrying into effect the objects of the Association referred to in Rule 3.0;
- 24.2 the exercise of all functions and powers as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by a General Meeting of Members of the Association or by the Committees of Management; and
- 24.3 to perform all acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

25. **Specific Areas of Control**

Without prejudice to the generality of the powers and duties set out in Rule 24.0, the Board of Management shall have the full control and management of:

- 25.1 the affairs of the Association and of its Members and Membership classes;
- 25.2 the finances of the Association including all expenditure and disbursements and the drawing of cheques;
- 25.3 the Association's rights with respect to the Oval and any grounds used or controlled by the Association, and of the admission or non-admission and ejection or removal of all persons;
- 25.4 the appointment and dismissal of paid officers, employees and contractors of the Association and the appointment of coaches and managers of Interstate teams;
- 25.5 the formation and implementation of strategic goals, objectives and policies of the Association;
- 25.6 the adoption and monitoring of periodical operating budgets and financial plans;
- 25.7 ensuring that all assets and undertakings of the Association are adequately insured;
- 25.8 ensuring that all activities of the Association are undertaken in accordance with applicable laws;
- 25.9 the administration and protection of all assets of the Association;
- 25.10 the promotion of the activities of the Association to the community;
- 25.11 responsibility for the maintenance and development of the Association's affiliations with Cricket Australia and other bodies; and
- 25.12 the delegation of its powers and duties to such persons and/or sub-committees as it sees fit.

26. **By-laws and Regulations**

The Board of Management may from time to time make such By-laws and Regulations not inconsistent with these Rules as it thinks fit for carrying out and giving effect to the Rules of the Association, and any By-laws and Regulations lawfully made by the Board of Management shall have the same force and effect as if they were Rules of the Association, and were embodied in this Constitution. The Board of Management may from time to time alter, vary or rescind any By-laws or Regulations made by it.

27. **Membership Sanctions**

The Board of Management or any authorised delegate of the Board of Management may expel, fine, reprimand, and/or suspend for any time any Member if the Board of Management or the authorised delegate as the case may be is satisfied at its discretion that the Member has:

- 27.1 infringed any of the Rules of the Association, or any By-law or Regulation made under this Constitution; or
- 27.2 infringed any Act of Parliament, or any By-law or Regulation made under an Act of Parliament in using the Oval or any ground(s) used or controlled by the Association.

28. **Cricket Australia Representatives**

The Association's representative(s) on the board of Cricket Australia shall be appointed annually by the Board of Management on such terms as the Board of Management thinks fit and shall undertake all tasks necessary to facilitate the flow of information between Cricket Australia, the Board of Management and the Grade Cricket Committee in order to assist in the performance of their respective functions.

29. **Chief Executive**

29.1 The Board of Management shall appoint a Chief Executive who shall act as the Secretary and Public Officer of the Association and:

- (a) shall be responsible for the day to day management of the affairs of the Association and shall undertake the powers as determined and in the manner determined from time to time by the Board of Management;
- (b) may with the approval of the Board of Management delegate responsibilities to managers and administration officers of the Association, appointed to administer specific functions;
- (c) shall co-ordinate the development and implementation of strategic plans and annual operational plans formulated by the Board of Management including budgets for the Committees of Management and the various administrative sections of the Association;
- (d) shall keep all books, records, and other documents of the Association; and
- (e) shall conduct the business of the Association, as directed by the Board of Management, at the meetings of the Association and the Board of Management as Secretary.

29.2 The Chief Executive shall be paid such salary as the Board of Management shall from time to time determine.

30. **Other Officers**

30.1 The Board of Management may also from time to time appoint an Acting Chief Executive and/or an Executive Assistant/Office Co-ordinator and such other officers as it may deem necessary or desirable, at such salaries as it sees fit.

30.2 All officers appointed by the Board of Management shall hold office during the pleasure of the Board and for the term and upon such conditions as the Board sees fit.

30.3 Should any officer appointed by the Board of Management be temporarily absent from the State or temporarily incapable of performing his/her duties, the Board of Management may appoint an acting officer whose powers and duties shall be identical to those of the officer in whose position he/she is acting.

31. **Finance and Audit Committee**

31.1 The Board of Management shall appoint a Finance and Audit Committee of not less than three (3) and not greater than four (4) members of the Board of Management, for a term expiring at the next Annual General Meeting.

31.2 The Finance and Audit Committee shall from time to time review the practices and procedures adopted by the Board of Management and the Association with a view to:-

- (a) ensuring compliance with the Constitution and with all applicable laws; and
- (b) improving the efficiency and effectiveness of such practices and procedures.

32. **Reciprocal Arrangements**

The Board of Management may enter into reciprocal arrangements with the controlling authorities of cricket grounds in other States of Australia and elsewhere which will provide for Members having the right of entrance to the grounds of such ground authorities and the members of such ground authorities having access to the Oval on such terms and conditions as may be mutually agreed.

33. **Annual Elections of Members' Representatives**

The annual election of Members' Representatives on the Board of Management shall be conducted in the following manner:

- 33.1 The Board of Management shall appoint a Returning Officer and shall set a date and hour up to which nominations may be received for the positions of Members' Representatives (the "**Closing Time**"), such date being at least 28 days prior to the date of the Annual General Meeting.
- 33.2 The Returning Officer shall call for nominations by:
- (a) sending an advertisement via email to the email address for each Member (if any) set out in the register of Members;
 - (b) placing an advertisement in one of the newspapers of state-wide circulation in South Australia at least 2 times, with the last advertisement to be circulated at least 10 days prior to the Closing Time; and
 - (c) publishing an advertisement on the website.
- 33.3 All nominations:
- (a) shall be made in writing signed by (or in the case of email, having scanned-in signatures of) 2 Members of the Association, being Members entitled to vote and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Returning Officer prior to the Closing Time by hand, post, email or other means determined by the Board of Management from time to time.
- 33.4 If the number of candidates nominated is equal to or less than the number of vacancies to be filled, the Chairperson at the Annual General Meeting shall declare such candidates to be duly elected.
- 33.5 A candidate may withdraw his/her nomination at any time prior to the commencement of the Annual General Meeting.
- 33.6 Any vacancy caused by a lack of nominations, by the withdrawal of a nomination or by the death of a candidate shall be deemed to be a casual vacancy for the purposes of Rule 21 and shall be filled by the Members of the Board of Management then in office.
- 33.7 If the number of candidates nominated exceeds the number of vacancies to be filled, a ballot shall be held in accordance with these Rules. The following provisions shall apply to the ballot:
- (a) The Chief Executive shall, within 14 days after the Closing Time, forward to each Member of the Association entitled to vote relevant voting information dealing with completion of the Ballot Paper and the voting procedure as determined from time to time by the Board of Management, the appropriate Ballot Paper listing the candidates, and any statement by a candidate in support of his/her election not exceeding 250 words (as approved by the Chief Executive).
 - (b) Members may, in respect of each Membership Year until the Membership Year commencing 1 September 2017, nominate on renewal of Membership to receive the information referred to in Rule 33.7(a) by post to the address in the register of Members. Thereafter, the information will be sent by email, in the manner specified in Rule 33.7(c).
 - (c) The information referred to in Rule 33.7(a) will be sent to the email address for each Member (if any) set out in the register of Members, unless the Member has made the nomination referred to in Rule 33.7(b).
 - (d) For the purpose of conducting a ballot the Chief Executive shall supply to the Returning Officer a certified list of Members who are entitled to vote.
 - (e) After the close of the ballot the Returning Officer shall certify the number of votes received by each candidate. Successful candidates will be declared elected by the Chairperson of the Annual General Meeting.
 - (f) In case of an equality of votes, the Chairperson, if not a candidate, shall have a casting vote. If he/she is a candidate he/she shall vacate the Chair at a convenient time during the meeting and the meeting shall elect in his/her place another Chairperson who shall exercise the casting vote.
 - (g) The decision of the Returning Officer as to:
 - (i) the validity of any vote;
 - (ii) the right of any member to vote;
 - (iii) which votes shall be counted; and
 - (iv) generally as to the conduct of the ballot and the scrutiny;

shall be final.

- (h) The Returning Officer shall appoint such assistants as he/she deems necessary for the conduct of the ballot.
- (i) Each candidate for election may appoint a scrutineer or scrutineers to attend the counting of votes provided that not more than one scrutineer for each candidate is present in the counting room at any one time.

PART 4.2 – NOT USED

34. **Not Used**

35. **Not Used**

36. **Not Used**

37. **Not Used**

38. **Not Used**

PART 4.3 – GRADE CRICKET COMMITTEE

39. **Membership of Grade Cricket Committee**

The Grade Cricket Committee shall consist of:

39.1 one delegate from each of the Clubs of the Association to be appointed annually by such Clubs;

39.2 one delegate to be appointed annually by the Board of Management; and

39.3 one delegate appointed annually by the South Australian Cricket Umpires and Scorers Association,

in each case where such delegate shall have been nominated in writing by the appointing body to the Chief Executive. The term of each appointment shall expire at the end of the Membership Year in which the appointment took effect.

40. **Alternates**

40.1 Each appointing body specified in Rule 39 may appoint one alternate for its delegate provided that the name of the alternate shall have been nominated in writing by the appointing body to the Chief Executive.

40.2 The alternate may exercise the powers of the delegate in the absence of the delegate and may otherwise enjoy all other delegate privileges.

41. **Vacancies**

If the position of any person appointed to the Grade Cricket Committee under Rules 39 or 40 becomes vacant for any reason whatsoever, the body which appointed such person may nominate a replacement to fill the vacancy during the remainder of the Membership Year. Any such new appointment(s) shall take effect from the date of written notification of such appointment by the appointing body to the Chief Executive.

42. **Chairperson**

The Grade Cricket Committee shall appoint a Chairperson from its members for a term of not less than one year provided that if the Chairperson resigns or ceases to be entitled to be a member of the Grade Cricket Committee for any reason the Grade Cricket Committee shall appoint a new Chairperson.

43. **Powers**

The Grade Cricket Committee shall have the power to supervise, manage and control the Grade Competition and Club Matches including without limitation the recruitment, training and appointment of umpires to officiate in Club Matches, the exercise of which power is subject to any determinations, strategies, policies, directions or guidelines made or given by the Board of Management from time to time.

PART 4.4 – NOT USED

44. **Not Used**

45. **Not Used**

46. **Not Used**

47. **Not Used**

PART 4.5 - PROCEEDINGS OF OTHER MATTERS RELATING TO THE COMMITTEES OF MANAGEMENT

48. **Quorums**

48.1 Except as otherwise provided in this Constitution at meetings of:-

48.1.1 the Board of Management – 6 persons; and

48.1.2 the Grade Cricket Committee – 9 persons,

shall constitute a quorum at the meetings of those respective Committees.

48.2 No business will be transacted by a Committee unless a quorum is present within 30 minutes of the time appointed for the meeting in which case the business of the meeting will be adjourned until the next meeting of the Committee.

48.3 The Chief Executive, for meetings of the Board of Management, and the Chairperson of the other Committees, for meetings of these Committees, or other person acting in their stead, must note the adjournment and the lack of quorum in the Minute Book.

48.4 Questions arising at any meeting will be determined by a majority of votes, and, except where otherwise provided for, will be decided by show of hands unless a ballot is demanded, in which case the matters will be decided by ballot in manner prescribed by the Chairperson presiding at the meeting.

49. **Cooperative Powers**

The Board of Management and the Grade Cricket Committee will, in the exercise and to the extent of the powers conferred on each of them respectively under this Constitution, liaise and cooperate with each other in the control, promotion, development and management of the game of cricket in South Australia.

50. **By-laws and Regulations**

Each Committee may from time to time make By-laws and Regulations which are not inconsistent with these Rules, and the By-laws and Regulations of the Grade Cricket Committee must not be inconsistent with any By-laws or Regulations made by the Board of Management or with the powers conferred upon it under this Constitution, and may from time to time amend or vary any such By-laws and Regulations.

51. **Sub-committees**

Each Committee may appoint, from its members and/or other persons, such sub-committees as it may deem necessary or appropriate, and may determine the number of members to comprise any sub-committee and define its powers, being powers which are not inconsistent with the powers conferred on that Committee under this Constitution.

52. **Quorum Impossible**

52.1 **Board of Management**

Should all or so many of the Board of Management at any time resign such that it is impossible to obtain a quorum at a meeting of the Board, the Chief Executive of the Association shall convene a Special General Meeting at which nominations shall be received and the vacancies, other than in respect of the delegate from the Grade Cricket Committee, filled.

52.2 **Other Committees of Management**

If, for any reason, it becomes impossible for the Grade Cricket Committee to obtain a quorum, the Board of Management may exercise and discharge all or any of the powers vested under this Constitution in the Grade Cricket Committee until such time as the Grade Cricket Committee can duly discharge its duties.

53. **Absent Members**

A member of any Committee who is absent from 3 consecutive Committee meetings, without leave from the Committee may, at the Committee's discretion, be removed from Committee membership. The Committee member may be reinstated by a special resolution of such Committee. At least 7 days' notice in writing must be given to each member of the Committee of the business to be transacted at the meeting.

54. **Committee Meetings**

- 54.1 Each Committee shall meet for the dispatch of business as required by law and otherwise as determined by the Board of Management from time to time.
- 54.2 Oral or written notice of a meeting of a Committee shall be given by the Chief Executive of the Board of Management or the Chairperson of the relevant Committee (as the case may be) to each Committee member at least 48 hours (or such other period as may be unanimously agreed upon by the Committee members) before the time appointed for the holding of the meeting.
- 54.3 Notice of a meeting given under Rule 54.2 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- 54.4 A decision in which a majority of members of a Committee concur is a resolution of that Committee notwithstanding that it is not made at a meeting of the Committee Members.
- 54.5 The Chairperson of each Committee shall have both a deliberative vote and a casting vote.

55. **Vacancies**

Subject to Rule 48.0, a Committee may act notwithstanding a vacancy on the Committee.

56. **Minutes**

Minutes of proceedings at a Committee meeting will be recorded, confirmed by resolution of the relevant Committee and signed by the Chairperson of the meeting at which they are confirmed.

57. **Powers of Expulsion**

Members of a Committee may, by special resolution, expel from the Committee any Committee member.

58. **Disputes between Committees**

Any difference or dispute occurring between the Committees of Management as to their respective rights or duties, or upon any matter whatsoever connected with the affairs of the Association, which, in the opinion of the President of the Association cannot be resolved by negotiation, shall be determined by a Queens Counsel nominated by the President of the Law Society of South Australia Inc for resolution in such manner as he/she sees fit and such determination shall be final and binding on each of the Committees.

PART 5 - FINANCE

59. **Funding of the Association**

The funds of the Association shall be derived from such sources as the Board of Management determines.

60. **Immediate Expenses**

The Chief Executive and any other person nominated from time to time by the Board of Management may from time to time expend on behalf of the Association such amount as is set from time to time by the Board of Management in payment of immediate expenses.

61. **Investment and Borrowings**

The Board of Management may from time to time invest moneys of the Association and borrow or raise money and secure the repayment thereof, in such manner and on such terms as the Board thinks fit.

62. **Accounts**

The accounts of the Association, made up to 30 June in each year, shall be audited before the Annual General Meeting of the Association by auditors appointed at the previous Annual General Meeting. The report of such audit, together with a Statement of Income and Expenditure and such other documents as may be prescribed by the Act, shall be set out in the Annual Report and a copy furnished to each Member of the Association at least 7 days before the Annual General Meeting. A casual vacancy occurring among the Auditors shall be filled by an appointment made by the Board of Management until the next Annual General Meeting.

62A **Furnishing of Annual Report**

- 62A.1 The Association may furnish the Annual Report in each year for the purpose of Rule 62 by doing all of the following:
- (a) sending, to each Member who has made the election referred to in Rule 62A.2(a):
 - (i) a hard copy of the Annual Report; or
 - (ii) if the Member has elected to receive the Annual Report as an electronic copy in accordance with Rule 62A.2(c) – an electronic copy of the Annual Report;
 - (b) making a copy of the Annual Report accessible on a web site; and
 - (c) directly notifying, in writing, all Members who did not make the election referred to in Rule 62A.2(a) that the copy is accessible on the web site (specifying the direct address on the web site where the Annual Report may be accessed).
- 62A.2 For the purposes of Rule 62A.1, the Association must, on at least one (1) occasion, directly notify in writing each Member that:
- (a) the Member may elect to receive, free of charge, a copy of the Annual Report each year for the purposes of Rule 62; and
 - (b) if the Member does not so elect – the Member may access the Annual Report on a specified web site; and
 - (c) if the Member does so elect and the Association offers to send the Annual Report as either a hard copy or an electronic copy – the Member may elect to receive the copy as either a hard copy or an electronic copy.
- 62A.3 An election made under Rule 62A.2 is a standing election for each later year until the Member changes his or her election.
- 62A.4 A Member may, for the purposes of Rule 62A.1(c) or Rule 62A.2, be notified by electronic means only if the Member has previously nominated that means as one by which the Member may be notified.

63. **Association Year**

For all purposes other than accounts the Association year shall end on 31 August in any year.

PART 6 - MEETINGS OF MEMBERS

64. **Annual General Meeting**

The Annual General Meeting of the Association shall be held in September of each year and in addition to any other business which may be transacted at an Annual General Meeting in conformity with the Rules of the Association, the business of an Annual General Meeting shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that Meeting if the relevant Meeting did not authorise the Board of Management to confirm those minutes;
- (b) to receive from the Committees reports on the activities of the Association during the last preceding financial year;
- (c) to receive a report on the financial statements duly audited;
- (d) to declare the elected Members' Representatives to the Board of Management; and
- (e) to authorise the Board of Management to confirm the Minutes of Meeting.

65. **Special General Meeting**

The Chairperson of the Board of Management or the Chief Executive of the Association, following resolution by the Board of Management, or on the written request of at least 200 Members, shall call a Special General Meeting of the Association. The objects of such Meeting and the subject matter of any resolution sought to be passed shall be expressed in such resolution or requisition.

66. **Advertisements of Meetings**

- 66.1 At least 21 days' written notice of the time and place of any Annual or Special General Meeting shall be given to Members by advertisements:
- (a) appearing twice at least in one of the newspapers of state-wide circulation in South Australia;
 - (b) sent via email to the email address for each Member (if any) set out in the register of Members;
 - (c) published on the website; and

(d) if the Member has nominated to receive the notice by post in accordance with Rule 66.2 - sent by post to the address in the register of Members.

- 66.2 Members may, in respect of each Membership Year until the Membership Year commencing 1 September 2017, nominate on renewal of Membership to receive the notices referred to in Rule 66.1 by post to the address in the register of Members. Thereafter, the notices will be sent by email, in the manner specified in Rule 66.1(a) – (c).
- 66.3 If a Member does not provide an email address to the Association, the Member will be deemed to have notice of the Annual or Special General Meeting at the date and time the Association publishes the advertisement on the website.
- 66.4 The objects of any Annual or Special General Meeting, including the subject matter of any resolutions sought to be passed, shall be posted up in the Association's office at least 21 days before such meeting, and shall be open to the inspection of all Members during that period.
- 66.5 Any Member must give written notice to the Chief Executive of a proposed resolution to be voted on or a motion to be moved at the Annual General Meeting by the 15th day of August preceding the Annual General Meeting or such later date as the Chairperson of the Board of Management shall allow in his/her absolute discretion. The written notice shall be delivered to the Chief Executive by hand, post, email or other means determined by the Board of Management from time to time.

67. **Conduct of Meetings**

- 67.1 Where the Board of Management has appointed a Chairperson of its meetings, the appointee will subject to Rule 67.2 preside as Chairperson at every Annual and Special General Meeting during the terms of that appointment.
- 67.2 Where an Annual General Meeting or Special General Meeting is held and the Board of Management has not appointed a Chairperson or the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or vacates the chair for any reason, those Members present (in person or by proxy) who are entitled to vote at the meeting will elect one of their number to be Chairperson of the meeting.
- 67.3 At all Annual and Special General Meetings 30 Members (present in person or by proxy) shall constitute a quorum.
- 67.4 No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 67.5 If a quorum of Members is not present within 30 minutes after the time appointed for commencement, the meeting shall stand adjourned to such day (being within 14 days), time and place as the Chairperson shall nominate and announce at the meeting. If at the adjourned meeting a quorum is not present within 30 minutes after the appointed time for the commencement of the meeting, the Members present (being not less than 15), shall constitute a quorum and may transact the business for which the meeting was called. No notice of such adjourned meeting needs to be given to the Members.

67A. **Proxies**

- 67A.1 A Member entitled to attend and cast a vote at a General Meeting may appoint any other Member as the Member's proxy to attend and vote for the Member at the General Meeting.
- 67A.2 An instrument appointing a proxy must be in writing and signed by the appointor or by that appointor's properly appointed attorney and contain the following information:
- (a) the appointor's name and address;
 - (b) the Association's name;
 - (c) the proxy's name or if the proxy is the Chairperson, that office;
 - (d) the meeting(s) at which the proxy may be used; and
 - (e) the manner in which the proxy is to vote in respect of a particular resolution.
- 67A.3 The Chairperson may determine that an appointment is valid even if it contains only some of the information prescribed by Rule 67A.2. The Chairperson's decision will be final on the validity of a proxy appointment.
- 67A.4 For an appointment of a proxy to be effective, the notice of appointment, and any power of attorney under which it was signed or authenticated, must be received by the Association at least three (3) days prior to the General Meeting to which it relates. For the purposes of this Rule 67A.4, the Association receives a notice of appointment (and any necessary accompanying documentation):
- (a) when the notice of appointment is received at a place, fax number or electronic address specified for the purpose in the relevant notice of meeting; and
 - (b) if the notice of meeting specifies other electronic means by which a member may give the notice of appointment – when the notice of appointment given by those means is received by the Association.

- 67A.5 Where a person is appointed as a proxy in accordance with Rule 67A.2, that person must vote in accordance with the directions of the appointor in respect of a particular resolution. If the Chairperson determines, in its absolute discretion, that a person has failed to vote in accordance with the directions of their appointor in respect of a particular resolution, that vote shall be rendered invalid.
- 67A.6 A proxy will have the same rights as their appointor to speak at the meeting, vote (to the extent allowed by the appointment) and join in demanding a ballot.
- 67A.7 A vote cast in accordance with the terms of an instrument of proxy will be valid even if before the vote was cast the appointor:
- (a) died;
 - (b) became of unsound mind; or
 - (c) revoked the proxy or power,
- unless written notification of the relevant event is received by the Association before the General Meeting at which the relevant proxy was used. The Chairperson's decision as to whether a proxy has been revoked will be final and conclusive.
- 67A.8 A proxy will be revoked by the appointor attending and taking part in any General Meeting.

68. **Direct Voting**

The Board of Management may determine from time to time that Members will be entitled to a direct vote on a special resolution at a duly convened meeting of the Association. The appropriate form and method by, or medium through which the direct vote will be cast by Members will be determined by the Board of Management.

PART 7 - GENERAL

69. **Use of Grounds**

- 69.1 The Grade Cricket Committee shall have the use of the Oval and the ground known as the "No.2 Ground" and any grounds used or controlled by the Association, for the purpose of Club matches on all Saturdays, Sundays and Public Holidays during the cricket season as fixed by the Board of Management prior to the commencement of each season, except on such days as the ground(s) may be required for International, Interstate or other first-class matches, or shall not be available for any other reason deemed sufficient by the Board of Management.
- 69.2 Subject to the rights of the Grade Cricket Committee to the use of the Oval or any grounds used or controlled by the Association, the Board of Management may let or licence the Oval or any such grounds for any purpose authorised by the lease or licence under which the Oval or those grounds are for the time being used or controlled and on such terms as it shall see fit.
- 69.3 The charges for admission to the Oval and to any grounds of which the Association has use or control for sports and other events undertaken by the Association shall at all times be in the discretion of the Board of Management.

70. **Property of the Association**

No person shall have any beneficial interest in any of the property or assets of the Association, and in the event of the dissolution of the Association the property or assets remaining after payment or discharge of the Association's liabilities shall be applied in such manner, in connection with the game of cricket or other recreation(s) or for any charitable purposes, as is nominated by the Association at the time of dissolution.

71. **Common Seal**

The Association shall have a common seal which may on the authority of a General Meeting or of the Board of Management be affixed to any deed, agreement, instrument, or other document and shall be witnessed by the Chief Executive or Acting Chief Executive together with any Member of the Board of Management or by any 2 Members of the Board of Management and any deed, agreement, instrument or other document so executed shall be deemed to be duly executed by the Association.

72. **Electronic Communication to Members**

- 72.1 Each Member will be entitled to provide an email address for the receipt of any notice, form, advertisement or other document of the Association ("**document**") sent by email from the Association to Members. Any document sent by the Association to the email address for each Member (if any) set out in the register of Members will be deemed to have been:
- (a) sent by the Association; and
 - (b) received by each Member of the Association,

at the date and time the email was dispatched by the Association, as defined by the Electronic Transactions Act.

- 72.2 Any document published by the Association on the website will be deemed to have been received by each Member of the Association at the date and time the notice was published on the website.
- 72.3 Any document sent by a Member to the Association will be deemed to have been received by the Association at the date and time of the receipt of the document by the Association, as defined by the Electronic Transactions Act.
- 72.4 If a Member does not provide an email address for the register of Members, the Member is deemed to have foregone the right to receive any information sent by the Association to Members via email.

73. **Alteration of Rules**

No Rule of the Association shall be suspended, varied, altered, added to, or repealed, nor shall any new Rule be added, except by a special resolution of the Members.