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BY-LAWS

SOUTH AUSTRALIAN CRICKET ASSOCIATION LIMITED (ACN 623 135 393)

MEMBERSHIP, BOARD ELECTION AND DIRECT VOTING BY-LAWS

MEMBERSHIP PRESCRIBED STANDARDS

MEMBERS CONDUCT TERMS OF REFERENCE

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Introduction

1 Introduction

- (a) These by-laws have been made by the Board pursuant to clause 13.2 of the Constitution.
- (b) These by-laws have effect from the Effective Date.

Part A - Membership of SACA By-Laws

1 Classes of Members

1.1 Classes

Membership of SACA is available in the classes described in clause 3.1 of the Constitution.

1.2 *Honorary Life Members and Life Members*

- (a) Honorary Life Membership is only available to persons nominated by the Board in consideration of any special services rendered to SACA or SACA Inc or in the advancement of the game of cricket. Subject to by-law 1.2(b), a person so nominated will not be admitted as an Honorary Life Member unless their nomination is approved by Voting Members at the AGM held next after their nomination.
- (b) The Board may, in its absolute discretion, determine that special circumstances apply to a nomination for Honorary Life Membership or that the nomination is urgent and award Honorary Life Membership to that person without the nomination being approved at an AGM.
- (c) Life Membership is only available to persons who held Life Membership of SACA Inc pursuant to its Constitution in force as at 30 June 1996.
- (d) Honorary Life Members and Life Members will, during the continuance of their life and Membership, have all the rights, benefits and privileges of Full Members.
- (e) Subject to clause 4.5 of the Constitution, Honorary Life Members and Life Members are exempted from any future payment of Entrance Fees and Membership Subscription Fees for the period of their Membership.

1.3 *Honorary – Services Rendered Members*

- (a) Honorary – Services Rendered Membership is only available to persons determined by the Board in consideration of any special services rendered to SACA or SACA Inc.
- (b) The period of Honorary – Services Rendered Membership shall be determined by the Board.
- (c) Subject to clause 4.5 of the Constitution, Honorary – Services Rendered Members are exempted from any future payment of Entrance Fees and Membership Subscription Fees for the period of their Membership.

1.4 *Tenured Members*

- (a) Tenured Membership is only available to persons who have held Membership of any class or classes continuously for 65 years. Membership with SACA Inc will be counted as 'Membership' for the purposes of this by-law 1.4(a).
- (b) SACA will contact Members eligible for Tenured Membership before the commencement of the Membership Year in which they become so eligible.
- (c) Subject to clause 4.5 of the Constitution, Tenured Members are exempted from any future payment of Entrance Fees and Membership Subscription Fees for the period of their Membership.

1.5 *Premier Cricket Committee Members*

- (a) Premier Cricket Committee Membership is only available to persons who hold office on the Premier Cricket Committee.

- (b) If a person ceases to hold office on the Premier Cricket Committee that person will also immediately cease to hold Membership as a Premier Cricket Committee Member. Any such person must notify the Chief Executive in writing immediately on ceasing to hold office on the Premier Cricket Committee.
- (c) Subject to clause 4.5 of the Constitution, Premier Cricket Committee Members are exempted from payment of Entrance Fees and Membership Subscription Fees for the period of their Membership.

1.6 Full Members

Full Membership is only available to persons:

- (a) 18 years of age and over as at the start of the relevant Membership Year; and
- (b) whose principal place of residence is:
 - (i) in the Prescribed Area; or
 - (ii) outside of Australia.

1.7 Country Members

Country Membership is only available to persons:

- (a) 18 years of age and over as at the start of the relevant Membership Year; and
- (b) whose principal place of residence is:
 - (i) within the state of South Australia but outside the Prescribed Area; or
 - (ii) in any Australian state or territory other than South Australia.

1.8 Junior Members

- (a) Junior Membership is only available to persons at least 10 years of age and under 18 years of age as at the start of the relevant Membership Year.
- (b) No Entrance Fee is payable to become a Junior Member.
- (c) If a Junior Member reaches 18 years of age during a Membership Year, that Member will be eligible for the following Membership Year:
 - (i) without further application, to continue their Membership as a Full Member; or
 - (ii) on presentation of such information as is prescribed or required by the Board, to continue their Membership as a Country Member,subject to payment of the relevant Membership Subscription Fee.
- (d) Junior Members will not be required to pay any Entrance Fee to become a Full Member or a Country Member.

1.9 Applications

- (a) An application for Membership may be lodged at any time irrespective of the age of the applicant.
- (b) A person wishing to become a Junior Member, Full Member or Country Member must:

- (i) submit a written application to the Chief Executive in the form prescribed by the Board, accompanied by such information as is prescribed or required by the Board; and
 - (ii) pay the Waitlist Fee prescribed by the Board.
- (c) The Board may, in its absolute discretion, waive strict compliance with any of the requirements relating to applications for Membership described in these by-laws or the Constitution.

1.10 Waitlist

- (a) SACA will keep a waitlist containing, in chronological order of application, the names of all persons who have duly made application for Membership.
- (b) Subject to clause 3.6 of the Constitution and by-laws 1.13(d), 1.14(a) and 1.15, an applicant whose application is at the top of the waitlist (i.e. whose application has been lodged with the Chief Executive for the longest uninterrupted period) will have priority in respect of a Membership Offer.
- (c) An applicant whose application is at the top of the waitlist, but is under 10 years of age, shall remain at the top of the waitlist until the applicant reaches 10 years of age (in each case, as at the start of the relevant Membership Year), after which the applicant will be offered Junior Membership when Membership Offers are next made.
- (d) An applicant who is offered Junior Membership but is under 15 years of age may defer acceptance until the applicant reaches 15 years of age (in each case, as at the start of the relevant Membership Year), after which the applicant will be reoffered Junior Membership when Membership Offers are next made.
- (e) On acceptance of a Membership Offer, or lapse of a Membership Offer, the name of the relevant person will be removed from the waiting list, unless the Board in its absolute discretion determines otherwise.

1.11 Membership Offers

- (a) If the Board determines to make an offer of Membership to an applicant, the applicant shall be given notice of the offer, including details of the class of Membership offered (i.e. Full Member, Country Member or Junior Member) as appropriate to the particular applicant and applicable fees (**Membership Offer**).
- (b) To validly accept a Membership Offer and be admitted to Membership of SACA, the recipient must, by the final date specified in by-law 2.7(f):
 - (i) notify SACA of acceptance of the Membership Offer, in the form prescribed by the Board, accompanied by such information as is prescribed or required by the Board; and
 - (ii) pay the applicable Entrance Fee (subject to by-law 1.8(b) and 1.13(e)) and Membership Subscription Fee for the relevant Membership Year, each as prescribed by the Board.

1.12 Transition between Full Membership and Country Membership

- (a) If a Full Member believes, due to a change in their principal place of residence, that they qualify for Country Membership and will remain so qualified for not less than a whole Membership Year, that Full Member may apply to the Chief Executive to be admitted as a Country Member for that Membership Year and thereafter to remain so admitted whilst so resident.

- (b) Any application referred to in by-law 1.12(a) must be made in the form prescribed by the Board, accompanied by such information as is prescribed or required by the Board.
- (c) If a Country Member takes up their principal place of residence in the Prescribed Area or otherwise outside of Australia, such Member must promptly inform SACA and will forfeit the right to remain a Country Member as from the end of that Membership Year in which the change of residence occurs.
- (d) A Member who fails to promptly inform SACA of a change in principal place of residence pursuant to by-law 1.12(c) will, at the discretion of the Board, be liable to have their Membership cancelled.
- (e) Any person who has promptly notified and forfeits the right to remain a Country Member in accordance with by-law 1.12(c), will be entitled, on submitting a written application in the form prescribed by the Board, accompanied by such information as is prescribed or required by the Board and payment of the relevant Membership Subscription Fee, to be admitted as a Full Member as from the next Membership Year.

1.13 Widows or widowers

- (a) The widow or widower of a Member may, on application, become a Member of the same class or a different class of Membership as their deceased spouse, as determined by the Board.
- (b) In determining the class to which the widow or widower is allocated Membership, the Board may recognise prior years served as a Member of SACA or SACA Inc by the deceased spouse.
- (c) An application for Membership under by-law 1.13(a) must be submitted in the form prescribed by the Board, accompanied by such information as is prescribed or required by the Board and (unless otherwise determined by the Board) the Membership Subscription Fee for the Membership Year applied for (if the Membership Subscription Fee for that Membership Year has not already been paid by the deceased spouse).
- (d) Without limiting clause 3.6 of the Constitution, if the Board so determines in relation to an application duly made under this by-law 1.13:
 - (i) the application may take priority over other applications on the waitlist; and/or
 - (ii) a Membership Offer may be made to the applicant at any time (including, if the Board so determines, during the course of a Membership Year).
- (e) An applicant under this by-law 1.13 will not be required to pay any Waitlist Fee or Entrance Fee.

1.14 Members of Interstate Associations or Organisations

- (a) Without limiting clause 3.6 of the Constitution, the Board may, in its absolute discretion, give priority for admission to any application for Membership made by a person:
 - (i) whose principal place of residence is in the state of South Australia who previously had their principal place of residence outside of South Australia; and
 - (ii) who is or was a member, for a minimum period of 12 months immediately preceding their move to South Australia, of any association or other

organisation with which SACA has entered into a reciprocal arrangement as described in clause 4.3 of the Constitution.

- (b) Unless otherwise determined by the Board, a person referred to in by-law 1.14(a) shall make application for Membership in accordance with by-law 1.9 and may accept a Membership Offer in accordance with by-law 1.11.

1.15 South Australian Cricket Representatives and Service to Cricket

- (a) Without limiting clause 3.6 of the Constitution, the Board may, in its absolute discretion, give priority for admission to any application for Membership made by:
 - (i) a person who has represented South Australia in any First-Class international or interstate cricket match; or
 - (ii) such person as may be nominated by the Board in recognition of outstanding service to cricket.
- (b) Unless otherwise determined by the Board, a person referred to in by-law 1.15(a) shall make application for Membership in accordance with by-law 1.9 and may accept a Membership Offer in accordance with by-law 1.11.

1.16 Priority

For the avoidance of doubt, by laws 1.10(b), 1.13(d), 1.14(a) and 1.15(a) do not limit the absolute discretion of the Board to give priority for admission to a person on any ground in accordance with clause 3.6 of the Constitution.

2 Rights and obligations of a Member

2.1 Member's Identification Card

- (a) A Member on payment of their Membership Subscription Fee is entitled to be issued with a Member's Identification Card.
- (b) A Member's Identification Card is not transferable.
- (c) A Member must not:
 - (i) transfer or attempt to transfer;
 - (ii) sell or attempt to sell; or
 - (iii) allow or attempt to allow another person to use, their Member's Identification Card, in each case whether directly, indirectly, intentionally, unintentionally or otherwise.
- (d) A Member must ensure that their Member's Identification Card is not used or attempted to be used by any other person.
- (e) A Member's Identification Card which is used or attempted to be used by a person not entitled to use it may be retained on behalf of SACA by a person duly authorised by SACA who comes into possession of that Member's Identification Card, until the Member's Identification Card is collected by the Member to whom it belongs.
- (f) All Member's Identification Cards shall be issued subject to the Constitution, these by-laws and any Regulations, and to any act of parliament and by-laws or regulations made under any act of parliament applicable to Adelaide Oval or any grounds for the time being used or controlled by SACA.

2.2 Transferable Associate Cards

- (a) The Board may issue transferable cards, tickets or devices to Members giving the bearer presenting it the like right of admission to Adelaide Oval as the Member to whom it was issued, subject to such terms and conditions as may be imposed by the Board from time to time (**Transferable Associate Card**).
- (b) Subject to this by-law 2.2 and such other conditions as may be determined by the Board from time to time:
 - (i) the following classes of Members will be entitled to two Transferable Associate Cards:
 - (A) Honorary Life Members, Life Members and Members who are Directors;
 - (B) Full Members, Country Members and Tenured Members who were elected before 1 September 1956; and
 - (C) such other Members as may be determined by the Board; and
 - (ii) all other Members will be entitled to one Transferable Associate Card.
- (c) Members will only be entitled to the Transferable Associate Cards described in by-law 2.2(b):
 - (i) if they have first paid the Membership Subscription Fee for the Membership Year to which the Transferable Associate Card relates (subject to by-laws 1.2(e), 1.3(c) 1.4(c) and 1.5(c)); and
 - (ii) on payment of any fee in respect of the Transferable Associate Card determined by the Board from time to time.
- (d) The Board may, in its absolute discretion, require that any fee for a Transferable Associate Card for a Membership Year be paid:
 - (i) by 11.59pm (ACST) on 31 October in that Membership Year;
 - (ii) if a Membership Year commences on a date that is not 1 September, by 11.59pm (ACST) on the date that is two months after the commencement of that Membership Year; or
 - (iii) by such other date as determined by the Board (which date may apply in relation to all, or a particular group or category of, Transferable Associate Cards or Members),

and, if a Member does not pay the required fee by such time, the Member will not be entitled to purchase the Transferable Associate Card for that Membership Year.
- (e) The Board may determine that additional Transferable Associate Cards be issued to a Member on such terms and conditions as the Board determines. Such Transferable Associate Cards will confer the same rights, benefits and privileges and carry the same obligations as all other Transferable Associate Cards.
- (f) A Member must not sell or attempt to sell their Transferable Associate Card, whether directly, indirectly, intentionally, unintentionally or otherwise.

2.3 Guest passes

- (a) The Board may, in its absolute discretion and subject to such terms and conditions as it sees fit, offer guest passes to Members for matches or events (or designated days of matches or events) at Adelaide Oval or any other venue, such pass giving

the bearer presenting it the like right of admission to Adelaide Oval or the other venue as the Member to whom it was issued (**Guest Pass**).

- (b) Members will only be entitled to the guest passes described in by-law 2.3(a) on payment of any fee determined by the Board from time to time.

2.4 Children and Grandchildren of Members

The Board may, in its absolute discretion, determine that children 9 years of age or less, as at the first day of the relevant Membership Year, will be granted free access to cricket matches at Adelaide Oval if the child is accompanying a parent or grandparent who is a Member, subject to such terms and conditions as may be imposed by the Board. This entitlement will not be available to Transferable Associate Card holders or Guest Pass holders and their children or grandchildren.

2.5 Lost Member's Identification Cards

- (a) Where a Member's Identification Card issued to a Member is lost or stolen, the Member must, on becoming aware of such loss or theft, report the loss or theft in writing to the Chief Executive or such other person as the Chief Executive directs.
- (b) The Board may, in its absolute discretion, suspend or cancel a lost or stolen Member's Identification Card and the rights attaching to it and may issue a new substitute Member's Identification Card, on payment of any fee and on such terms and conditions as the Board prescribes.

2.6 Absentee list

- (a) If a Member:
 - (i) anticipates being absent from the state of South Australia, for a full Membership Year; or
 - (ii) through extenuating circumstances anticipates being unable to enjoy or require their Membership for a full Membership Year,that Member may make a written application to SACA to have their name placed on the absentee list.
- (b) The Board or the Chief Executive may, in its absolute discretion, grant any application referred to in by-law 2.6(a) on such terms and conditions as it thinks fit.
- (c) Any application referred to in by-law 2.6(a) must be made in the form prescribed by the Board, accompanied by such information as is prescribed or required by the Board.
- (d) If the application is granted under by-law 2.6(b), the applicant must (unless the Board otherwise determines) pay such fee as is prescribed by the Board (**Absentee Fee**) within the timeframe specified in by-law 2.7, on payment of which the applicant will be placed on the absentee list for the relevant Membership Year.
- (e) Unless the Board determines otherwise, persons will not be eligible to have their name placed on the absentee list:
 - (i) unless they have been a Member for at least one full Membership Year; and
 - (ii) during a period of suspension in accordance with Part E.
- (f) Unless the Board determines otherwise, applications referred to in by-law 2.6(a) may only be made for one Membership Year at a time and no Member may have their

name placed on the absentee list for more than three consecutive Membership Years.

- (g) While a Member has their name on the absentee list, the following rights, benefits and privileges attached to the relevant Membership Class will be suspended:
- (i) the right of admission to Adelaide Oval or any other venue used or controlled by SACA;
 - (ii) entitlement to the issue of a Member's Identification Card or any Transferable Associate Card; and
 - (iii) the option to purchase any other benefits or privileges offered in relation to Membership.

2.7 Fees

- (a) Membership Subscription Fees, Entrance Fees and Absentee Fees for a Membership Year must be paid by 11.59pm (ACST) on 31 August in the immediately preceding Membership Year, or, if a Membership Year commences on a date that is not 1 September, by 11.59pm (ACST) on the first day of that Membership Year, or such other date and time as is determined by the Board and notified to Members.
- (b) If a Membership Subscription Fee, Entrance Fee or Absentee Fee or other fee is not paid by the due date for payment, SACA may charge a late fee of such amount as is determined by the Board. The late fee will be charged at the absolute discretion of, and on the terms and conditions determined by, the Board or the Chief Executive.
- (c) All Membership Subscription Fees, Entrance Fees, Absentee Fees and other fees must be paid to the Chief Executive or otherwise in the manner described in the relevant invoice.
- (d) All Membership Subscription Fees, Entrance Fees, Absentee Fees and other fees shall be deemed to have been paid solely in respect of the rights, privileges and other benefits provided by the Constitution and these by-laws from time to time.
- (e) If:
- (i) a Full Member, Country Member or Junior Member has not paid their Membership Subscription Fee;
 - (ii) a Full Member, Country Member or Junior Member, having been granted a place on the absentee list under by-law 2.6, has not paid the Absentee Fee; or
 - (iii) an applicant for Membership, having received a Membership Offer, has not given notice of acceptance of the Membership Offer and paid the Entrance Fee and Membership Subscription Fee,
- by the final date for payment specified in by-law 2.7(f), the Board may suspend or cancel the Member's Membership or cancel the Membership Offer (as applicable).
- (f) For the purposes of by-law 2.7(e), the final date for payment of a fee and acceptance of a Membership Offer is:
- (i) by 11.59pm (ACST) on 31 October of that Membership Year; or
 - (ii) if a Membership Year commences on a date that is not 1 September, by 11.59pm (ACST) on the date that is two months after the commencement of that Membership Year,

unless the Board in its absolute discretion determines otherwise (which determination may apply in relation to all, or particular, fees or Membership Offers).

- (g) The Board may, in its absolute discretion, exempt any Member from payment of their Membership Subscription Fee for any Membership Year or any part of it and allow the Member to retain their Membership for a period determined by the Board.

2.8 Access to Adelaide Oval and other grounds

Except as provided in clauses 4.3 and 14.11 of the Constitution, no person other than:

- (a) a member of a Club; or
- (b) a Member,

to whom the Board or the Chief Executive has granted permission, is entitled to play cricket on Adelaide Oval, the ground known as “No. 2 Ground”, the ground known as “Karen Rolton Oval /Park 25 /Gladys Elphick Park /Narnungga” or any other ground controlled by SACA, either at practice or in any match, unless the Board determines otherwise.

2.9 Prescribed Standards

- (a) All Members must comply with the Prescribed Standards and must procure and ensure that any of their Associated Persons comply with the Prescribed Standards (as if they were included in the term “Member” in the Prescribed Standards), at all times:
 - (i) when in attendance at events:
 - (A) controlled or promoted by SACA (including, without limitation, cricket matches and Members’ events) at Adelaide Oval or any other venue; and
 - (B) not controlled by SACA but which the Member is granted the right to attend by virtue of their Membership;
 - (ii) in all communications, correspondence and dealings with or relating to SACA and its employees, officers, contractors and agents, including, without limitation, in person, by telephone or video link, or in writing; and
 - (iii) when using all SACA online or social media mediums, including, without limitation, the SACA website and all Facebook pages, Twitter handles, Instagram accounts, Youtube channels of SACA, SACA Members and any teams, competitions or events administered or operated by SACA.
- (b) If it is alleged that a Member or a Member’s Associated Person has breached any of these by-laws or the Prescribed Standards, any investigation into the alleged breach will be carried out in accordance with the Member Conduct Terms of Reference.
- (c) If the Board determines that a Member has acted in breach of any Prescribed Standards or has failed to procure and ensure any Associated Person complies with any Prescribed Standards, in addition to any action that may be taken against the Member under the Members Conduct Terms of Reference or clause 5.2 of the Constitution, SACA may exclude or evict the Member from the relevant venue or event.
- (d) If the Board determines that any Associated Person has acted in breach of any Prescribed Standard, SACA may exclude or evict that Associated Person from the relevant venue or event.
- (e) For the purposes of determining whether a Member has failed to comply with any Prescribed Standard, an act or omission of a person found to be using a Member’s

Identification Card in breach of by-law 2.1 will be taken to be an act or omission of the Member to whom the Member's Identification Card belongs.

2.10 Contact details

- (a) All Members and applicants for Membership must immediately inform SACA in writing of any change in their contact details.
- (b) If a Member or applicant for Membership fails to update their contact details in accordance with by-law 2.10(a), SACA shall not be responsible for any non-receipt (or consequence arising from the non-receipt) of a notice by the Member or applicant as a result, including, without limitation, any non-receipt of a Membership Offer or notice of renewal of Membership.
- (c) Without limiting clause 2.10(b), SACA shall not be responsible for any lapse in Membership or failure to accept a Membership Offer arising due to non-receipt of a notice by the Member or applicant (as applicable) due to failure to keep contact details up to date or for the reasons set out in clause 25(b) of the Constitution. Such persons (if they want to be a Member of SACA) will be required to reapply for Membership in the same manner as other applicants, in accordance with by-law 1.9.

2.11 Electronic provision of Member information

- (a) Subject to any applicable laws, SACA may, at its discretion, elect to provide information to Members (other than its annual report) in electronic format. This includes the electronic provision of Member handbooks and renewal forms. SACA shall not be responsible for any failure to receive such information due to a Member's failure to keep contact details up to date or for the reasons set out in clause 25(b) of the Constitution.
- (b) Subject to any applicable laws, SACA may give Members the opportunity to elect to receive Member information in paper format, and reserves the right to charge Members a reasonable fee for the provision of this service. SACA will not charge a fee for the provision of a paper copy of its annual report.

Part B - Board Election

This Part B applies to the annual election of Member Elected Directors conducted in accordance with clauses 11.3 and 11.4 of the Constitution.

1 Board Elections

- (a) The names of the Candidates on the Ballot paper must be listed in alphabetical order.
- (b) The names of any Candidates who are retiring Member Elected Directors and who are seeking re-election in accordance with clause 11.7(b) of the Constitution, must be distinguished on the Ballot paper by an asterisk, or similar device, following their name. For the avoidance of doubt, a Director appointed to fill a vacancy or casual vacancy under clause 11.11(a) of the Constitution who is seeking election in accordance with clause 11.3 of the Constitution must not be distinguished or identified on the Ballot in any election material by an asterisk, or similar device, following their name.
- (c) At the absolute discretion of the Independent Nominations Committee Chair, any Candidate Statement may be accompanied by a photo of the Candidate.
- (d) Candidate Statements must not include any links or references to a Candidate's social media accounts or any other social media or websites.
- (e) The Board, pursuant to clause 11.3(b) of the Constitution, may engage a Voting Services Company or a representative of a Voting Services Company to act as the Returning Officer.
- (f) If a representative of a Voting Services Company is appointed as Returning Officer, the Board may simultaneously engage that Voting Services Company in order to assist with the conduct of the Ballot.
- (g) Where the Returning Officer is not a representative of a Voting Services Company, the Returning Officer may, in accordance with clause 11.4(h) of the Constitution but at their absolute discretion, engage a Voting Services Company to assist with the conduct of the Ballot.
- (h) If a Voting Services Company is engaged by the Returning Officer, a representative of the Voting Services Company may be appointed as the Deputy Returning Officer for the Ballot and will be responsible for assisting the Returning Officer with the conduct of the Ballot.

Part C – Direct Voting by Voting Members and Returning Officers

This Part C applies in circumstances where the Board determines that Members shall be entitled to vote on a resolution at a meeting in accordance with clause 9.9 of the Constitution.

1 Direct Voting by Voting Members

1.1 Means of Voting

Votes by Voting Members at a general meeting may be given:

- (a) personally at the meeting;
- (b) by proxy at the meeting in accordance with clause 10 of the Constitution; or
- (c) by a direct vote in accordance with clause 9.9 of the Constitution.

1.2 One Vote

- (a) A Voting Member may only vote by one of the permitted methods in by-law 1.1 in respect of a particular resolution.
- (b) If a Voting Member casts a direct vote on a particular resolution they are taken to have revoked the authority of a previously authorised proxy to vote on their behalf on that resolution.

1.3 Priority of Votes

If a Voting Member attempts to cast more than one vote on a particular resolution, only the last vote received by the Returning Officer is to be taken to have been cast, irrespective of whether the vote is by way of direct vote or proxy.

1.4 Direct Voting

Pursuant to by-law 1.1(c) a Voting Member is entitled to cast a direct vote prior to the relevant general meeting.

1.5 Direct Voting Instrument

- (a) If sent by post or fax, the direct vote must be signed by the Voting Member.
- (b) If sent by electronic transmission the direct vote is to be taken to have been signed if it has been signed or authorised by the Voting Member in the manner approved by the Board or specified in the notice of meeting.
- (c) A direct vote includes any form of vote that the Board may prescribe or accept including by any electronic means.

1.6 Deposit of Instrument

For a direct vote to be effective, the direct vote must be received by SACA at least 48 hours before the scheduled commencement time for the relevant general meeting or adjourned meeting to which it relates. For the purposes of this by-law 1.6, SACA receives a direct vote:

- (a) when the direct vote 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 specifies other electronic means by which a Voting Member may submit the direct vote, when the direct vote given by those means is received by SACA.

1.7 Form of the direct vote

A direct vote is valid if it contains the following information:

- (a) the Voting Member's name and address or any applicable identifying notations such as the Member identification number or similar approved by the Board or specified in the notice of meeting; and
- (b) the Voting Member's voting intention on the relevant resolution.

1.8 Validity

A vote cast in accordance with a direct vote is valid even if before the vote was cast the Voting Member:

- (a) died;
- (b) became of unsound mind; or
- (c) wishes to change their vote,

unless written notification of the relevant event is received by SACA before the general meeting or adjourned meeting in respect of which the direct vote was to have been cast.

1.9 Chair's Decision

The Chair's decision as to whether a direct vote is valid or has been revoked is conclusive.

1.10 Attendance by Voting Member Who Has Cast a Direct Vote

A Voting Member who has cast a direct vote is entitled to attend the relevant general meeting. The Voting Member's attendance cancels the direct vote.

1.11 Count

If a vote is taken at a general meeting on a resolution on which a direct vote was cast, the Chair of the meeting must:

- (a) on a vote by show of hands, exclude each Voting Member who has submitted a direct vote for or against the resolution; and
- (b) on a poll, count the votes cast by each Voting Member who has submitted a direct vote directly for or against the resolution.

1.12 Call for a poll

The Chair of a general meeting should call for a poll on a resolution where the Chair believes that, having regard to the direct votes cast or directed proxies received, the result may differ from that obtained on a show of hands.

1.13 Certificate of Direct Votes Cast

The Chair of a general meeting must ensure that a certificate signed by the Returning Officer of direct votes received is available at the meeting ahead of any vote being taken.

1.14 Returning Officer

- (a) The Board may engage a Voting Services Company or a representative of a Voting Services Company to act as the Returning Officer in relation to a vote on a resolution at a meeting of Members.

- (b) If a representative of a Voting Services Company is appointed as Returning Officer, the Board may simultaneously engage that Voting Services Company in order to assist with the conduct of the vote.
- (c) Where the Returning Officer is not a representative of a Voting Services Company, the Returning Officer may, at their absolute discretion, engage a Voting Services Company to assist with the conduct of the vote.
- (d) If a Voting Services Company is engaged by the Returning Officer, a representative of the Voting Services Company may be appointed as the Deputy Returning Officer for the vote and will be responsible for assisting the Returning Officer with the conduct of the vote.

Part D - Membership Prescribed Standards

1 Prescribed Standards

- (a) Members must not act in a manner prejudicial to the interests of SACA with behaviour that is unbecoming or offensive.
- (b) Members are to be strictly responsible for the proper use of their Member's Identification Card at all times. Member's Identification Cards are strictly non-transferable. Under no circumstances is a Member's Identification Card to be used by any person other than the Member.
- (c) Members must not bring any items into a Venue that SACA has determined are not permitted to be brought into a Venue, as notified via the Member Handbook or other Member publications from time to time.
- (d) Members must comply with the Conditions of Entry to the Venue (as amended from time-to-time) and any other conditions of entry notified to Members.
- (e) Members must not smoke or consume alcohol in any area in or around the Venue designated to be smoke free or alcohol free areas.
- (f) Members must comply with any dress regulations determined by SACA, as set out in the Member Handbook or in any other Member publication.
- (g) Members must comply with:
 - (i) any reserved seat sticker policy determined by SACA and notified in the Member Handbook or in any other Member publication; and
 - (ii) the conditions set out on SACA seat reservation stickers.
- (h) When using mobile telephones, Members must be discreet and considerate of others and limit their use to the bare minimum whilst seated in stands during play.
- (i) Members must act with respect to others and not engage in bad language, offensive remarks, intoxication and/or other behaviour deemed by SACA or any SACA Official, at their absolute discretion, to be unacceptable in the circumstances.
- (j) Members must show consideration to others by limiting movement whilst a match or other event is in progress. In particular, Members must:
 - (i) remain seated until an over at a cricket match has been completed; and
 - (ii) wait until an over at a cricket match is completed before returning to their seat.
- (k) If Members wish to listen to a radio or other electronic device, it must be used with an ear piece so as not to be offensive to others or distract players.
- (l) Standing or sitting in aisles or on stairways in the Venue is not permitted due to safety regulations.
- (m) Members must comply with any reasonable direction of a SACA official, including by producing their Member's Identification Card together with their photo identification immediately upon request by a SACA Official.
- (n) If a Member is suspended under clause 5.2 of the Constitution, the Member must comply with any conditions imposed on them during the period of suspension.

2 Interpretation

For the purposes of the Prescribed Standards, a reference to a:

- (a) **Member** shall include:
 - (i) a Member of SACA; and
 - (ii) an Associated Person;
- (b) **SACA Official** shall include:
 - (i) any Director;
 - (ii) the Chief Executive;
 - (iii) any other SACA employee;
 - (iv) any AOSMA employee;
 - (v) any other person who provides venue services to or for SACA;
 - (vi) any official or employee of or any other person who provides venue services to or for any hirer of the venue; and
 - (vii) any other person to whom the Board and/or Chief Executive (pursuant to clauses 13.6 or 18.2 of the Constitution) delegates authority; and
- (c) **Venue** means Adelaide Oval or any other venue used or controlled by SACA or at which an event is held that the Member is granted the right to attend by virtue of their Membership.

Part E - Members Conduct Terms of Reference

1 Investigation

- (a) Where an allegation is made to the Chief Executive or where the Chief Executive has reason to suspect that a Member has engaged in any conduct referred to in clause 5.2(a) of the Constitution (other than conduct referred to in clause 5.2(a)(ii)), the Chief Executive may undertake an investigation.
- (b) Where an investigation has been undertaken by the Chief Executive, and the Chief Executive has decided to make a determination, the Member must be notified of the following in writing:
 - (i) that the Member is the subject of an investigation;
 - (ii) the substance of the investigation;
 - (iii) the date on which the Chief Executive will make a determination in respect of the investigation; and
 - (iv) the possible decision(s) that can be made consequent on the making of a determination.
- (c) A Member in respect of whom an investigation has commenced may make a written representation (including the provision of witness statements) to the Chief Executive, which must be delivered to the Chief Executive before the date notified to that Member under by-law 1(b).
- (d) If, after investigation, the Chief Executive determines that the Member has engaged in conduct described in by-law 1(a), the Chief Executive may, in the Chief Executive's absolute discretion, decide to do one or more of the following:
 - (i) cancel the Member's Membership;
 - (ii) suspend the Member from Membership for a period as may be determined;
 - (iii) reprimand the Member; or
 - (iv) take no action,and shall notify the Member of the Chief Executive's determination and decision.
- (e) In the event that the Chief Executive determines that an infringement is not established, the Chief Executive shall notify the Member in writing of this determination.

2 Review

- (a) A Member may request a review of a determination and/or decision of the Chief Executive by giving written notice to the Chief Executive within 10 Business Days of the decision being notified under by-law 1(d), setting out that the Member wishes to have the Chief Executive's decision reviewed. The written notice must be accompanied by a review fee of \$200, which shall be refunded to the Member in the event that the review is successful. A successful review is a review:
 - (i) in which the determination or decision of the Chief Executive is overturned or set aside; or
 - (ii) that results in the penalty (i.e. suspension, expulsion or exclusion) being reduced.

- (b) The review will be conducted by a Commissioner. The Commissioner to conduct the review will be appointed by the Chair of the Board from time to time.
- (c) The Chief Executive must notify the Member of the date by which the Commissioner intends to conduct the review.
- (d) The Member may make written submissions in relation to the Chief Executive's determination and/or decision, which must be delivered to the Chief Executive before a date and time notified to that Member in the notice required under by-law 2(c).
- (e) Unless the Commissioner determines that the principles of natural justice otherwise require:
 - (i) the review must be conducted wholly on the basis of:
 - (A) the information considered by the Chief Executive in making the Chief Executive's decision under by-law 1(d) (which, if requested by the Commissioner, the Chief Executive shall record in writing for the Commissioner);
 - (B) any written submissions made by or on behalf of the Member in accordance with by-law 2(d); and
 - (C) any written statements of witnesses, provided they are on oath or affirmation;
 - (ii) the standard of proof is to be on the balance of probabilities;
 - (iii) the Commissioner is not bound by the rules of evidence; and
 - (iv) no party to the proceedings shall be entitled to the discovery of documents.
- (f) If the Commissioner decides to allow a hearing, the Member may attend to give the Member's version of the events being the subject of the determination and/or decision to the Commissioner but may not be represented by a legal practitioner at the hearing other than in those exceptional circumstances where the rules of natural justice would require such representation to be afforded.
- (g) The Commissioner has the same powers and obligations as the Chief Executive under by-laws 1(d) and (e). For the avoidance of doubt, the Commissioner does not have the power to award costs or compensation against either party.

3 Suspension or Cancellation

- (a) If a Member is suspended, then at the time that the Member is suspended, that Member must immediately hand in their Member's Identification Card (along with any Transferable Associate Card) to the Chief Executive for the period of the suspension. During the period of the suspension:
 - (i) the Member will not be entitled to any rights, benefits or privileges attaching to Membership; and
 - (ii) the Member will not be entitled to and will not:
 - (A) enter the Members' area at Adelaide Oval for cricket events;
 - (B) hold any office in or be a member of the Board;
 - (C) receive a refund of any Membership Fees paid to SACA;
 - (D) attend or vote at any meeting of Members; or
 - (E) nominate a candidate for election as Director.

- (b) During a Member's period of suspension, the Member must (if the Member has not already) pay in full the Membership Subscription Fee applicable to the Member (as it becomes due and payable in each year of the period of suspension).
 - (c) If a Member's Membership is cancelled, then:
 - (i) at the time the Membership is cancelled, the person must hand in their Member's Identification Card (along with any Transferable Associate Cards) to the Chief Executive;
 - (ii) the person is not entitled to a refund of any Membership Fees; and
 - (iii) the person is not entitled to enter the Members' area at Adelaide Oval for cricket events from the date their Membership is cancelled, even as a guest or the bearer of a Transferable Associate Card.
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4 Delegation

The Chief Executive may delegate any of the Chief Executive's functions or obligations under these Terms of Reference generally or in any particular instance, as the Chief Executive sees fit and any reference in these Terms of Reference to the Chief Executive shall include a reference to a delegate of the Chief Executive.

Definitions and Interpretation

1 Definitions

In these by-laws, words and phrases defined in the Constitution have the meaning given to them in the Constitution. Unless the subject or context indicates a contrary intention, the following words and expressions have the following meanings:

Absentee Fee means the fee payable for placement on the absentee list under Part A by-law 2.6.

Associated Person includes:

- (a) the holder or user of a Transferable Associate Card; or
- (b) any person admitted to Adelaide Oval (or such other venue, as the case may be) as a guest of a Member (including, without limitation, the holder of a Guest Pass or any other ticket or pass arising by virtue of Membership).

Ballot means a ballot conducted pursuant to clause 11.4 of the Constitution.

Candidate means any Member who is seeking election to the Board and has completed a Nomination.

Candidate Statement means any statement in support of a Candidate's election to the Board issued to Members in accordance with clause 11.4 of the Constitution.

Constitution means the constitution of SACA.

Entrance Fee means the fee payable for admission into a particular class of Membership, as determined by the Board from time to time pursuant to clause 3.3(b) of the Constitution.

First-Class means the highest standard of cricket played in South Australia with a duration of three or more scheduled days of play and recognised as first-class by Cricket Australia.

Guest Pass has the meaning given to that term in Part A by-law 2.3(a).

Member's Identification Card means a card, token, ticket, document, device, software application or other system or method determined by the Board to evidence that a person is a Member or a Member of a particular class.

Members Conduct Terms of Reference means the Member's conduct, investigation and disciplinary standards prescribed from time to time by the Board or its authorised delegate set out in Part E.

Membership Offer has the meaning given in Part A by-law 1.11(a).

Membership Subscription Fee means such annual fee payable for Membership in a particular class of Membership, as determined by the Board from time to time pursuant to clause 3.3(b) of the Constitution.

Nomination means a valid nomination in accordance with clause 11.3(d) of the Constitution.

Prescribed Area means any location within the state of South Australia that is within 80 kilometres of the Adelaide General Post Office by the shortest rail or road route.

Prescribed Standards means the Members' dress and behaviour standards prescribed from time to time by the Board or its authorised delegate set out in Part D.

SACA Inc means the association formerly known as South Australian Cricket Association Incorporated and incorporated under the *Associations Incorporation Act 1985 (SA)*.

Transferable Associate Card has the meaning given to that term in Part A by-law 2.2(a).

Voting Services Company means a company whose expertise involves the management and delivery of ballots, elections and other votes.

Waitlist Fee means the fee for entry onto the waitlist under Part A by-law 1.10(a), as determined by the Board from time to time pursuant to clause 3.3(b) of the Constitution.

2 Interpretation

- (a) Clause 30 of the Constitution applies as if set out in these by-laws.
- (b) In these by-laws, unless the context indicates a contrary intention, a reference to a by-law is a reference to the relevant by-law appearing within the same Part of these by-laws within which the reference appears.