

CONSTITUTION OF THE OLD CONCORDIANS CRICKET CLUB

Approved by the Old Concordians Cricket Club Executive 6/8/2020

Approved at the Old Concordians Cricket Club Annual General Meeting 2020, 7/8/2020

Approved by Old Concordians Association

1. Name

- 1.1. The name of the incorporated association is the Old Concordians Cricket Club referred to herein as "the Club".

2. Definitions

- 2.1. "the Club" means the Old Concordians Cricket Club
- 2.2. "Committee" means the committee of management of the association convened in accordance with these rules
- 2.3. "General Meeting" means a general meeting of members of the Club convened in accordance with these rules
- 2.4. "Member" means a member of the Club
- 2.5. "Month" shall mean a calendar month
- 2.6. "Special Resolution" means a special resolution defined by the Act
- 2.7. "the Act" means the *Associations Incorporations Act 1985*
- 2.8. "the Regulations" means the *Associations Incorporation Regulations 2008*
- 2.9. "the College" means Concordia College, 24 Winchester Street, Highgate, South Australia
- 2.10. "OCA" means Old Concordians Association
- 2.11. "Old Concordian" means a person who attended the College

3. Objects and Purpose of the Club

- 3.1. To promote and encourage members, both Old Concordians and friends of the College to play cricket.
- 3.2. Whilst it is a desired aim of the Club that as many Old Concordians as possible comprise the teams which represent the Club in official match play, friends of the College or other interested persons may also participate with full membership rights, subject to compliance with the rules and regulations of the Club.
- 3.3. To encourage and create opportunities for members to support the College community.
- 3.4. To foster fellowship among members and the College community.
- 3.5. To raise finance for the acquisition, construction and maintenance of land and buildings and structural alterations and improvements of existing buildings and facilities used by the Club.
- 3.6. To promote the sport of cricket throughout the general community.
- 3.7. To maintain a professional and appropriate image, positively representing and in keeping with the ethos of the College.

4. Affiliation

- 4.1. The Club is an auxiliary of the College and accordingly the Club:
 - 4.1.1. Accepts the constitution and By-laws of OCA.
 - 4.1.2. Undertakes to carry out its work with the objects of the College and resolutions of OCA.

4.1.3. Agrees to advise the College and OCA of any amendments, alterations, additions and deletions which it desires to make to this constitution.

5. Powers of the Club

- 5.1. The Club shall have the power to acquire, dispose of, borrow, lend, lease and manage such real and personal estate, as it considers appropriate in the pursuit of its objects.
- 5.2. The Club shall have the power to do all such things as it may reasonably consider incidental or conducive to the attainment of any of its objects.
- 5.3. The Club shall have all the powers conferred by section 25 of the Act.

6. Membership

6.1. Types

6.1.1. Financial Members

Old Concordians, friends of the College or other interested persons may be admitted as financial members upon receipt of the annual membership fee and interested in carrying out the club aims and objects.

6.1.2. Honorary Members

The Committee may grant honorary membership, to any person who has in the opinion of the Committee tendered service, either to the Club or to OCA, which is deserving of this recognition.

6.2. Subscriptions

6.2.1. The subscription fees for membership shall be such sum (if any) as the Committee shall determine prior to season start.

6.2.2. The subscription fees shall be payable by 1st December or at a time the Committee determines.

6.2.3. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Club, provided that the Committee may reinstate such a person's membership on such terms as it thinks fit.

6.2.4. The Committee may from time to time:

6.2.4.1. Establish grades of membership

6.2.4.2. Determine the pre-requisites for admission to membership

6.2.4.3. Determine the rights and privileges (if any) attached to membership

6.3. Resignations

6.3.1. A member may resign from membership of the Club by giving written notice to the President, Secretary, or Public Officer of the Club. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Club.

6.4. Register of members

6.4.1. A register of members must be kept and contain:

6.4.1.1. The name and address of each member

6.4.1.2. The email address of each number

6.4.1.3. The phone number of each number

6.4.1.4. The date on which each member was admitted to, or resigned from, the Club

6.4.1.5. The date of and reason(s) for termination of membership (if applicable)

6.5. Expulsion of a member

6.5.1. Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.

- 6.5.2. It shall be open to a member to appeal the expulsion to the Club at a General Meeting. The intention to appeal shall be communicated to the President, Secretary, or Public Officer of the Club within 14 days after the determination of the Committee has been communicated to the member.
- 6.5.3. In the event of an appeal under 6.5.2, the appellant's membership of the Club shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Club in General Meeting.

7. The Committee

7.1. Powers and duties

- 7.1.1. The affairs of the Club shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by these rules required to be done by the Club in General Meeting.
- 7.1.2. The Committee has the management and control of the funds and other property of the Club.
- 7.1.3. The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent.
- 7.1.4. The Committee shall appoint a Public Officer as required by the Act.

7.2. Appointment

- 7.2.1. The Committee shall be comprised of a President, Vice President, Secretary, Treasurer and up to a maximum of five extra Committee members.
- 7.2.2. The Committee shall be elected by ballot at the Annual General Meeting.
- 7.2.3. Financial members of the Club only, shall be eligible for election to the Committee
- 7.2.4. Each person shall hold office for one year and shall be eligible for re-election at the Annual General Meeting.
- 7.2.5. Should a member of the Committee for any reason cease to be a member thereof, the Committee may appoint such substitute representative as it determines to fill the vacancy until the next General Meeting.

7.3. Proceedings of Committee

- 7.3.1. The Committee shall meet together for the conduct and dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. However no fewer than two meetings shall be held in any financial year.
- 7.3.2. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- 7.3.3. A quorum for a meeting of the Committee shall be one half of the members of the Committee.
- 7.3.4. The President or Vice President may at any time summon a meeting of the Committee.
- 7.3.5. A nominee of OCA or a College representative shall be entitled to attend every meeting of the Committee. When present they are entitled to speak on any matter but are not entitled to vote.

7.3.6. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the Club must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Club.

7.4. Disqualification of Committee Member

7.4.1. A member of the Committee will cease to be a member thereof if that member:

- 7.4.1.1. Disqualified from being a Committee member by the Act
- 7.4.1.2. Expelled as a member under these rules
- 7.4.1.3. Permanently incapacitated by ill health
- 7.4.1.4. Absent for three consecutive meetings without special leave of absence of the Committee
- 7.4.1.5. Removed from office by a resolution of three quarters majority of the Committee
- 7.4.1.6. Resigns from office in writing to the Club

7.4.2. The College council may by resolution supported by three quarter majority of the Council remove from office any or all members of the Committee. In the case that all members of the Committee have been removed from office, the Chairperson of the Council shall cause an Extraordinary General Meeting to be held for the express purpose of electing a new Committee. For the interim period between removal of all members of the Committee and the Extraordinary General Meeting the control management and conduct of the affairs of the Club including the management and control of funds and other property of the Club shall be vested in OCA.

8. **The seal**

8.1. The Club shall have a common seal upon which its name shall appear in legible characters.

8.2. The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Club.

8.3. The seal shall be held by the Public Officer.

8.4. The affixing of the seal shall be witnessed by two Committee members.

9. **Meetings**

9.1. Annual General Meetings

9.1.1. The Committee shall call an Annual General Meeting in accordance with the Act and these rules.

9.1.2. The Annual General Meeting of the Club shall be held each year and the Committee shall determine the time and place of such meeting. This meeting shall be held prior to the commencement of each cricket season.

9.1.3. The first Annual General Meeting shall be held within 18 months after the incorporation of the Club and thereafter within five months after the end of financial year.

9.1.4. The business at the meeting shall be to receive and consider:

9.1.4.1. The confirmation of the minutes of the previous Annual General Meeting and of any Extraordinary General Meeting held since that meeting

9.1.4.2. The consideration of the accounts and reports of the Committee

- 9.1.4.3. The election of Committee members
 - 9.1.4.4. Any other business requiring consideration by the Club in a General Meeting
- 9.2. Extraordinary General Meeting
 - 9.2.1. The Committee may call an Extraordinary General Meeting of the Club at any time.
 - 9.2.2. Extraordinary General Meetings may also be called at the written request of a least ten financial members. Such meetings shall be held within one calendar months of receipt of the request. The request shall state the object of the meeting and shall be signed by the requesting members and may consist of more than one document signed by one or more of the requesting members. The request shall be delivered to the President or Secretary of the Club.
 - 9.2.3. The Committee in giving notice of the meeting will specify the business of any Extraordinary Meeting.
- 9.3. Notice of General Meetings
 - 9.3.1. At least fourteen days notice of any general meeting shall be given to members. The notice shall set out location, date of the meeting and particulars of the nature and order of the business to occur at the meeting.
 - 9.3.2. Notice of a meeting which a special resolution is to be proposed shall be given at least twenty-one days prior to the date of the meeting.
 - 9.3.3. A notice may be given by the Club to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members.
- 9.4. Proceedings at General Meetings
 - 9.4.1. Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
 - 9.4.2. If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and same place and if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the members present shall form a quorum.
 - 9.4.3. The Chairperson shall normally be the President or if absent, the Vice President. If both the President and Vice President are absent, the meeting may elect any Committee member as Chairperson.
- 9.5. Voting at General Meetings
 - 9.5.1. Every financial member in attendance at any General Meeting of the Club shall be entitled to one vote.
 - 9.5.2. In the event of an equal vote of members, the Chairperson of a General Meeting has a second and casting vote.
 - 9.5.3. Subject to these rules, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at the meeting.
 - 9.5.4. Unless a poll is demanded by at least five members, a question for decision at a General Meeting must be determined by a show of hands.

9.6. Poll at General Meetings

- 9.6.1. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 9.6.2. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

9.7. Special and ordinary resolutions

- 9.7.1. A special resolution as defined in the Act.
- 9.7.2. An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

9.8. Proxies

- 9.8.1. A member shall be entitled to appoint in writing a natural person who is also a member of the Club to be their proxy, and attend and vote at any General Meeting of the Club.

10. **Minutes**

- 10.1. Proper minutes of all proceedings of General Meetings of the Club and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for purpose.
- 10.2. The minutes kept pursuant to this rule must be confirmed by the members of the Club or the members of the Committee (as relevant) at a subsequent meeting.
- 10.3. Where minutes are entered, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

11. **Dispute Resolution**

- 11.1. The dispute resolution procedure set out in this rule applies to disputes between a member and another member, or a member and the Club.
- 11.2. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- 11.3. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

12. **Financial Reporting**

12.1. Financial Year

- 12.1.1. The first financial year of the Club shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending 30 June of each year.

12.2. Accounts to be kept

- 12.2.1. The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.

12.3. Accounts and reports to be laid before members

- 12.3.1. The accounts, the Committee's statement and the Committee's report shall be laid before members at the Annual General Meeting.
- 12.3.2. The accounts and records shall be kept by the Treasurer and shall always be open to the inspection of any member and by the Committee.

12.4.Appointment of Auditor

12.4.1.The Auditor of the College unless directed otherwise by the College council shall be the Clubs Auditor, and only if requested by the College or OCA.

13. **Prohibition against securing profits for members**

13.1.The income and capital of the Club shall be applied exclusively towards the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as a bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Club.

14. **Rules**

14.1.These rules may be altered (including an alteration to the Club's name) by special resolution of the members of the Club. This includes rescision or replacement by substitute rules.

14.2.The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.

14.3.The registered rules shall bind the Club and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provision thereof.

15. **Winding Up**

15.1.The Club shall be wound up:

15.1.1. If the Committee resolves to do so

15.1.2. If in the opinion of OCA, the Club is not fulfilling its objects

15.1.3. If in the opinion of the College, the Club is not fulfilling its objects

15.2.The Club may be wound up in the manner provided for in the Act.

16. **Application of Surplus Assets**

16.1.If after winding up of the Club there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to the College council for use in any manner the College council determines for the benefit of sports at the College.