

**Eighth Edition of the Constitution of the**

**Applecross Cricket Club (Inc.)**

1. **Name of the Club**

Applecross Cricket Club Incorporated (Inc.) (“*the Club*”)

1. **Definitions**

***Act*** means the *Associations Incorporation Act 2015*;

***Member*** means a member with the rights referred to in rule 5(4);

***books***, of the Association, includes the following —

1. a register;
2. financial records, financial statements or financial reports, however compiled, recorded or stored;
3. a document;
4. any other record of information;

***President*** means the Committee member holding office as the President of the Association;

***Junior Vice President*** means the person elected by Parent members to chair the Club’s Junior Cricket Committee and serve as Junior Vice President on the Committee;

***Commissioner*** means the person for the time being designated as the Commissioner under section 153 of the Act;

***Committee*** means the management committee of the Association;

***Junior Cricket Committee*** means the Committee elected by Parent members to manage the Club’s Junior Cricket (up to and including Under 17 or Year 11 teams) Program;

***Committee meeting*** means a meeting of the committee;

***Committee member*** means a member of the committee;

***Financial records*** includes —

1. invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
2. documents of prime entry; and
3. working papers and other documents needed to explain —
   1. the methods by which financial statements are prepared; and
   2. adjustments to be made in preparing financial statements;

***Financial report***, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

***Financial statements*** mean the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

***Financial year***, of the Association, has the meaning given in rule 3;

***General meeting***, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

***Ordinary committee member*** means a committee member who is not an office holder of the Association under rule 14(1);

***Ordinary resolution*** means a resolution other than a special resolution;

***Register of members*** means the register of members referred to in section 53 of the Act;

***Rules*** means these rules of the Club, as in force for the time being;

***Secretary*** means the committee member holding office as the secretary of the Association;

***Special general meeting*** means a general meeting of the Association other than the annual general meeting;

***Special resolution*** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

***Treasurer*** means the committee member holding office as the treasurer of the Association.

1. **Financial Year**
2. The first financial year of the Club is to be determined as 01 May to 30 April.
3. Each subsequent financial year of the Club is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.
4. **Objects and Purposes of the Club**
5. The objects of the Club are:
   1. to promote cricket; and
   2. to encourage fellowship between Members of the Club and their families and friends.
6. The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of these objects.
7. A payment may be made to a member out of the funds of the Club only if it is authorised under sub rule (4).
8. A payment to a member out of the funds of the Club is authorised if it is –
   1. The payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
   2. The payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
   3. The payment of reasonable rent to the member for premises leased by the member to the Club; or
   4. The reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.
9. **Membership**
10. Membership of the Club is open to all persons, subject to the discretion of the Committee.
11. Membership of the Club is attained by paying the prescribed membership fee as set by the Committee from season to season.
12. The levels of membership at the Club are as follows:
    1. Playing Membership (Playing Member);
    2. Social Membership (Social Member); and
    3. Life Membership (Life Member).
    4. Junior Cricket Membership (Parent Member) is a parent, grandparent, adult relative or carer of a player in the junior cricket program. Parent Members are not entitled to vote on Club matters, other than in relation to the Junior Cricket Committee (unless they become Members by virtue of another membership category described in Clause 5), and are not required to pay a membership subscription otherwise required by Clause 5 (8).
13. A member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
14. The Executive Committee is empowered to decline membership to any person.
15. Life Membership
    1. Members will be eligible for Life Membership of the Club at the discretion of the Committee who shall consider the playing career and other service to the Club of anyone nominated for Life Membership by a fellow member.
    2. Any member of the Club can nominate another member for Life Membership. The nomination must be received in writing by the Secretary and must articulate the basis of the nomination of the member.
    3. The Executive Committee will decide by unanimous vote if the nomination is warranted and if so will recommend that Life Membership be conferred by majority vote by the Committee at the next scheduled or specifically convened Committee meeting of the Club.
    4. The privileges of Life Membership are set by the Executive Committee from season to season. These may include Life Members being exempt from paying some or all annual membership fees and entrance fees to the annual presentation night. Any other playing fees or levies are not excluded but may be excluded upon determination of the Executive Committee from season to season.
    5. If a Life Member brings the Club into disrepute or conducts themselves in any way which is deemed contrary to the interests of the Club, the Committee may recommend that the Life Member status be withdrawn from the member. The withdrawal of a Life Membership status is only able to be approved by the majority of members voting on the resolution at an Annual General Meeting of the Club.
    6. Life Members of the former Ardross Junior Cricket Club (Inc) will be automatically be conferred life membership of the Applecross Junior Cricket Club. For removal of doubt Life Members of the Applecross Junior Cricket Club will not be regarded as Life Members of the Applecross Cricket Club Inc, will pay no membership fees, but will be recognised in the Club’s official records;
16. **Register of Members of the Club** 
    1. The Secretary shall on behalf of the Club keep and maintain the register of Members in accordance with Section 53 of the Act and that register shall be so kept and maintained at his or her place of residence.
    2. The Secretary shall cause the name of a person who dies or ceases to be a Member under rule 8 (1) or 9 to be deleted from the register of Members referred to in sub-rule (a).
17. **Subscription of Members of the Club** 
    1. The Members shall from time to time at a General Meeting determine that amount of the subscription to be paid by each Member.
    2. Each Member shall pay to the Treasurer, annually on or before 12 July or such other date as the Committee from time to time determines, the amount of the subscription determined in sub-rule (a).
    3. Subject to sub-rule (d), a Member whose subscription is not paid within 3 months after the relevant date fixed under sub-rule (b) ceases on expiry of that period to be a Member, unless the Committee decides otherwise.
    4. A Member is a financial Member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (b) or within 3 months thereafter.
18. **Resignation of Members of the Club** 
    1. A Member who delivers notice in writing of his or her resignation from the Club to the Secretary or another Committee Member ceases on that delivery to be a Member.
    2. A person who ceases to be a Member under sub-rule (a) remains liable to pay the Club the amount of any subscription due and payable by that person to the Club but unpaid at the time of that cessation.
19. **Disciplinary Action**
20. The Committee may decide to suspend a member’s membership or to expel a member from the Club if:
    1. his or her conduct is believed to be detrimental to the interests of the Club;
    2. the member acts detrimentally to the interests of the Club.
21. The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Committee Meeting at which the proposal is to be considered by the Committee.
22. The notice given to the member must state:
    1. when and where the committee meeting is to be held;
    2. the grounds on which the proposed suspension or expulsion is based; and
    3. that the member, or the member’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion.
23. At the committee meeting, the committee must:
    1. give the member, or the member’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
    2. give due consideration to any submissions so made; and
    3. decide:
       1. whether or not to suspend the member’s membership and, if the decision is to suspend the membership, the period of suspension; or
       2. whether or not to expel the member from the Association.
24. A decision of the committee to suspend the member’s membership or to expel the member from the Club takes immediate effect.
25. The committee must give the member written notice of the committee’s decision, within 7 days after the committee meeting at which the decision is made.
26. A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving the Committee’s decision under sub-rule (6), give written notice to the secretary requesting appointment of a mediator under rule 11.
27. If notice is given under sub-rule (7), the member who gives the notice and the Committee are the parties to the mediation.
    * + 1. **Consequences of Suspension**
28. During the period a member’s suspension is suspended, the member:
    1. loses any rights (including voting rights) arising as a result of membership;
    2. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
29. When a member’s membership is suspended, the Secretary must record in the register of members:
    1. that the member’s membership is suspended; and
    2. the date on which suspension takes effect; and
    3. the period of suspension.
30. When the period of the suspension ends, the secretary must record in the register of members that the member’s membership is no longer suspended.
    * + 1. **Resolving Disputes between Members**
31. The Members must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
32. If the Members to a dispute are unable to resolve the dispute between themselves within the time required by rule 9(1), any party to the dispute may start the grievance procedure by giving written notice to the secretary of:
    1. the parties to the dispute;
    2. the matters that are subject of the dispute.
33. Within 28 days after the secretary is given written notice, a committee meeting must be convened to consider and determine the dispute.
34. The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered at least 7 days before the meeting is held.
35. The notice given to each party to the dispute must state:
    1. when and where the committee meeting is to be held;
    2. that the party, or the party’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
36. If:
    1. the dispute is between one or more members of the Association; and
    2. any party to the dispute gives written notice to the secretary stating that the party:
       1. does not agree to the dispute being determined by the Committee;
       2. requests the appointment of a mediator under rule 11.

The committee must not determine the dispute.

* + - 1. **Determination of a dispute by the Committee**

1. At the committee meeting at which a dispute is to be considered and determined, the committee must:
   1. give each party to the dispute, or the party’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
   2. give due consideration to any submissions so made; and.
   3. determine the dispute.
2. The Committee must give each party to the dispute written notice of the committee’s determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
3. A party to the dispute may, within 14 days after receiving notice of the committee’s determination under sub-rule (1) (c), give written notice to the secretary requesting the appointment of a mediator under rule 11.
4. If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.
5. Any dispute resulting from the Junior Cricket program will be dealt with by the Junior Cricket Committee in the first instance in accord with Clause 9. Once the Junior Cricket Committee’s decision is determined, either party to the dispute can request a determination by the Club Committee under the provisions of Clause 9
   * + 1. **Mediation**
6. This section applies if written notice has been given to the Secretary requesting the appointment of a Mediator by:
   1. a member under rule 15(7);
   2. by a party to a dispute under rule 8(6)(a)(ii) or 9(3).
7. The Mediator be a person chosen by agreement between the members or parties of the dispute and the Committee.
8. If there is not agreement then subject to sub-rules (4) and (5), the Committee must appoint the Mediator.
9. The person appointed as mediator by the committee must be a person who acts as a mediator for another non-for-profit body, such as a community legal centre; or
10. The person appointed as mediator by the committee may be a member or former member of the Association but must not:
    1. have a personal interest in the matter that is the subject of the mediation;
    2. be based in favour of or against any party to the mediation.
11. The parties to the mediation must attempt in good faith to settle the matter that is subject of the mediation.
12. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
13. In conducting the mediation, the mediator must:
    1. give each party to the mediation every opportunity to be heard; and
    2. allow each party to the mediation to give due consideration to any written statement given by another party; and
    3. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
14. The mediator cannot determine the matter that is the subject of the mediation.
15. The Mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
16. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
    * + 1. **Results of Mediation**
17. If:
    1. mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 6(7); and
    2. as a result of the mediation, the decision to suspend the member’s membership or expel the member is revoked.
18. That revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.
    * + 1. **Committee of Management**
19. The affairs of the Club shall be managed exclusively by a Committee of Management consisting of:
    1. a President;
    2. a Vice President;
    3. a Vice President of Junior Cricket as elected under Clause 25;
    4. a Secretary;
    5. a Treasurer; and
    6. Not less than three other persons, all of whom shall be Members of the club elected to membership of that Committee at an Annual General Meeting or appointed under sub-rule (9).
20. Subject to the Act, these rules and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
21. The committee must take all reasonable steps to ensure that the Association complies with the Act and these rules.
22. General management issues encompass:
    1. The Annual General Meeting shall be held after the completion of the cricket season and prior to the 30th of June of that season;
    2. General Meetings shall be held at such time and places as shall be determined by the Executive Committee;
    3. Special General Meetings may be convened by the President or by requisition signed by 5% of Members of the club;
    4. Members shall be notified, in writing, of impending Annual General Meetings and Special General Meetings two weeks prior to the Meeting;
    5. Twelve Committee Meetings shall be scheduled during a financial year, one in each month, the day of the month being determined by the Committee. For matters of urgency, the President may call a Special Committee Meeting at any time;
    6. Members of the Executive Committee shall attend two thirds of the scheduled Committee Meetings in any one financial year;
    7. Failure to comply with the provisions of (f) will render that Committee Member ineligible to hold office in the following year. Unforeseen circumstances to be considered in the event of the above by a Special General Meeting; and
    8. The position of any Committee Member that fails to attend three consecutive Meetings of the Executive Committee shall be deemed to be vacant.
    9. Unforeseen circumstances are to be considered in the event of the above by a Special General Meeting.
23. When a casual vacancy within the meaning of Rule 24 occurs in the Membership of that Committee:
    1. The Committee may appoint a Member to fill that vacancy; and
    2. A Member appointed under this sub-rule shall:
       1. hold office until the commencement of; and
       2. be eligible for election to the membership of the Committee at the next following Annual General Meeting.

**13. President**

1. Subject to this rule, the President shall preside at all General Meeting and Committee Meetings.
2. In the event of absence from:
   1. a General Meeting of –
      1. the President, the Vice President or
      2. a Committee Member elected by the other Members present at the General Meeting shall preside at the General Meeting as the case requires, or,
   2. a Committee Meeting of –
      1. the President, the Vice President, a Committee Member elected by the other Committee Members present, shall preside at the General Meeting of Committee Meeting, as the case requires.

**14. Secretary**

1. The Secretary shall:
   1. co-ordinate the correspondence of the Club;
   2. keep full and correct Minutes of the proceedings of the Committee and the Club;
   3. comply on behalf of the club with –
      1. Section 53(1) of the Act in respect of the register of Members of the Club;
      2. Section 35(1) of the Act in respect of the Rules of the Association; and
      3. Section 58(2) of the Act in respect of the record of officeholders, and, any trustees, of the Club.
   4. have custody of all books, documents, records and registers of the Club including those referred to in paragraph (c), other than those required by Part 5 of the Act to be kept and maintained by, or in the custody of the Treasurer; and
   5. perform such other duties as are imposed by these rules or the Committee on the Secretary.
      * + 1. **Treasurer**
2. The Treasurer shall:
   1. be responsible for the receipt of all monies paid to or received by, or by him or her on behalf of the Club and shall issue receipts for those monies in the name of the Club;
   2. pay all monies referred to in paragraph (a) into such an account or accounts of the Club as the Committee may from time to time direct;
   3. make payments from the general cheque account of the Club with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by 2 Committee Members other than himself or herself, namely the President and the Secretary or the Vice President;
   4. comply on behalf of the Club with Part 5 of the Act in respect of the accounting records of the Club;
   5. whenever directed to do so by the Club, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
   6. have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in paragraphs (d) and (e);
   7. establish the capital expenditure account to which the Committee may contribute funds at any time and by any amount at the discretion of the Committee;
   8. ensure that any withdrawals of funds from the capital expenditure account will only be made if the funds withdrawn are used only for a purpose approved by a three-quarters majority of a quorum at a Special General Meeting or Annual General Meeting properly convened in accordance with Sections 26 and 27 of this constitution;
   9. ensure that any cheques or withdrawals pertaining to the capital expenditure account are authorised by three Members of the Committee one of which shall be the Treasurer; and
   10. perform such duties as are imposed by these rules or the Committee on the Treasurer.
       * + 1. **Election of Committee Members and Tenure of Office**
3. A member becomes a committee member if the member –
   1. is elected to the committee at a general meeting; or
   2. is appointed to the committee by the committee to fill a casual vacancy underrule 12(5)
4. At least 42 days before an annual general meeting, the secretary must send written notice to all the members –
   1. calling for nominations for the election of the committee;
   2. stating the date by which nominations must be received by the secretary to comply with sub-rule (2).
5. A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election at the annual general meeting.
6. The nomination must be supported by another member of the Club at the annual general meeting.
7. A member may nominate for one specified position of office holder of the Club or to be an ordinary committee member.
8. the Parent Members of the Junior Cricket program will annually (prior to the Annual General Meeting of the Club) elect a Junior Cricket Committee with at least a Chairperson, Vice Chairperson, Treasurer and two Committee members. The Club Committee must approve the Junior Cricket Committee Chairperson to be appointed as the Junior Cricket Vice President at the Annual General Meeting, such approval not being unreasonably withheld. The Junior Cricket Committee will operate generally in accord with Clauses 19 to 23 of this Constitution as a guide to their management of the Junior Cricket Program;
   * + - 1. **Election of Office Holders**
9. At the annual general meeting, a separate election must be held for each position of office holder of the Club.
10. If there is no nomination for a position, the President of the meeting may call for nomination from the ordinary members at the meeting.
11. If only one member has nominated for a position, the President of the meeting must declare the Member elected to the position.
12. If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is elected to the position.
13. Each ordinary member present at the meeting may vote for one member who has nominated for the position.
14. A member who has nominated for the position may vote for himself or herself.
15. On the member’s election, the new President of the Club may take over as the President of the meeting.
    * + - 1. **Election of Committee Members**
16. At the annual general meeting, the Club must decide by resolution the number of ordinary committee members to hold office for the next year.
17. If the number of members nominating for the position of ordinary committee members is not greater than the number to be elected, the President of the meeting –
    1. must declare each of those members to be elected to the position;
    2. may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections in paragraph (a).
18. If –
    1. the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
    2. the number of members nominating under sub-rule 2(b) is greater than the number of positions remaining unfilled.
19. The ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.
    * + - 1. **Term of Office**
20. The term of office of a committee member begins when the member –
    1. Is elected at an annual general meeting or under sub-rule 20(3)(b); or
    2. Is appointed to fill a casual vacancy under rule 12(5).
21. Subject to rule 21(1)(b), a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
22. A committee member may be re-elected.
    * + - 1. **Resignation and Removal from the Office**
23. A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the President.
24. The resignation takes effect –
    1. When the notice is received by the secretary or the president; or
    2. If a later time is stated in the notice, at the late time.
25. At a general meeting, the Club may by resolution –
    1. Remove a committee member from office; and
    2. Elect a member to fill the vacant position.
26. A committee member who is the subject of a proposed resolution under sub-rule 3(a) may make written representations to the secretary or president and may ask that the representations be provided to the members.
27. The secretary or president may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.
    * + - 1. **When Membership of the Committee ceases**
28. A person ceases to be a committee member if the person –
    1. Dies or otherwise ceases to be a member;
    2. Resigns from the committee or is removed from office under rule 20;
    3. Becomes permanently unable to act as a committee member because of a mental or physical disability;
    4. Fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.
       * + 1. **Casual Vacancies in Membership of the Committee**
29. The Committee may appoint a member to fill a position on the Committee that:
    1. Has become vacant under rule 21;
    2. Was not filled by election at the most recent annual general meeting or under rule 20(3)(a).
30. If the position of secretary becomes vacant the committee must appoint a member to fil the position within 14 days after the vacancy arises;
31. Subject to the requirement for a quorum under rule 23(4), the Committee may continue to act despite any vacancy in its membership.
32. If there are fewer committee members than required for a quorum under rule 23(4), the committee may act only for the purpose of –
    1. appointing committee members under this rule; or
    2. convening a general meeting.
       * + 1. **Proceedings of the Committee**
33. The Committee shall meet together for the dispatch of business not less than once in each calendar month and the President may at any time convene a Meeting of the Committee.
34. Each Committee Member has a deliberative vote.
35. A question arising at a Committee Meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee Meeting shall have a casting vote in addition to his or her deliberative vote.
36. At a Committee Meeting, five Committee Members constitute a quorum.
37. Subject to these rules, the procedure and order of business to be followed at a Committee Meeting shall be determined by the Committee Members present at the Committee Meeting.
38. A Committee Member having any direct or indirect pecuniary interest referred to in Section 42 or 43 of the Act shall comply with that Section.
    * + - 1. **General Meetings**
39. The Committee:
    1. may at any time convene a Special General Meeting;
    2. shall convene Annual General Meetings within the time limits provided for the holding of Annual General Meetings by Section 50 of the Act; and
    3. shall, within 30 days of –
       1. receiving a request in writing to do so from not less than 5 Members, convene a Special General Meeting for the purpose specified in that request; or
       2. the Secretary receiving a request under Rule 8(4), convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.
    4. The Members making a request referred to in sub-rule (1)(c)(i) shall:
       1. state in that request the purpose for which the Special General Meeting concerned is required; and
       2. sign that request.
40. If a Special General Meeting is not convened within the relevant period of thirty days referred to:
    1. in sub-rule (1)(c)(ii), the Members who gave the notice concerned may themselves convene a Special General Meeting as if they were the Committee; or
    2. in sub-rule (1)(c)(ii), the Member who gave the notice concerned may himself or herself convene a Special General Meeting as if he or she were the Committee.
41. When a Special General Meeting is convened under sub-rule (2)(a) or (b):
    1. the Committee shall ensure that the Members and or Member convening the Special General Meeting are supplied free of charge with particulars of all Members; and
    2. the Club shall pay reasonable expenses of convening and holding the Special General Meeting.
42. Subject to sub-rule (8), the Secretary shall give to all Members not less than 14 days notice of a General Meeting and of any motions to be moved at the General Meeting.
43. A notice given under sub-rule (4) shall specify:
    1. when and where the General Meeting is to be held; and
    2. particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
44. In the case of an Annual General Meeting, the order in which business is to be transacted is:
    1. first, the consideration of the accounts and reports of the Committee;
    2. second, the election of Committee Members to replace outgoing Committee Members; and
    3. third, any other business requiring consideration by the Club in a General Meeting.
45. The Secretary shall give to all Members not less than 21 days notice of a General Meeting at which a special resolution is to be proposed and of any other motions to be moved at that General Meeting.
46. The Secretary may give a notice under sub-rule (4) or (7) by:
    1. serving it on a Member personally; or
    2. sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained under Section 27 of the Act.
47. When a notice is sent by post under sub-rule (8)(b) sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.
    * + - 1. **Junior Cricket**

(1) The Club creates a Junior Cricket Program by virtue of the former Ardross Junior Cricket Club (Inc) (“Ardross”) merging with the Club and ceasing its incorporation under the Act;

(2) The Club will field junior cricket teams in the South West Metropolitan Junior Cricket Council competition ( or subsequent competitions endorsed by the Western Australian Cricket Association) and play as the Applecross Junior Cricket Club;

(3) the Junior Cricket Uniform will be the red and white colours used by Ardross which can only be changed by a majority vote of the Junior Cricket Committee, recommending a change to the Club Committee;

(4) When the Junior Cricket uniform reflects the Applecross Junior Cricket name the Club will ensure the heritage of the “Ardross Junior Cricket Club -Founded 1972” is represented on the uniform;

(5) the Junior Cricket Committee will control a bank account titled Applecross Junior Cricket Committee, initially containing the assets transferred from the former Ardross Junior Cricket Club Inc. All revenues and costs related to the Junior Cricket Program will be credited or debited through this account which must be used solely for the benefit of the Junior Cricket Program;

(6) for avoidance of doubt the funds in the account of the Applecross Junior Cricket Committee can be spent on joint programs with the Club where there is a mutual benefit for the entire Club, but a clear benefit for the Junior Cricket Program;

(7) the Junior Cricket Committee will hold at least one general meeting annually to report to Parent Members on the progress of the Junior Cricket Program, and just prior to the Club’s Annual General Meeting to elect the Junior Cricket Committee for the following year. Members of the Club are entitled to attend any meeting of the Junior Cricket Committee or its general meetings;

(8) for avoidance of doubt the Junior Cricket Committee is authorised under Clause 4 (4) to pay or reimburse Club Members for services to the Junior Cricket Program in accord with decisions properly made at a Junior Cricket Committee meeting;

(9) a Quorum for the Junior Cricket Program is three people for a Junior Cricket Committee meeting and ten people for any Junior Cricket General Meeting where an election is to be held. The provisions of Clauses 27 and 28 will generally apply to the operations of the Junior Cricket Committee;

(10) the Junior Cricket Committee will report to the Club Committee at each meeting on the progress of the Junior Cricket Program and its financial status, and will co-operate with the Club Committee in the preparation and presentation of accounts for audit and reporting

* + - * 1. **Auditor**

(1) At each Annual General Meeting there shall be elected and Honorary Auditor who shall submit the Annual Statement of Claims and Balance Sheet for the Club and shall certify to same.

(2) The Honorary Auditor shall not be an officer or a Member of the Executive Committee.

* + - * 1. **Quorum and Proceedings at General Meetings**

1. At a General Meeting 15 Members present in person or by proxy constitute a quorum.
2. If within 15 minutes after the time specified for the holding of a General Meeting in a notice given under rule 24(4) or (7):
   1. as a result of a request or notice referred to in rule 24(1)(c) or as a result of action taken under rule 24(3) a quorum is not present, the General Meeting lapses; or
   2. otherwise than as a result of the request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
3. If within 30 minutes of the time appointed by sub-rule (2)(b) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
4. The President may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.

(5) There shall not be transacted at any adjourned General Meeting any business other than business left unfinished or on the Agenda at the time when the General Meeting was adjourned.

(6) When a General Meeting is adjourned for period of 30 days or more, the Secretary shall give notice under rule 16 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

1. At a General Meeting:
   1. an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
   2. a special resolution put to the vote shall be decided in accordance with Section 51 of the Act.
2. A declaration by the President at a General Meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
3. At a General Meeting, a poll may be demanded by the President at the meeting or by three or more Members present in person or by proxy and, if so demanded, shall be taken in such manner as the President directs.
4. If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
5. A poll demanded under sub-rule (9) on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.
   * + - 1. **Minutes of the Meetings of the Club**

(1) The Secretary shall cause proper Minutes of all proceedings of a General Meetings and the Committee Meetings to be taken and then to be entered within thirty days after the holding of each General Meeting or Committee Meeting, as the case requires in a minute book kept for that purpose.

(2) The Secretary shall ensure that the minutes taken of a General Meeting or Committee Meeting under sub-rule (1) are checked and signed as correct by the President to the General Meeting or Committee Meeting to which those minutes relate or of the next succeeding General Meeting or Committee Meeting, as the case requires.

1. When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:
   1. the General Meeting or Committee Meeting to which they relate in this sub-rule called “the Meeting” was duly convened and held;
   2. all proceedings recorded as having taken place at the Meeting did in fact take place thereat; and
   3. all appointments of elections purporting to have been made at the Meeting have been validly made.
      * + 1. **Voting Rights of Members of the Club**
2. Subject to these rules, each Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
3. A Member which is a body corporate may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.
4. An appointment made under sub-rule (2) shall be so made by a resolution of the Board or other governing body of the body corporate concerned:
   1. which resolution is authenticated under the common seal of that body corporate; and
   2. a copy of which resolution is lodged with the Secretary.

(4) A person appointed under sub-rule (2) to represent a Member which is a body corporate shall be deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment is not so revoked, the conclusion of that General Meeting.

* + - * 1. **Proxies of Members of the Club**

1. A Member (in this rule called “the appointment Member”) may appoint in writing another Member who is a natural person to be the proxy of the appointing Member and to attend, and vote on behalf of the appointing Member at any General Meeting.
   * + - 1. **Rules of the Club**
2. The Club may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Section 30 of the Act.

(2) These rules bind every Member and the Club to the same extent as if every Member and Club had signed and sealed these rules and agreed to be bound by all their provisions.

* + - * 1. **Alterations to the Rules**

1. The Constitution and rules may be amended, altered, enlarged or repealed from time to time by a resolution passed by a three-quarters majority of Members present. At least one month’s notice of motion for change must be given, and all Members must be circularised at least two weeks before the Meeting intended to change the Constitution.
   * + - 1. **Inspection of Records, etc., of the Club**
2. A Member may at any reasonable time inspect without charge the books, documents, records or securities of the Association.
   * + - 1. **Executing documents and Common Seal**
3. The Association has no common seal
4. The Association may execute a document without using a common seal if the document is signed by -
   1. 2 committee members; or
   2. One committee member and a person authorised by the committee.
      * + 1. **Distribution of Surplus Property on Winding up of the Club**
5. If, on the winding up of the Club property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed:
   1. to another incorporated Club having objects similar to those of the Club; or
   2. a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946; or
   3. a body corporate that –
      1. is a member or former member of the incorporated association; and
      2. at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members.
6. Which Incorporated Association of purposes, as the case requires, shall be determined by resolution of the Members when authorising and directing the Committee under Part (10) of the Act to prepare a distribution plan for the distribution of the surplus property of the Club.