GLENELG ANA CRICKET CLUB est. 1953

Glenelg ANA Cricket Club Incorporated

Constitution – adopted as of 4th of June 2017

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1. NAME

(a) The name of the incorporated association is Glenelg ANA Cricket Club Incorporated.

(b) The Glenelg ANA Cricket Club Incorporated may be denoted by the name “Glenelg ANA” or “the Club”.

2. CLUB COLOURS & INSIGNIA

The colours of the Club shall be blue, yellow and black and the insignia that of the Phantom.

3. DEFINITIONS

(a) In this constitution unless the contrary intention appears:

(i) **the committee** means the committee of management of the association;

(ii) **general meeting** means a general meeting of members of the association convened in accordance with these rules;

(iii) **member** means a member of the association;

(iv) **the Act** means the Associations Incorporation Act 1985;

(v) **special resolution** means a special resolution defined in the Act;

(vi) **the Club** means the Glenelg ANA Cricket Club Incorporated;

(vii) **state governing body** means South Australian Cricket Association Incorporated, or any other organization the purpose of which is the promotion and administration of cricket in South Australia;

(viii) **month** shall mean a calendar month.

4. OBJECTS OR PURPOSES OF THE CLUB

(a) The objects of the Club are to provide active recreational facilities and deliver competition and activity experiences in the community. This will be achieved by:

(i) providing facilities to enable Club members to participate in the sport of cricket;

(ii) fostering competition with other cricket clubs, and;

(iii) promoting the sport of cricket within the community.

5. POWERS OF THE CLUB

(a) The Club shall have all the powers conferred by section 25 of the Act.

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6. MEMBERSHIP

(a) members shall be persons who have agreed to accept the objectives of the Club and paid the prescribed fee.

(b) Categories of membership

(i) The Club may offer the following types of membership:

(1) **Senior member** is any natural person who has attained the age of 18 years and has paid the senior membership fee. Senior members have voting rights at general meetings.

(2) **Junior member** is any natural person who has not attained the age of 18 years and has paid the junior membership fee. Junior members have no voting rights at general meetings.

(3) **Temporary member** is any natural person permitted to use the Club facilities for one session upon payment of the temporary membership fee. Temporary members have no voting rights at general meetings.

(4) **Social member** is any natural person who has paid the social membership fee. Social members have no voting rights at general meetings.

(5) **Life member** is any former or present member of the Club granted honorary life membership at a general meeting on the recommendation of the committee for outstanding service to the Club either through cricket, coaching or administration. An Life Member is exempt from the payment of any membership fee unless they are a playing member, where they are required to pay 50% of a senior membership fee. Life members shall have full senior membership including the right to vote at general meetings.

(ii) Membership shall cease on;

- resignation in writing, delivered to the Club, or

- non renewal of membership.

(c) Life Members shall be elected at an Annual General Meeting by two thirds of the members present. All such memberships shall be by recommendation of the committee and shall only be awarded to those members who;

- have played 10 consecutive years for the Club, or

- have played 100 games for the Club, or

- have rendered outstanding service to the Club.

(d) SUBSCRIPTIONS

(i) The subscription fees for membership shall be such sum, (if any), as the members/committee shall determine at each Annual General Meeting.

(ii) The subscription fees shall be due on the 1 December of each calendar year or at such other time as the committee shall determine.

(iii) Any member whose subscription is outstanding for more than one month after the due date for payment shall cease to be a member of the Club, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

(e) RESIGNATIONS

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(i) A member may resign from membership of the Club by giving written notice to the secretary or public officer of the Club. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Club.

(f) DISCIPLINE

(1) The committee may commence or cause to be commenced disciplinary proceedings against a member who has allegedly;

(i) breached, failed, refused or neglected to comply with the provision of this constitution, the regulations or any resolution or determination of the committee,

(ii) acted in a manner unbecoming of a member, or prejudicial to the purposes and interests of the Club and/or cricket,

(iii) bought the Club, any other member or cricket into disrepute.

(2) the committee may appoint a judicial sub-committee to deal with any disciplinary matter referred to it. Such a judicial sub-committee shall operate in accordance with the procedures expressed in the regulations but is subject as always to the Act.

(g) EXPULSION OF A MEMBER

(i) 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.

(ii) Particulars of the charge shall be communicated to the member at least fourteen (14) days before the meeting of the committee at which the matter will be determined.

(iii) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5d(iv) below), cease to be a member 14 days after the committee has communicated its determination to the member.

(iv) A member may appeal to the Club in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Club within 14 days after the determination of the committee has been communicated to the member.

(v) In the event of an appeal under 5d(iv) above, the appellant's membership of the Club shall not be terminated unless the decision of the committee to expel the member is upheld by the members of the Club in general meeting.

(vi) In the event that the general meeting upholds a decision of the committee to terminate the membership of any member, the date at which such membership is terminated is the date of the general meeting at which the decision is upheld.

(vii) On expulsion of any member, the Club will give notice of the expulsion, including the name of the member, to the state governing body.

(h) REGISTER OF MEMBERS

(i) A register of members must be kept and contain:

(1) the name, phone number, postal address and email address of each member;

(2) the date on which each member was admitted to the Club; and

(3) if applicable, the date of, and reason(s) for, termination of membership.

(ii) All information is to be kept safe by the Secretary and or team captains.

7. THE COMMITTEE

(a) POWERS AND DUTIES

(i) 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.

(ii) The committee has the management and control of the funds and other property of the Club.

(iii) 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.

(iv) The committee shall appoint a public officer as required by the Act.

(v) The committee may determine the Club insignia.

(vi) The Club may be affiliated with the state governing body and may affiliate with any other association or associations as the committee sees fit.

(vii) The committee, subject to any legislation of the Commonwealth of Australia or of the State of South Australia to the contrary, shall have the right to refuse membership or expel members.

(viii) The committee may invite one junior member to attend committee meetings as a representative of the junior members of the Club and the junior member so invited may not hold any office on the committee but may, at the discretion of the committee, participate in all discussions and vote on all resolutions before the committee other than a resolution which pertains to the position of junior representative.

(ix) The committee may invite any person to attend committee meetings but such person so invited may not vote on any question before the committee but may, at the invitation of the committee, participate in any discussion of the committee.

(x) Except for the offices of president, secretary and treasurer the committee may create any office with such duties and responsibilities as the committee sees fit and the committee shall appoint from amongst its number a person to fill that office providing the person so appointed agrees to that appointment.

(xi) The committee may abolish any office it has created and in any resolution to abolish an office the committee member who currently holds that office may vote on that resolution.

(b) APPOINTMENT

(i) The committee shall be comprised of not less than 6 members nor more than 10 members, and consist of a President, Secretary and a Treasurer.

(ii) A committee member shall be a natural person who is a senior or life member of the Club.

(iii) The first committee of the Club shall be appointed from the promoters of the Club, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation.

(iv) All members of the committee shall retire at every annual general meeting.

(v) A retiring committee member shall be eligible to stand for re-election.

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(vi) A member may nominate for a position on the committee by giving notice in writing to the secretary of the Club at least 21 days prior to the date of the annual general meeting, or orally to the chairperson at the annual general meeting.

(vii) Notice of all persons seeking election to the committee shall be given to all members of the Club with the notice calling the meeting at which the election is to take place.

(viii) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Club.

(c) PROCEEDINGS OF THE COMMITTEE

(i) The committee shall meet together for the nature and order of business to be transacted at least once every month leading up to and during the cricket season, or September to March.

(ii) The committee may also meet at such other times as the committee sees fit.

(iii) A quorum for a meeting of the committee shall be six of the members of the committee.

(iv) 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 chairperson shall have a casting vote in addition to a deliberative vote.

(v) Following the resolution of any question put to the committee, any member of the committee whether he voted for or against or abstained from voting on the question, may request that his vote be recorded in the minutes of the meeting and if such a request is made it shall be recorded in the minutes how that member voted.

(vi) 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.

(d) DISQUALIFICATION OF COMMITTEE MEMBERS

(i) The office of a committee member shall become vacant if a committee member is:

(1) disqualified from being a committee member by the Act;

(2) expelled as a member under these rules;

(3) permanently incapacitated by ill health;

(4) absent without apology from more than three meetings in a financial year.

(e) CLUB COACHES

(i) One or more club coaches may be appointed by the committee.

(ii) The Club coaches will provide coaching and training for the Club to further the Club's objects.

(iii) Any contracts or payments will be negotiated between the appointed club coaches and the committee.

(iv) The Club coaches may be invited by the committee to attend committee meetings and participate in discussion.

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(v) A club coach has no voting rights at committee meetings unless the coach is an elected member of the committee or is a member of the Club who has been appointed to the committee to fill a casual vacancy.

(f) CLUB CAPTAINS

(i) One or more captains may be appointed by the committee.

(ii) The captains will provide captaining for the Club respective teams, to further the Club's objects.

(iii) Any contracts or payments will be negotiated between the appointed club captains and the committee.

(iv) The captains may be invited by the committee to attend committee meetings and participate in discussion.

(v) A captain has no voting rights at committee meetings unless the captain is an elected member of the committee or is a member of the Club who has been appointed to the committee to fill a casual vacancy.

8. THE SEAL

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

(b) The seal shall not be used without the express authorisation of the committee, and

(c) Every use of the seal shall be recorded in the minute book of the Club. The affixing of the seal shall be witnessed by any two committee members.

(d) The responsibility of the seal shall reside with the President.

9. GENERAL MEETINGS

(a) For the purposes of this section on general meetings a reference to a member shall mean, unless stated to the contrary, a senior member or an honorary life member.

(b) ANNUAL GENERAL MEETINGS

(i) The committee shall call an annual general meeting in accordance with the Act and these rules.

(ii) 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 its financial year.

(iii) The order of the business at the meeting shall be:

(1) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;

(2) the consideration of the accounts and reports of the committee;

(3) the election of committee members;

(4) any other business requiring consideration by the Club in general meeting.

(c) SPECIAL GENERAL MEETINGS

(i) The committee may call a special general meeting of the Club at any time.

(ii) Upon a requisition in writing of not less than 25%, of the total number of members of the Club, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

(iii) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

(iv) If a special general meeting is not convened within one month, as required by 8c(ii) above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

(d) NOTICE OF GENERAL MEETINGS

(i) Subject to 8d(iii), at least 14 days notice of any general meeting shall be given to members.

(ii) The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

(iii) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

(iv) A notice may be given by the Club to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members, or by email to the email address appearing in the register of members.

(v) Where a notice is sent by post:

(1) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and

(2) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

(e) PROCEEDINGS AT GENERAL MEETINGS

(i) Six members who are present personally shall constitute a quorum for the transaction of business at any general meeting.

(ii) If within 30 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 place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall form a quorum.

(iii) Subject to 8e(iv), the Club President shall preside as chairperson at a general meeting of the Club.

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(iv) If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose one of their number to be the chairperson of that meeting.

(f) VOTING AT GENERAL MEETINGS

(i) Subject to these rules, every senior or honorary life member of the Club has only one vote at a meeting of the Club.

(ii) Subject to these rules, a question for decision at a general meeting, other than a special resolution, will be determined by a simple majority of members voting in person or by proxy, at that meeting.

(iii) Unless a poll is demanded by at least three members, a question for decision at a general meeting must be determined by a show of hands.

(g) POLL AT GENERAL MEETINGS

(i) If a poll is demanded by at least three members, it must be conducted in a manner specified by the person chairing the meeting and the result of the poll is the resolution of the meeting on that question.

(ii) A poll demanded for the election of a person chairing 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.

(h) SPECIAL AND ORDINARY RESOLUTIONS

(i) A special resolution is a special resolution as defined in the Act.

(ii) An ordinary resolution is a resolution passed by a simple majority of members at a general meeting.

(i) PROXIES

(i) A member shall be entitled to appoint in writing a natural person who is also a member of the Club to be their proxy, to attend and vote, on their behalf, at any general meeting of the Club.

(ii) A notice of proxy must be signed by the member and handed to the chairperson at the beginning of the meeting.

(iii) A member may hold a maximum of two proxies.

10. MINUTES

(a) 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 the purpose.

(b) 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.

(c) The minutes kept pursuant to this rule shall, after confirmation as required by 9b above, be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

(d) Where minutes are entered and signed they shall, 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. FINANCIAL REPORTING

(a) FINANCIAL YEAR

(i) The first financial year of the Club shall be the period ending on the next 31 December following incorporation, and thereafter a period of 12 months commencing on 1 January and ending on 31 December of each year.

(b) ACCOUNTS TO BE KEPT

(i) 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.

(c) ACCOUNTS AND REPORT TO BE LAID BEFORE MEMBERS

(i) The accounts, together with the President's report shall be laid before members at the annual general meeting.

12. AMENDMENT OF CONSTITUTION & RULES

(a) This constitution may be repealed or amended by resolution of two thirds of members present and voting at a General Meeting of which not less than 7 days' written notice including notice of the proposed repeal or amendment has been distributed to all members.

(b) Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by a Committee Meeting subject to subsequent disallowance at a General Meeting, provided less than 7 days' written notice including notice of the of the new rule, repeal or amendment has been distributed to all members.

13. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

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

14. WINDING UP

(a) The Club may be wound up in the manner provided for in the Act.

15. APPLICATION OF SURPLUS ASSETS

(a) If after the winding up of the Club there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

(b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

16. RULES

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

(b) The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act. 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 provisions thereof.

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