CORPORATIONS ACT 2001

COMPANY LIMITED BY GUARANTEE

CONSTITUTION OF

CRICKET GOLD COAST LIMITED

A.C.N. 108 217 072

JULY 2019

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CORPORATIONS ACT 2001
COMPANY LIMITED BY GUARANTEE

CONSTITUTION OF CRICKET GOLD COAST LIMITED A.C.N. 108 217 072

1. PRELIMINARY

(1) In this Constitution unless the contrary intention appears:

'Affiliate' means a person who is associated with a particular club but may not be a paying member of that club. It is in the Boards sole discretion to determine if a person is an affiliate of the club or not.

'Appointed Director' means a person appointed as an alternate director under clause 39(3)(d);

'Auditor' means the Company's auditor;

'Board' means all or some of the Directors acting as a board;

'Board Meeting' means a meeting of the Board convened pursuant to clause 39(1)(a);

'Code' means The Laws of Cricket (2017 Code 2nd Edition – 2019) issued by the MCC, as may be amended from time to time;

'Company' means Cricket Gold Coast Limited (ACN 108 217 072), a company limited by guarantee duly incorporated under the Corporations Act 2001, with registered office at 10 Diamantina Circuit, Pacific Pines Queensland 4211.

'Consensus' means a general agreement or majority view.

'Constitution' means the constitution of the Company as amended from time to time;

'Delegate' means a person appointed as such under clause 6(1) and includes each Delegate (Junior Cricket) and each Delegate (Senior Cricket);

'Director' means any person occupying the position of director of the Company, including where appropriate an Alternate Director,

'Directors' means all or some of the Directors;

'Founding Member Club' has the meaning ascribed to this term at clause 5(2) of this Constitution and as found at schedule 1 to this constitution;

'Game' means the game of Cricket, as played according to or substantially in accordance with the Code;

'Honorary Member' means a person appointed as an Honorary Member in accordance with clause 9;

Life Member' means a person appointed as a Life Member in accordance with clause 8;

'MCC' means the Marylebone Cricket Club;

'Member' means any Member Club, Honorary Member or Life Member as the context may require;

'Member Club' means any of the organisations listed on the Register as Member Clubs;

'Office' means the Company's registered office;

'President' means the person elected to the title and position of President of the Company by the Board in accordance with clause 31(1);

'Register' means the register of Members of the Company;

'Registered address' means the last known address of a Member as noted in the Register;

'Seal' means the Company's common seal (if any);

'Secretary' means any person appointed by the Directors to perform any of the duties of a secretary of the Company.

(2) In this Constitution, unless the contrary intention appears:

(a) the singular includes the plural and vice versa and words importing a gender include other genders;

(b) words importing natural persons include corporations;

(c) words and expressions defined in the Corporations Act 2001 have the same meaning in this Constitution;

(d) headings are for ease of reference only and do not affect the construction of this Constitution; and

(e) a reference to the Corporations Act 2001 is a reference to the Corporations Act 2001 as modified, amended or re-enacted from time to time.

(3) An expression in a provision of this Constitution has the same meaning as in a provision of the Corporations Act 2001 that deals with the same matter as the provision, unless the contrary intention appears in this Constitution.

(4) To the extent permitted by law, the replaceable rules in the Corporations Act 2001 do not apply to the Company.

2. OBJECTS

(1) The objects for which the Company is established are:

(a) To encourage, foster and promote the Game throughout the City of Gold Coast and surrounding areas, To do all things necessary and desirable in the interests of the Game;

(b) To encourage, foster and promote local and district competitions between Member Clubs and cricket clubs from surrounding regions;

(c) To encourage, foster and promote co-operation, sharing of resources and joint activities equitably among the Member Clubs;

(d) To promote the recruitment, training and retention of Umpires, recognising that Umpires are an integral part of the Game in particular:

(i) to encourage former players and any other interested persons to consider umpiring as a useful and interesting means of maintaining contact with the Game;

(ii) to supply qualified Umpires to officiate in matches organised by or on behalf of the Company; and

(iii) to cultivate a high standard of umpiring efficiency and maintain the dignity of the position of Umpire.

(e) To provide to all Member Clubs management, administrative, marketing and other services, plant and equipment, telephone services, staff, consumables, premises, playing and related facilities and other facilities and services as the Company may decide from time to time;

(f) To promote and conduct social or fund-raising activities including art unions, lotteries or similar events for or on behalf of Member Clubs and for that purpose to apply for and obtain any licences required by law or statute;

(g) To collect and maintain records for the Member Clubs;

(h) To obtain and maintain policies of insurance against personal injury to players, staff or officials of the Member Clubs whilst participating in activities associated with the Game that are authorised or conducted by the Company or by the Member Clubs or any of them, liability for personal injury, public risk, building replacement and reinstatement, loss of profits, directors' and officers' liability or any other form of insurance incidental or conducive to the furtherance of these objects;

(i) To lay out, construct, repair, improve and maintain any grounds, buildings or facilities owned, leased or for which rights of use have been granted to the Member Clubs or to the Company on behalf of the Member Clubs for the Game or for other sports and pastimes associated with the activities of the Member Clubs;

(j) To purchase, hire, lease or otherwise acquire for the purposes of the Member Clubs or otherwise in furtherance of these objects any real or personal property or any tenure, subscription, licence, rights or other

interest in the same including but not limited to any lands, buildings, facilities, furniture, motor vehicles, club and business effects, appliances, sporting goods and equipment, uniforms, accessories, electronic equipment, photographic or video equipment, premises, accommodation, shares, units, debentures, or similar or other securities and to sell, demise, lease mortgage, exchange or otherwise deal with or dispose of the same in furtherance of these objects;

(k) To apply for, obtain, maintain and lawfully deal with any licence, permit or similar authority relating to the purchase and sale of liquor, the operation of gaming machines and the maintenance of licensed premises for those purposes for the benefit of Member Clubs and their patrons;

(l) To receive or accept any gift of real of personal property or goods whether subject to specific trusts or otherwise and if such property or goods is received or accepted subject to any trusts, to deal with the same only in such manner as may be permitted at law;

(m) To make gifts, loans or grants directly or indirectly on behalf of or for the benefit of the Member Clubs or any of them;

(n) To buy, supply, sell, transfer or otherwise deal with any form of goods, merchandise, products or provisions on behalf of the Member Clubs or any of them;

(o) To obtain gifts, loans or grants directly or indirectly on behalf of or for the benefit of the Member Clubs or any of them;

(p) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, notes and other negotiable or transferable instruments or securities;

(q) To borrow or raise money or obtain credit facilities from time to time and for such purposes to give debentures, unsecured notes, liens, mortgages, charges or other security over the whole or any part of the property, real or personal, of the Company;

(r) To hire or employ any person whose services may be considered necessary in furtherance of these objects and to pay them fees, salaries, wages, gratuities, pensions or compensation and to make other payments to them required by law or statute including the establishment including the of or contribution to superannuation, retirement or benefit funds;

(s) In furtherance of these objects to establish, promote or assist in establishing or promoting and to subscribe to, become a member of, co-operate with or amalgamate with any other association or organisation, whether incorporated or not, the objects of which are similar in whole or in part to those of the Company, PROVIDED THAT the Company must not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as those imposed on the Company pursuant to clause 3 of this Constitution; and

(t) To do all such acts, deeds, matters and things and to enter into and make such arrangements as are incidental or conducive to the attainment of the objects of the Company or any of them inclusive but

not limited to the creation of by-laws, code of conduct and rules for the governance of the game by its members.

(2) Each of the above objects constitutes a separate object of the Company and no such object may be construed by a reference to any other such object.

(3) The Company may only exercise the powers in section 124(1) of the Corporations Act 2001 to:

(a) carry out the objects in this clause 2; and

(b) do all things incidental or convenient in relation to the exercise of power under clause 2(3)(a).

3. INCOME AND PROPERTY OF COMPANY

(1) The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 2.

(2) No income or property will be paid or transferred directly or indirectly to any Member Club except for payments to a Member Club:

(a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;

(b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent by the Member Club to the Company; or

(c) Any donation or payment of prize money or subsidised fee as approved by the company

4. PAYMENTS TO DIRECTORS

No payment will be made to any Director of the Company other than the payment of:

(1) out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;

(2) any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;

(3) any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and

(4) an insurance premium in respect of a contract insuring a director to which subsection 212(1) of the Corporations Act 2001 refers or the provision of a financial benefit to a director to which subsection 212(2) of the Corporations Act 2001 refers.

5. MEMBERSHIP

(1) The Members of the Company shall consist of:

(a) Member Clubs;

(b) Honorary Members; and

(c) Life Members.

(2) The initial membership of the Company consists of the Founding Member Clubs. The list of Founding Member Clubs is contained at Schedule 1 to this Constitution.

(3) The Secretary must maintain the Register which must contain a separate list of each category of Member shown in clause 5(1). The current member clubs as at 1 July 2019 are contained at Schedule 4 of this Constitution.

6. MEMBER CLUBS - DELEGATES

(1) Each Member Club must by written notice to the Secretary nominate at least one but not more than two Delegates to attend general meetings of the Company on behalf of such Member Club, to vote on resolutions at general meetings on behalf of such Member Club, to speak on behalf of such Member Club and to act as its representatives in all matters connected with the Company.

(2) If a Member Club nominates two (2) Delegates, only one (1) of the nominated Delegates has a right of attendance at General Meetings of the company.

(3) A Member Club may remove or replace its Delegate by written notice to the Secretary.

(4) Each Delegate is entitled to:

(a) exercise at a general meeting all the powers which the Member Club which appointed such Delegate could exercise if it were a natural person;

(b) stand for election as a Director; and

(c) be counted towards a quorum for the purposes of clause 17.

(5) If a Delegate is appointed to the position of Director, that Delegate's position will become vacant and that Delegate's Member Club is entitled to nominate another person to fill the vacancy so created.

(6) A document executed by either two Directors of the Board or the Director and Secretary of the Board is rebuttable evidence of the appointment or removal (as applicable) of the Delegate.

(7) The chairperson of a general meeting may allow a person to vote as a Delegate on a resolution of the general meeting on the condition that such person establishes his or her status as a Delegate to the satisfaction of the chairperson of the general meeting.

7. ADMISSION AS A MEMBER CLUB

(1) Applications for admission to the membership of the Company as a Member Club may only be made by organisations which are substantially involved in the Game in the region of the City of Gold Coast and surrounding areas, as designated by the Board from time to time.

(2) Each application for admission as a Member Club must be in writing, signed by an appropriate officer of the applicant, in a form approved by the Board and lodged with the Secretary.

(3) Subject to clause 7(4), each application for admission as a Member Club must be considered by the Company at the next general meeting after receipt of such application by the Company.

(4) Prior to the next general meeting, the Board may in its discretion require the applicant to supply any evidence of eligibility that they consider reasonably necessary, such evidence to be put before the general meeting of the Company at which the application will be determined. If the Board requires further evidence of eligibility from an applicant organisation, determination of its application will be deferred until such evidence has been supplied.

(5) The admission of an applicant organisation will be decided by ordinary resolution of those present and voting at the general meeting. The vote must take place after presentation of any evidence of eligibility supplied pursuant to clause 7(4).

(6) (a) As soon as practicable following the determination of an application for admission as a Member Club, the Secretary must send the applicant organisation written notice of the decision and, if the application has been successful, the Secretary will request payment of the applicant's entrance fee and first annual subscription.

(b) Subject to clause 7(7), an applicant organisation will become a Member Club on payment of the entrance fee and annual subscription .

(7) If the entrance fee and annual subscription is not paid within thirty (30) days after the date the applicant is notified of acceptance, the Board may cancel the acceptance of the applicant organisation as a Member Club.

(8) The rights and privileges of each Member Club are personal to such Member Club and are not transferable by the act of any Member Club or by operation of law.

8. APPOINTMENT OF LIFE MEMBERS

(1) The Association shall appoint a life membership committee. The life membership committee should comprise of a minimum of 4 persons, one of whom shall be a Board member who shall act as Chairman and the other 3 shall be existing life members. No two members of the committee shall have an active role in the same member club.

(2) The purpose of the life membership committee is to consider and where appropriate approve life membership. Any nomination for life membership should be lodged with the secretary of the company by 31 January each year.

(3) A nominated person’s outstanding service in the interest of the Association will be evaluated within the following guide lines.

(a) The service shall be sacrificial in nature and not directly for personal status or kudos and definitely not for personal gain, or profit either directly or indirectly.

(b) The character, personal standing and behaviour of the nominated person shall be beyond reproach.

(c) The life membership committee shall judge the relative merits and contributions towards ‘’outstanding service and commitment” to the Association.

(d) The Life Membership Committee shall review each nomination independently and determine whether the nominated person meets the guidelines.

(4) A life membership can only be awarded if the required guidelines are met.

(5) Nomination for Life membership does not entitle a person to life membership automatically.

(6) The selection committee members shall reach consensus on any recommendation for life membership.

(7) The recommendation of a life member by the life membership selection committee must be ratified by the board of the company.

(8) Life Membership shall be awarded at the Annual Presentation Night or other suitable function.

(9) Life membership does not provide the life member with any voting rights on any resolutions of the company nor does it allow a right of attendance at any meeting of the company unless invited by the company or attendances in the official capacity of a member.

(10) Any member, delegate or director, other than a Life or Honorary Member, can nominate an individual for life membership.

9. APPOINTMENT OF HONORARY MEMBERSHIP

(1) The title of Honorary Member will be conferred on individual persons approved by the Board as were the appointees to any member or Director may nominate an individual to be appointed as an Honorary Member. Each nomination must be in writing and delivered prior to 31 January each year.

(2) Any nomination for Honorary Member must be determined at the first Board meeting held after the nominations received by the company and determined by a majority vote of board members present.

(3) Honorary membership does not provide the honorary member with any voting rights on any resolution of the company or any right of attendance at any company meeting unless invited to attend by the company or in the official capacity of a member.

10. MEMBERSHIP - SUBSCRIPTIONS

(1) The Board may determine the entrance fee and annual subscription payable by each Member or each category of Member.

(2) (a) The entrance fee for each Member Club will be the amount shown at or calculated in accordance with Item 1 of Schedule 2 to this Constitution, or as otherwise determined by the Board.

(b) The annual subscription for each Member Club will be the amount shown in item 2 or Schedule 2 to this Constitution, or as otherwise determined by the Board.

(c) Entrance fees and annual subscriptions are not payable by Honorary Members or Life Members.

(3) The annual subscription period will commence on the 1st September of each year, and the annual subscription will be due within thirty (30) days of this date.

(4)

(5) The Board may determine that any Member Club who evidences that they are under financial duress or hardship may have any fees payable to the company delayed to any period at the sole discretion of the company..

(6) If a Member Club does not pay a subscription within thirty (30) days after it becomes due or the previous year's Financials are not provided to the Secretary by 1 September of the current year, the Board:

(a) must give the Member Club written notice of that fact; and

(b) if the subscription remains unpaid twenty-one (21) days from the date of that notice, the Board may notify the Member Club in writing that the Member Club's membership is suspended until the Member Club's subscription arrears have been repaid, and that the Member Club's voting rights have been suspended pursuant to clause 25.

11. MEMBERSHIP - CEASING TO BE A MEMBER CLUB

(1) A Member Club will cease to be a Member of the Company:

(a) if the Member Club gives the Secretary written notice of its intention to resign from membership of the Company, along with a copy of the special resolution to do so from the members of the Member Club, from the date of receipt of that notice by the Secretary;

(b) if a majority of three-quarters of those present and voting at a general meeting of the Company by resolution terminate the membership of a Member Club whose conduct in their opinion renders it undesirable that that Member Club continue to be a Member of the Company, PROVIDED THAT the Member Club has been given at least twenty-one (21) days' notice of such resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;

(c) if the Member Club's membership has been suspended pursuant to clause 10(6)(b) and such suspension has been in effect for more than sixty (60) days unless the company has provided waiver to the club pursuant to clause 10(6).

(d) if:

(i) a liquidator or administrator is appointed in connection with the winding-up of the Member Club; or

(ii) a receiver is appointed to all or part of the assets of the Member Club; or

(iii) the Member Club enters into any arrangement or composition with its creditors; or

(iv) an order is made by a Court for the winding-up or deregistration of the Member Club.

(2) Any Member Club that ceases to be a Member Club pursuant to this clause:

(a) will not be entitled to any refund (or part refund) of a subscription; and

(b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member Club.

12. MEMBERSHIP - CEASING TO BE AN HONORARY OR LIFE MEMBER

(1) An Honorary Member will cease to be an Honorary Member if the Honorary Member:

(a) dies;

(b) gives the Secretary written notice of the Honorary Member's intention to resign from membership of the Company, such resignation taking effect from the date of receipt by the Secretary of such notice;

(c) becomes of unsound mind or whose person or estate is liable to be dealt within anyway under the laws relating to mental health; or

(d) is convicted of an indictable offence and a majority of the Directors present and voting at a meeting of the Board by resolution terminate the Honorary Member's membership.

(e) If the honorary member acts contrary to the interests of the game and/or the company, and after being provided with the opportunity to explain their actions the majority of the Directors of the Board vote, by resolution, to terminate the honorary members membership.

(2) A Life Member will cease to be a Life Member if the Life Member:

(a) gives the Secretary written notice of the Life Member's intention to resign from membership of the Company, such resignation taking effect from the date of receipt by the Secretary of such notice; or

(b) is convicted of an indictable offence and a majority of the Directors present and voting at a meeting of the Board by resolution terminate the Life's Member's membership.

(c) If the life member acts contrary to the interests of the game and/or the company and after being provided with the opportunity to explain their actions, the majority of the Directors of the Board vote, by resolution, to terminate the life members membership.

13. MEMBERSHIP - POWERS OF ATTORNEY

(1) If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.

(2) If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.

(3) The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

14. GENERAL MEETINGS - CONVENING GENERAL MEETING

(1) Any Director may, at any time, convene a general meeting.

(2) A Member or Delegate may:

(a) request the Directors to convene a general meeting in accordance with section 249D of the *Corporations Act 2001*; and

(b) not convene or join in convening a general meeting except under section 249E or 249F of the *Corporations Act 2001*.

15. GENERAL MEETINGS - NOTICE OF GENERAL MEETING

(1) Subject to the provisions of the *Corporations Act 2001* allowing general meetings to be held with shorter notice, at least twenty-one (21) days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members and auditor of any general meeting.

(2) A notice convening a general meeting:

(a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and

(b) must state the general nature of the business to be transacted at the meeting; and

(c) may specify a place, facsimile number and email address for the purposes of proxy appointment.

(3) (a) The Board may postpone or cancel any general meeting whenever they think fit (other than a meeting convened as the result of a request under clause 14(2)).

(b) The Board must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company.

(4) The failure or accidental omission to send a notice of a general meeting to any Member or the non-receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

16. ANNUAL GENERAL MEETINGS

(1) The annual general meeting shall be held within five (5) months of the company's end of financial year.

(2) Notice of annual general meeting shall be provided to all members at least sixty (60) days prior to the annual general meeting being conducted.

(3) The business to be transacted at every annual general meeting shall be as follows:

(a) the acceptance of the company's minutes of the previous annual general meeting;

(b) the consideration of the annual financial report, Directors'/Presidents' report and the Auditor's report;

(c) the retirement of Directors;

(d) the election of Directors; or

(e) the appointment of and fixing of the remuneration of the Auditor.

(4) Proceedings at the annual general meeting shall be conducted in the same manner as outlined in this constitution for a general meeting

17. PROCEEDINGS AT GENERAL MEETINGS - DELEGATES

(1) In clauses 17, 18, 20, 23, and 25 'Delegate' includes a Delegate present in person or by proxy or attorney.

(2) Each Delegate is entitled to one vote on resolutions of the Company.

(3) Directors are not entitled to vote on resolutions of the Company except pursuant to clause 22 and 23 if acting as the Chairperson.

18. PROCEEDINGS AT GENERAL MEETINGS - QUORUM

(1) No business may be transacted at a general meeting unless a quorum of Delegates is present when the meeting proceeds to business.

(2) A quorum of Delegates consists of one Delegate from each of one half of the Member Clubs listed on the Register, plus one Delegate.

(3) If a quorum is not present within thirty (30) minutes after the time appointed for a meeting:

(a) if the meeting was convened on the requisition of one or more Members or Directors, it is automatically dissolved; or

(b) in any other case:

(i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Board; and

(ii) if at the adjourned meeting a quorum is not present within thirty

(30) minutes after the time appointed for the meeting, the meeting is automatically dissolved.

19. PROCEEDINGS AT GENERAL MEETINGS - CHAIRPERSON

(1) The President, or in the President's absence a Director nominated by the Board, will be the chairperson at every general meeting.

(2) If the President and the Director nominated by the Board are not present or are unwilling to act as chairperson, the Directors present may elect a chairperson.

(3) If no election is made pursuant to clause 19(2), then:

(a) the Delegates may elect one of the Directors present as chairperson; or

(b) if no Director is present or is willing to take the chair, the Delegates may elect one of the Delegates present as chairperson.

(4) If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

20. PROCEEDINGS AT GENERAL MEETINGS - ADJOURNMENT

(1) The chairperson of a general meeting at which a quorum is present:

(a) in his or her discretion may adjourn a general meeting with the consent of a majority of the Delegates present at the general meeting; and

(b) must adjourn a general meeting if a majority of the Delegates directs the chairperson so to do.

(2) An adjourned general meeting may take place at a different venue to the initial general meeting.

(3) The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.

(4) Notice of an adjourned general meeting must only be given in accordance with clause 15(3)(a) and (b) if a general meeting has been adjourned for more than twenty- one (21) days.

21. PROCEEDINGS AT GENERAL MEETINGS - DECISION OF QUESTIONS

(1) Subject to the Corporations Act 2001 in relation to special resolutions and subject to clauses 11(1)(b) and 14, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

A resolution put to the vote of a general meeting is decided on a show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands, by the chairperson

(2) Unless a poll is demanded:

(a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and

(b) an entry to that effect in the minutes of the general meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

(3) The demand for a poll maybe withdrawn.

(4) A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

22. PROCEEDINGS AT GENERAL MEETINGS - TAKING A POLL

(1) A poll will be taken when and in the manner that the chairperson directs.

(2) The result of the poll will be the resolution of the general meeting at which the poll was demanded.

(3) The chairperson may determine any dispute about the admission or rejection of a vote.

(4) The chairperson's determination, if made in good faith, will be final and conclusive.

(5) A poll demanded on the election of the chairperson or the adjournment of a meeting must be taken immediately.

(6) After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

23. PROCEEDINGS AT GENERAL MEETINGS - CASTING VOTE

In the event of a deadlock of Delegates on a resolution of a general meeting, the chairperson of the general meeting shall have a casting vote

24. PROCEEDINGS AT GENERAL MEETINGS - OFFENSIVE MATERIAL

A person may be refused admission to, or required to leave and not return to, a general meeting if the person:

(1) refuses to permit examination of any article in the person's possession; or

(2) is in possession of any:

(a) electronic or recording device;

(b) placard or banner; or

(c) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption to the general meeting.

25. DELEGATES OF MEMBER CLUBS - ENTITLEMENT TO VOTE

The Delegates of a Member Club are not entitled to vote at a general meeting if a notice has been issued to the Member Club under clause 10(6)(b) and the Member Club's annual subscription remains in arrears at the date of the general meeting.

26. QUALIFICATION OF DELEGATES - OBJECTIONS

(1) An objection to the qualification of a Delegate may only be raised at the

meeting or adjourned meeting at which the Delegate tendered his or her vote.

(2) Any objection under clause 26(1) must be referred to the chairperson of the meeting, whose decision made in good faith is final.

(3) A vote which the chairperson does not disallow because of an objection is valid for all purposes.

27. INSTRUMENT APPOINTING PROXY

(1) A Delegate may appoint a proxy by a written appointment

(2) A proxy need not be a Delegate.

(3) (a) An appointment of a proxy must comply with the requirements of the Corporations Act 2001 or be in a form approved by the Board.

(b) Schedule 3 sets out a form which will be taken to be approved by the Board unless the Board resolves otherwise.

(4) A proxy may vote or abstain as he or she chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll in accordance with any instructions on the appointment.

(5) A proxy's appointment is valid at an adjourned meeting.

28. LODGEMENT OF PROXY

(1) The written appointment of a proxy or attorney must be received by the Company, at least three (3) hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

(a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or

(b) the taking of a poll on which the appointee proposes to vote.

(2) The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

(a) the Office;

(b) a facsimile number at the Office;

(c) a place, facsimile number or email specified for that purpose in the notice of meeting; or

(d) email of the company secretary.

29. VOTES OF DELEGATES - VALIDITY

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

(1) died;

(2) became of unsound mind; or

(3) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant meeting or adjourned meeting.

30. COMPOSITION OF BOARD - NUMBER OF DIRECTORS

(1) The Board of the Company consists of nine (9) Directors from Member Clubs.

(2) There can only ever be two (2) Directors from any one (1) Member Club.

(3) It is at the Board's sole discretion to determine which Member Club a Director or nominee for a Director's position is either a Member or an Affiliate of.

31. ELECTION AND REMOVAL OF PRESIDENT

(1) Each year immediately after the annual general meeting, the Director shall appoint one Director to act as President.

(2) A Director appointed President holds that office for one year.

(3) A person ceases to hold the office of President if that person ceases to be a Director.

(4) If the position of President becomes vacant for any reason and, the Board cannot agree on a replacement the longest serving Director shall act as President until a new President is appointed by a vote of the Board.

32. APPOINTMENT OF DELEGATE MEMBERS TO QUEENSLAND CRICKET

(1) The Board shall appoint two (2) individuals to act as representatives of the company to attend Queensland Cricket Associate Limited ACN 010 289 237 meetings. The process for determining who the two (2) delegates will be shall be at the sole discretion of the company..

33. NOMINATION, ELECTION AND/OR REMOVAL OF DIRECTORS

(1) Any Member, Delegate or Director may nominate an individual for election as a Director.

(2) A nominee for election as a Director must be a Member or affiliate of a Member Club, Director, and/or Delegate.

(3) All nominations for election as a Director must be in writing, in a form approved by the Board, signed by an officer of a Member Club and seconded by an officer of a different Member Club and the nominated person themselves. The nomination must be lodged with the Secretary at least twenty-one (21) days before the annual general meeting.

(4) All nominations for election as a Director must have complied with this clause before being voted on at any annual general meeting.

(5) The Company may by resolution passed in any general meeting, remove a Director for any cause before the end of that Director's term of office.

34. APPOINTMENT OF ADDITIONAL AND CASUAL DIRECTORS

(1) Subject to clause 36(1), the Board may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.

(2) A Director appointed under clause 34(1) will hold office until the next annual general meeting of the Company from the Directors initial appointment.

35. RETIREMENT AND RE-ELECTION OF DIRECTORS

(1) All Directors who have been elected or appointed to office, must retire from office at the second annual general meeting after the Director was last elected or appointed..

(2) There will be five (5) Directors retiring in every even numbered year and four (4) Directors retiring in every odd numbered year.

(3) A retiring Director will be eligible for re-election.

36. DIRECTORS - FILLING VACATED OFFICE

(1) If a Director retires other than at an annual general meeting, the Company may fill the vacated offices in accordance with clause 34 or leave the position vacant and deal with it at the next annual general meeting.

(2) If a vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:

(a) it is resolved not to fill the vacated office; or

(b) the resolution for the re-election of the Director is put and lost.

37. DIRECTORS - VACATION OF OFFICE

The office of a Director immediately becomes vacant if the Director:

(1) is prohibited by the Corporations Act 2001 from holding office or continuing as a Director;

(2) becomes bankrupt or makes any general arrangement or composition with his or her creditors;

(3) cannot manage the Company because of his or her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;

(4) resigns by notice in writing to the Company;

(5) is removed by a resolution of the Company;

(6) is absent from two consecutive Directors' meetings without leave of absence from the Directors;

(7) holds any office of profit under the Company; or

(8) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act 2001.

38. POWERS AND DUTIES OF DIRECTORS

(1) The business of the Company is managed by the Directors acting as a Board, which may exercise all powers of the Company that this Constitution and the *Corporations Act 2001* do require to be exercised by the Company in general meeting.

(2) Without limiting the generality of clause 38(1), the Board may exercise all the

powers of the Company to:

(a) borrow money;

(b) charge any property or business of the Company; and

(c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

(3) the following powers may not be exercised by the Board but are reserved for the resolution of the Company at a general meeting:

(a) the admission of a new Member Club;

(b) the termination of the membership of a Member Club;

(c) the election of the Directors;

(d) the removal for cause of any of the Directors; and

(e) the amendment of this Constitution.

39. PROCEEDINGS OF DIRECTORS – BOARD MEETINGS

(1) (a) A Director may at any time, and the Secretary must on the request of a Director, convene a Board meeting.

(b) Notice of a Board Meeting may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

(2) It is not necessary to give notice of a Board Meeting to a Director whom the Secretary, when giving notice to the other Directors, reasonably believes to be outside Australia.

(3) (a) Subject to the *Corporations Act 2001*, a Board Meeting maybe held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

(b) The Directors need not all be physically present in the same place for a Board Meeting to be held

(c) Subject to clause 41, a Director who participates in a Board Meeting held in accordance with this Constitution is taken to be present and entitled to vote at the Board Meeting.

(d) Any Director (**First Director**) may appoint another Director (**Appointed Director**) to be the First Director's proxy for the purpose of voting on any matter before the Board. The appointment of the proxy must be in writing signed by the First Director and must be given to the Secretary prior to the commencement of the meeting at which the proxy is to be exercised. An Appointed Director shall be counted in both that Director's own capacity and as, in effect, the First Director, for the purpose of determining if a quorum for a Board Meeting is present. An Appointed Director may vote in his own capacity and as proxy for the First Director on a show of hands and on a poll. The Appointed Director cannot vote for the First Director if the First Director attends the Board Meeting for which the Appointed Director was appointed proxy.

(4) Clause 39(3) applies to meetings of Directors' committees as if all committee members were Directors.

(5) The Directors may meet together, adjourn and regulate Board Meetings as they think fit.

(6) A quorum is not less than 5 Directors .

40. PROCEEDINGS OF DIRECTORS - CHAIRPERSON

The President, or in the absence of the President, the Director appointed as acting President pursuant to clause 31(4), will act as chairperson at each Board Meeting.

41. PROCEEDINGS OF DIRECTORS - DECISION OF QUESTIONS

(1) Subject to this Constitution, questions arising at a Board Meeting are to be decided by of the majority of the votes of all the Directors entitled to vote and, subject to clause 42 each Director has one vote.

(2) The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

(3) (a) An Appointed Director has one vote for each Director for whom he or she is an alternate.

(b) If the Appointed Director is a Director, he or she also has a vote as a Director.

42. PROCEEDINGS OF DIRECTORS - DIRECTORS' INTERESTS

(1) Every Director who has a material personal interest in a matter that is to be considered at a Board Meeting:

(a) must not vote on the matter or be present while the matter is being considered at the Board Meeting; and

(b) will not be counted in a quorum in relation to that matter,

if to do so would be contrary to the Corporations Act 2001.

(2) Each Director must disclose his or her material personal interests to the Company in accordance with the Corporations Act 2001 and the Secretary must record all declarations in the minutes of the relevant Board Meeting.

(3) Voting by a Director contrary to this clause 42, or failure by a Director to make disclosure under this clause 42, does not render void or voidable a contract or arrangement in which the Director has a material personal interest.

(4) A Director may join in executing in accordance with section 127 of the Corporations Act 2001 any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.

43. PROCEEDINGS OF DIRECTORS - REMAINING DIRECTORS

(1) The Directors may act even if there are vacancies on the board.

(2) If the number of Directors is not sufficient to constitute a quorum at a Board Meeting, the Directors may act only to:

(a) appoint a Director; or

(b) convene a general meeting.

44. PROCEEDINGS OF DIRECTORS - DIRECTORS' COMMITTEES

(1) The Board may delegate any of its powers to:

(a) a committee of Directors;

(b) a Director;

(c) an employee of the Company; or

(d) any other person.

(2) A committee or person to which any powers have been delegated must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.

(3) A committee or person to which any powers have been delegated may be authorised to sub-delegate all or any of the powers for the time being vested in it.

(4) Meetings of any committee will be governed by the provisions of this Constitution which deal with Board Meetings so far as they are applicable and are not inconsistent with any directions of the Board.

45. CIRCULAR RESOLUTIONS

(1) The Board may pass a resolution without a Board Meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.

(2) For the purposes of clause 45(1) separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

(3) Any document referred to in this clause may be in the form of a facsimile, electronic transmission or email.

(4) The minutes of Board Meetings must record that a resolution was passed in accordance with this clause 45.

(5) This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

46. PROCEEDINGS OF DIRECTORS - VALIDITY OF ACTS OF DIRECTORS

If it is discovered that:

(1) there was a defect in the appointment, or in the continuance of the appointment, of a person as a Director, Alternate Director or member of a Directors' committee: or

(2) a person appointed to one of those positions was disqualified,

all acts of the Board or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

47. PROCEEDINGS OF DIRECTORS - MINUTES AND REGISTERS

(1) The Board must cause minutes to be made of:

(a) the names of the Directors present at all general meetings, Board Meetings and meetings of Directors' committees;

(b) all proceedings and resolutions of general meetings, Board Meetings and meetings of Directors' committees;

(c) all resolutions passed by circular resolution in accordance with clause 45;

(d) all appointments of officers;

(e) all orders made by the Board and by Directors' committees; and

(f) all disclosures of interests made pursuant to clause 42.

(2) Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

(3) The Company must keep all registers required by this Constitution and the Corporations Act 2001.

48. LOCAL MANAGEMENT

(1) The Board may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

(2) Without limiting clause 44(1) the Board may:

(a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and

(b) delegate to any person appointed under clause 44(2) any of the powers, authorities and discretions which may be exercised by the Board under this Constitution,

on any terms and subject to any conditions determined by the Board.

(3) The Board may at any time revoke or vary any delegation under this clause 44.

49. LOCAL MANAGEMENT - APPOINTMENT OF ATTORNEYS AND AGENTS

(1) The Board may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act 2001 appoint any person to be the attorney or agent of the Company:

(a) for the purposes;

(b) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);

(c) for the period; and

(d) subject to the conditions,

determined by the Board.

(2) An appointment by the Board of an attorney or agent of the Company may be made in favour of:

(a) any member of any local board established under this Constitution;

(b) any company;

(c) the members, directors, nominees or managers of any company or firm; or

(d) any fluctuating body of persons whether nominated directly or indirectly by the Board.

(3) A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board thinks fit.

(4) The Board may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.

(5) An attorney or agent appointed under this clause 49 may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

50. SECRETARY

(1) The Board must appoint a Secretary of the Company for a term and at remuneration and on conditions determined by the Board.

(2) The Secretary is entitled to attend and be heard on any matter at all Board meetings and general meetings.

(3) The Board may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

51. INSPECTION OF RECORDS

(1) Except as otherwise required by the Corporations Act 2001, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, registers and/or other documents of the Company or any of them will be inspected by Members and Delegates other than the Directors.

(2) A Member, through its representative, other than a life or honorary member, has the right to inspect any financial records or other documents of the Company upon providing written request to the company. The company must produce those records within fourteen (14) days of service of the notice..

52. NOTICES - SERVICE OF NOTICES

(1) Notice may be given by the Company to any person who is entitled to notice under this Constitution:

(a) by serving it on the person; or

(b) by sending it by post, facsimile transmission or email to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.

(2) A notice sent by post is taken to be served:

(a) by properly addressing, prepaying and posting a letter containing the notice; and

(b) on the day after the day on which it was posted.

(3) A notice sent by facsimile transmission or email is taken to be served:

(a) by properly addressing the facsimile transmission or email and transmitting it; and

(b) on the day after its dispatch.

(4) If a Member has no registered address a notice will be taken to be served on that Member upon emailing the notice to the email addresses of the President and Secretary of the member.

(5) A Member whose registered address is not in Australia may specify in writing an address in Australia to be taken to be the Member's registered address within the meaning of this clause.

(6) A document in writing signed by two (2) Directors or a Directory and Secretary of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting. An email receipt to a correct email address with a read receipt is also considered conclusive evidence.

(7) Subject to the *Corporations Act 2001* the signature to a written notice given by the Company may be written or printed.

(8) All notices sent by post outside Australia must be sent by prepaid airmail post.

53. NOTICES - PERSONS ENTITLED TO NOTICE

(1) Notice of every general meeting must be given to:

(a) every Member;

(b) every Director and Alternate Director; and

(c) any auditor.

(2) No other person is entitled to receive notice of a general meeting.

54. AUDIT AND ACCOUNTS

(1) The Board must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the *Corporations Act 2001.*

(2) The Board must cause the financial records of the Company to be audited in accordance with the requirements of the *Corporations Act 2001.*

55. WINDING UP

(1) If any surplus remains following the winding up of the Company, the surplus

will not be paid to or distributed amongst the Members, but will be given or transferred to Gold Coast Junior Cricket Association Inc, if that entity is not in existence to some other institution or company:

(a) having objects similar to the objects of the Company; and

(b) whose constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under clause 3,

such institutions and/or companies to be determined by the Members by majority vote at or before the winding up or dissolution, or in default of such determination, by a Court of competent jurisdiction.

56. INDEMNITY AND INSURANCE

(1) To the extent permitted by law and to the extent that the officer is not indemnified by directors' and officers' liability insurance maintained by the Company, the Company indemnifies every person who is or has been an officer of the Company against any liability:

(a) incurred by that person as such an officer to another person other than the Company or a related body corporate of the Company unless the liability arises out of conduct involving a lack of good faith; and

(b) for costs and expenses incurred by the person as such an officer:

(i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or

(ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the *Corporations Act 2001.*

(2) The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer or auditor of the Company against a liability:

(a) incurred by the person as such an officer or auditor unless the liability arises out of conduct involving:

(i) a wilful breach of duty in relation to the Company; or

(ii) without limiting subparagraph (i), a contravention of section 182 or 183 of the *Corporations Act 2001*; or

(b) for costs and expenses incurred by the person as such an officer or auditor in defending proceedings, whether civil or criminal and whatever their outcome.

(3) In this clause 55 'officer' means a Director, Secretary or executive officer of the Company.

57. AMENDMENT OF CONSTITUTION

This Constitution may only be amended pursuant to a resolution passed by the majority of those present and voting at a general meeting of the Company.

58. CLARIFICATION OF ANY ANOMOLY

The board of the company can at any time clarify any anomaly found within this constitution by written notice to the members.

SCHEDULE 1

LIST OF FOUNDING MEMBER CLUBS

CLUB	**ADDRESS**
1. Broadbeach-Robina Cricket Club	Dunlop Court, Mermaid Waters
2. Coomera-Hope Island Cricket Club	PO Box 184, Oxenford
3. Gold Coast District Cricket Club	Priddys Road, Robina
4. Helensvale Cricket Club	Parkes Drive, Helensvale
5. Mudgeeraba-Nerang District Cricket Club	Nielsens Road, Carrara
6. Palm Beach Currumbin Cricket Club/Palm Beach Junior Cricket Club	Thrower Drive, Palm Beach
7. Queens Cricket Club	Geoffrey Avenue, Southport
8. Runaway Bay Cricket Club	Sports Drive, Runaway Bay
9. Southport-Labrador Cricket Club/Southport-Labrador Junior Cricket Club	Allied Drive, Southport
10. Surfers Paradise Cricket Club	Ashmore Road, Bundall
11. Tamborine Mountain Cricket Club	C/- 60 Alpine Terrace, Mt Tamborine

SCHEDULE 2

ITEM 1 – ENTRANCE FEE

$750 or as amended from time to time

ITEM 2 – ANNUAL SUBSCRIPTION

$750 or as amended from time to time

SCHEDULE 3

GENERAL MEETING

PROXY FORM

The Secretary

(address)

I/We ..... (please print)

of..... (please print)

being a Delegate/Director[Honorary Member/Life Member] of appoint:

Name of proxy .....

Address of proxy.....

or, in his/her absence, the chairperson of the meeting as my/our proxy to vote on my/our behalf at the general meeting of to be held on..... at …….. am/pm and at any adjournment of that meeting.

Proxy instructions

To instruct your proxy how to vote, insert 'X' in the appropriate column against each item of business set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/We instruct my/our proxy to vote as follows:

Resolution

For Against Abstain

.....

This proxy must be signed by each appointing Delegate or the Delegate's attorney. Proxies given by companies must be executed in accordance with section 127 of the Corporations Act 2001 or signed by an authorised officer or attorney.

Dated: .....

COMMON SEAL	SIGNATURE(S)	NAME (print)

This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at the registered office of NAME, address or by facsimile on fax no later than time am/pm on date, being not later than forty-eight (48) hours before the meeting.

Notes:

1. A member who is entitled to vote at the meeting may appoint one proxy.
2. If you require an additional proxy form, the company will supply it on request.
3. A proxy need not be a Member or Director of the company or a Delegate of a Member Club.

SCHEDULE 4

LIST OF CURRENT MEMBER CLUBS

CLUB

1. Broadbeach-Robina Cricket Club
2. Coomera-Hope Island Cricket Club
3. Gold Coast District Cricket Club
4. Helensvale Cricket Club
5. Mudgeeraba-Nerang District Cricket Club
6. Palm Beach Currumbin Cricket Club/Palm Beach Junior Cricket Club
7. Queens Cricket Club
8. Runaway Bay Cricket Club
9. Southport-Labrador Cricket Club/Southport-Labrador Junior Cricket Club
10. Surfers Paradise Cricket Club
11. Tamborine Mountain Cricket Club
12. Bonogin Valley Cricket Club
13. Alberton Cricket Club
14. Loganholme Cricket Club
15. South Tweed Cricket Club
16. Burleigh Heads Cricket Club