

# Exposure Draft

## Constitution of

# Croquet NSW

## Incorporated

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### History

The entity now known as Croquet NSW was first incorporated on 24<sup>th</sup> November 1989, as **The Croquet Players' Association, New South Wales Incorporated**, under the *Associations Incorporation Act 1984*, with the Registration Number Y0890314.

The name was changed to **Croquet NSW Incorporated** on 13<sup>th</sup> April 1999, and a new constitution was registered on 7<sup>th</sup> September 2015, under the *Associations Incorporation Act 2009*.

This revised constitution has been based on the Model Constitution in Schedule 1 of the *Associations Incorporation Regulation 2016*.

### Objects

The objects of CNSW are:

- (a) To promote and advance recreational and competitive mallet sports generally;
- (b) To provide a forum for Member Clubs on matters of common interest;
- (c) To facilitate and encourage
  - adherence to the laws of croquet,
  - excellence in refereeing,
  - acceptance of uniform handicapping,
  - the provision of coaching at all levels, and
  - competition on an individual and club basis, and the selection of teams to represent the State of NSW;
- (d) To be the state sporting organisation for croquet in NSW;
- (e) To represent NSW at the national sporting organisation for croquet in Australia; and
- (f) To act as a conduit between Member Clubs and that national organisation.

## Table of Contents

History .....	Cover Page
Objects .....	Cover Page

### Preliminary

1 Definitions.....	4
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### Membership

2 Membership generally.....	4
3 Application for membership .....	5
4 Cessation of membership .....	5
5 Membership entitlements not transferable .....	5
6 Resignation of membership .....	5
7A Register of Members .....	6
7B Register of Players .....	6
7C Life Members .....	7
8 Membership Fees .....	7
9 Member Clubs' liabilities.....	7
10 Resolution of disputes.....	8
11 Disciplining of Member Clubs and Registered Players .....	8
12 Right of appeal of disciplined Member Club or Registered Player .....	9

### The Board of Directors

13 Powers of the Board.....	9
14 Composition and membership of the Board .....	9
15 Election of directors .....	10
16 Secretary.....	11
17 Treasurer .....	11
18 Casual vacancies .....	11
19 Removal of directors .....	11
20 Board meetings and quorum .....	12
21 Appointment of Registered Players as directors in order to constitute quorum .....	12
22 Use of technology at Board meetings .....	12
23 Delegation by Board to sub-committee.....	13
24 Voting and decisions .....	13

## **General Meetings**

25	Annual general meetings – holding of .....	13
26	Annual general meetings – calling of and business at .....	14
27	Special general meetings – calling of.....	14
28	Notice .....	14
29	Quorum for general meetings .....	15
30	Presiding person .....	16
31	Adjournment .....	16
32	Making of decisions .....	16
33	Special resolutions .....	16
34	Voting.....	17
35	Representation of Member Clubs.....	17
36	Postal or electronic ballots .....	17
37	Use of technology at general meetings .....	17

## **Miscellaneous**

38	Insurance .....	17
39	Audit.....	18
40	Funds – management.....	18
41	Association is non-profit.....	18
42	Distribution of property on winding up .....	18
43	Change of name, objects, or constitution .....	18
44	Custody of books, etc.....	18
45	Inspection of books, etc.....	19
46	Service of notices .....	19
47	Financial year .....	19
48	Indemnity .....	19

## Part 1 – Preliminary

### 1 Definitions

(1) In this constitution:

“**Board**” means the body comprising the directors for the time being of CNSW.

“**CNSW**” means Croquet NSW Incorporated.

“**Croquet Club**” means a club whose principal activity is the playing of croquet.

“**Delegate**” means a person appointed and holding that position pursuant to clause 35.

“**Life Member**” means a person who has been honoured in accordance with clause 7C.

“**Member Club**” means a Croquet Club or Sporting Club which is a member of CNSW pursuant to either of clauses 2 or 3.

“**NSW**” in clauses 2 and 4 includes the Australian Capital Territory.

“**Register of Members**” means the register maintained by the Board pursuant to clause 7A.

“**Registered Player**” means a person whose name is entered on the Register of Players.

“**Register of Players**” means the register maintained by the Board pursuant to clause 7B.

“**Secretary**” means:

(a) the person holding office under this constitution as secretary of CNSW,  
or

(b) if no person holds that office – the public officer of CNSW.

“**Special General Meeting**” means a general meeting of CNSW other than an annual general meeting.

“**Sporting Club**” means a club where croquet is played, but which is not a Croquet Club.

“**the Act**” means the *Associations Incorporation Act 2009*.

“**the Regulation**” means the *Associations Incorporation Regulation 2016*.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority, or duty,  
and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## Part 2 – Membership

### 2 Membership generally

(1) Membership shall be limited to clubs in NSW where croquet is played, and Member Clubs shall be represented by a Delegate, appointed pursuant to clause 35, who shall have the right to be present, to speak at general meetings, and to vote on behalf of the club who appointed them.

(2) A club is taken to be a member of CNSW if it was named as a member on the register of members of CNSW immediately prior to this constitution being adopted, or was admitted to membership pursuant to clause 3, and in either case has not ceased to be a member.

### **3 Application for membership**

- (1) An application by a club for membership of CNSW:
  - (a) must be made in writing (including by email or other electronic means, if the Board so determines) in the form determined by the Board, accompanied by such further information as to the applicant's members as may reasonably be required, and
  - (b) must be lodged (including by electronic means, if the Board so determines) with the Secretary of CNSW.
- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Board makes that determination, the Secretary must:
  - (a) notify the applicant in writing (including by email or other electronic means, if the Board so determines) that the Board approved or rejected the application (whichever is applicable), and
  - (b) if the Board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) such membership fees as may properly have been determined by the Board for the year or part year in question.
- (4) The Secretary must, on payment by the applicant of the fees referred to in subclause (3)(b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the Register of Members and, on the name being so entered, the applicant becomes a member of CNSW.

### **4 Cessation of membership**

- (1) A Member Club ceases to be a member of CNSW if it:
  - (a) resigns membership, or
  - (b) is expelled from CNSW pursuant to clause 11, or
  - (c) fails to pay membership fees under clause 8 within 3 months after such fees are due, or if the Board so resolves, within a further period not exceeding 3 months.
- (2) Should the Board, having made due enquiry, form the view that:
  - (a) in the case of a Croquet Club – it is no longer functioning as a croquet club in NSW, or has fewer than ten Registered Players as members, or
  - (b) in the case of a Sporting Club – croquet is no longer being played at that club in NSW, or the club has fewer than ten Registered Players as members,CNSW may give one month's notice to that Member Club to the effect that upon the expiration of the notice the Member Club will cease to be a member of CNSW and, in the absence of any further Board resolution to the contrary, the Member Club will cease to be a member upon the expiration of the notice.

### **5 Membership entitlements not transferable**

A right, privilege, or obligation which a Member Club has by reason of membership of CNSW:

- (a) is not capable of being transferred or transmitted to any other body, and
- (b) terminates on cessation of the club's membership

### **6 Resignation of membership**

- (1) A Member Club may resign from membership of CNSW by first giving to the Secretary written notice of at least 14 days of the intention to resign and, on the expiration of that

period of notice, the Member Club ceases to be a member.

- (2) If a Member Club ceases to be a member under subclause (1), and in every other case where a Member Club ceases to hold membership, the Secretary must make an appropriate entry in the Register of Members recording the date on which the Member Club ceased to be a member, and shall upon the expiration of 3 months after that date or such further time as may be determined by the Board remove that club's members from the Register of Players, except those who may then be registered by virtue of their membership of another club, or by virtue of clause 7B(5).

## **7A Register of Members**

- (1) The Secretary must establish and maintain a Register of Members of CNSW (whether in written or electronic form) specifying the name and registered office (if applicable) of each Member Club together with the postal, residential, and email address of the club's secretary and Delegate, and the date on which the club became a member.
- (2) The Register of Members must be kept in New South Wales:
  - (a) at the main premises of CNSW, or
  - (b) if CNSW has no premises, at CNSW's official address.
- (3) The Register of Members must be open for inspection, free of charge, by the secretary or Delegate of a Member Club at any reasonable hour.
- (4) The secretary or Delegate of a Member Club may obtain an electronic or hard copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) No person or Member Club shall use information obtained from the register to contact or send material to a Member Club's secretary or Delegate, or to any other club or person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to CNSW, or other material relating to CNSW, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) If the Register of Members is kept in electronic form:
  - (a) it must be convertible into a hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the Register of Members is a reference to a current hard copy of the Register of Members.

## **7B Register of Players**

- (1) The Secretary must establish and maintain a Register of Players (in written or electronic form) specifying the name and home club of every player whose name has or was required to have been supplied to CNSW pursuant to subclause (2) or (3), together with the names of all players entitled to be entered on the register pursuant to subclause (5).
- (2) Croquet Clubs will advise CNSW on such dates as determined by the Board, of the names of all their members who are generally entitled to play croquet at such club, and will notify CNSW within one month of any changes in such membership.
- (3) Sporting Clubs will advise CNSW on such dates as determined by the Board, of the names of all their members who play croquet either competitively or on a regular social basis at such club, and will notify CNSW within one month of any changes in such membership.

- (4) When submitting information under subclause (2) or (3), Member Clubs will, with the consent of the relevant person first obtained, furnish such other information as may be reasonably necessary to maintain an informative database of players.
- (5) In addition to those who are Registered Players by virtue of their membership of a Member Club, the Register of Players shall also list persons who are not registered by virtue of their membership of any Member Club but who wish to enjoy the benefits of registration, have been approved, paid any required fees, and accepted such conditions as may have been determined by the Board.
- (6) Any Registered Player shall have the right to attend a general meeting of CNSW, and to contribute at the invitation of the person presiding as chairperson at the meeting, but shall have no right to vote.

## **7C Life Members**

- (1) A person who at the date of adoption of this constitution was a life member of CNSW or who has been appointed as a life member pursuant to sub-clause (2) shall be entitled to be known as a Life Member of CNSW notwithstanding that membership of CNSW is limited to Member Clubs.
- (2) The Board may recommend to Member Clubs in general meeting that a person who has rendered distinguished service to croquet be appointed as a Life Member, and upon such recommendation being approved by the passing of a special resolution such person shall become a Life Member.
- (3) The Board may, by a unanimous resolution passed at a meeting at which all the directors are present, revoke the life membership of any person.
- (4) Life Members are entitled to be Registered Players for life and without payment of any fee in respect of their being a Registered Player.

## **8 Membership Fees**

- (1) A Member Club must remit periodic membership fees to CNSW in such amount and on such dates as may from time to time be determined by the Board.
- (2) Should a Member Club resign by giving notice in accordance with clause 6(1), that Member Club shall not be liable to pay any membership fees due and payable after the date upon which the notice of resignation takes effect.

## **9 Member Clubs' liabilities**

The liability of a Member Club to contribute towards the payment of the debts and liabilities of CNSW, or the costs, charges and expenses of the winding up of CNSW, is limited to the amount, if any, unpaid by the Member Club in respect of membership of CNSW as required by clause 8.

## **10 Resolution of disputes**

- (1) A dispute between one Member Club and another Member Club (in their capacity as members of CNSW), or a dispute between a Member Club (or Member Clubs) and CNSW, is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **11 Disciplining of Member Clubs and Registered Players**

- (1) A complaint may be made to the Board by any director, any Member Club, or any Registered Player, that a Member Club has:
  - (a) refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) wilfully acted in a manner prejudicial to the interests of CNSW.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board must:
  - (a) cause notice of the complaint to be served on the Member Club concerned,
  - (b) give that club at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
  - (c) take into consideration any submissions made in connection with the complaint.
- (4) The Board may, by resolution, expel the Member Club from CNSW or suspend it from membership of CNSW if, after considering the complaint and any submissions made in connection with the complaint, the Board is satisfied that the facts alleged in the complaint have been proved, and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a Member Club, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the secretary of that club of the action taken, of the reasons given by the Board for having taken that action, and of the Member Club's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the Member Club is entitled to appeal against the resolution concerned, or
  - (b) if within that period the Member Club exercises the right of appeal, unless and until CNSW confirms the resolution under clause 12, whichever is the later.
- (7) If misconduct is alleged against a Registered Player who is a member of a Member Club, the Board may (at its absolute discretion) invite any Member Club to which such player belongs to investigate such misconduct, and to advise the Board if and when such investigation has taken place.

- (8) If misconduct is alleged against a Registered Player:
- (a) who does not belong to a Member Club, or
  - (b) whose alleged misconduct occurred in or in relation to an event or activity organised by CNSW,
- then the Board may on its own motion hear a complaint against the Registered Player concerned, in accordance with the procedure set out in subclause (3) with “Registered Player” being substituted for “Member Club” and “club”, and by way of sanction may, by resolution, reprimand and/or decline to allow the Registered Player to participate in any future activities of CNSW, for a specified period of time or indefinitely, and may remove the player from the Register of Players.

## **12 Right of appeal of disciplined Member Club or Registered Player**

- (1) A Member Club or Registered Player may appeal to CNSW in general meeting against a resolution of the Board under clause 11(4) or (8), within 7 days after notice of the resolution is served on them, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the club or person intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a club or person under subclause (1), the Secretary must notify the Board, which is to convene a general meeting of CNSW by notice sent within 14 days after the date on which the Secretary received the notice.
- (4) At a general meeting of CNSW convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Board and the Member Club or Registered Player must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the Delegates present are to vote by secret ballot on the question of whether the resolution should be confirmed, or revoked, or amended to reduce the severity of the sanction imposed by the Board.
- (5) The appeal is to be determined by a simple majority of votes cast by Delegates.

## **Part 3 – The Board of Directors**

### **13 Powers of the Board**

Subject to the Act, the Regulation, this constitution, and any resolution required by this constitution to be passed by CNSW in general meeting, the Board:

- (a) is to control and manage the affairs of CNSW, and
- (b) may exercise all the functions that may be exercised by CNSW, other than those functions that are required by this constitution to be exercised by a general meeting of members of CNSW, and
- (c) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of CNSW, but so that no action by the Board shall impinge upon or derogate from the right of the board, committee, or other governing body of any Member Club to manage that club.

### **14 Composition and membership of the Board**

- (1) The Board is to consist of five directors each of whom is to be elected at the annual general meeting of CNSW under clause 15, or appointed pursuant to either clause 18 or 21.

- (2) Directors holding office at the date of adoption of this constitution shall continue in office until the conclusion of the next annual general meeting of CNSW, and any term or terms already served as a director shall be taken into account for the purposes of subclause (4).
- (3) Each director is, subject to this constitution, to hold office until the conclusion of the annual general meeting next following the date of the director's election, but is eligible for re-election.
- (4) The maximum number of consecutive terms which a director may serve is five, and a term for this purpose includes any period of service as director exceeding six months.
- (5) A director may attend any general meeting of CNSW, and shall be given notice thereof, but may not be a Delegate of a Member Club, and may not vote at such meeting.
- (6) Promptly following the annual general meeting at which directors have been elected, the Board shall appoint from among its number
  - (a) a Chairperson
  - (b) a Deputy Chairperson
  - (c) a Secretary
  - (d) a Treasurerand subject to this Constitution, the directors appointed to fill the positions referred to will hold those positions until the conclusion of the next annual general meeting.
- (7) A director may not hold more than one office.

## **15 Election of directors**

- (1) The Board must call for the nomination of candidates for election as director by notice to all Member Clubs at least 2 months before the next annual general meeting. The call notice must include a provisional date for the annual general meeting, and nominations:
  - (a) must be made in writing, signed by the secretary of a Member Club (or, in the case of further nominations made pursuant to subclause (2), signed by one Delegate as proposer and another Delegate as seconder), and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the Secretary of CNSW at least 35 days before the provisional date fixed for the holding of the annual general meeting at which the election is to take place (or, in the case of further nominations pursuant to subclause (2), to the chairperson of the meeting).
- (2) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated are taken to be elected, and further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the board are taken to be casual vacancies.
- (4) If the number of further nominations received is less than or equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, or if the number of further nominations exceeds the then number of positions to be filled, a ballot is to be held.
- (6) The ballot for the election of directors is to be conducted at the annual general meeting in any usual and proper manner that the Board directs.
- (7) A person nominated as a candidate for election as a director of CNSW must be a Registered Player who is a member of a Member Club, aged 18 years or more, and ordinarily resident in Australia.

## 16 Secretary

- (1) The Secretary of CNSW must, as soon as practicable after being appointed as such by the Board, lodge notice with CNSW of his or her address.
- (2) The Secretary shall keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and other directors, and
  - (b) the names of directors present at a board meeting or a general meeting, and
  - (c) all proceedings at board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## 17 Treasurer

It is the duty of the treasurer of CNSW to ensure:

- (a) that all money due to CNSW is collected and received, and that all payments authorised by CNSW are made, and
- (b) that correct books and accounts are kept showing the financial affairs of CNSW, including full details of all receipts and expenditure connected with the activities of CNSW.

## 18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board, the remaining directors may appoint a Registered Player who is a member of a Member Club to fill the vacancy, and the director so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the membership of the board occurs if a director:
  - (a) dies, or
  - (b) ceases to be a Registered Player, or
  - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Board from 3 consecutive board meetings, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## 19 Removal of directors

- (1) CNSW in general meeting may by resolution remove any director from office before the expiration of the director's term of office, and may by resolution appoint another person to hold office until the expiration of the term of office of the director so removed.

- (2) If a director to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary (not exceeding a reasonable length), and requests that the representations be notified to the members of CNSW, the Secretary may send a copy of the representations to the secretary of each Member Club, or if the representations are not so sent, the director is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **20 Board meetings and quorum**

- (1) The Board must meet at least 3 times in each period of 12 months at the place and time that the Board may determine.
- (2) Additional meetings of the Board may be convened by the chairperson or by any director.
- (3) Oral or written notice of a meeting of the Board must be given by the Secretary to each director at least 48 hours (or any other period that may be unanimously agreed on by the directors) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting, and no business other than that business is to be transacted at the meeting, except business which the directors present at the meeting unanimously agree to treat as urgent business.
- (5) Any three directors constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board:
  - (a) the chairperson or, in the chairperson's absence, the deputy chairperson is to preside, or
  - (b) if the chairperson and the deputy chairperson are absent or unwilling to act, one of the remaining directors, chosen by the directors present at the meeting, is to preside.

## **21 Appointment of Registered Players as directors in order to constitute quorum**

- (1) If at any time the number of directors is less than the number required to constitute a quorum for a meeting of the Board, the existing directors may appoint a sufficient number of Registered Players who are members of Member Clubs as directors to enable the quorum to be constituted.
- (2) A director so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

## **22 Use of technology at Board meetings**

- (1) A Board meeting may be held at two or more venues using any technology approved by the Board that gives each director a reasonable opportunity to participate.
- (2) A director who participates in a Board meeting using that technology is taken to be present at the meeting and, if the director votes at the meeting, is taken to have voted in person.

## **23 Delegation by Board to sub-committee**

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such Registered Players, being members of Member Clubs, as the Board thinks fit) the exercise of any of the functions of the Board that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time, or circumstances that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered to be done by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered to be done by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **24 Voting and decisions**

- (1) Questions arising at a meeting of the Board (or of any sub-committee appointed by the Board) are to be determined by a majority of the votes of those directors (or members of the sub-committee) present at the meeting.
- (2) Each director present at a meeting of the Board or each member of any sub-committee appointed by the Board (including the person chairing at the meeting) is entitled to one vote, but in the event of an equality of votes on any question, the chairperson may exercise a second or casting vote.
- (3) Subject to clause 20(5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered to be done, or purporting to have been done or suffered to be done, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any director or member of a sub-committee.

## **Part 4 – General meetings**

### **25 Annual general meetings – holding of**

CNSW must hold its annual general meetings:

- (a) within six months after the close of CNSW's financial year, or
- (b) within any later time that may be allowed or prescribed under s37(2)(b) of the Act.

## **26 Annual general meetings – calling of and business at**

- (1) The annual general meeting of CNSW is, subject to the Act and to clauses 25 and 28, to be convened on the date and at the place and time that the Board thinks fit being no earlier than the provisional date of the annual general meeting set out in the call notice issued pursuant to clause 15(1)(2). In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Board reports on the activities of CNSW during the last preceding financial year,
  - (c) to elect directors for the ensuing year,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

## **27 Special general meetings – calling of**

- (1) The Board may, subject to the Act and clause 28, whenever it thinks fit, convene a special general meeting of CNSW.
- (2) The Board must, on the requisition of the secretaries of at least 15% of the total number of Member Clubs, convene a special general meeting of CNSW.
- (3) A requisition of Member Clubs for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the secretaries of the clubs making the requisition, and
  - (d) must be lodged with the Secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the secretaries of the Member Clubs making the requisition.
- (4) If the Board fails to convene a special general meeting by notice sent within 14 days after the date on which a requisition of Member Clubs for the meeting is lodged with the Secretary, any one or more of the Member Clubs who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by a Member Club or Member Clubs as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **28 Notice**

- (1) Unless the nature of the business proposed to be dealt with at a general meeting requires a special resolution of CNSW, the Secretary must, at least 28 days before the date fixed for the holding of the general meeting, give a notice to the secretary and Delegate of each Member Club, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a

special resolution of CNSW, the Secretary must, at least 42 days before the date fixed for the holding of the general meeting, cause notice to be given to the secretary and Delegate of each Member Club specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26(2).
- (4) A Member Club desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who must include that business in the next notice calling a general meeting given after receipt of such notice from the Member Club.
- (5) Member Clubs shall inform all their members who are Registered Players of the time, date, and place of all general meetings of CNSW, and inform such Registered Players that they are entitled to attend such meetings.

## **29 Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of Delegates entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Fifteen Delegates constitute a quorum for the transaction of business at a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of Member Clubs – is to be dissolved, and
  - (b) in any other case – is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Delegates given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for commencement of the meeting, the Delegates present (being at least five) are to constitute a quorum.

### **30 Presiding person**

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson, is the person to preside as chairperson at each general meeting of CNSW.
- (2) If the chairperson and the deputy chairperson are absent or unwilling to act, the Delegates present must elect one of their number to preside as chairperson at the meeting.

### **31 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Delegates present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to the secretary and Delegate of each Member Club, stating the place, date, and time of the meeting, and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **32 Making of decisions**

- (1) A question arising at a general meeting of CNSW is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Board may determine, or
  - (b) if the chairperson so decides, or if five or more Delegates present at the meeting decide, that the question should be determined by a written ballot – a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, or an entry to that effect in the minute book of CNSW, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Board under subclause (1)(a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **33 Special resolutions**

A special resolution may be passed by CNSW only in accordance with s39 of the Act.

### **34 Voting**

- (1) On any question arising at a general meeting of CNSW any Delegate has one vote only.
- (2) A Delegate is not entitled to vote at a general meeting of CNSW unless all money due and payable to CNSW by the Member Club which appointed that Delegate has been paid.

### **35 Representation of Member Clubs**

- (1) Each Member Club is entitled to appoint a person who is a Registered Player as its Delegate to exercise that club's voting rights under this constitution, subject to subclause (2).
- (2) The appointment of a Delegate or an alternate Delegate must be:
  - (a) in writing, which includes electronic means of transmission referred to in clause 46;
  - (b) signed or acknowledged by a duly authorised representative of the Member Club (and CNSW may request such evidence as it reasonably requires of such authority); and
  - (c) delivered to the Secretary.Any such appointment will continue in full force and effect until the Secretary is given a written notice of revocation which satisfies the requirements in subclauses (a), (b) and (c).
- (3) If the Delegate of any Member Club is unable to attend a general meeting, then that club may appoint an alternate Delegate with powers limited to the particular meeting and any adjournment thereof, who need not be a member of that club, but who shall be a Registered Player, but no person may represent more than one club as Delegate.
- (4) Each Member Club shall advise CNSW of an email address at which notices of CNSW may be served on such Delegate. Should no such email address be provided CNSW may serve notices on such Delegates by email to the email address of the secretary of the Member Club which appointed such Delegate.

### **36 Postal or electronic ballots**

- (1) CNSW may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **37 Use of technology at general meetings**

- (1) A general meeting may be held at two or more venues using any technology approved by the Board that gives each Member Club a reasonable opportunity to participate.
- (2) A Member Club which participates in a general meeting using that technology is taken to be present at the meeting, and its Delegate may cast a vote accordingly.

## **Part 5 – Miscellaneous**

### **38 Insurance**

CNSW may effect and maintain insurance.

### **39 Audit**

- (1) At each annual general meeting, CNSW shall appoint a competent auditor or, if no appointment is made, or if the person so appointed is unwilling or unable to act, the Board shall make such an appointment. The auditor may be removed by CNSW in General Meeting.
- (2) The auditor shall be required to examine the financial records and accounts of CNSW at the end of each Financial Year, and to provide a written report to the Board with an opinion as to the correctness or otherwise of the accounts.

### **40 Funds – management**

- (1) All money received by CNSW must be deposited as soon as practicable and without deduction to the credit of CNSW's bank or other authorised deposit-taking institution account.
- (2) The funds of CNSW are to be used solely in pursuance of the objects of CNSW in the manner that the Board determines.

### **41 Association is non-profit**

Subject to the Act and the Regulation, CNSW must apply its funds and assets solely in pursuance of the objects of CNSW and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

### **42 Distribution of property on winding up**

- (1) Subject to the Act and the Regulation, in a winding up of CNSW, any surplus property of CNSW is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of CNSW is a reference to that property of CNSW remaining after satisfaction of the debts and liabilities of CNSW and the costs, charges, and expenses of the winding up of CNSW.

### **43 Change of name, objects, or constitution**

An application for registration of a change in CNSW's name, objects, or constitution, in accordance with s10 of the Act, is to be made by the public officer or a director.

### **44 Custody of books, etc.**

Except as otherwise provided by this constitution, all records, books and other documents relating to CNSW must be kept in New South Wales, and for at least 5 years or such longer period as may be required by applicable legislation:

- (a) at the main premises of CNSW, in the custody of the public officer or a director of CNSW (as the Board determines), or
- (b) if CNSW has no premises, at CNSW's official address, in the custody of the public officer.

#### **45 Inspection of books, etc.**

- (1) The following documents must be open to inspection, free of charge, by the secretary or Delegate of a Member Club at any reasonable hour:
  - (a) records, books and other financial documents of CNSW,
  - (b) this constitution,
  - (c) minutes of all Board meetings and general meetings of CNSW.
- (2) A Member Club may obtain a hard or electronic copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Board may refuse to allow inspection or obtaining a copy of any records that relate to confidential, personal, employment, commercial, or legal matters, or where to do so may be prejudicial to the interests of CNSW.

#### **46 Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person or this constitution for giving or serving notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- (3) Each Member Club shall provide an email address to CNSW at which notices to the Member Club and its Delegate may be served.

#### **47 Financial year**

The financial year of CNSW is each period of 12 months after the expiration of the previous financial year of CNSW, commencing on 1 January and ending on the following 31 December, and the first such financial year shall commence on the 1 January 2022. The financial year which began on 1<sup>st</sup> July 2020 shall end on 31<sup>st</sup> December 2021.

#### **48 Indemnity**

CNSW shall indemnify its directors against all damages and reasonable legal costs which any of them may become liable to pay to any third party in consequence of any act or omission, except wilful misconduct and conduct which has been found to constitute a criminal offence, performed or made while acting on behalf of, and with the authority, express or implied, of CNSW.