



BAROSSA & LIGHT CRICKET ASSOCIATION CONSTITUTION, BY-LAWS & PLAYING CONDITIONS

CONSTITUTION

1. NAME OF ASSOCIATION

The name of the association is “The Barossa and Light Cricket Association Incorporated” (**Association**).

2 DEFINITIONS & INTERPRETATION

2.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 1985 (SA)*.

Association means “Barossa and Light Cricket Association”.

Annual General Meeting means a meeting of the kind described in **clause 7**.

By-Laws means any By-Laws made by the Association.

Constituent Documents means that Member’s governing documents, including but not limited to, that Member’s constitution and By-Laws and any other governing documents

Constitution means this constitution of the Association.

Delegate means the person(s) appointed from time to time to act for and on behalf of an Member Club and to represent the Member Club at General Meetings.

Executive Committee Member means a member of the Executive Committee and any person acting in that capacity from time to time appointed in accordance with this Constitution.

Executive Committee means the body consisting of the Executive Committee Members.

Financial year means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

General Meeting means any general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

Honorary Life Member means an Individual Member appointed as a life member of the Association under **clause 5.3**.

IF means the International Cricket Council, the Sport’s International federation.

Individual Member means a registered financial member of a Member Club or a natural person who is otherwise recognised by the Association as an individual member.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment (including computer software), images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in the region.

Member Club means an entity that is admitted to the Association under clause 5, and enters teams in a competition in the Sport

NSO means Cricket Australia, the Sport’s National Sporting Organisation.

Objects means the objects of the Association in **clause 3**.

Resolution means an Ordinary Resolution made by a simple majority.

Region means the geographical area for which the Association is responsible and as recognised by the Association.

Seal means the common seal of the Association.

Special Resolution means a special resolution defined in the Act.

Sport means the sport of Cricket.

SSO means the South Australian Cricket Association, referred hereafter as SACA.



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2.2 Interpretation

In this Constitution:

- a) a reference to a function includes a reference to a power, authority and duty;
- b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- c) words importing the singular include the plural and vice versa;
- d) words importing any gender include other genders;
- e) references to persons include corporations and bodies politic;
- f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- g) a reference to a statute, ordinance, code or other law includes By-Laws and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- h) a reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- i) any doubt arising as to the application or meaning of any clause or wording therein shall be decided by a vote at a General Meeting, which decision shall be final and conclusive.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The objects of the Association are, within the Region and South Australia generally (where applicable), to:

- a) participate as a member of the SSO so the Sport can be conducted, encouraged, promoted, advanced and administered;
- b) arrange, conduct and regulate competitions in the Sport;
- c) affiliate with the SSO and act as a South Australian affiliated member;
- d) maintain and enhance the reputation of the Sport and the standards of play and behaviour of participants in the Sport;
- e) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects;
- f) have regard to the public interest in its operations;
- g) promote at all times mutual trust and confidence between the Association, the SSO, the NSO and the Members in pursuit of these objects;
- h) act at all times on behalf of, and in the interest of, the Members and the Sport;
- i) promote the economic and community service success, strength and stability of the Association, the Members and the Sport;
- j) affiliate and otherwise liaise with the SSO and the NSO and adopt their rules and policy framework to further these objects and the Sport;
- k) use and protect the intellectual property appropriately;



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- l) strive for government, commercial and public recognition of the Association and the Sport;
- m) abide by, promulgate, enforce and secure uniformity in the application of the rules of the Sport as may be determined from time to time by the SSO or the NSO or the IF and as may be necessary for the management and control of the Sport and related activities;
- n) act as an arbiter (as required) on all matters pertaining to the conduct of the Sport in South Australia, including disciplinary matters;
- o) pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the Sport;
- p) adopt and implement such policies as may be developed by the SSO or the NSO, including (as relevant and applicable) Member protection, anti-doping, health and safety, player and child welfare, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in the Sport;
- q) have regard to the public interest in its operations;
- r) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve;
- s) promote the health and safety of Members and all other participants in the Sport; and seek and obtain improved facilities for the enjoyment of the Sport.

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has the rights, powers and privileges conferred on it under section 25 of the Act, namely to:

- a) acquire, hold, deal with, and dispose of, any real or personal property;
- b) administer any property on trust;
- c) open and operate ADI accounts;
- d) invest its moneys —
 - i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - ii) in any other manner authorised by the rules of the Association;
- e) borrow money upon such terms and conditions as the Association thinks fit;
- f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- g) appoint agents to transact any business of the Association on its behalf; and
- h) enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP®

5.1 Categories of Members

The Members of the Association shall consist of:

- a) **Member Clubs**, which subject to this Constitution, shall be represented by a Delegate, and which shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of their respective Club at General Meetings;
- b) **Honorary Life Members**, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights at General Meetings;
- c) **Executive Committee Member**, who shall have the right to be present and to debate at General Meetings, but have no voting rights at General Meetings; and
- d) such new categories of Members as may be created by the Executive Committee. Any new category of Member created by the Executive Committee cannot be granted voting rights without the approval of the Association in General Meeting.



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5.2 Member Clubs (Member Clubs)

- a) A Club may apply to the Executive Committee for admission to Membership as a Member Club;
- b) To be, or remain, eligible for Membership, a Member Club must be incorporated or be in the process of incorporation as detailed in the By-Laws;
- c) Once a Member, a Member Club has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings;
- d) Each Member Club is taken, by virtue of that membership, to have agreed:
 - i) that it recognises the Association and the SSO as the authorities for the Sport in the region and South Australia respectively and the NSO as the authority for the Sport nationally;
 - ii) that it will submit an up-to-date copy of its Constituent Documents to the Executive Committee as and when requested by the Executive Committee or required by the By-Laws;
 - iii) that it will conscientiously attend General Meetings;
 - iv) that it will maintain, in a form acceptable to the Association, a register of its Members and provide a copy of the register to the Executive Committee on request by the Executive Committee; and
 - v) that, if requested by the Association, it will also provide the Association with copies of its audited accounts, annual financial reports and other associated documents as soon as practicable following the Member Club's Annual General Meeting.
- e) If a Member Club is not incorporated at the time of applying for membership, the process of incorporation must be completed within one year of applying for membership. If that process is not completed within that time, the Member Club's membership will lapse but it may reapply on becoming incorporated.
- f) Each Member Club's Constituent Documents must:
 - i) clearly reflect the Objects; and
 - ii) conform with this Constitution, the By-Laws and the policies of the Association.

5.3 Honorary Life Members ®

- a) Life membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association or to the Sport in South Australia.
- b) Any Member may recommend a person for Life Membership by notice in writing to the Executive Committee as detailed in the By-Laws.
- c) A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Executive Committee.
- d) A Life Member has the right to receive notice of General Meetings and to be present and to debate but not to vote at General Meetings.
- e) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a participant in the Sport in his or her capacity as a participant in the Sport).

5.4 Application for Membership ®

- a) Subject to this **clause 5**, an applicant candidate for membership must apply to the Executive Committee in writing.
- b) The application must:
 - i) be in a form approved by the Executive Committee;
 - ii) contain full particulars of the name and address and contact details of the applicant;
 - iii) identify the category of membership for which the applicant is applying; and
 - iv) contain any other information prescribed by By-Law for an application for membership in that category.



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5.5 Discretion to Accept or Reject Application

- a) The Association may accept or reject an application for membership whether or not the applicant has complied with the requirements in this **clause 5**. The Association shall not be required or compelled to provide a reason for accepting or rejecting the Application.
- b) Where the Association accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association. The Secretary shall amend the register accordingly as soon as practicable.
- c) Where the Association rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected.

5.6 Re-Affiliation of Member Clubs

- a) Member Clubs must re-affiliate annually with the Association in accordance with the procedures set down by the Association in By-Laws from time to time.
- b) Upon re-affiliation, Member Clubs must lodge with the Association an updated copy of their own Constituent Documents (including all amendments) and they must provide details of any change in its Delegate and any other information reasonably required by the Association. Each Member Club is to ensure that its own constitution is amended to conform to any amendments made to this Constitution.

5.7 Deemed Membership

- a) All Members which or who are, prior to the operation of this Constitution, Members of the Association, shall be deemed Members from the time of the operation of this Constitution.
- b) Members shall provide the Association with such details as are reasonably required by the Association under this Constitution within one month of the operation of this Constitution.
- c) Any Members of the Association, prior to the operation of this Constitution, who are not deemed Members under **clause 5.70** shall be entitled to carry on such functions equivalent to their previous functions as are provided for under this Constitution.

5.8 Obligations of Member Clubs

Each Member Club must:

- a) treat all staff, contractors and representatives of the Association, the SSO, the NSO and all those involved with the Sport with respect, decency and courtesy at all times;
- b) maintain and enhance the standards, quality and reputation of the Association, the SSO, the NSO and the Sport;
- c) not act in a manner:
 - i) unbecoming of a Member Club or prejudicial to the Objects or the interests or reputation of the Association, the SSO, the NSO or the Sport; or
 - ii) that is likely to bring the Association, the SSO, the NSO or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Association, the SSO, the NSO or the Sport and its maintenance and development; and
- d) in the case of an Member Club:
 - i) take reasonable steps to prevent any of its own members or any of its participants from acting in a manner:
 - (A) unbecoming or prejudicial to the Objects of the interests or reputation of the Association, the SSO, the NSO or the Sport; or
 - (B) that is likely to bring the Association, the SSO, the NSO or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Association, the SSO, the NSO or the Sport and its maintenance and development; and
 - ii) take reasonable steps to discipline appropriately any of its own members or participants if that member or participant acts in such a way;
 - iii) be or remain incorporated in South Australia;



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- iv) nominate an appropriate Delegate annually to attend General Meetings, and shall inform the Association of the details of that person accordingly;
- iv) provide the Association with copies of its audited accounts, annual financial reports and other associated documents as soon as practicable, following its own annual general meetings;
- v) recognise the Association as the authority for the Sport in the region and the SSO as the authority for the Sport in South Australia and the NSO as the authority for the Sport nationally;
- vi) adopt and implement such policies as may be developed by the Association;
- vii) have regard to the Objects in any way pertaining to the Sport;
- viii) the Constituent Documents of each Member Club shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise the Association as the authority for the Sport in the region and the SSO as the authority for the Sport in South Australia and the NSO as the authority for the Sport nationally; and
- vix) it shall maintain, in a form acceptable to the Association, a register of all members of its members. Each Member Club shall provide a copy of the register at a time and in a form acceptable to the Association. They shall also provide regular updates of the register to the Association.

5.9 Association to Keep Register

Subject to the Act, confidentiality considerations and privacy laws:

- a) the Association must keep and maintain a register of Members, which shall contain, at least;
 - i) the full name, address, category of membership and date of entry to membership of each Member and Executive Committee Member; and
 - ii) where applicable, the date of termination of membership of each previous Member.
- b) the Register may contain such other information as the Executive Committee considers appropriate;
- c) Members must provide the Association with the details required by the Association to keep the register complete and up to date; and
- d) Members shall provide notice of any change and required details to the Association within one month of such change.

5.10 Inspection of Register

Subject to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members who make a reasonable request for a proper purpose.

5.11 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objects, in such manner as the Executive Committee considers appropriate.

5.12 Effect of Membership

Members acknowledge and agree that:

- a) this Constitution forms a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws and policies of the Association (as well as the constitutions, By-Laws and policies of the SSO and the NSO, where applicable);
- b) they shall comply with and observe this Constitution and the By-Laws and policies of the Association and also any determination, resolution or decision, which may be made or passed by the Executive Committee or other entity with delegated authority on behalf of the Association;
- c) by submitting to this Constitution and the By-Laws and policies of the Association, they are subject to the jurisdiction of the Association and the SSO and the NSO (where applicable);
- d) the Constitution and the By-Laws and policies of the Association are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport in the Region and South Australia; and
- e) they are entitled to all benefits, advantages, privileges and services of being a Member of the Association.



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5.13 Resignation of Membership

- a) A Member Club who has paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one month's notice in writing to the Association, subject to the clauses below.
- b) A Member Club may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Member Club. A copy of the relevant minutes of the Member Club's meeting showing that the Special Resolution has been passed by the Member Club must be provided to the Association.
- c) If an Member Club ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Member Club shall not automatically cease at that time but shall be dealt with in accordance with the By-Laws and the circumstances pertaining to each Member.
- d) Once the Association receives notice of resignation of membership given under this **clause 5.13**, it must make an entry in the register that records the date on which the Member who or which gave notice ceased to be a Member.

5.14 Discontinuance of Membership for Breach

- a) Membership of the Association may be discontinued by the Executive Committee upon breach of any clause of this Constitution or the By-Laws or the policies of the Association. This includes, but is not limited to, the failure to pay any monies owed to the Association, disciplinary matters, and the failure to comply with the By-Laws or any resolutions or determinations made or passed by the Executive Committee or any duly authorised committee.
- b) Membership shall not be discontinued by the Executive Committee under **clause 5.140** without the Executive Committee first giving the relevant Member sufficient opportunity to explain the breach and/or remedy the breach.
- c) A Member may not be expelled unless the Member has been afforded natural justice in accordance with the Act and procedural fairness generally.
- d) Where a Member fails, in the Executive Committee's view, to adequately explain or remedy the breach, that Member's membership shall be discontinued under **clause 5.140**. The Association shall give written notice of the discontinuance to the Member. The register shall be amended to reflect any discontinuance of membership under this **clause 5.14** as soon as practicable.

5.15 Discontinuance of Membership for Failure to Re-Affiliate

- a) Membership of the Association may be discontinued by the Executive Committee if an Affiliated Member has not re-affiliated with the Association within one month of the re-affiliation falling due (and notice of such has been brought to the attention of the Affiliated member). In that case, the Affiliated Member's membership will be deemed to have lapsed from that time.
- b) The register shall be amended to reflect any discontinuance by reason of lapse of membership under this **clause 5.15** as soon as practicable.

5.16 Member to Re-Apply for Membership

A Member whose membership has been discontinued under **clauses 5.13, 5.14 or 5.15**:

- a) may seek renewal or re-apply for membership in accordance with this Constitution; and
- b) may be re-admitted as a Member at the discretion of the Executive Committee.

5.17 Forfeiture of Rights

- a) A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property.
- b) Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.
- c) Where an Affiliated Member ceases to be a Member, it shall also forfeit all representation rights on the Executive Committee and at General Meetings effective immediately.

5.18 Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of membership of a Member Club.



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5.19 Membership May be Reinstated

Membership which has been discontinued under this **clause 5** may be reinstated at the discretion of the Executive Committee, with such conditions of membership as the Executive Committee deems appropriate.

5.20 Refund of Membership Fees ®

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

5.21 Subscriptions and Fees ®

- a) The Executive Committee will:
 - i) fix annual membership subscriptions;
 - ii) fix such other fees or levies as the Executive Committee considers prudent for the effective and sustainable management of the affairs of the Association; and
 - iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.
- b) The Executive Committee may fix subscriptions, fees or levies at different rates for different categories of membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- c) The Executive Committee may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.
- d) On admission to membership, a new Member must pay the current full year's subscription unless the Executive Committee agrees to accept payment in instalments.
- e) The Executive Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Executive Committee is satisfied that there are special reasons to do so.

6. DISCIPLINE AND DISPUTE RESOLUTION ®

6.1 By-Laws

- a) The Executive Committee may make By-Laws governing the hearing and determination of disputes, protests or complaints made by or against Members or participants or the Association or disciplinary matters generally or any other matter involving the enforcement of this Constitution or the By-Laws or policies of the Association against Members or participants or the Association.
- b) A By-Law made under this clause 6.1 may:
 - i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under this clause 6.1, including committees or tribunals for appeals from Member Clubs;
 - ii) prescribe penalties for breaches of this Constitution or the By-Laws or policies of the Association;
 - iii) invest a judiciary committee or tribunal with power to impose penalties; and
 - iv) otherwise prescribe the procedures for dealing with cases falling under this clause 6.1.

6.2 Natural Justice and Procedural Fairness

- d) All proceedings relating to matters falling under clause 6.1 must be conducted according to the rules of natural justice in accordance with the Act and procedural fairness generally.

6.3 Process

- e) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - i) another Member; or
 - ii) the Association.



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- f) Any disputes between Members and other RSO's or the SSO are to be dealt with by the SSO or NSO, where applicable.
- g) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred and who is involved in the dispute.
- h) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- i) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to the Association or the State Sport Dispute Centre (if applicable to the Association) to resolve the dispute in accordance with clause 6.1.
- j) The Committee may prescribe additional grievance procedures in By-Laws under clause 6.1.

7. MEETINGS

7.1 Types

There are three (3) Meetings that can be convened where Member Clubs have the opportunity to express opinions and vote on various matters. They are:

- a) **General Meetings:** General Meetings may be held as deemed necessary, and attended by Member Clubs as per 7.2.
- b) **Annual General Meetings:** Annual General Meetings of the Association must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Executive Committee.
- c) **Special General Meetings:** Special General Meetings of the Association are special meetings that are convened by Members to discuss extraordinary issues.

7.2 Attendance

- a) Unless this Constitution expressly provides otherwise, Members and the auditor are entitled to attend General Meetings but only Member Clubs are entitled to vote at General meetings.
- b) Each Member Club, by notice to the Association, may appoint a natural person to act as its Delegate in all matters connected with the Member Club including for voting purposes at General Meetings. Where such an appointment has been made, that Member Club shall also be entitled to appoint in writing a further Member of that Club to be their proxy and attend and vote at any Meeting of the Association.
- c) A Member Club may, by notice under clause 10.4 to the Association, revoke an appointment made under clause 7.2(b).
- d) A Delegate appointed under clause 7.2(b) may attend a General Meeting by telephone or other electronic means, provided that the entire meeting is in that format and he or she can hear and be heard.
- e) For all the purposes of this Constitution, a Member Club represented at a General Meeting by a Delegate is to be taken to be present in person at the General Meeting.

7.3 Notice

- a) Notice of General Meetings must be given to Members and the auditor by the means authorised in clause 10.4.
- b) A notice of a General Meeting must specify the place, day and hour of the General Meeting and state the nature and order of the business to be transacted at the General Meeting.
- c) At least twenty-one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - i) the agenda for the General Meeting; and
 - ii) any notice of motion received from Members entitled to vote.

7.4 Business

- a) The ordinary business to be discussed at the Annual General Meeting includes, but is not limited to, the consideration and approval of financial and other accounts and the reports of the Executive Committee (and those of any auditors), the election of Executive Committee Members and auditors, and any amendments to this Constitution.



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- b) All business that is discussed at a Special General Meeting or an Annual General Meeting, other than those matters referred to in clause 7.4(a), is special business.
- c) No business other than that stated on the notice for a General Meeting may be discussed at that General Meeting.

7.5 Notices of Motion

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than fourteen (21) days prior to the General Meeting.

7.6 Quorum

No business may be discussed or transacted at a General Meeting unless a quorum is present at the time when the General Meeting proceeds to business. Subject to clause 7.7(b)(ii), a quorum for General Meetings is fifty (50) percent of Member Clubs plus one (1).

7.7 Chairperson to Preside

- a) The chairperson of the Executive Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:
 - i) in relation to any election for which the chairperson of the Executive Committee is a nominee; or
 - ii) where the chairperson of the Executive Committee has a conflict of interest.
- b) If the chairperson of the Executive Committee is not present or is unwilling or unable to preside, the Member Clubs present must appoint another Executive Committee Member to preside as chair for that General Meeting only.

7.8 Adjournment

- a) If within half an hour from the time appointed for the General Meeting, a quorum is not present, the General Meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines.
- b) If at the adjourned General Meeting a quorum is not present within half an hour from the time appointed for the adjourned General Meeting:
 - i) if the General Meeting was convened on the requisition of Member Clubs under clause 7.12(b), the General Meeting will lapse and will not be adjourned or reconvened; and
 - ii) in any other case, those Member Clubs present will constitute a quorum.
- c) The chairperson may, with the consent of any General Meeting at which a quorum is present, and must, if directed by the General Meeting, adjourn the General Meeting from time to time and from place to place but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- d) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.
- e) Except as provided in clause 7.7(c), it is not necessary to give any notice of an adjournment or the business to be discussed or transacted at any adjourned General Meeting.

7.9 Voting Procedure

- a) At any Meeting a resolution put to the vote of the Meeting will be decided on a show of hands unless a poll is (before the show of hands) demanded by:
 - i) the chairperson; or
 - ii) a simple majority of Members present at the General Meeting.
- b) Each Member Club is entitled to one (1) vote at Meetings.
- c) The chairperson may not exercise a casting vote at Meetings.



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7.10 Recording of Determinations

A declaration by the chairperson that a resolution has, on a show of hands, been carried (either unanimously or by a particular majority) or lost and an entry to that effect in the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

7.11 Special General Meetings

- a) The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

7.12 Requisition of Special General Meetings by Member Clubs

- a) On the requisition in writing of a simple majority of the total number of Member Clubs, the Executive Committee must, within one month after the receipt of the requisition (and provided notice is given in accordance with clauses 7.3 and 10.5), convene a Special General Meeting for the purpose specified in the requisition.
- b) Every requisition for a Special General Meeting must be signed by requisitioning Member Clubs, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Member Clubs making the requisitions.
- c) If the Executive Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Member Clubs making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- d) A Special General Meeting convened by the Member Clubs under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Executive Committee and for this purpose the Executive Committee must ensure that the Member Clubs making the requisition are supplied free of charge with particulars of the Member Clubs entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

8. MANAGEMENT

The Executive Committee constitutes the Committee for the purposes of the Act.

8.1 General powers of Executive Committee

- a) Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Executive Committee, which may exercise the powers of the Association for that purpose.
- b) The Executive Committee must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole, having regard to the Association's position and role in the structure and reputation of the Sport in the region and South Australia.
- c) The Executive Committee may not cause the Association to disaffiliate from the SSO or NSO or the Sport in any way unless decided by resolution of the Members at a General Meeting.

8.2 Composition of the Executive Committee ®

The Executive Committee will comprise of:

- a) up to ten (10) Executive Committee Members appointed under clause 8.7; and
- b) A Executive Committee Member can also be a Delegate.

8.3 Portfolios ®

- a) The Executive Committee may allocate portfolios to Executive Committee Member. Such portfolios will be set out in the By-Laws

8.4 Nominations for Elected Executive Committee Member

- a) The Executive Committee must call for nominations for Elected Executive Committee Member at least twenty one (21) days prior to the Annual General Meeting.
- b) The Executive Committee may, when it calls for nominations, indicate which portfolios on the Executive Committee it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

8.5 Nominations

Nominations must: ®



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- a) be in writing;
- b) be in the prescribed form (if any) provided for that purpose;
- c) be signed by the nominee;
- d) disclose any position the nominee holds in a Member Club, including as an officer, a participant, a Delegate or an employee; and
- e) be delivered to the Association not less than twenty-eight (28) days before the date fixed for the Annual General Meeting.

8.6 Elections

- a) If the number of nominations received for the Executive Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Executive Committee, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote at the Annual General Meeting.
- b) If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting.
- c) Voting shall be conducted in such a manner and by such a method as determined by the Executive Committee from time to time.
- d) If at the close of the Annual General Meeting, vacancies on the Executive Committee remain unfilled, the vacant position(s) will be deemed casual vacancies under clause 8.11.
- e) If a person nominated at the Annual General Meeting is not approved by the majority of Members under clause 8.6(a), he or she will not be entitled to take office until approved by the Members at an Annual General Meeting.

8.7 Term of Appointment for Elected Executive Committee Members

- a) Executive Committee Members elected under clause 8 shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to early retirement or removal of an Executive Committee members, Elected Executive Committee Members shall remain in office from the conclusion of the Annual General Meeting at which their relevant election occurred until the conclusion of the second Annual General Meeting following.
- b) Elections shall be staggered to ensure that a maximum of half the Elected Executive Committee Members are retained at each Annual General Meeting.
- c) Further to 8.7 (b) above, Elected Executive Committee Members appointed as President and Treasurer shall be retained on the same rotation, but alternately to those appointed as Vice President and Secretary.
- d) If the law requires the Elected Executive Committee Member to have a particular qualification or clearance (for example, police clearance), the Elected Executive Committee Member's term will not begin until the qualification or clearance has been established.

8.8 Appointment of Appointed Executive Committee Members

The Elected Executive Committee Members may appoint up to two (2) Executive Committee Members, at their sole discretion.

8.9 Qualifications for Appointed Executive Committee Members

In appointing Executive Committee Members, the Elected Executive Committee Member should have regard to which personal skills, diversity (including, but not limited to gender, ethnicity and age) and experience the Elected Executive Committee Member believe will complement the Executive Committee composition.

8.10 President and Vice President

The Members shall appoint a President and Vice President from amongst its Elected Executive Committee Members. The President shall be the nominal head of the Association and will act as Chairperson of any General or Executive Committee meeting at which they are present. If the Chairperson or Vice President is not present or is unwilling or unable to preside at a Committee meeting, the remaining Executive Committee Members shall appoint another Executive Committee Member to preside as chair for that meeting only..



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8.11 Casual Vacancies

Subject to clause 7.6 any casual vacancy occurring in the position of Executive Committee Member may be filled by the remaining Executive Committee Member from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Executive Committee Member's term under this Constitution.

8.12 Duties of Executive Committee Member

In accordance with Division 3A of the Act, Executive Committee Member must:

- a) not, in the exercise of their powers or the discharge of their duties, commit an act with intent to deceive or defraud the Association, Members or creditors of the Association or creditors of any other person or for any fraudulent purpose;
- b) not make improper use of information acquired by virtue of their position in the Association so as to gain, directly or indirectly, any pecuniary benefit or material advantage themselves or any other person, or so as to cause a detriment to the Association;
- c) not make improper use of their position as such an officer or employee so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves any other person, or so as to cause a detriment to the Association; and
- d) at all times act with reasonable care and diligence in the exercise of their powers and the discharge of the duties of their office.

8.13 Grounds for Termination of Executive Committee Member

- e) The office of a Executive Committee Member becomes vacant if the Executive Committee Member:
 - i) dies;
 - ii) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - iii) suffers from mental or physical incapacity;
 - iv) cannot obtain or retain office under section 30 of the Act;
 - v) resigns his or her office by notice in writing to the Association;
 - vi) is absent without the consent of the Executive Committee from meetings of the Executive Committee held during a period of six (6) months;
 - vii) holds any office of employment with the Association;
 - viii) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest (and which amounts to a conflict of interest);
 - ix) in the case of an Executive Committee Member, is removed from office by the Elected Executive Committee Member;
 - x) is removed by the Members in General Meeting; or
 - xi) would otherwise be prohibited from being a Executive Committee Member of a corporation under the Corporations Act 2001 (Cth).
- f) If a Executive Committee Member is removed by resolution of the Members, the Executive Committee Member cannot be reappointed to the Executive Committee as an Executive Committee Member without a further resolution of Members authorising the appointment.

8.14 Executive Committee May Act

If there are any vacancies on the Executive Committee, the remaining Executive Committee Member may act but, if the number of remaining Executive Committee Member is not sufficient to constitute a quorum at a meeting of the Executive Committee, they may act only for the purpose of increasing the number of Executive Committee Member to a number sufficient to constitute a quorum.

8.15 Executive Committee to Meet

- a) The Executive Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act) and in accordance with principles of good



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governance. Subject to this Constitution, the Executive Committee may adjourn and otherwise regulate its meetings as it thinks fit.

- b) Any Executive Committee Member may at any time convene a meeting of the Executive Committee on reasonable notice to the other Executive Committee Member.

8.16 Decisions of Executive Committee

Subject to this Constitution, questions arising at any meeting of the Executive Committee may be decided by resolution of the Executive Committee Member. Each Executive Committee Member has one (1) vote on any question. The chair does not have a casting vote.

8.17 Circulatory Resolutions ®

- a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Executive Committee Member for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Executive Committee Member duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Executive Committee Member.
- b) A resolution may not be passed under clause 8.18(a) if, before it is circulated for voting under clause 8.18(a) the Executive Committee resolves that it can only be put at a meeting of the Executive Committee.
- c) A resolution passed under this clause must be recorded in the minute book.

8.18 Resolutions not in Meeting

- a) Without limiting the power of the Executive Committee to regulate its meetings as it thinks fit, and subject to clause 8.20, a meeting of the Executive Committee may be held where one or more of the Executive Committee Member is not physically present at the meeting, provided that:
 - i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - ii) notice of the meeting is given to all the Executive Committee Member entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive Committee or this Constitution. The notice will specify that Executive Committee Member are not required to be present in person;
 - iii) if a failure in communications prevents clause 8.19(a)(i) from being satisfied by the number of Executive Committee Member which constitutes a quorum (clause 8.20), and none of such Executive Committee Member are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until clause 8.19(a)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned and
 - iv) any meeting held where one or more of the Executive Committee Member is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Executive Committee Member is there in person. If no Executive Committee Member is there in person, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

8.19 Quorum

- a) At meetings of the Executive Committee the number of Executive Committee Member whose presence is required to constitute a quorum is:
 - i) if the number of Executive Committee Member then in office is an even number, half of the number of Executive Committee Member plus one; or
 - ii) if the number of Executive Committee Member then in office is an odd number, half of the number of Executive Committee Member rounded up to the next whole number.
- b) The chairperson of the Association will act as chairperson of any Executive Committee meeting or General Meeting at which he or she is present and unless the Executive Committee decides otherwise, is the nominal head of the Association. If the chairperson is not present or is unwilling or unable to preside at a Executive Committee meeting, the remaining Executive Committee Member must appoint another Executive Committee Member to preside as chair for that meeting only.



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8.20 Conflict of Interest ®

- a) The Executive Committee Member must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Executive Committee Member has an interest.
- b) A Executive Committee Member shall declare his or her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Executive Committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Executive Committee Member casts a vote, the vote shall not be counted.
- c) In the event of any uncertainty as to whether it is necessary for a Executive Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Executive Committee. If this is not possible, the matter shall be adjourned or deferred.

8.21 Disclosure of Interests

- a) The nature of the interest of a Executive Committee Member must be declared at the meeting of the Executive Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Executive Committee at the next meeting of the Executive Committee. If a Executive Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Executive Committee held after the Executive Committee Member becomes interested.
- b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

8.22 General Disclosure

A general notice stating that a Executive Committee Member is a member of, or associated with, any entity and that he or she is 'interested' in all transactions with that entity is sufficient declaration under clause 8.21. After the distribution of the general notice, it is not necessary for the Executive Committee Member to give a special notice regarding any particular transaction with that firm or company.

8.23 Recording Disclosures ®

Any declaration made, any disclosure or any general notice given by a Executive Committee Member in accordance with clauses 8.20, 8.21 and/or 8.22 must be recorded in the minutes of the relevant Meeting.

8.24 Delegations

a) Executive Committee May Delegate Functions

The Executive Committee may, by instrument in writing, create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions. The Executive Committee will also determine what powers these entities are given.

b) Delegation by Instrument

The Executive Committee may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:

- i) this power of delegation; and
- ii) a function imposed on the Executive Committee or the Secretary by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

c) Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

d) Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Executive Committee. The entity exercising delegated powers shall make decisions in accordance with the Objects. It shall promptly provide the Executive Committee with details of all material decisions and shall provide any other reports, minutes and information as the Executive Committee may require from time to time.



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e) Delegation May be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function. These may be specified in the delegation.

f) Revocation of Delegation

By instrument in writing, the Executive Committee may at any time revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by such body or person under this clause.

8.25 Seal

- a) The Association will have a Seal on which its corporate name appears in legible characters.
- b) The Seal may not be used without the express authorisation of the Executive Committee and every use of the Seal must be recorded in the minute books of the Association. The affixing of the Seal must be witnessed by two (2) Executive Committee Member or by one Executive Committee Member and another person authorised by the Executive Committee for that purpose.

8.26 Appointment of Secretary

- a) There must be at least one Secretary who is to be appointed by the Executive Committee Member.
- b) The Executive Committee Member may suspend or remove a Secretary from that office.
- c) A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Executive Committee Member.
- d) The Secretary shall serve as the Public Officer of the Association.

9. RECORDS AND ACCOUNTS

9.1 Accounts to be Kept and Distributed

- a) The Association must keep such accounting records as correctly record and explain the transactions and financial position of the Association.
- b) The Treasurer, as appointed by the Executive Committee will cause proper accounting and other records to be audited and distributed in accordance with Division 2 of the Act, including all documents required to be distributed to the Members for the purpose of the Annual General Meeting.
- c) The Association must lodge with the Corporate Affairs Commission such periodic returns, containing accounts and other information relevant to the affairs of the Association, as the Act and associated By-Laws (Associations Incorporation By-Laws 2008) may require.

9.2 Transaction Accounts

- d) The Association shall open and keep at least one transaction account as the Executive Committee may from time to time determine, and all monies belonging to the Association shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of those account(s) of the Association.
- e) No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Association unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Executive Committee for such purposes. All extraordinary and capital expenditure must be unequivocally ratified by the Executive Committee.

9.3 Application of Income

- a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- b) Except as prescribed in this Constitution or the Act:
 - i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
 - ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.



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- c) Nothing in clauses 9.3(a) or 9.3(b) shall prevent payment to any Member for:
- i) any services actually rendered to the Association whether as an employee, Executive Committee Member or otherwise; or
 - ii) goods supplied to the Association in the ordinary and usual course of operation;
 - iii) interest on money borrowed from any Member;
 - iv) rent for premises demised or let by any Member to the Association; or
 - v) any out-of-pocket expenses incurred by the Member on behalf of the Association.
- provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction and there is no conflict of interest in making the payment.

10. ADMINISTRATION

10.1 Winding Up

The Association may be wound up in accordance with the Act.

10.2 Distribution of Assets and Property on Winding Up

- a) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Member Clubs, but instead, those assets or property must be given or transferred to another organisation(s) that has objects similar to the Objects of the Association.
- b) Those organisation(s) must prohibit the distribution of income and property among its members to an extent at least as great as that imposed on the Association by this Constitution.
- c) The organisation(s) is to be determined by the Members in a Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

10.3 Amendment of Constitution

- a) This Constitution shall not be amended except by Special Resolution.
- b) Notice of motion shall be given in writing to the Secretary at least twenty one (21) days prior to the Annual General Meeting
- c) The Secretary shall forward copies of such motion to Affiliate Members at least fourteen (14) days prior to the Annual General Meeting.

10.4 Notice

- a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice. Notices will be sent by pre-paid post or facsimile transmission or, where available, by electronic mail (email) to the Member's registered address or facsimile number or email address. Notices to Delegates will be sent to the last notified address, facsimile number or email address.
- b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected six (6) days after posting.
- c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- d) Where a notice is sent by email, service of the notice shall be deemed to be effected the next business day after it was sent.
- e) Notices given to the Association are subject to clauses 10.4(a), (b), (c) and (d).

10.5 Patrons and Vice Patrons ®

At a General Meeting, the Association, on the recommendation of the Executive Committee, may annually appoint a chief patron and the number of patrons, as it considers necessary. This is subject to approval of that person or persons.



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10.6 Indemnity

- a) Every Executive Committee Member of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Executive Committee Member in defending any proceedings, whether civil or criminal.
- b) The Association shall indemnify its Executive Committee Member and employees against all damages and losses (including legal costs) for which any such Executive Committee Member or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - i) in the case of a Executive Committee Member, performed or made while acting on behalf of and with the authority, express or implied, of the Association
 - ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Association.

10.7 Authority to Trade

The Association is authorised to trade in accordance with the Act.

10.8 Colours of The Association ®

The colours of the Association are red and white

10.9 Transitional Provisions

a) Continuing Membership

- i) Each Member Club that is a Member of the Association on the day on which this Constitution is adopted will automatically be admitted to membership as a Member Club.
- ii) Each other person who is a Member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Executive Committee, is the category most appropriate for that Member.

b) Executive Committee Member

- i) For the purpose of determining when the term ends for each Executive Committee Member in office on the day on which this Constitution is adopted, time served in the Executive Committee Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

10.10 Status and Compliance of Association

a) Recognition of Association

The Association is a member of the SSO and is recognised by the SSO as the entity responsible for the delivery of the Sport in the region. Subject to compliance with this Constitution and the SSO's and NSO's constitutions, the Association shall continue to be so recognised and it shall administer the Sport in the region in accordance with the Objects.

b) Constitution of the Association

This Constitution will clearly reflect the objects of the SSO and will conform to the SSO's constitution, subject always to the Act.

c) Operation of SSO's Constitution

- i) The Association will take all reasonable steps to ensure this Constitution conforms to the SSO's constitution, subject always to the Act; and
- ii) The Association shall provide a copy of this Constitution and all amendments to this Constitution to the SSO. The Association acknowledges and agrees that the SSO has power to veto any provision in its Constitution which, in the SSO's opinion and acting reasonably, is contrary to the Objects of the SSO.

d) Status and Compliance of Member Clubs

- i) Member Clubs acknowledge and agree that they shall:
 - A. be or remain incorporated in South Australia;
 - B. nominate a delegate annually to attend General Meetings, and shall inform the Association of the details of that person accordingly;



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- C. provide the Association with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the Member Club's annual general meeting;
- D. recognise the SSO as the authority for the Sport in South Australia and the NSO as the national authority for the Sport;
- E. adopt and implement such communications and intellectual property policies as may be developed by the Association and/or the SSO; and
- F. have regard to the Objects in any matter of the Affiliated Member pertaining to the Sport.