

NORTHERN TERRITORY CRICKET ASSOCIATION INC

CONSTITUTION

Adopted 19 November 2005

PART 1 - PRELIMINARY

1. Name

(1) The name of the incorporated association ("the Association") is the Northern Territory Cricket Association.

2. Objects and purposes

(1) The objects and purposes of the Association are:

- a) to promote, control and regulate the sport of cricket for all people living in the Northern Territory and to foster the highest ideals of sportsmanship, citizenship and loyalty, thereby cultivating strength, character and self discipline; and
- b) to encourage and foster the growth and development of cricket in the Northern Territory and to assist other people, organisations and associations to promote the growth of cricket in general.

3. Minimum number of members

The Association must have at least 100 members.

4. Definitions

In this Constitution, unless the contrary intention appears -

"Act" means the *Associations Act* and regulations made under that Act;

"Board" means the Management Board of the Association;

"Chief Executive Officer" means a person employed by the Board to manage the operations of the Association in accordance with the objectives of the Association and the vision and decisions articulated by the Board;

"Director" means any one of the Chair and Deputy Chair and elected and appointed Directors;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"general meeting" means a general meeting of members convened in accordance with clause 47;

"member" means a member of the Association;

"register of members" means the register of the Association's members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 50 and passed in accordance with section 37 of the Act.

PART 2 - CONSTITUTION AND POWERS OF ASSOCIATION

5. Powers of Association

(1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.

(2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may -

- a) acquire, hold and dispose of real or personal property;
- b) open and operate accounts with financial institutions;
- c) invest its money in any security in which trust monies may lawfully be invested;
- d) raise and borrow money on the terms and in the manner it considers appropriate;
- e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- f) appoint agents to transact business on its behalf; and
- g) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

(1) The Association may alter this Constitution by special resolution at a general meeting but not otherwise.

(2) If the Constitution is altered, the Public Officer must ensure compliance with section 23 of the Act.

PART 3 - CONSTITUENT BODIES AND MEMBERS

Division 1 - Affiliated Associations and Membership

9. Affiliated Associations

(1) The following Associations, Clubs and Organisations in the Northern Territory comprise the membership base of the Association:

- a) the Alice Springs Cricket Association and, as determined in accordance with these provisions, any other regional association admitted to the Association;
- b) the Clubs participating in the Darwin and Districts cricket competition and any other such clubs as may be admitted to the competition in the future; and
- c) the Northern Territory Cricket Umpires Association Incorporated
- d) any other association, club or organisation which is granted affiliation by the Board in accordance with subclause (2).

(2) Any association, club or organisation which undertakes activities relevant to the Objects of this Constitution may apply to become affiliated with the Association.

(3) The Board shall observe the following procedure for considering applications for affiliation:

- a) The Board must consider any application made under this clause at the next available Board meeting and must accept or reject the application at that meeting or the next.
- b) If an application is rejected, the association, club or organisation may appeal against the decision by giving notice in writing to the Chief Executive Officer within 14 days after being advised of the rejection.
- c) If an association, club or organisation gives notice of an appeal against the rejection of the application, the Board must reconsider the application at the next Board meeting after receipt of the notice of appeal.
- d) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

10. Registered Members

(1) Any person 18 years or older who is a registered player or a member of a club of an affiliated association, club or organisation pursuant to clause 9 is a registered member of the Association.

11. Junior Members

(1) Any person under the age of 18 years who meets the provisions of clause 10(1) is a junior member of the Association but is not entitled to vote at general meetings.

12. Honorary Members

(1) The Board may determine that, in accordance with these provisions, any person may be an Honorary Member of the Association, but such a member shall not be entitled to vote at general meetings.

(2) The Board may establish a procedure to govern the appointment of Honorary Members.

13. Life Members

(1) Life members may either be elected by members at a general meeting or may become Paid-up Life members.

(2) The Board shall establish procedures through which nominations may be made for Life membership and through which applications may be made for Paid-up Life membership.

(3) Elected Life members shall be elected at general meetings of the Association.

(4) The fee for Paid-up Life membership shall be set by resolution at general meetings of the Association.

(5) Elected and Paid-up Life members shall be eligible to attend, speak and vote at general meetings and to be elected to the Board.

(6) Elected and Paid-up Life members shall not be required to pay annual registration fees to the Association.

14. Ordinary Members

(4) Other persons who are interested in joining the Association, but who do not fall under the provisions of clauses 10, 11, 12 or 13, may apply to become ordinary members of the Association.

(5) The Board shall establish a procedure through which application may be made for ordinary membership.

(6) The Board shall observe the following process in considering applications for ordinary membership:

- a) The Board must consider any application at the next available Board meeting and must accept or reject the application at that meeting or the next.
- b) If an application is rejected, the applicant may appeal against the decision by giving notice in writing to the Chief Executive Officer within 14 days after being advised of the rejection.
- c) If an applicant gives notice of an appeal against the rejection of his or her application, the Board must reconsider the application at the next Board meeting after receipt of the notice of appeal.

- d) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

15. Annual membership fees

- (1) The membership fee for each class of membership:
 - a) is the amount decided by the members from time to time at a general meeting; and
 - b) is payable in such manner and when the Board decides.
- (2) A member whose subscription is not paid within three months after the due date ceases to be a member unless the Board determines otherwise.

Division 2 - Rights of members

16. General

- (1) Subject to clause 17(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association -
 - a) is not capable of being transferred or transmitted to another person; and
 - b) terminates on the cessation of membership whether by death, resignation or otherwise.

17. Voting

- (1) Subject to subclause (2) and clause 21, each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

18. Notice of meetings and special resolutions

The Chief Executive Officer must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

19. Access to information on Association

- (1) The following must be available for inspection by members:
 - a) a copy of this Constitution;
 - b) minutes of general meetings
 - c) the register of members in keeping with section 34(2) of the Act; and

d) annual reports and annual financial reports.

20. Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a Director, the Board or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

Division 3 - Termination, death, suspension and expulsion

21. Termination of membership

- (1) Membership of the Association may be terminated by –
 - a) a notice of resignation addressed and posted to the Association or given personally to the Chief Executive Officer or another Director;
 - b) non-payment of the annual membership fee within the time allowed under clause 15(2);
 - c) failure to pay or comply with a formal agreement to pay an outstanding debt to the Association within 6 months of being advised in writing by the Chief Executive of the requirement to pay the said debt; or
 - d) expulsion in accordance with this Division.

22. Suspension of a member

- (1) Membership of the Association may be suspended in accordance with clause 24 where –
 - a) the member fails to pay or comply with a formal agreement to pay an outstanding debt to the Association within six (6) months of being advised in writing by the Chief Executive of the requirement to pay the said debt;
 - b) the member fails to pay the annual membership fee within the time allowed under clause 15(2); or
 - c) the member acts in a manner detrimental to the interests of the Association.

23. Death of member or whereabouts unknown

- (1) If a member dies or the whereabouts of a member are unknown, the Board must cancel the member's membership.

24. Suspension or expulsion of members

- (1) If the Board considers that a member should be suspended or expelled under clause 21 or clause 22, the Board must give notice of the proposed suspension or expulsion to the member.

(2) The notice must –

a) be in writing and include –

(i) the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and

(ii) the particulars of the conduct; and

b) be given to the member not less than 14 days before the date of the Board meeting referred to in paragraph (a)(i).

(3) At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing.

(4) The Board may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member, including the period and conditions of the suspension.

(5) Subject to clause 25, the decision to suspend or expel a member takes effect seven (7) days after the day on which notice of the decision is given to the member.

25. Appeals against suspension or expulsion

(1) A member who is suspended or expelled under clause 23 may appeal against that suspension or expulsion by giving notice to the Chief Executive Officer within seven (7) days after receipt of the Board's decision.

(2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.

(3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.

(4) The member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel him or her is confirmed by a resolution of the members.

PART 4 - MANAGEMENT BOARD

Division 1 - General

26. Role and powers

(1) The business of the Association must be managed by or under the direction of a Management Board.

(2) The Board may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.

(3) The Board may appoint and remove the Chief Executive Officer.

(4) The Board may establish one or more subcommittees, consisting of such members of the Association or other persons as the Board considers appropriate.

27. Composition of Board

(1) The Management Board consists of –

a) Chair;

b) Deputy Chair;

c) One (1) Director nominated by the Clubs, or such organisation established to run the Darwin and Districts Cricket Competition;

d) One (1) Director nominated by the Alice Springs Cricket Association; and

e) Two (2) elected Directors

(2) The Board shall appoint one Director for a period of up to two years to represent the Indigenous cricket community of the Northern Territory.

(3) The Board may appoint up to three Directors for periods of up to two years as is necessary for the effective operation of the Association and having regard to the expertise necessary for the Board to achieve the Association's objectives.

(4) Employees of the Association are not eligible for election to the Board.

(5) The Chief Executive Officer shall be responsible for the Association's treasury and secretarial functions and shall act as the Returning Officer for the purpose of elections or any ballot at general meetings.

(6) The Board shall appoint one of its members to be the Public Officer of the Association.

28. By-Laws and Policies

(1) The Board may make, amend and repeal by-laws and policy statements required or permitted by this Constitution to achieve the objectives of the Association, including but not limited to:

a) the conduct of general meetings of the Association;

b) procedures for the admission, rejection and termination of all forms of membership;

c) procedures to recognise the affiliation of related associations and organisations;

- d) codes of conduct, including disciplinary procedures, for players, coaches, officials and administrators; and
- e) rules, including rules supplementary to the Laws of Cricket, pertaining to matches and competitions conducted by the Association.

(2) A by-law or policy statement may be set aside by a vote of members at a general meeting of the Association.

29. Delegation

(1) The Board may delegate to a subcommittee or staff any of its powers and functions other than -

- a) this power of delegation; or
- b) a duty imposed on the Board by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

(3) The Board may, in writing, revoke wholly or in part the delegation.

Division 2 - Tenure of office

30. Eligibility of Directors

(1) A Director must be a member who is 18 years or over.

(2) The Chair, Deputy Chair, two elected Directors and the Directors representing the Clubs and the Alice Springs Cricket Association shall be elected for periods of two years (subject to subclause (4) for the commencement of this Constitution).

(3) Elections for the positions in subclause (2) shall be staggered such that one half of these positions becomes vacant on alternate years to the other half.

(4) The commencement of subclause (3) shall be in keeping with the terms of a special resolution carried at the general meeting at which this Constitution is ratified by members.

(5) Directors must be elected to the Board at an annual general meeting or appointed under subclauses 27(2) and 27(3).

31. Election to Board

(1) The Board shall establish a procedure for the conduct of elections to the Board.

(2) The Chief Executive Officer shall officiate as returning officer for the election and shall ensure the election is conducted in accordance with the established procedure.

(3) The election procedure shall be available for inspection by members on request.

32. Retirement of Directors

(1) Subject to subclause 30(4), a Director holds office until the second annual general meeting after being elected unless the member vacates the office under clause 35 or is removed under clause 36.

(2) The Chair of the outgoing Board must preside at the annual general meeting until the election of a new Chair has been declared.

(3) Members may serve consecutive terms on the Board.

33. Election by default

(1) If the number of persons nominated for election to the Board under clause 31 does not exceed the number of vacancies to be filled, the Chief Executive Officer must declare the persons to be duly elected as Directors of the Board at the annual general meeting.

(2) If vacancies remain on the Board after the declaration under subclause (1), additional nominations of Directors may be accepted from the floor of the annual general meeting.

(3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chief Executive Officer must declare those persons to be duly elected as members of the Board.

(4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Board in accordance with clause 37.

(5) If the nominations from the floor exceed the number of remaining vacancies, a ballot shall be held in a manner agreed by the members present at the meeting.

34. Election by ballot

(1) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.

(2) The ballot must be conducted in accordance with the procedure established under subclause 31(1).

(3) The members chosen by ballot must be declared by the Chief Executive Officer to be duly elected as Directors of the Board.

35. Vacating office

(1) The office of a Director becomes vacant if –

a) the Director –

(i) is disqualified from being a Director under section 30 or 40 of the Act;

- (ii) resigns by giving written notice to the Board;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory;
 - (v) ceases to be a member of the Association; or
 - (vi) fails to pay or comply with a formal agreement to pay an outstanding debt to the Association within six (6) months of being advised in writing by the Chief Executive of the requirement to settle the debt.
- b) the Director is absent from more than –
- (i) three consecutive Board meetings; or
 - (ii) three Board meetings in the same financial year without tendering an apology to the Chair;

of which meetings the Director received notice and where the Board has resolved to declare the office vacant.

36. Removal of Director

(1) The Association, through a special general meeting of members, may remove any Director before the member's term of office ends.

(2) If a vacancy arises through removal under subclause (1), an election must be held at that general meeting to fill the vacancy.

(3) Where no candidate nominates at the general meeting for the vacancy caused through removal under subclause (1), the Board may appoint a Director in accordance with clause 37.

37. Filling casual vacancy on Board

(1) If a vacancy remains on the Board after the application of clause 33 or if the office of a Director becomes vacant under clause 35, the Board may appoint any eligible member of the Association to fill that vacancy.

(2) If the office of Public Officer becomes vacant, a person must be appointed under section 26(6) of the Act to fill the vacancy.

Division 3 – Duties of Directors

38. Collective responsibility of Board

(1) As soon as practicable after being elected to the Board, each Director must become familiar with the Act and regulations made under the Act.

(2) The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

39. Chair and Deputy Chair

(1) Subject to subclauses (2) and (3), the Chair must preside at all general meetings and Board meetings.

(2) If the Chair is absent from a meeting, the Deputy Chair must preside at the meeting.

(3) If the Chair and the Deputy Chair are both absent, the presiding member for that meeting must be –

- (a) a member elected by the other members present if it is a general meeting; or
- (b) a Director elected by the other Directors present if it is a Board meeting.

40. Chief Executive Officer

(1) The Chief Executive Officer must –

- a) coordinate the correspondence of the Association;
- b) ensure minutes of all proceedings of general meetings and of Board meetings are kept in accordance with section 38 of the Act;
- c) maintain the register of members in accordance with section 34 of the Act;
- d) perform any other duties imposed by this Constitution on the Chief Executive Officer;
- e) develop and implement procedures to govern financial transactions made by staff on behalf of the Association, including banking and receipt and payment of moneys; and
- f) coordinate the preparation of the Association's annual statement of accounts.

(4) If directed to do so by the Chair, the Chief Executive Officer must submit to the Board a report, balance sheet or financial statement in accordance with that direction.

(5) The Chief Executive Officer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.

(6) The Chief Executive Officer is responsible for employing and managing all other staff of the Association, subject approval of the Board on total staffing numbers and the description and duties of positions.

41. Public officer

- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.

PART 5 - MEETINGS OF MANAGEMENT BOARD

42. Frequency and calling of meetings

- (1) The Board must meet together for the conduct of business not less than 4 times in each financial year.
- (2) The Chair, or at least half the Directors, may at any time convene a special meeting of the Board.
- (3) A special meeting may be convened to deal with an appeal under clause 24.
- (4) The Board may conduct its meetings and business using the full range of available information communication technology and any resolution reached through the use of such technology shall be as valid as those taken at any other meeting attended by Directors.

43. Voting and decision making

- (1) Each Director present at the meeting has a deliberative vote.
- (2) A question arising at a Board meeting must be decided by a majority of votes.
- (3) A question arising at a Board meeting is to be decided by a majority vote of Directors present or available and, if the votes are equal, the question is to be decided in the negative.

44. Quorum

For a Board meeting, one-half of the total number of Directors on the Board constitutes a quorum.

45. Procedure and order of business

- (1) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

46. Disclosure of interest

(1) A Director who has a direct or indirect interest in any matter considered by the Board disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.

(2) The Chief Executive Officer must record the disclosure in the minutes of the meeting.

(3) Where the declaration in clause (1) is of a pecuniary nature, the Chair must ensure a Director complies with section 32 of the Act.

(4) The Chair, or other Director chairing the meeting, may require the Director with the declared interest to leave the meeting whilst discussions on the matter are finalised and the vote taken.

PART 6 - GENERAL MEETINGS

47. Convening general meetings

(1) The Association must hold all annual general meetings within five months after the end of the Association's financial year.

(2) The Board -

a) may at any time convene a special general meeting;

b) must, within 30 days after the Chief Executive Officer receives a notice under clause 25(1), convene a special general meeting to deal with the appeal to which the notice relates; and

c) must, within 30 days after it receives a request under clause 48, convene a special general meeting for the purpose specified in that request.

48. Special general meetings

(1) Half the number of members constituting a quorum for a general meeting may make a written request to the Board for a special general meeting.

(2) The request must -

a) state the purpose of the special general meeting; and

b) be signed by the members making the request.

(3) If the Board fails to convene a special general meeting within the time allowed

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a) for clause 47(3)(b) - the appeal against the decision of the Board is upheld; and

b) for clause 47(3)(c) – the members who made the request may convene a special general meeting as if they were the Board.

(4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.

(5) The Chief Executive Officer must give to all members not less than 21 days notice of a special general meeting.

(6) The notice must specify –

a) when and where the meeting is to be held; and

b) the particulars of and the order in which business is to be transacted.

49. Annual general meeting

(1) The Chief Executive Officer must give to all members not less than 21 days notice of an annual general meeting.

(2) The notice must specify –

a) when and where the meeting is to be held; and

b) the particulars of and the order in which business is to be transacted.

(3) The order of business for each annual general meeting is as follows:

a) first – the consideration of the accounts and reports of the Board;

b) second – the announcement of the results of the election and the election of new Directors if nominations were not received for all positions;

c) third – any other business requiring consideration by the Association at the meeting.

50. Special resolutions

(1) A special resolution may be moved at any general meeting of the Association.

(2) The Chief Executive Officer must give all members not less than 14 days notice of the meeting at which a special resolution is to be proposed.

(3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

51. Notice of meetings

(1) The Chief Executive Officer must give a notice under this Part by –

a) publishing the notice in newspapers that are published across the whole of the Northern Territory and/or in regional centres where members reside; or

- b) serving it on a member personally; or
- c) sending it by post to a member at the address of the member appearing in the register of members.

(2) If a notice is sent by post under subclause (1)(c), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

52. Quorum at general meetings

At a general meeting, 20 members must be present to constitute a quorum.

53. Lack of quorum

(1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –

- a) for an annual general meeting or special general meeting convened under clause 47(3)(a) – the meeting stands adjourned to the same time on the same day in the following week, and to the same place if it is available;
- b) for a meeting convened under clause 47(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
- c) for a meeting convened under clause 47(3)(c) – the meeting lapses.

(2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.

(3) The Chair may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.

(4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(5) If a general meeting is adjourned for a period of 30 days or more, the Chief Executive Officer must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

54. Voting

(1) Subject to clause 22, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

- (2) At a general meeting –

- a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
- b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.

(3) A poll may be demanded by the Chair or by three or more members present in person or by proxy.

(4) If demanded, a poll must be taken immediately and in the manner the Chair directs.

55. Proxies

(1) A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

(2) A copy of the signed proxy must be provided to the Chief Executive Officer not less than seven days before the general meeting at which the vote is to be used.

PART 7 - FINANCIAL MANAGEMENT

56. Financial year

The financial year of the Association runs from 1 July to June 30 in the following calendar year.

57. Funds and accounts

(1) The Association must open accounts with financial institutions through which expenditure of the Association is made and into which the Association's revenue is deposited.

(2) Subject to any restrictions imposed by the Association at a general meeting, the Board may approve expenditure on behalf of the Association within the limits of the budget.

(3) The Chief Executive Officer shall manage the financial transactions, including electronic banking and funds transfers, on behalf of the Association in keeping with modern accounting and corporate governance standards.

(4) The funds and property of the Association must be used solely in promoting the objectives of the Association and in the exercise of the Association's powers.

(5) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

58. Accounts and audits

(1) The responsibility of the Board under clause 38(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –

- a) the keeping of accounting records;
- b) the preparation and presentation of the Association's annual statement of accounts; and
- c) the auditing of the Association's accounts.

59. Audit Committee

- (1) The Board shall establish an Audit Committee.
- (2) The Chief Executive Officer shall not be a member of the Audit Committee.
- (3) The Chair of the Audit Committee must be a Director not being the Chair.

PART 8 – GRIEVANCE AND DISPUTES

60. Grievance and disputes procedures

- (1) This clause applies to disputes between –
 - (a) a member and another member; or
 - (b) a member and the Board.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) 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 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be –
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement –
 - (i) for a dispute between a member and another member – a person appointed by the Board; or
 - (ii) for a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.

- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 - DARWIN AND DISTRICTS CRICKET COMPETITION

61. Darwin and Districts Cricket Competition

- (1) Unless there is an association incorporated for that purpose, the Association shall be responsible for the operation of the Darwin and Districts Cricket Competition for the benefit of senior and junior players.
- (2) The Board shall establish, in consultation with the Clubs, a committee to oversee the operation of the Competition comprising:
 - a) the elected Director representing the Clubs, who shall chair the Committee; and
 - b) such other members as agreed between the Chair and the Clubs.
- (3) The Committee may make regulations and by-laws pertaining to the conduct of the competition, including but not limited to:
 - a) The conduct of meetings;
 - b) The conduct of competitions;
 - c) Codes of conduct, including disciplinary procedures, for players, coaches, officials and administrators; and
 - d) Rules, including rules supplementary to the Laws of Cricket, pertaining to matches and competitions conducted by the Committee.

PART 10 - MISCELLANEOUS

62. Common seal

(1) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded by the Chief Executive Officer.

(2) The affixing of the common seal of the Association must be witnessed by any one of the following:

- a) the Chair;
- b) The Deputy Chair;
- c) the Public Officer.

(3) The common seal of the Association must be kept in the custody of the Chief Executive Officer or another person the Board from time to time decides.

63. Patron and Deputy Patron

(1) The Board may appoint a Patron of the Association.

(2) The Board may appoint one or more Deputy Patrons of the Association.

64. Transitional Provisions

(1) This Constitution shall come into effect immediately following its acceptance by a majority of Members at a general meeting.

(2) Nothing in this Constitution shall be taken to undermine or change the validity of acts taken and appointments made by the Board or Committees of the Association under the preceding Constitution.

(3) The transitional arrangements for the Board shall be in accordance with a special resolution passed at the General Meeting at which this Constitution was adopted.

(4) The special resolution referred to in subclause (3) shall specify the matters covered by clause 30(4), including those positions that will be elected for only one year at the commencement of this Constitution to allow for the to allow the staggered election process specified in clause 30(3) to be implemented.

65. Distribution of surplus assets on winding up

(1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.

(2) The surplus assets must be given or transferred to another association incorporated under the Act that –

- a) has similar objects or purposes;

- b) is not carried on for profit or gain to its individual members; and
 - c) is determined by resolution of the members.
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