CONSTITUTION OF

CRICKET AUSTRALIA MASTERS Incorporated

Registered as an Incorporated Association under the **Associations Incorporation Reform Act 2012 (Victoria)**

Reg No A0097119Q (Cricket Australia Masters Incorporated)

ABN 31130956773

Revised: 2026

Note

The associations who from time to time are members of the Association are an incorporated association by the name given in cl 1 of this constitution.

Under section 46 of the **Associations Incorporation Reform Act 2012**, this constitution is taken to constitute the terms of a contract between the Association and its members.

TABLE OF PROVISIONS

PART 5 - DISCIPLINARY ACTION AND GRIEVANCE PROCEDURE

PART 1 - PRELIMINARY

1. Name

The name of the incorporated association is CRICKET AUSTRALIA MASTERS Incorporated (CAM Inc).

Note: Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2. Objects and Purposes

The objects and purposes of the Association on behalf of its members are:

a) To promote, advance, cultivate, foster and control the game of cricket at all levels throughout Australia for persons above the age specified by the Board.

b) To foster and promote the spirit of cricket.

c) To promote greater community awareness of masters cricket and its contribution to the community.

d) To facilitate, promote and play matches and championships at various levels.

e) To provide conditions that make such matches and championships both competitive and enjoyable.

f) To select representative teams for such purposes as the Board deems appropriate.

g) To approve, endorse and support any official tours that the Board believes enhances the cricket experience of masters cricketers.

h) To promote social interaction in keeping with the traditions of cricket.

i) To liaise with Cricket Australia and the various State and Territory Cricket Associations of Australia and any other group consistent with conducting any of these objects.

j) To do all things and acts that will assist, promote and further the objects and interests of this body.

3. Financial Year

The financial year of the Association is each period of 12 months ending on 30 June.

4. Definitions in this Constitution

a) **Absolute majority**, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time.

b) **Advisory Group** means the group made up of the President of the Board, State and Territory Presidents (or nominees), Playing Group Chairs and the Umpires Coordinator.

c) **Appeal meeting** means a meeting of the representatives of the Association convened under cl 60.c).

d) **Association**, unless otherwise stated, is CRICKET AUSTRALIA MASTERS Incorporated (CAM Inc).

e) **Board** means the committee having management of the business of the Association, ie. the Board of CAM Inc.

f) **Board meeting** means a meeting of the Board held in accordance with this constitution.

g) **Board member** means a person properly nominated, elected or appointed to the Board in accordance with this constitution.

h) **Chairperson**, of a Board meeting or Advisory Group meeting, means the person chairing the meeting as required under cl 24.

i) **Conduct meeting** means a meeting of the Board subcommittee convened for the purposes of Part 5.

j) **Conduct subcommittee** means the subcommittee appointed under Part 5.

k) **Constitution** means these rules as properly adopted and amended by the Board of CRICKET AUSTRALIA MASTERS Incorporated (CAM Inc).

l) **Director** means a Board member elected or appointed to one of the four named Director portfolio positions under cl 21.a).v).

m) **Executive Officer** means the person appointed to the Executive Officer position under cl 34.

n) **Financial year** means the 12 month period specified in cl 3.

o) **General Meeting** is any meeting of the Board that is not an annual general meeting or a special meeting as set out in Part 4, Division 4 of this constitution.

p) **Masters** means persons who either turn a specific age as determined by the Board in the current calendar year or who have already reached that age.

q) **Member** and **Member Organisation** mean a Member of CAM Inc. as described under Part 3.

r) **Member entitled to vote** means a representative of a member association who under cl 13 is entitled to vote at an Advisory Group meeting.

s) **Playing Group** means a committee made up of representatives from each of the member associations responsible for a specific age group or category of players, as established under Part 4, Division 5.

t) **Special resolution** means a resolution that requires not less than three quarters of the Board members eligible to vote at a Board meeting, whether in person or by proxy, to vote in favour of the resolution.

u) **The Act** means the **Associations Incorporation Reform Act 2012 (Victoria)** and includes any regulations made under that Act.

v) **The Registrar** means the Registrar of Incorporated Associations (Victoria).

PART 2 - POWERS OF THE ASSOCIATION

5. Powers of the Association

a. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

b. Without limiting subrule (a), the Association may:

i. acquire, hold and dispose of real or personal property.

ii. open and operate accounts with financial institutions.

iii. invest its money in any security in which trust monies may lawfully be invested.

iv. raise and borrow money on any terms and in any manner as it thinks fit.

v. secure the repayment of money raised or borrowed, or the payment of debt or liability.

vi. appoint agents to transact business on its behalf.

vii. enter into any other contract it considers necessary or desirable.

c. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for Profit Organisation

a. The Association must not distribute any surplus, income or assets directly or indirectly to its members or representatives of its members.

i. This clause does not apply to money held in trust for those members or representatives of those members.

b. As determined by the Board, a state or territory association (CAM Inc member) is entitled to keep any profits earned by hosting any championships or event approved by the Board.

i. The host state or territory association must ensure that all such profit be directed to the objects and purposes for which that association exists.

ii. The financial accounts for such championships or event must be provided to the Board as soon as they have been audited.

c. Sub-clause (a) does not prevent the Association from paying a representative of a member:

i. reimbursement for expenses properly incurred by the representative of a member; or

ii. for goods or services provided by the representative of a member - if this is done in good faith on terms no more favourable than if the member was not a member.

d. The Board shall not be liable for any debts or losses so accrued by the state or territory association by hosting any championships or event approved by the Board unless determined otherwise by the Board.

Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3 - MEMBERSHIP OF CAM INC

7. Minimum Number of Members

The Association must have at least 5 members.

8. Who is Eligible to be a Member

A single incorporated association from each Australian state or territory whose objects and purposes are to promote, advance, cultivate, foster and control the game of cricket at all levels for persons of an age designated by the Board and over within that state or territory, shall be eligible for membership of CAM Inc.

As at 25 June 2026 the members of CRICKET AUSTRALIA MASTERS are:

- Veterans Cricket Victoria Inc.
- NSW Masters Cricket Incorporated
- Queensland Veterans Cricket Inc.
- South Australian Masters Cricket Association Incorporated
- Western Australia Veterans Cricket Incorporated
- Veterans Cricket Tasmania Inc.
- Masters Cricket ACT Incorporated

9. Application for Membership

a. To apply to become a member of CAM Inc, an association must first apply for membership of CAM Inc by submitting a written application to the Board of CAM Inc stating that the association:

i. wishes to become a member of CAM Inc; and

ii. supports the purposes of the CAM Inc; and

iii. is incorporated within that state or territory; and

iv. agrees to comply with this constitution.

b. The application:

i. must be signed by the President of the applicant association; and

ii. must be accompanied by a copy of its constitution and/or rules and/or articles of incorporation.

iii. must be accompanied by any joining or affiliation fee.

NOTE: The joining or affiliation fee is the fee (if any) determined by the Board under cl 12.

10. Consideration of Application

a. As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.

b. The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.

c. If the Board rejects the application, it must return any money accompanying the application to the applicant.

d. No reason need be given for the rejection of an application.

11. New Membership

a. If an application for membership is approved by the Board:

> i. the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
>
> ii. details of the new member, its president, secretary and treasurer, and the date of becoming a member must be entered in the register of members; and
>
> iii. details of the president's nominee if the president is not to represent the new member on the Advisory Group; and
>
> iv. any organisation with which CAM Inc has an on-going interest must be notified.

b. An association becomes a member of CAM Inc and, subject to cl 13.b, is entitled to exercise its rights of membership from the date, whichever is the later, on which:

> i. the Board approves the membership; or
>
> ii. any joining or membership fee is received by the Board.

12. Annual Subscription and Fee on Joining

a. At each annual general meeting, the Board must determine:

> i. the amount of the annual subscription (if any) for the following financial year; and
>
> ii. the date for payment of the annual subscription.

b. The Board may determine the amount for payment and the date by which it is to be paid that any new member who joins after the start of a financial year must pay for that financial year.

c. The rights of a member (including the right to participate in the Advisory Group) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General Rights of Members

a. A member of CAM Inc has the right:

> i. to be represented on the Advisory Group;
>
> ii. to receive notice of Board meetings and Advisory Group meetings and of proposed special resolutions in the manner and time prescribed by this constitution;
>
> iii. to submit items of business for consideration at a Board meeting or Advisory Group meeting;
>
> iv. to participate in Advisory Group meetings;

v. to have access to the minutes of Board meetings and Advisory Group meetings and other documents of the Association as provided under cl 74;

vi. to inspect the register of members. See also cl 18 (Register of Members).

b. A member is entitled to participate in the Advisory Group if:

i. more than 10 business days have passed since the association became a member of CAM Inc; and

ii. the member's membership rights are not suspended for any reason.

14. Other Categories of Membership

a. The Board may, by special resolution, create from time to time, new classes of membership with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new category creates, alters or extinguishes rights, privileges or obligations of any existing class of members.

b. Annual fees for such classes, if any, shall be determined by the Board at each annual general meeting.

c. Affiliate Membership has been created to enable national associations who do not meet state and territory membership requirements to join CAM Inc.

i. Affiliate members have full membership rights as detailed in cl 13 of this Constitution.

15. Rights Not Transferable

The rights of a member are not transferable and end when membership ceases.

16. Ceasing Membership

a. Membership ceases in the event of either:

i. a member withdrawing from CAM Inc;

ii. a member is taken to have withdrawn from CAM Inc if the annual subscription is more than 12 months in arrears; or

b. Where no annual subscription is payable, a member is taken to have withdrawn if:

i. the Secretary has made a written request to the member to confirm that it wishes to remain a member; and

ii. the member has not, within 3 months of receiving that request, confirmed in writing that it wishes to remain a member.

c. If an association ceases to be a member of the Association, the Secretary must, as soon as practicable:

i. enter the date the association ceased to be a member in the register of members; and

ii. notify any organisation with which CAM Inc has an on-going interest.

d. There shall be no refund of any part of any membership fee already paid in the event of cessation of membership.

17. Resigning as a Member

A member may resign by notice in writing given to the Board.

18. Register of Members

a. A register of members must be kept and updated as necessary, that includes:

i. The names and contact details of the president, secretary and treasurer of each member association;

ii. Any other information determined by the Board; and

iii. For each current member: - The member's name - The address for notice last given by the member - The date of becoming a member

iv. For each former member, the date of ceasing to be a member.

b. Any member may, at a reasonable time and free of charge, inspect the register of members.

Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the register of members.

PART 4 - BOARD

Division 1 - Powers of the Board

19. Role and Powers

a. The business of CAM Inc is to be managed by and under the direction of the Board.

b. The Board may exercise all the powers of the Association.

c. The Board may:

i. appoint and remove staff as it considers appropriate; and

ii. establish committees and sub-committees with terms of reference it considers appropriate;

iii. appoint appropriate people to its committees and sub-committees. Such people may be either Board members or others considered appropriate to the task of the committee or sub-committee. All committees of the Board shall be chaired by a Board member.

d. In addition to certain matters specified in the Act, a special resolution is required:

i. to remove an office bearer;

ii. to discipline a member of the Board;

iii. to discipline a member of the Association;

iv. to affiliate or disaffiliate a state or territory or other category of member;

v. to create other categories of membership as set out in cl 14 and 35;

vi. to alter this constitution, including changing the name or any of the purposes of the Association.

20. Delegation

a. The Board may delegate to one of its members, committees or sub-committees or staff, any of its powers and functions other than:

i. this power of delegation; or

ii. a duty imposed on the Board by the Act or any other law.

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

c. The Board may, in writing, revoke a delegation wholly or in part.

d. The President shall be an ex-officio member of any Board committee.

Division 2 - Composition of Board and Duties of its Members

21. Composition of Board

a. The Board shall consist of:

i. the President;

ii. the Secretary;

iii. the Treasurer;

v. Four Directors, with responsibility for, but not limited to: Governance and Strategy; Stakeholder Engagement and Partnerships; Communications and Marketing; and Finance and Operations.

iv. the Executive Officer as a non-voting, ex-officio member

22. Composition of the Advisory Group

a. The Advisory Group shall consist of:

i. The President of the Board (Chair);

ii. The President or nominee of each of the members;

iii. The Chairperson of each of the Playing Groups; and

iv. The Umpire Coordinator.

23. General Duties

a. As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with this constitution and the Act.

b. The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with this constitution.

c. Board members must exercise their powers and discharge their duties with reasonable care and diligence.

d. Board members must exercise their powers and discharge their duties:

i. in good faith in the best interests of CAM Inc; and

ii. for a proper purpose.

e. Board members and former Board members must not make improper use of:

i. their position; or

ii. information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to CAM Inc.

Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

f. In addition to any duties imposed by this constitution, a Board member must perform any other duties imposed from time to time by resolution at a Board meeting.

g. It is the responsibility of an Advisory Group member to:

i. consult with his/her association or playing group to the extent determined by that association or playing group;

ii. keep his/her association or playing group advised on all relevant matters as approved by the Board.

24. President

a. The President is the Chairperson for any Board meetings and may chair committee meetings.

b. If the President is absent, or unable to preside, the Chairperson of the meeting must be a Board member elected by the other Board members present.

c. The President chairs meetings of the Advisory Group.

25. Secretary

a. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example: Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

b. The Secretary must:

i. maintain the register of members in accordance with cl 18;

ii. keep custody of all books, documents and securities of the Association, except for the financial records;

iii. subject to the Act and this constitution, provide members with access to the register of members, the minutes of Board meetings and other books and documents;

iv. perform any other duty or function imposed on the Secretary by this constitution.

c. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

26. Treasurer

a. The Treasurer must:

i. receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;

ii. ensure that all moneys received are paid into the account of the Association within 10 working days after receipt;

iii. make any payments authorised by the Board from the Association's funds;

iv. ensure electronic payments are lodged and approved by two out of three persons authorised to do so by the Board.

b. The Treasurer must:

i. ensure that the financial records of the Association are kept in accordance with the Act;

ii. coordinate the preparation of the financial statements of the Association prior to their submission to the Annual General Meeting of the Association.

c. The Treasurer must ensure that two other Board member have access to the accounts and financial records of the Association.

27. Executive Officer

a. The Executive Officer is responsible for the operational management and administration of the Association under the direction of the Board.

b. The Executive Officer must:

i. implement decisions and policies of the Board;

ii. manage day-to-day operations of the Association;

iii. coordinate activities of committees and sub-committees as directed by the Board;

iv. provide regular reports to the Board on operational matters;

v. perform any other duty or function imposed on the Executive Officer by the Board.

c. The Executive Officer is a non-voting member of the Board and the position is an employed position appointed in accordance with cl 34.

28. Directors

a. Each Director shall hold one of the following named portfolios, with the responsibilities set out below:

b. The four Director portfolios and their responsibilities are:

i. Director – Governance & Strategy: responsible for strategic planning, board governance, constitutional compliance, risk management, and oversight of CAM's cricket policy framework including liaison with State and Territory bodies;

ii. Director – Finance & Operations: responsible for financial oversight, budgeting, operational management, program delivery, national and international tournaments, and technology;

iii. Director – Stakeholder Engagement & Partnerships: responsible for relationships with clubs, players, State and Territory bodies, national bodies, sponsors, and funding bodies; and

iv. Director – Communications & Marketing: responsible for brand management, digital presence, social media, and member communications.

c. The Board may by resolution assign a Director to a different portfolio where circumstances require, provided that all four portfolios remain filled at all times.

d. Directors must:

i. provide leadership and expertise in their allocated portfolio areas;

ii. report to the Board on matters within their portfolio;

iii. coordinate with relevant committees and sub-committees;

iv. perform any other duties imposed by the Board.

Division 3 - Election of Board Officers and Tenure of Office

29. Who is Eligible to be a Board Officer

a. Any member of the Association (being an individual who is a member of a member association) is eligible to be elected or appointed as an officer of the Board, except for the Executive Officer position.

b. The Executive Officer is appointed through a selection process determined by the Board and may be any person with appropriate qualifications and experience.

30. Positions to be Declared Vacant

a. This clause applies to:

i. The first Annual General Meeting of CAM Inc after adoption of this revised constitution; and

ii. Any subsequent Annual General Meeting of the Association, after the annual report and all other reports due to be received and financial statements of the Association have been received.

b. At each Annual General Meeting the Chairperson must declare vacant, and conduct or facilitate elections and appointments for, the following positions in accordance with cl 31 to 34:

i. Secretary and Treasurer — declared vacant at every AGM;

ii. President, Director – Finance & Operations (elected), and Director – Governance & Strategy (appointed) — together the Year A positions — declared vacant at every second AGM (Year A AGMs). The first Year A AGM is the first AGM held after adoption of this constitution. Subsequent Year A AGMs occur every two years thereafter;

iii. Director – Communications & Marketing (elected) and Director – Stakeholder Engagement & Partnerships (appointed) — together the Year B positions — declared vacant at every second AGM (Year B AGMs), being the AGM immediately following each Year A AGM and every two years thereafter.

c. Transitional provision — first election cycle: At the first AGM after adoption of this constitution, all four Director positions shall be declared vacant and filled in accordance with cl 31 to 34. The Director – Finance & Operations shall be elected from open nominations and the Director – Governance & Strategy shall be filled by the Advisory Group exercising its power under cl 32A(b)(i) to call for nominations in the first instance, with both serving an initial term of one year only, after which they become Year A positions. The Director – Communications & Marketing shall be elected from open nominations and the Director – Stakeholder Engagement & Partnerships shall be filled by the Advisory Group exercising its power under cl 32A(b)(i) to call for nominations in the first instance, with both serving a full two-year term as Year B positions. The President elected at the first AGM shall serve a full two-year term as a Year A position from the second AGM onwards.

31. Nominations

a. Nominations will be called for from all members of the Association at least 21 days prior to each AGM. The positions for which nominations are called will depend on whether the AGM is a Year A or Year B AGM (as defined in cl 30), as follows:

i. At every AGM — Secretary and Treasurer;

ii. At Year A AGMs — in addition to (i): President; and Director – Finance & Operations;

iii. At Year B AGMs — in addition to (i): Director – Communications & Marketing.

iv. Nominations are called only for the two elected Director positions (Director – Finance & Operations and Director – Communications & Marketing). The two appointed Director positions (Director – Governance & Strategy and Director – Stakeholder Engagement & Partnerships) are filled by the Advisory Group under cl 32A and are not subject to open nominations.

b. Nominations must:

i. be in writing;

ii. include the nominee's consent;

iii. be submitted to the Secretary by the closing date specified in the call for nominations;

iv. include a brief statement of the nominee's relevant experience and qualifications.

c. The Secretary must circulate all valid nominations to:

i. All Board members at least 14 days prior to the AGM;

ii. All Advisory Group members at least 14 days prior to the AGM.

32. Election of President and Directors

a. Following the AGM, the Advisory Group will meet to elect the positions declared vacant at that AGM. Elections will be conducted as follows for each position:

i. If only one nominee is received for a position, the Advisory Group must declare that member elected to that position;

ii. If more than one nominee is received for a position, a ballot must be held in accordance with cl 36 to elect one person to that position.

b. At a Year A AGM, the Advisory Group elects the President and the Director – Finance & Operations from among nominees, and separately appoints the Director – Governance & Strategy in accordance with cl 32A. At a Year B AGM, the Advisory Group elects the Director – Communications & Marketing from among nominees, and separately appoints the Director – Stakeholder Engagement & Partnerships in accordance with cl 32A.

c. If no valid nominations are received for an elected Director position, the Advisory Group may appoint an eligible person to that position in accordance with cl 32A until the next relevant AGM.

d. On his or her election, the new President (at a Year A AGM) may take over as Chairperson of the Advisory Group meeting.

32A. Appointment of Additional Directors

a. The Advisory Group shall appoint persons to fill the two appointed Director positions: Director – Governance & Strategy (at each Year A AGM) and Director – Stakeholder Engagement & Partnerships (at each Year B AGM). These positions are not subject to open nominations from the membership.

b. The Advisory Group may:

i. call for nominations from eligible persons for these positions; or

ii. identify and approach suitable candidates; or

iii. appoint persons from among the Advisory Group members.

c. In making these appointments, the Advisory Group should consider:

i. skills and expertise relevant to the specific appointed portfolio (governance, strategy and compliance for the Governance & Strategy role; stakeholder relationships and partnerships for the Stakeholder Engagement & Partnerships role);

ii. portfolio requirements identified by the Board;

iii. geographic and demographic diversity where appropriate.

d. Appointments under this clause may be made at the same meeting as the elections under cl 32, or at a subsequent Advisory Group meeting, but should be completed within 60 days of the AGM.

33. Appointment of Secretary and Treasurer

a. Once elected, the President will nominate the Secretary and Treasurer from among the nominees for those positions.

b. The President's nominations must be approved by a majority vote of the Board.

c. The President must present the nominations to the Board at the first Board meeting following the AGM, or as soon as practicable thereafter.

d. If the Board does not approve a nomination, the President must nominate an alternative candidate for Board approval.

e. If only one nominee is received for a position, the President may nominate that person or may decline to make a nomination and call for further nominations.

f. In making nominations, the President should consider:

i. the skills and experience of nominees;

ii. the need to build an effective and cohesive Board;

iii. geographic diversity where appropriate.

34. Appointment of Executive Officer

a. The Executive Officer shall be appointed by the Board from time to time subject to a selection process determined by the Board.

b. The selection process must:

i. be advertised appropriately to attract qualified candidates;

ii. include assessment of qualifications, experience and suitability;

iii. be conducted in a fair and transparent manner.

c. The appointment is an employed position subject to:

i. terms and conditions determined by the Board;

ii. a written employment agreement;

iii. performance review processes established by the Board.

d. The Board may terminate the appointment of the Executive Officer in accordance with the employment agreement and applicable employment law.

35. Election of Other Categories of Membership

a. The Annual General Meeting must decide the number of members in such other categories of membership created under cl 14.

b. Such members may be:

i. Elected; or

ii. Appointed as determined by the Board.

c. If members are to be elected, a single election may be held to fill all of those positions.

d. If the number of nominees received for the position of ordinary member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

e. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with cl 36.

36. Ballot

a. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a person to act as returning officer to conduct the ballot. The ballot may be conducted in person or remotely (including by electronic means), or by a combination of both, as determined by the Chairperson.

b. The returning officer must not be a nominee for any position being voted upon.

c. Before the ballot is taken, each candidate may make a short speech in support of his or her election. Where the ballot is conducted remotely, each candidate may deliver their address by electronic means, including by video conference or written statement circulated to voters.

d. The election must be by secret ballot, whether conducted in person or remotely. Where conducted remotely, the returning officer must use a method that ensures the secrecy of each vote, such as a secure electronic voting platform or sealed electronic submission.

e. The returning officer must distribute a ballot paper to each eligible voter. Where the ballot is conducted in person, the returning officer must give a blank piece of paper to each member of the Advisory Group present (in the case of Advisory Group elections) or each Board member present (in the case of Board elections). Where the ballot is conducted remotely, the returning officer must distribute the ballot paper by electronic means to each eligible voter using a secure and verifiable method.

f. If the ballot is for a single position, the voter must indicate on the ballot paper the name of the candidate for whom they wish to vote. Where the ballot is conducted remotely, the voter may indicate their choice by electronic means in the manner specified by the returning officer.

g. If the ballot is for more than one position:

> i. the voter must indicate on the ballot paper the name of each candidate for whom they wish to vote, whether in writing or by electronic means as directed by the returning officer;
>
> ii. the voter must not write the names of more candidates than the number to be elected.

h. Ballot papers that do not comply with subrule (g)(ii) are not to be counted.

i. Each ballot paper or electronic ballot submission on which the name of a candidate has been indicated counts as one vote for that candidate.

j. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

k. If the returning officer is unable to declare the result of an election under subrule (j) because 2 or more candidates received the same number of votes, the returning officer must:

> i. conduct a further election for the position in accordance with subrules (d) to (j) to decide which of those candidates is to be elected; or
>
> ii. with the agreement of those candidates, decide by lot which of them is to be elected.

Examples: The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

37. Term of Office

a. Subject to subrule (c) below, cl 16, 17 and 38, or relevant disciplinary action under Part 5, Division 1, Board members hold office for the following terms:

i. President and all Directors — two years from the date of election or appointment, until their position is next declared vacant in accordance with cl 30;

ii. Secretary and Treasurer — one year from the date of appointment, until their position is declared vacant at the next AGM.

b. A Board member may be re-elected or re-appointed to any position.

c. A Board meeting of the Association may:

i. by special resolution remove a Board member from office (except the Executive Officer, whose removal is governed by cl 34.d); and

ii. elect or appoint an eligible person to fill the vacant position in accordance with this Division.

d. A member who is the subject of a proposed special resolution under subrule (c)(i) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Board.

e. The Secretary or the President may give a copy of the representations to each member of the Board or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

38. Vacation of Office

a. An office bearer may resign from his or her position by written notice addressed to the Board.

b. The Executive Officer's position becomes vacant in accordance with the employment agreement or cl 34.d.

Notes: See also cl 16 and 17, and Part 5 Division 1 (Disciplinary action). The Secretary must reside in Australia.

39. Filling Casual Board Vacancies

a. The Board may appoint any person eligible under cl 29 to fill a position on the Board that:

i. has become vacant under cl 38.a; or

ii. was not filled by election or appointment at the last Annual General Meeting.

b. If the President position becomes vacant, the Board must:

i. appoint an Acting President from among the Board members; and

ii. within 60 days, convene a meeting of the Advisory Group to elect a new President from eligible nominees.

c. If a Director position becomes vacant and that position was originally elected by the Advisory Group, the Board must:

i. appoint an Acting Director from among eligible persons; and

ii. within 90 days, convene a meeting of the Advisory Group to elect a new Director from eligible nominees; or

iii. determine to leave the position vacant until the next AGM.

d. If a Director position becomes vacant and that position was originally appointed by the Advisory Group under cl 32A, the Board must:

i. appoint an Acting Director from among eligible persons; and

ii. within 90 days, convene a meeting of the Advisory Group to appoint a new Director; or

iii. determine to leave the position vacant until the next AGM.

e. If the Secretary or Treasurer position becomes vacant, the President must nominate a replacement from among eligible persons, subject to Board approval.

f. If the Executive Officer position becomes vacant, the Board must initiate the selection process under cl 34 as soon as practicable.

g. Rule 37 applies to any office bearer appointed by the Board under this clause.

h. The Board may continue to act despite any vacancy in its membership.

Division 4 - Meetings of Board

40. Meetings of Board

a. The Annual General Meeting of the Association shall also be the Annual General Meeting of the Board of CAM Inc.

b. The Board must convene an Annual General Meeting within 5 months of the end of the Association's financial year. At least 21 days' notice must be given of an Annual General Meeting.

c. The ordinary business of the Annual General Meeting is as follows:

i. to confirm the minutes of the previous Annual General Meeting and of any Board meeting held since then;

ii. to receive and consider:
the annual report of the Board President on the activities of the Association and the Board during the preceding financial year;
the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;

Auditor or Reviewers Financial Report;
reports of other such Board or association activities as requested;

iii. to facilitate the election and appointment of Board members in accordance with Division 3 of this Part;

iv. to elect an auditor as required;

v. to confirm or vary the amounts (if any) of the annual subscription and joining fee.

d. The Board must hold general meetings at least 2 times in addition to its Annual General Meeting in each year at the dates, times and places and in the form determined by the Board.

e. The date, time, form and place of the first Board meeting must be determined by the members of the Board as soon as practicable at or after the Annual General Meeting of the Association at which the office bearers were elected.

f. Special Board meetings may be convened by the President or by at least one third of the members of the Board.

41. Notice of Meetings

a. At least 21 days' notice must be given of a Board meeting.

b. Notice may be given of more than one Board meeting at the same time.

c. The notice must include:

i. the date, time, form and place of the meeting;

ii. the general nature of the business to be conducted;

iii. whether a proxy is not allowed on any agenda item;

iv. advice regarding appointment of a proxy as per cl 44.

d. In the event of matters for which insufficient notice has been given are raised at a meeting:

i. these shall only be discussed if they are accompanied by a written discussion paper;

ii. the matter shall not be voted on unless a motion to the contrary is moved and passed by a majority of the Board members present.

42. Urgent Meetings

a. In cases of urgency, a meeting can be held without notice being given in accordance with cl 41 provided that as much notice as possible is given to each Board member by the quickest means practicable.

b. Any resolution made at the meeting must be passed by an absolute majority of the Board.

c. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

d. For the purposes of expediting decision-making by the Board, the president shall have the power to call for a Board decision to be made outside of prearranged meeting dates by such means as a "circular resolution".

i. A circular resolution should contain the necessary background information in relation to the matter(s) being canvassed;

ii. A circular resolution should contain a form of motion proposed in relation to the matter(s) or the suggested outcome(s);

iii. All members will be requested to cast a vote for a specific motion/s by a nominated date through electronic means;

iv. A non-received vote will be taken as an abstained vote;

v. The usual protocols for passing or rejecting of such motions will apply;

vi. Any such circular resolution whether passed or rejected shall be confirmed at the next meeting of the Board immediately after the confirmation of the minutes of the previous meeting.

43. Procedure and Order of Business

a. The procedure to be followed at a Board meeting must be determined from time to time by the Board.

b. The order of business may be determined by the Board members present at the meeting.

44. Proxies

a. A Board member may appoint another Board member as his or her proxy to vote and speak on his or her behalf at a Board meeting other than at a disciplinary appeal meeting.

b. The Board member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

c. The President must be advised of the appointment of a proxy prior to the commencement of the Board meeting.

d. A member may use any form that clearly identifies the person appointed as the member's proxy.

i. If provided electronically, the notice of proxy must come directly from the Board member.

e. Any such form appointing a proxy must be provided to the Chairperson of the meeting before the commencement of the meeting.

45. Use of Technology

a. A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.

b. For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule (a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

46. Quorum

a. No business may be conducted at a Board meeting unless a quorum is present.

b. The quorum for a Board meeting is the presence (in person or as allowed under cl 44 and 45) of a majority of the Board members.

c. If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date, form and place to which the meeting is adjourned must be given in accordance with cl 41.c.

47. Voting

a. On any question arising at a Board meeting, each Board member present at the meeting has one vote.

b. A motion is carried if a majority of members present at the meeting vote in favour of the motion.

c. Sub-clause (b) does not apply to any vote on a special resolution.

d. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

e. Voting by proxy is permitted as in cl 44 unless otherwise stated by the Board prior to and in the notice of the meeting.

48. Conflict of Interest

a. A Board member who has an actual, potential or perceived material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.

b. Once a conflict has been identified, the Board will determine how it will be managed which may require that the conflicted member:

> i. Refrain from participating in any discussion about related matters;
>
> ii. Remove themselves from the room; or
>
> iii. Abstain from voting on any matter related to the conflict.

Note: Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a Board meeting may be called to deal with the matter.

c. This clause does not apply to a material personal interest:

> i. that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
>
> ii. that the member has in common with all, or a substantial proportion of, the members of CAM Inc.

49. Minutes of Meeting

a. The Board must ensure that minutes are taken and kept of each Board meeting.

b. The minutes must record the following:

i. the names of the Board members in attendance at the meeting;

ii. the business considered at the meeting;

iii. any resolution on which a vote is taken, the mover and seconder of the resolution, and the result of the vote;

iv. any material personal interest disclosed under cl 48.

50. Leave of Absence

a. The Board may grant a Board member leave of absence from meetings for a period not exceeding 3 months.

b. The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the member to seek the leave in advance.

Division 5 - Advisory Group Meetings

51. Purpose of Playing Groups

a. The Association shall maintain Playing Groups for the following categories:

i. Over 40s

ii. Over 50s

iii. Over 60s

iv. Over 70s

v. Women

vi. Such other age groups or categories as determined by the Board from time to time.

b. The purpose of Playing Groups is to:

i. manage and coordinate activities for their respective age group or category;

ii. organize and oversee national championships for their group;

iii. provide advice to the Board on matters affecting their group;

iv. liaise with member associations on playing group matters.

52. Composition of Playing Groups

a. Following each AGM, the Secretary shall request each Member to nominate a representative to each Playing Group.

b. Each Member may nominate one representative to each Playing Group.

c. Nominations must be submitted to the Secretary within 30 days of the request.

d. A Playing Group shall consist of all representatives nominated by Members for that group.

53. Election of Playing Group Chairpersons

a. Within 60 days of the AGM, each Playing Group shall meet to elect a Chairperson from among its members.

b. The election shall be conducted by the Secretary or their nominee, who shall act as returning officer.

c. If only one nomination is received for Chairperson, that person shall be declared elected.

d. If more than one nomination is received, a secret ballot shall be held with each representative having one vote.

e. The candidate receiving the most votes shall be elected as Chairperson.

f. In the event of a tie, a second ballot shall be held between the tied candidates.

g. The elected Chairperson becomes a member of the Advisory Group in accordance with cl 22.

54. Term of Office for Playing Group Representatives

a. Playing Group representatives hold office until new representatives are nominated following the next AGM.

b. A representative may be re-nominated for consecutive terms.

c. If a representative resigns or is unable to continue, a replacement may be nominated.

55. Playing Group Meetings

a. Each Playing Group shall meet as required to fulfill its purposes, but at least twice per year.

b. The Chairperson of each Playing Group shall convene meetings and determine the agenda in consultation with group members.

c. Playing Groups may establish their own procedures for meetings, subject to this constitution and any directions from the Board. Meeting minutes to be forwarded to the CAM Secretary for distribution.

Division 6 – Advisory Group

56. Role of Advisory Group

a. The Advisory Group provides advice and input to the Board on:

i. strategic direction of the Association;

ii. operational matters affecting members and playing groups;

iii. national and international tournament matters;

iv. any other matters referred to it by the Board.

b. The Advisory Group is not a decision-making body except for the election of the President and two Directors as provided in cl 32.

c. The Board must:

i. seek input from the Advisory Group on major policy decisions;

ii. provide regular reports to the Advisory Group on Board activities;

iii. consider recommendations made by the Advisory Group.

d. Minutes of Advisory Group meetings must be kept and made available to Board members and member associations.

57. Advisory Group Meetings

a. The Advisory Group must meet at least twice per year in addition to the meeting held following the AGM for election purposes.

b. The date, time, form and place of Advisory Group meetings shall be determined by the President in consultation with the Board.

c. Special Advisory Group meetings may be convened by:

i. the President;

ii. the Board by resolution; or

iii. at least one third of the members of the Advisory Group.

58. Notice of Advisory Group Meetings

a. At least 14 days' notice must be given of an Advisory Group meeting.

b. Notice may be given of more than one Advisory Group meeting at the same time.

c. The notice must include:

i. the date, time, form and place of the meeting;

ii. the general nature of the business to be conducted.

d. In cases of urgency, a meeting can be held with shorter notice provided that as much notice as possible is given to each Advisory Group member by the quickest means practicable.

59. Quorum for Advisory Group

a. No business may be conducted at an Advisory Group meeting unless a quorum is present.

b. The quorum for an Advisory Group meeting is the presence (in person or by technology) of:

i. the President or their nominee; and

ii. representatives of at least half of the Members; and

iii. at least half of the Playing Group Chairs.

c. If a quorum is not present within 30 minutes after the notified commencement time, the meeting must be adjourned to a date no later than 14 days after the adjournment.

60. Voting at Advisory Group Meetings

a. The Advisory Group operates primarily by consensus and discussion.

b. Where a vote is required for election purposes under cl 32, each member of the Advisory Group present has one vote.

c. Each Member is entitled to one vote regardless of the number of representatives present.

d. Each Playing Group Chair has one vote.

e. The Umpires Coordinator has one vote.

f. The President has one vote and, if votes are equally divided, a casting vote.

PART 5 - DISCIPLINARY ACTION AND GRIEVANCE PROCEDURE

Division 1 - Disciplinary Action

61. Grounds for Taking Disciplinary Action

a. CAM Inc may take disciplinary action against a member or a Board member in accordance with this Division if it is determined that the member or Board member:

i. has failed to comply with this constitution; or

ii. refuses to support the purposes of the Association; or

iii. has engaged in conduct prejudicial to the Association or to the Board.

62. Conduct Subcommittee

a. If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member or a Board member, the Board must appoint a conduct subcommittee to hear the matter and determine what action, if any, to take.

i. the conduct meeting may be conducted electronically if it is impractical to meet in person.

b. The members of the conduct subcommittee:

i. may be Board members, or anyone else; but

ii. must not be biased against, or in favour of, the member or Board member concerned.

63. Notice to a Member or Board Member

a. Before disciplinary action is taken, the Board must give written notice to the member, or Board member and their affiliate association:

i. stating that the Association proposes to take disciplinary action;

ii. stating the grounds for the proposed disciplinary action;

iii. specifying the date, form, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the conduct meeting);

iv. advising the member or Board member that it may do one or both of the following: attend the conduct meeting either in person or electronically and address the conduct subcommittee at that meeting; provide a written statement to the conduct subcommittee at any time before the conduct meeting;

v. setting out the member or Board member's appeal rights under cl 65.

b. The notice must be given no later than 14 days before the conduct meeting is held.

64. Decision of Subcommittee

a. At the conduct meeting, the conduct subcommittee must:

i. Give the member or Board member an opportunity to be heard; and

ii. consider any written statement submitted by the member or Board member.

b. After complying with subrule (a), the conduct subcommittee may:

i. take no further action; or

ii. subject to subrule (c): reprimand the member or Board member; or - suspend the membership rights of the member, or Board membership rights of the Board member for a specified period; expel the member from the Association or the Board member from the Board.

c. The conduct subcommittee may not fine the member or Board member.

d. Action taken under this clause takes effect immediately after the vote is passed.

65. Appeal Rights

a. An member or Board member whose rights have been suspended or who has been expelled from the Board or Association under cl 64 may give notice to the effect that it wishes to appeal against the suspension or expulsion.

b. The notice must be in writing and given:

i. to the conduct subcommittee immediately after the vote to suspend or expel the member or Board member is taken; or

ii. to the Board not later than 48 hours after the vote.

c. If the member or Board member has given notice under subrule (b), an appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

d. The appeal subcommittee shall consist of 3 members, who:

i. may be Board members, or anyone else; but - must be chaired by a Board member;

ii. No member of the original conduct committee shall participate in the appeal meeting;

iii. the appeal meeting may be conducted electronically if it is impractical to meet in person.

e. Notice of the appeal meeting must be given to each member of the Board as soon as practicable and must:

i. specify the date, time, form and place of the meeting; and

ii. state: the name of the member or Board member against whom the disciplinary action has been taken; the grounds for taking that action; that at the appeal meeting the members attending must vote on whether the original decision should be upheld or revoked.

66. Conduct of Appeal Meeting

a. At an appeal meeting:

i. no business other than the question of the appeal may be conducted;

ii. the conduct committee must state the grounds for suspending or expelling the member or Board member and the reasons for taking that action;

iii. the member or Board member who has been suspended or who has been expelled must be given an opportunity to be heard.

b. After complying with subrule (a), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the original decision should be upheld or revoked.

c. A member may not vote by proxy at an appeal meeting.

d. The decision is upheld if a simple majority of the members voting at the meeting vote in favour of the decision.

Division 2 - Grievance Procedure

67. Application

a. The grievance procedure set out in this Division applies to disputes under this constitution between:

i. members of the Association;

ii. members of the Board;

iii. a member of the Association and the Association itself;

iv. a member of the Board and the Association.

b. A member of the Association or Board member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

68. Parties Must Attempt to Resolve the Dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

69. Appointment of Mediator

a. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by cl 63, the parties must within 10 days:

i. notify the Board of the dispute; and

ii. agree to or request the appointment of a mediator; and

iii. attempt in good faith to settle the dispute by mediation.

b. The mediator must be:

i. a person chosen by agreement between the parties; or

ii. in the absence of agreement: if the dispute is between members or between members of the Board (rule 62.a.i & ii) — a person appointed by the Board; or if the dispute is between either a member of the association and the Board itself, or between a Board member and the Board itself (rule 62.a.iii & iv) — a person appointed or employed by Cricket Australia or a relevant state authority.

c. A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who:

i. has a personal interest in the dispute; or

ii. is biased in favour of or against any party.

70. Mediation Process

a. The mediator to the dispute, in conducting the mediation, must:

i. give each party every opportunity to be heard;

ii. allow due consideration by all parties of any written statement submitted by any party;

iii. ensure that natural justice is accorded to the parties throughout the mediation process.

b. The mediator must not determine the dispute.

71. Failure to Resolve Dispute by Mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 6 - FINANCIAL MATTERS

72. Source of Funds

The funds of the Association may be derived from joining fees, annual subscriptions, fund-raising activities, donations, grants, interest and any other sources approved by the Board.

73. Management of Funds

a. The Association must open an account or accounts with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

b. Subject to any restrictions imposed at a Board meeting, the Board may approve expenditure on behalf of the Association.

c. The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

d. All payments, drafts, bills of exchange, promissory notes and other negotiable instruments must be approved or signed by 2 authorised persons.

e. All funds of the Association must be deposited into the financial account of the Association no later than 10 working days after receipt.

f. With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

74. Financial Records

a. The Association must keep financial records that:

i. correctly record and explain its transactions, financial position and performance; and

ii. enable financial statements to be prepared as required by the Act.

b. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

c. The Treasurer must keep in his or her custody, or under his or her control:

i. the financial records for the current financial year; and

ii. any other financial records as authorised by the Board.

75. Financial Statements

a. For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.

b. Without limiting subrule (a), those requirements include:

i. the preparation of the financial statements;

ii. if required, the review or auditing of the financial statements;

iii. the certification of the financial statements by two members of the Board;

iv. the submission of the financial statements to the annual general meeting of the Association;

v. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 - GENERAL MATTERS

76. Registered Address

a. The registered address of the Association is:

i. the address determined from time to time by the Board; or

ii. if the Board has not determined an address to be the registered address — the postal address of the Board President.

77. Notice Requirements

a. Any notice required to be given to a Board member or Advisory Group member under this constitution may be given:

i. by handing the notice to the member personally; or

ii. by sending it by post to the member at the address recorded for the member on the register of members; or

iii. directly to the member by email or facsimile transmission.

b. Subrule (a) does not apply to notice given under cl 42 (Urgent meetings).

c. Where this constitution specifies that notice is to be given to the Board, such notice shall be forwarded to the Board president and the Board secretary who shall then ensure it is passed on to all other relevant Board members as quickly as possible.

78. Custody and Inspection of Books and Records

a. Board members may on request inspect free of charge:

i. the register of members;

ii. the minutes of Board meetings;

iii. subject to subrule (b), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

Note: See note following cl 18 for details of access to the register of members.

b. The Board may refuse to permit a Board member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

c. The Board must on request make copies of this constitution available to Association members and applicants for membership free of charge.

d. Subject to sub-clause (b), a Board member may make a copy of any of the other records of the Association referred to in this clause and the Association may charge a reasonable fee for provision of a copy of such a record.

Note: For purposes of this clause **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- Its membership records
- Its financial statements
- Its financial records
- Record and documents relating to transactions, dealings, business or property of the Association.

79. Winding Up and Cancellation

a. The Association may be wound up voluntarily by special resolution.

b. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Board members or former Board members of the Association.

c. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body or bodies that has/have similar purposes to the Association and which is/are not carried on for the profit or gain of its/their individual members.

d. The body/bodies to which the surplus assets are to be given must be decided by special resolution.

80. Alteration of Constitution

This constitution may only be altered by special resolution of a Board meeting of the Association.

Note: An alteration of this constitution does not take effect unless or until it is approved by the Registrar. If this constitution (other than cl 1, 2 or 3) is altered, the Association is taken to have adopted its own rules, not the model rules.

END OF CONSTITUTION