

CONSTITUTION OF THE LORD'S TAVERNERS AUSTRALIA (ACT BRANCH) INCORPORATED

Incorporated in the Australian Capital Territory

Twelfth Man: HRH The Duke of Edinburgh K.G., K.T., O.M., G.C.B., A.K.

1. NAME

The name of the Association (hereinafter called "the Association") is "THE LORD'S TAVERNERS AUSTRALIA (ACT BRANCH) INCORPORATED".

2. OBJECTS

2.1 The objects for which the Association is established are:

- A. To encourage and promote the playing of cricket, especially by young people and the **disadvantaged** by means of raising money for coaching and the provision of cricket facilities, including playing and practice facilities, equipment and competitions, thereby enabling young people to become proficient and knowledgeable about the game of cricket. To enable and assist young people with special needs to participate in any sporting activities.
- B. To support and promote the enjoyment in the companionship to be derived from the game of cricket.
- C. To exercise all or any of the following powers for the purpose of raising money for the aforesaid objects namely:
 - (i) the organisation of public appeals for funds by any methods;
 - (ii) the organisation of cricket matches, sales of works, fairs, fetes, auctions, dinners, dances, receptions and other entertainments through any media and the performing and visual arts;
 - (iii) to sell, let, mortgage or dispose of any of the property or assets of the Association as may be thought expedient;
 - (iv) to purchase, take on lease, exchange or otherwise acquire any real or personal property necessary or convenient for the purposes of the Association on such terms and on such security as may be thought fit;
 - (v) to invest the moneys of the Association or upon such investments, securities or property as may be thought fit;
 - (vi) to invest the moneys of the Association in or upon such investments, securities or property as may be thought fit;
 - (vii) to pay to the National Council of the Lord's Taverners (Australia) such Funds as are approved by the Committee of the Association from time to time to assist in maintenance of the National Council; and
 - (viii) to do all such other things as are incidental or conducive thereto or in furtherance of the attainment of the above objects of any one of them.

PROVIDED THAT the income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set forth herein and no portion thereof shall be paid or transferred by any means whatsoever to the members of the Association save and except nothing shall prevent the payment in good faith of proper and

reasonable remuneration to any officer or employee of the Association or any member in return for services rendered, money lent or property leased to the Association.

3. OFFICE BEARERS AND COMMITTEE

- 3.1 The office bearers of the Association shall consist of a Twelfth Man (His Royal Highness the Duke of Edinburgh K.G., K.T., O.M., G.C.B., A.K); a President; Vice-President; Secretary; Treasurer and such other officers as shall be elected by the Association at its Annual Meeting.
- 3.2 The Committee of the Association shall consist of a maximum of 12.
- 3.3 An Annual Meeting of the Association shall be held in each year on or before 30 November at such place and at such time as the Committee in its absolute discretion shall determine. This meeting shall be known as the Annual General Meeting of the Association.
- 3.4 All members of the Committee shall stand for election each year and shall retain office until the end of the Annual Meeting subsequent to their election.
- 3.5 Any casual vacancy arising amongst the office bearers may be filled by the Committee and the person so appointed to fill such vacancy shall hold office for the unexpired term of the member so replaced.
- 3.6 Nominations in writing for the election of office bearers shall be made with the consent of the candidate and such nominations signed by the proposer and seconder both of whom shall be members of the Association.
- 3.7 In the event of the full number of officers not being elected or any particular office not being filled at the meeting the same may be appointed by the Committee to hold office until the next Annual Meeting.
- 3.8 If two or more candidates receive an equal number of votes the Chairman shall have a second or casting vote.
- 3.9 No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Association.
- 3.10 The Committee shall decide all questions arising under existing rules and shall conduct the business, management and affairs of the Association from time to time.
- 3.11 The Committee shall have full power to make, repeal and amend by-laws for regulating the conduct and affairs of the Association provided the same are not inconsistent with the rules contained in this Constitution. Such by-laws shall be binding upon the members until repealed by the Committee or set aside by resolutions of General Meetings of the Committee.
- 3.12 All members shall be given thirty (30) days' notice in writing of the passing, amendment or repeal of any such by-laws by the Committee.
- 3.13 Each and every member of the Association hereby jointly and severally released and indemnifies each and every member of the Committee from time to time from any and all errors, acts or of any member which causes pecuniary loss to the Association.

TERM OF OFFICE

- 3.14 Subject to earlier retirement or removal, office bearing Committee members (with the exception of the Twelfth Man) may be elected to serve in the office to which they were elected for a maximum of four (4) years in any one office, unless extended for a period of time agreed by a resolution at the AGM
- 3.15 Subject to earlier retirement or removal, non-office bearing Committee members may serve as an ordinary committee member for a maximum of six (6) years unless extended for a period of time agreed by a resolution at the AGM.

4. SECRETARY AND TREASURER

- 4.1 The Committee may from time to time by resolution appoint an Assistant Secretary and any such appointee may act in the place of Secretary.
- 4.2 The Secretary shall conduct the correspondence of the Association and shall keep full and correct minutes of all Association and Committee Meetings and generally so perform such duties as the Association may from time to time prescribe and direct.
- 4.3 The Treasurer shall keep accounts of the Association and shall make up and sign the Annual Statement of Accounts and the Balance Sheet of the Association in each year which shall be printed and circulated amongst the members with the notice of the Annual General Meeting of the Association.

5. PROCEEDINGS AND MEETINGS OF THE COMMITTEE

- 5.1 The Committee may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit.
- 5.2 A member of the Committee may, and on the request of a member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by fourteen (14) days written notice served upon each and every member of the Committee.
- 5.3 Questions arising at any meeting of the Committee shall be decided by a majority of the votes of those present. In the case of any equality of the votes the Chairman of the meeting shall have a second or casting vote.
- 5.4 The Committee may delegate any of its members to sub-committees consisting of such member or members of the Association as it thinks fit, and any sub-committee so formed shall in the exercise of the powers so delegated conform to any directions imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of the Constitution for regulating the meetings and proceedings of the Committee.
- 5.5 Any Committee member save the President, Secretary and Treasurer may from time to time appoint any person approved by the Committee to be an alternate in his place during such period as he thinks fit.
- 5.6 A quorum for any meeting of the Committee shall be four (4) members.

6. MEMBERSHIP

- 6.1 Membership of the Association shall be open to all persons who support the aims and objects of The Lord's Taverners (Australia), ACT Branch who enjoy watching or playing cricket or who demonstrate an affinity or love for the game of cricket and who seek to further its wellbeing in accordance with the traditions of The Lord's Taverners (UK).
- 6.2 There shall be five (5) categories of membership of the Association – founder members, ordinary members, life members, honorary members and special player (Young Taverner).
- 6.3 As soon as practicable after the receipt thereof nominations for ordinary membership of the Association in the prescribed form shall be considered by the Committee who shall thereupon determine the admission or otherwise of the nominee. In no case shall the said Committee be required to give any reason for the rejection if any of an application for membership.
- 6.4 The entrance fee and annual subscription shall be such amounts as the Committee shall determine from time to time.
- 6.5 Acceptance of membership of the Association shall be acknowledged in writing, signed by the member and shall be in such form and contain such requirements as the Committee may from time to time prescribe.

- 6.6 A register of members shall be kept showing in respect of each member his name, address. Also, if applicable, telephone number(s) and e-mail address.
- 6.7 A member of the ACT Branch shall be deemed to be a member of The Lord's Taverners (Australia).
- 6.8 Honorary members:
- (a) His Royal Highness Prince Philip, Duke of Edinburgh shall be an honorary member for his life.
 - (b) The Committee may admit as an honorary member:
 - (i) His or Her Excellency the Governor General of Australia;
 - (ii) His or Her Excellency the High Commissioner for the United Kingdom;
 - (iii) any person who in the unanimous opinion of the Committee has given exceptional service to the Lord's Taverners.
 - (c) An honorary member admitted to membership by virtue of his or her office referred to in paragraph (b)(i) or (ii) shall cease to be an honorary member on ceasing to hold that office.
 - (d) An honorary member shall not be liable to pay any entrance fee, levy, or subscription imposed under the Constitution.
- 6.9 Accredited and paid-up playing members of cricket clubs in the ACT area (as defined by ACT Cricket), under the age of 30, are members of the Lord's Taverners (Australia) ACT Branch, in the 'special player' category (otherwise known as 'Young Taverners').
- 6.10 A life member shall be a person nominated by the Committee.
- 6.11 A life member shall not be liable to pay any entrance, levy or subscription imposed under the Constitution.

7. RESIGNATION AND TERMINATION OF MEMBERSHIP

- 7.1 A member at any time, by giving notice in writing to the Committee, resign his membership of the Association, but shall continue to be liable for any annual subscriptions due and unpaid or other moneys due at the date of his resignation.
- 7.2 A member may be expelled from membership of the Association by the Committee if in the opinion of such Committee, after affording such member an opportunity of offering the Committee an explanation of his conduct, the conduct of the members is such as to be detrimental to the best interests of the Association or is contumacious, dishonourable or unbecoming a member of the Association PROVIDED ALWAYS THAT:
- a. such expulsion shall not be effective unless it is confirmed by a majority of members present at a Special General meeting of members convened to consider the expulsion;
 - b. such Special General Meeting is held within a period of one (1) month from the date of the decision of the Committee to expel the member;
 - c. at such Special General Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his conduct verbally or in writing at the option of such member; and
 - d. the voting of such Special General Meeting shall be by ballot.
- 7.3 A member may be suspended or expelled from membership of the Association by the Committee if his annual subscription is not paid within one (1) calendar year from the date by which it is required to be paid.

8. ANNUAL GENERAL MEETINGS OF THE ASSOCIATION

- 8.1 The Annual General Meeting of the Association shall be convened by the giving of at least twenty-one (21) days' notice in writing posted to every member of the Association specifying the

place, the day and the hour of meeting, and in the case of Special Business the general nature of that business.

8.2 The accidental omission to give notice of a meeting to or the non-receipt of such notice by any members shall not invalidate any resolution passed or proceeding had at any meeting including an Annual General Meeting.

8.3 No business shall be transacted at any Annual General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty (20) members personally present shall be a quorum.

9. SPECIAL GENERAL MEETINGS

9.1 The Association may call a Special General Meeting of its members when any questions of urgent importance arise.

9.2 Special General Meetings of the Association shall also be convened by the Secretary upon the written request of not less than ten per centum (10%) in number of the members of the Association and shall be held within a period of one (1) calendar month from the date of receipt of the written request.

9.3 The requirements for a quorum in Special General Meetings shall be the same as those provided for Annual General Meetings.

10. PROCEEDINGS AT GENERAL MEETINGS

10.1 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business save as herein otherwise provided twenty (20) members personally present shall be a quorum.

10.2 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or such other place as the Chairman of the meeting may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

10.3 The President of the Association shall preside as Chairman at every general meeting of the Association, but if there be no such President, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Association who shall be present to preside.

10.4 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, and determine that no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whether a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or details of the business to be transacted at an adjourned meeting.

10.5 At any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least three (3) members present. Unless a poll is demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

10.6 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which a poll is demanded shall be entitled to a second or casting vote.

- 10.7 Each member present and voting at a general meeting of the Association shall have one vote only, except as provided in 10.6.

11. ALTERATION OF RULES

- 11.1 No rule of the Association shall be repealed or altered, and no new rules shall be made, save by at least a three- quarters ($3/4 - 75\%$) majority of the members present and voting at Annual General Meetings or at Special General Meetings convened for such purpose.
- 11.2 One (1) calendar months' notice of the intention to propose any new rule or alteration shall be given to the Secretary, who shall post notice of the same to every member of the Association at least twenty-one (21) days before the general meeting concerned, but no such repeal or alteration or addition shall be invalidated by any accidental omission to give such notice.

12. ACCOUNTS OF THE ASSOCIATION

- 12.1 The Committee shall cause proper books of account to be kept with respect to:
- a. all sums of money received and expended by the Association as the case may be and the matters in respect of which such receipts and expenditure takes place;
 - b. all sales and purchases of goods by the Association; and
 - c. the assets and liabilities of the Association.

Proper books shall be deemed not to have been kept if there are not kept such books of accounts as are necessary for a public or chartered accountant to give a true and fair view of the state of the affairs of the Association as the case may be and to explain its transactions.

- 12.2 The books of account shall be kept by the Treasurer as appropriate or at such other place as the Committee shall think fit, and shall always be open to the inspection of the members of the Committee at all reasonable times and upon the giving of reasonable notice.
- 12.3 The Association in general meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Committee, of the accounts and books of the Association, or any of them, and subject to such restrictions the accounts and books of the Association shall be open to the inspection of such members at all reasonable times during business hours.
- 12.4 A consolidated Balance Sheet and Profit and Loss Statement for the Association signed by the Association's Honorary Auditor and endorsed by the Committee shall be presented to the members for approval at the Annual General Meeting.
- 12.5 All accounts with the exception of accounts in the ordinary course of business shall be presented to and passed for payment at a Committee meeting or meeting of the Committee of the Association as the case may require and full details of all such approvals shall be entered in the minute book.
- 12.6 A bank account in the name of the Association shall be kept at such bank as the Committee may, from time to time determine, and such account shall only be drawn against (for amounts exceeding \$2000) by the Secretary and Treasurer jointly or such other additional person authorised by the Committee to draw in lieu of either the Secretary or Treasurer. For drawings less than \$2000, the Committee delegates authority to the Treasurer.
- 12.7 The financial year for the Association shall be from 1 July to 30 June.
- 12.8 Consequent to changing to the financial year defined in 12.7, the change-over financial year will be from 1 January 1998 to 30 June 1999.

13. MINUTES

13.1 The Committee shall cause minutes to be made:

- a. of all appointments of office bearers and members of the Committee;
- b. of the names of members of the Committee present at all meetings of the Association and of the Committee; and
- c. of all proceedings at all meetings of the Association.

Such minutes shall be signed by the Chairman of the meetings at which the proceedings were held or by the Chairman of the next succeeding meeting and copies of such minutes shall be circulated or posted as follows:

- a. Committee Minutes to all members of the Committee; and
- b. General meetings to all members of the Association.

14. DISSOLUTION

14.1 The Association shall be dissolved in the event of membership being less than five (5) persons or upon the vote of a three-fourths (3/4) majority of members present and voting at a Special General Meeting convened to consider such question.

14.2 If upon the dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

15. INTERPRETATION

15.1 In this constitution unless the context otherwise require the following words shall have the under mentioned meanings:

“Association” shall mean and refer to The Lord’s Taverners Australia (ACT Branch) Incorporated.

“Member” where referred to shall mean and include a founder member, an honorary member or ordinary member of such other class of member of the Association introduced pursuant to this Constitution.

15.2 Words importing the singular shall include the plural form and words with the masculine form shall include the feminine and vice versa.