

**MEMORANDUM OF ASSOCIATION  
OF  
TASMANIAN CRICKET ASSOCIATION  
ACN 009 476 993**

1. The name of the Association is “Tasmanian Cricket Association” (the “Association”).
2. The registered office of the Association will be situated at Bellerive Oval in Tasmania.
3. The Objects for which the Association as established are:
  - (a) To promote, control and manage the game of cricket in Tasmania either solely or in conjunction with other cricket bodies or organisations in Tasmania, elsewhere in Australia and overseas and to encourage social intercourse between members of the Association.
  - (b) To arrange, control and regulate, either solely or in conjunction with other cricket bodies or organisations in Tasmania, elsewhere in Australia or overseas, or with any government or public body or authority, international cricket matches played in Tasmania and interstate cricket matches and cricket matches against territories played in or out of Tasmania and the visit of Tasmanian teams to any other state, territory or country and inter-regional matches played within the state of Tasmania.
  - (c) To use or permit others to use upon such terms and conditions as the Association shall think fit all or any of the real or personal property or other assets of the Association or for the time being controlled by the Association for athletic sports meetings of all descriptions, for purposes of public or private recreation, for gatherings of societies, for concerts and for outdoor games, entertainments, amusements, sports, and pastimes of every class and description and to control, manage and regulate the terms and conditions of use of and admission to any property or facility owned, occupied or controlled by the Association.
  - (d) To settle all questions or disputes on any matters relating to cricket which may be submitted to the Association for its adjudication or determination.
  - (e) To purchase, take on lease or on exchange, hire, licence or by any other means acquire any real or personal property which may be deemed necessary or convenient for any of the purposes of the Association.
  - (f) To lay out, construct, maintain and alter any grounds for cricket or other athletic sports or pastimes necessary or convenient for the purposes of the Association.
  - (g) To construct, maintain and alter any houses, buildings or works, which may be required for the purposes of the Association and to furnish and equip the same in such manner as may be necessary or convenient for such purpose.
  - (h) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association.
  - (i) To sell, improve, manage, develop, exchange, lease, mortgage or otherwise deal with all or any part of the property of the Association.
  - (j) To establish, maintain and conduct a facility or facilities for the accommodation or for the benefit of the members of the Association and of affiliated clubs, associations, unions and

leagues and generally to afford them all the usual privileges, advantages and conveniences of an Association.

- (k) To apply for, obtain and hold any licences, permits or authorities under the "Liquor and Accommodation Act" 1990 and any statutory re-enactments or modifications thereof or any regulations made thereunder for the time being in force and from time to time to apply for and obtain a renewal of such licences, permits or authorities.
- (l) To apply for, obtain and hold either in the name of the Association or otherwise any licences, permits or authorities under the provisions of the "Liquor and Accommodation Act" 1990 and its amendments or any similar enactments for the establishment and conduct of a refreshment booth or booths and for the sale of alcoholic beverages upon any grounds for the time being occupied or controlled by the Association or at any function, entertainment or gathering conducted, controlled or supervised by the Association and to conduct and manage all or any such refreshment booths.
- (m) To appoint representatives of the Association as Directors on the Board of Cricket Australia or its successor.
- (n) To buy, supply, sell and deal in all kinds of apparatus and all kinds of provisions liquid and solid required or used by or for the benefit or convenience of members of the Association or other persons frequenting the grounds, facilities or premises of the Association.
- (o) To hire and employ all classes of persons whose services may be considered necessary or convenient for the purposes of the Association upon such terms and conditions as the Association deems fit and to pay to them and to other persons in return for services rendered to the Association fees, salaries, wages, gratuities and pensions.
- (p) To lend or invest the monies of the Association not immediately required for any of its objects in such manner and in such securities and investments as from time to time may be determined by the Association.
- (q) To borrow or raise money for any of the purposes of the Association and to secure the payment thereof in such manner as the Association may determine including by mortgage, charge or debenture or otherwise.
- (r) To promote, hold and arrange either alone or jointly with any other association, club or person cricket matches or competitions and to offer give or contribute towards prizes, medals and awards therefore and to promote, give or support dinners, balls, concerts and other entertainments.
- (s) To establish, promote, superintend, conduct, appoint members to control and otherwise assist any branches, committees, associations and other forms of organisation and administration and any governmental or public body for the purpose of furthering any of the objects of the Association and for the purpose of widening the influence and operations of the Association, organisation or club whose objects are similar or in part similar to the objects of the Association or the establishment or promotion of which may be beneficial to the Association.
- (t) To subscribe or contribute to any charitable, benevolent or useful object of a public character and to provide a superannuation fund for the servants of the Association as may be determined by the Association or by government status or negotiations with the servants of the Association.

- (u) To create and maintain a players' benefit fund to be applied as determined by the Association.
- (v) To make such grants to, or in aid of, or make donations or give assistance to or make contracts with such individuals, trusts, corporations, associations or authorities or public bodies, whether within or outside Tasmania as may be considered desirable or necessary provided that such grants, donations, assistance or contracts shall not be made to or with members of the Association except as permitted in clause 4 of this Memorandum.
- (w) To provide a facility for the safekeeping, preservation, storage and documentation and dissemination of historical memorabilia, documents and books of a cricket and sporting nature.
- (x) To make known and further the objects and activities of the Association by the publication and distribution of newspapers, periodicals, books and other literary work and by advertising in any medium means thought desirable by the Association.
- (y) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient to collect funds and to solicit, receive and enlist financial or other aid from individuals, trusts, corporations and other organizations and authorities and from government and public bodies and to conduct fund raising campaigns.
- (z) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of this Association.
- (za) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate.
- (zb) To transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate.
- (zc) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (zca) To pay insurance premiums to the extent permitted by law and to indemnify to the extent permitted by Law and the Articles of Association.
- (zd) From time to time to make, rescind, add to or amend any by-laws or rules or regulations for the control, conduct or regulation of any of the property or affairs of the Association as are not inconsistent with any statute or with the Memorandum or Articles of Association, as deemed necessary or desirable.
- (ze) Generally to do all such other lawful acts, matters and things and to enter into and make such agreements as are in the opinion of the Association incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that in the interpretation of this clause the meaning of any of the Association's objects shall not be restricted by reference to any other object, or by the juxtaposition of two or more objects, and that in the event of any ambiguity this clause shall be construed in such a way as to widen and not restrict the powers of the Association.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way or profit to the members of the Association PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable or proper rent for premises demised or let by any member to the Association; but so that no member of the committee of management or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such committee or governing body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on, money lent or reasonable and proper rent for premises demised or let to the Association. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the committee of management or governing body may be a member, holding not more than one-twentieth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
5. The fourth and ninth paragraph of this Memorandum of Association are conditions on which a licence is granted by the Attorney-General to the Association in pursuance of section 28 of "The Companies Act, 1920".
6. Every Full Member, Member (Playing), Member (Umpire) and Restricted Member (other than a Life Member, Honorary Member (Playing) and Honorary Member (Service)) of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time he is a member, or within one year afterwards, for payments of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and for the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding Twenty Dollars.
7. If upon the winding up or 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, to be determined by the members of the Association, at or before the time of dissolution or in default thereof by such Judge of The Supreme Court of Tasmania as may have or acquire jurisdiction in the matter.
8. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Association and subject to any reasonable restrictions as to the time and the matter of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance -sheet ascertained by one or more properly qualified auditor or auditors.
9. Any amendment made to these Memorandum of Association or Articles of Association in accordance with Article 53 shall be conditional upon such amendment being subsequently approved by the Attorney-General.

**ARTICLES OF ASSOCIATION  
OF  
TASMANIAN CRICKET ASSOCIATION  
ACN 009 476 993**

**1. INTERPRETATION**

In these Articles, unless inconsistent with or repugnant to the context, the following words and expressions shall have the following meanings: -

**“Act”** means the Corporations (Tasmania) Act 1990 and includes all Acts encompassed thereby and any regulations made thereunder and any statute amending the same.

**“Annual General Meeting”** shall mean the Annual General of the Association held in accordance with these Articles.

**“Articles”** mean these Articles of Association as altered or from time to time and a reference to an Article by number is a reference to the Article of that number in these Articles as altered or added from time to time.

**“Association”** shall mean the “Tasmanian Cricket Association”.

**“Board”** shall mean the Board of Directors of the Association or a quorum of the Board of Directors assembled at any place in accordance with these Articles.

**“Chairman”** and **“Deputy Chairman”** shall mean the Chairman and Deputy Chairman of the Board of Directors elected under Article 16.

**“Club”** shall mean a cricket club approved and registered by the Board as a club.

**“Director”** means a person appointed or elected from time to time to the office of Director of the Association in accordance with these Articles, whether an Appointed Director or an Elected Director.

**“Appointed Director”** means a Director of the Association appointed under Article 12.

**“Elected Director”** means a Director of the Association elected under Article 11.

**“TCA Elected Director”** means an Elected Director under Article 11.1.1.

**“NTCA Elected Director”** means an Elected Director under Article 11.1.2.

**“NWTCA Elected Director”** means an Elected Director under Article 11.1.3.

**“Executive Officer”** means the Executive Officer of the Association for the time being appointed under Article 26.2.

**“member”** or **“Member”** means a member of the Association and includes a Full Member, Life Member Honorary Member (Playing), Honorary Member (Service), Member (Playing), Member (Umpire), Intrastate Member and Restricted Member, as those terms are defined in Article 4.

**“financial member”** means a full Member of the Association who has paid his annual subscription and entrance fees (if applicable) for the membership year then current as required in Article 5.3., or a Life Member of the Association.

**“NTCA”** means the Northern Tasmanian Cricket Association.

**“NWTCA”** means the North Western Tasmanian Cricket Association.

**“Office”** means the registered office from time to time of the Association.

**“Patron”** means the Patron, as provided in Article 9.

**“Secretary”** shall mean the secretary of the Association for the time being or his substitute or acting secretary.

**“the Seal”** shall mean the common seal of the Association for the time being.

**“Special General Meeting”** shall mean any general meeting of the Association other than the Annual General Meeting.

**“Writing”** and **“Written”** includes printing, typing, lithography and other means of representing or reproducing words in a visible form.

Words and phrases, which are given a special meaning by the Act, have the same meaning in these Articles.

Words in the singular include the plural and vice versa.

Words importing a gender include each other gender.

## **MEMBERS**

2. The members of the Association shall consist of such persons, firms, companies, corporations, institutions, associations and organizations as the Board shall from time to time admit as members the acceptance or rejection of any application for membership shall be within the absolute discretion of the Board. The Board may limit the numbers of the Association and vary such limit at any time.
3. Application for membership shall be made in such form and in such manner as the Board may from time to time prescribe and the Board may at any time require the payment of an entrance fee in addition to annual subscriptions. Every applicant for membership shall if so required by the Board sign an undertaking to be bound by the provisions of the Memorandum and Articles of the Association. The Board may from time to time waive any requirements of this Article if in their opinion it is in the interests of the Association to do so.
4. Members of the Association shall be divided into the following categories with the respective rights and privileges defined below:

### **4.1 LIFE MEMBERS**

A Life Member shall be:

- (a) any person who was an honorary life member or a life member on the date of adoption of this Article; and
- (b) any person who is approved as a life member by the Full Members at an Annual General Meeting of the Association following fulfilment of the criteria and the procedure set out in Article 4.2.

### **Procedures and Entitlements for Life Members**

4.1.1 A Life Member shall be a person whom the Full Board in its absolute discretion has determined has rendered exceptional or outstanding service to the Association or to Tasmanian cricket or to other associations affiliated with or connected with the Association (such as the NTCA, the NWTCA or the Tasmanian Cricket Council), the awarding of life membership being considered the highest honour that the Association is able to grant.

The following procedure must be adopted in nominating and approving Life Members:-

- (a) any Full Member may request the Board to nominate a person for life membership;
- (b) the Board may accept or reject in its absolute discretion any request that a person be so nominated;
- (c) if a majority of members of the Board agree that the nomination should be put to a general meeting of members, the name of the nominee shall be put forward for approval at the next Annual General Meeting following the recommendation of the Board;
- (d) approval of the nomination at the Annual General Meeting may be by a simple majority.

4.1.2 A Life Member shall be entitled to the following rights and privileges:

- (a) all the rights of a Full Member without payment of any annual subscription including the right to attend and vote at any meeting of the members of the Association;
- (a) access to the Members' area and the Chairman's room during the conduct of matches by the Association.
- (a) an invitation to attend any official dinner conducted by the Association;
- (a) a Life Member's medallion;
- (a) the right for the Life Member's widow or widower to continue to enjoy the benefits of the Life Member's entitlements until the death of the widow or widower; and
- (a) such other rights and privileges as the Board may determine from time to time.

## **4.2 FULL MEMBERS**

4.2.1 A Full Member, shall be a member of the Association who is over the age of eighteen (18) years, and is liable to pay the annual subscriptions as provided in these Articles.

4.2.2 A Full Member shall, on production of his ticket or badge of membership be entitled to admission to all parts of the Association's cricket ground and members' and other pavilions at the Association's cricket ground during the year for which his subscription shall have been paid on all occasions upon which the Association's cricket ground is open to the public for cricket matches, upon such terms and conditions and in accordance with such rules and regulations as the Board may from time to time determine.

4.2.3 Full Members shall be entitled to make application for an Associate Ticket, which shall be issued for such fee and upon and subject to such terms and conditions and be used in accordance with such rules and regulations as the Board may from time to time determine.'

4.2.4 A Full Member shall be entitled to attend any general meeting of the Association in person or by proxy, and if a financial member of the Association shall be entitled to one vote at any such general meeting of the Association, and to be elected as a TCA Elected Director of the Association.

## **4.3 HONORARY MEMBER (PLAYING)**

4.3.1 An Honorary Member (Playing) shall be a cricketer who has been approved by the Board as a person who has represented Tasmania or Australia or both as a cricketer with distinction over a significant period.

### **Procedure and Entitlements for Honorary Member (Playing)**

4.3.2 In giving consideration to whether or not a cricketer should become an Honorary Member (Playing), the Board may take into account the number of international or first class

matches or both which the cricketer has played, and the manner in which the cricketer has played the game and represented Tasmania both on and off the field.

The following procedure must be adopted in nominating and approving an Honorary Member (Playing):

- (a) any Full Member may nominate in writing to the Board a person as an Honorary Member (Playing); and
- (b) the Board may accept or reject in its absolute discretion any request that a person so nominated be approved as an Honorary Member (Playing).

4.3.3 An Honorary Member (Playing) shall be entitled to the following rights and privileges:

- (a) all the rights of a Full Member without the payment of any annual subscription
- (b) the option to purchase one (1) Associate's ticket; and
- (c) access to the Members' Area during the conduct of matches by the Association.

#### **4.4 HONORARY MEMBER (SERVICE)**

4.4.1 An Honorary Member (Service) shall be a person who has been approved by the Board as a person who has rendered service to cricket in Tasmania or Australia or both with distinction over a significant period.

##### **Procedure and Entitlements for Honorary Member (Service)**

4.4.2 In giving consideration to whether or not a person should become an Honorary Member (Service), the Board may take into account the involvement of that person in one or more areas of cricket such as administration, umpiring or playing over a significant period, and exemplary conduct that enhances the standing of cricket in Tasmania.

The following procedure must be adopted in nominating and approving an Honorary Member (Service):

- (a) any Full Member may request the Board to nominate a person as an Honorary Member (Service);
- (b) the Board may accept or reject in its absolute discretion any request that a person so nominated be approved as an Honorary Member (Service).

4.4.3 An Honorary Member (Service) shall be entitled to the following rights and privileges:

- (a) all the rights of a Full Member without the payment of any annual subscription
- (b) the option to purchase one (1) Associate's ticket; and
- (c) access to the Members Area during the conduct of matches by the Association.

#### **4.5 MEMBER (PLAYING)**

4.5.1 A Member (Playing) shall be a person who has been approved by the Board and who represents or has represented Tasmania as a cricketer in either senior four day or one day matches.

##### **Procedure and Entitlements for Member (Playing)**

4.5.2 Any Tasmanian cricketer who represents or has represented Tasmania as provided in Article 4.7 may request the Board to approve that person as a Member (Playing). A person so approved shall not be required to be placed on any waiting list for membership, but if that Member (Playing) permits such membership to lapse, that person shall not be entitled to re-apply for membership pursuant to this Article as a Member (Playing).

4.5.3 A Member (Playing) shall on approval of the Board be entitled to become a Full Member and enjoy the entitlements and be subject to the obligations of a Full Member.

#### **4.6 INTRA-STATE MEMBERS**

4.6.1 An Intra-state Member shall be a member who is a full member of the NTCA or NWTCA and resides in the 63 or 64 telephone districts of Tasmania.

4.6.2 Intra-state Members shall be issued with one membership ticket only. That ticket shall be for his or her own use and shall not be transferable. On production of his or her ticket or badge of membership an Intra-state Member shall be entitled to admission to all parts of the Association's cricket ground and members' and other pavilions at the Association's cricket ground during the year for which his or her subscription shall have been paid on all occasions upon which the Association's cricket ground is open to the public for cricket matches, upon such terms and conditions and in accordance with such rules and regulations as the Board may from time to time determine.

4.6.3 An Intra-state Membership shall have no voice in the management of the Association (unless appointed as a Director by the NTCA or NWTCA) shall not be entitled to attend or to vote at any General Meeting of the Association or to be elected as a TCA elected director of the Association.

#### **4.7 MEMBER (UMPIRE)**

A Member (Umpire) shall be a person who has been approved by the Board and who has officiated in either 1<sup>st</sup> Class or domestic one day matches.

##### **Procedure and Entitlements for Member (Umpire)**

4.7.1 Any umpire who has officiated in matches as provided in Article 4.7 may request the Board to approve that person as a Member (Umpire). A person so approved shall not be required to be placed on any waiting list for membership, but if that Member (Umpire) permits such membership to lapse, that person shall not be entitled to re-apply for membership pursuant to this Article as a Member (Umpire).

4.7.2 A Member (Umpire) shall on approval of the Board be entitled to become a Full Member and enjoy the entitlements and be subject to the obligations of a Full Member.

#### **4.8 RESTRICTED MEMBERS**

4.8.1 A Restricted Member shall be a member of the Association who is over the age of eighteen (18) years, and is liable to pay the annual subscriptions as provided in these Articles.

4.8.2 A Restricted Member shall, on production of his ticket or badge of membership be entitled to admission to all parts of the Association's cricket ground and members' and other pavilions at the Association's cricket ground during the year for which subscription shall have been paid for the following matches, and upon such terms and conditions and in accordance with such rules and regulations as the Board may from time to time determine:

all matches featuring the Tasmanian State Senior Cricket team;  
such other matches as the Board may from time to time determine, but specifically excluding football finals or International matches.

4.8.3 A Restricted Member shall:

(a) not be entitled to purchase an Associate's ticket;

- (b) be entitled to access to the Members' Area during the conduct of those matches by the Association to which the Restricted Member, by virtue of such membership, is entitled to entry;
- (c) have no voice in the management of the Association and shall not be entitled to attend or to vote at any meeting of members of the Association or to be elected as a TCA director;
- (d) not be entitled to any reciprocal rights with any other Cricket Association;
- (e) not be entitled to sign in guests to the Members' Area.

## **5. ANNUAL SUBSCRIPTIONS AND ENTRANCE FEES**

- 5.1 Each member shall pay such annual subscription for his category of membership as the Association may from time to time determine at the Annual General Meeting.
- 5.2 All new Members, including Intra-state Members, in addition to the annual subscription, shall pay such entrance fee (if any) as may be determined by the Association.
- 5.3 The annual subscriptions and entrance fees of all categories of members liable to pay them and the timing of such payments shall be determined by the Board.
- 5.4 For the purpose of annual subscriptions a "year" shall be as follows:
- (a) between 1 October 2011 and 30 June 2012, for membership during that period;
  - (b) for membership after the period set out in 5.3(a), from 1 July until 30 June in the following year
- 5.5 Any member who fails to pay his annual subscription or entrance fee (if applicable) on or before the date by which it is due and payable shall not be entitled to vote or exercise any of the other rights and privileges of membership until such annual subscription or entrance fee is paid.
- 5.5 Any member who is liable to pay a subscription as required and whose subscription shall be in arrears shall cease to be a member of the Association PROVIDED that such former member may be re-instated by the Board upon payment of the annual subscription if so determined by the Board in its absolute discretion.

## **6. EXPULSION**

- 6.1 If any member shall allow any person to use his members ticket or wilfully refuses or neglects to comply with the provisions of the Memorandum or Articles of Association or the by-laws or regulations of the Association or of the Boards of Directors or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Association the Board may by resolution expel such member from the Association and remove his name from the register of members or suspend such member from membership.
- 6.2 Any member expelled or suspended may appeal to a Special General Meeting of the Association to be called for that purpose. At that meeting any member may move that the expulsion or suspension be annulled. A ballot of the members present shall then be taken in the manner prescribed by the Chairman of the meeting, and if the motion is carried by at least four-fifths of the members present in person or by proxy and voting the expulsion or suspension shall be forthwith annulled.

## **7. RESIGNATION**

Any member may resign from the Association by giving at least seven (7) days notice in writing to the Board subject to the payment of any monies due by him or which he has agreed to pay to the Association prior to his resignation. No member retiring from the Association or ceasing from any

cause whatsoever to be a member shall be entitled to any refund of any entrance fee or annual subscription or to have any claim on any portion whatever of the property of the Association.

## **8. REPRESENTATIVE**

Any corporation, company, firm, association, institution or organization which is a member of the Association may authorize in writing such person as it thinks fit to act as its representative at any meeting of or otherwise for the purpose of the Association and the person so authorized shall be entitled to exercise the same powers on behalf of the appointer which he represents as the appointer could exercise if it were an individual member of the Association.

## **9. PATRON**

9.1 At the Annual General Meeting the financial members of the Association present in person or by proxy and entitled to vote shall elect a Patron.

9.2 The Patron elected Under Article 9.1 shall hold office until the next Annual General Meeting of the Association and shall then be eligible for re-election. The Board shall determine in its absolute discretion the role and duties of the Patron and conditions of their appointment. In the event of any casual vacancy occurring of the Patron, the Board may appoint another person to fill the vacancy and such person shall hold office until the next Annual General Meeting following their appointment and shall then be eligible for election.

## **10. BOARD OF DIRECTORS**

The Board of Directors shall consist of not more than twelve (12) persons, not more than **seven (7)** of whom shall be Elected Directors elected as provided in Article 11 and not more than **five (5)** of whom shall be Appointed Directors, appointed as provided in Article 12.

## **11. ELECTED DIRECTORS**

11.1 The Elected Directors shall consist of not more than seven (7) Directors (“the TCA Elected Directors”), each of whom shall be a financial member of the Association.

11.2 A TCA Elected Director shall be elected at an Annual General Meeting of the Association and shall hold office, subject to these Articles, until the third Annual General Meeting after the Annual General Meeting at which he was elected.

Such TCA Elected Directors shall retire at such third Annual General Meeting but shall be eligible for re-election or for appointment to fill a casual vacancy.

11.3 At every Annual General Meeting the financial members of the Association shall elect Directors to fill the positions of Elected Director retiring under Articles 11.2. No person shall be eligible for election as a TCA Elected Director unless he is a financial member of the Association, he has given his consent in writing to election and (except in the case of a retiring TCA Elected Director and subject to Article 11.4) unless a nomination or nominations in writing of such person by at least three financial members of the Association has been received by the Board at least forty five (45) days before the date of the Annual General Meeting. Upon receiving any such nomination, the Board shall cause the name of each nominated person to be displayed at the Office of the Association, for inspection by the members. The retiring Elected Directors shall be eligible for re-election without such nomination.

11.4 If the number of persons nominated for election as TCA Elected Directors as referred to in Article 11.1 and the number of retiring Elected Directors consenting to re-election as TCA Elected Directors are together equal to or less than the number of vacancies to be filled, those nominated or consenting to re-election shall be deemed to be elected as TCA Elected Directors. If there then remain any vacancies amongst the TCA Elected Directors still to be filled the Chairman of the Annual General Meeting may accept the nomination of any financial member of the Association for election

who has consented to election and who has been verbally nominated at the meeting by at least two financial members of the Association. After any required election has been held such person may be declared by the Chairman of the Annual General Meeting to be a TCA Elected Director.

- 11.5 The Board at any time and from time to time may appoint any person who is a financial member of the Association to be a TCA Elected Director to fill a casual vacancy or to increase the number of TCA Elected Directors to seven (7). Any TCA Elected Director so appointed shall hold office only until the next Annual General Meeting following his appointment and shall then be eligible for election.
- 11.6 Where the TCA Elected Directors are required to act as a body distinct and separate from the Board or the Directors in general, whether to elect or to appoint any person to any position or otherwise, not less than five TCA Elected Directors shall constitute a quorum of the TCA Elected Directors to so act. Questions arising for the determination of the TCA Elected Directors as a distinct body shall be decided at a meeting of not less than five of the TCA Elected Directors and shall be decided by a majority of the votes of the TCA Elected Directors present. In the case of an equality of votes, the Chairman of the Association (if he is a TCA Elected Director), or, in his absence or if the Chairman is not a TCA Elected Director, a Chairman appointed by the TCA Elected Directors present shall have a second or casting vote. The TCA Elected Directors may meet either in person or by telephone or by other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants.

## **12. APPOINTED DIRECTORS**

12.1 Subject to Articles 12.3 and 12.5, the Appointed Directors shall be up to five (5) persons :

12.1.1 One (1) of whom shall be appointed as Director by the NTCA (the NTCA Appointed Director); and

12.1.2 One (1) of whom shall be appointed as Director by the NWTCA (the NWTCA Appointed Director); and

12.1.3 Up to three (3) who shall be appointed by the Board (the TCA Appointed Directors).

12.2 The appointment of the NTCA and NWTCA Appointed Directors shall be made by notice in writing to the Board of Directors from the NTCA and NWTCA together with the consent in writing of such Appointed Directors and, except in the case of an appointment to fill a casual vacancy, the notice of appointment shall be delivered to the Board prior to the Annual General Meeting. Appointment shall take effect at the Annual General Meeting following receipt of notice of appointment and consent, and the Appointed Director shall hold office until the next Annual General Meeting following the Annual General Meeting from which such appointment took effect. Any Appointed Director shall be eligible for re-appointment.

12.3 The appointment of the Directors under Article 12.1.1 and 12.1.2 is subject to the following:-

12.3.1 The person appointed shall be qualified to act as a Director under these Articles and the Act;

12.3.2 The NTCA or NWTCA shall be entitled at any time to remove and replace any such Appointed Director appointed by the NTCA or NWTCA, or to fill any casual vacancy in the number of Appointed Directors, which the NTCA or NWTCA is permitted under these Articles to appoint;

12.3.3 The appointment or removal or replacement of an Appointed Director under Article 12.3.2 shall be made by notice in writing to the Board of Directors and any removal shall take effect upon receipt by the Board of the notice of removal and any appointment shall take effect upon the receipt by the Board of the notice of appointment and the consent in writing of the appointee to act as an Appointed Director.

12.3.4 Should any NTCA or NWTCA Appointed Director be unavailable or unable to attend any meeting of the Board, the NTCA or NWTCA which appointed such Director shall be entitled to nominate a proxy to attend such meeting of the Board.

12.3.5 Any proxy nominated by the NTCA or NWTCA pursuant to Article 12.3.4 must:

- (a) be qualified to act as a Director under these Articles and the Act;
- (b) have consented to be so nominated;
- (c) have had such proxy nomination advised by the NTCA or NWTCA in writing to the Association prior to any meeting of the Board intended to be attended by such proxy;
- (d) be approved by the Board.

12.4 The Board of Directors shall have the power at any time to appoint up to a total of three (3) Directors each of whom, subject to these Articles, shall hold office until the next Annual General Meeting.

12.5 The appointment of the TCA Appointed Directors under Article 12.4 is subject to the following:-

12.5.1 The person appointed shall be qualified to act as a Director under these Articles and the Act.

12.5.2 The person appointed shall have consented in writing to be so appointed, such consent to be provided prior to the appointment.

12.5.3 The Board shall be entitled at any time to remove and replace any of the TCA Appointed Directors.

### **13. VACATION OF OFFICE**

A Director, whether an Elected Director or an Appointed Director, shall be deemed to have vacated his office if he:

- 13.1 Ceases to be a Director by virtue of the Act;
- 13.2 Becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 13.3 Becomes prohibited from being a Director of a company by reason of any order made under the Act;
- 13.4 Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 13.5 Resigns his office by notice in writing to the Association;
- 13.6 For more than three (3) consecutive calendar months is absent without permission of the Directors from meetings of the Directors held during that period;
- 13.7 In the case of a TCA Elected Director ceases to be a financial member of the Association, or in the case of a NTCA Elected Director or a NWTCA Elected Director ceases to be a financial member of the NTCA or NWTCA respectively;
- 13.8 Except in the case of a Director being employed as an employee of the Association as provided for and accordance with clause 4 of the Memorandum of Association holds any office of profit under the Association; or

- 13.9 Is directly or indirectly interested in any contract with the Association provided, however, that a Director shall not vacate his office by reason of his being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Association if he shall have declared the nature of his interest in the Association if he shall have declared the nature of his interest in the manner required by the Act.

PROVIDED ALWAYS that nothing in this Article shall affect the operation of Clause 4 of the Memorandum of Association of the Association.

**14. CASUAL VACANCY**

If any vacancy or vacancies occurs among the Directors, the continuing Directors may act, notwithstanding such vacancy or vacancies but so that if the number of TCA Elected Directors falls below (5) the Directors shall not act, except for the purpose of filling vacancies, so long as the number of TCA Elected Directors is below that number.

**15. VALIDITY OF ACTS**

All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Director.

**16. PROCEEDINGS OF THE DIRECTORS**

At the first meeting of the Board following the Annual General Meeting in each year the Directors shall elect from among their number a Chairman and a Deputy Chairman each of whom, subject to these Articles, shall hold office until the next Annual General Meeting after his election, and shall then be eligible for re-election.

17. Any casual vacancy occurring in the office of Chairman or Deputy Chairman shall be filled by the Directors and the person so elected shall hold office only until the Annual General Meeting next following but shall be eligible for re-election.
18. The Directors may meet together for the despatch of business, adjourn or otherwise regulate their meetings and proceedings as they think fit, provided that the Directors shall meet at least once in every calendar month and upon requisition as provided in Article 21. The presence of not less than 4 TCA Elected Directors for the time being in office shall constitute a quorum of the Directors. The Board may meet either in person or by telephone or by other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the Directors attending the meeting provided that at least one of the Directors present at the meeting was at that place for the duration of the meeting.
19. The Chairman, or in his absence, the Deputy Chairman shall take the chair at all meetings of the Directors and if at any meeting no one of such officers be present within ten (10) minutes after the time appointed for holding the same the Directors present shall choose someone of their number to be Chairman of the Meeting.
20. Questions arising at any meeting duly convened, at which a quorum is present, shall be decided by a majority of the votes of the Directors present and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote. Except where otherwise provided, voting may be by a show of hands unless any Director shall ask for a ballot before the vote is taken, in which case the question shall be decided by ballot as prescribed by the Chairman of the meeting.

21. Upon the written requisition of any quorum of Directors, the Chairman or Deputy Chairman shall convene a special meeting of Directors to be held within fourteen (14) days after the receipt of the requisition. The written requisition shall set forth the objects for which the meeting is required.
22. A meeting of Directors at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under the rules of the Association for the time being vested in or exercisable by the Directors generally.
23. A resolution in writing signed by all Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

**24. POWERS AND DUTIES OF DIRECTORS**

The Board of Directors may exercise all such powers, authorities and discretions of the Association as are not by the Act or by these Articles required to be exercised by the Association in general meeting, subject nevertheless to these articles and to the provisions of the Act.

25. The Board may delegate any of its powers to committees consisting of such Directors or any other persons as the Board thinks fit for such purpose and with such powers, authorities and discretions as the Board may prescribe. Any committee formed or persons appointed to the committee must, in the exercise of the powers delegated, conform to any terms of reference specified by the Board and to any directions or regulations that may from time to time be given or imposed by the Board. A delegate or delegates of the Board may be authorised by the Board to sub-delegate any of the powers vested in such delegate or delegates. Except to the extent of any express provisions in these Articles or any directions or regulations of the Board, the meetings and proceedings of any committee appointed by the Board are to be governed by the provisions of these Articles for regulating the meeting and proceedings of the Board so far as they are applicable.

**26. APPOINTMENT OF OFFICERS AND EMPLOYEES**

- 26.1 The Board shall have the power to appoint such officers or employees of the Associate as the Board deems fit, including but not limited to :
  - (a) the Chief Executive Officer;
  - (b) the State Coach of the Tasmanian State Senior Cricket Team;
  - (c) any other coaching personnel;
  - (d) the State Director of Umpiring or its successor;
  - (e) the Code of Behaviour Commissioner or its successor;
  - (f) any other required officer or employee.
- 26.2 Any such officers or employees shall be appointed for such term at such remuneration and upon such conditions as the Board may think fit and may have such appointment terminated by the Board.
- 26.3 The Board may define the powers, authorities, discretions, functions and duties of such officers or employees and from time to time may delegate to the Executive Officer or such other person any of the powers of the Board or may limit any powers, authorities, discretions, functions and duties in such manner as the Board deems fit.

## **27. EXECUTIVE COMMITTEE**

27.1 Each year at the first meeting of the Board following the Annual General Meeting of the Association in that year, the Board shall elect an Executive Committee which shall consist of five of the Directors of the Association being:

27.1.1 Three TCA Elected or Appointed Directors; and

27.1.2 Two Directors one of whom shall be the NTCA Appointed Director appointed under Article 12.1.1, and the other of whom shall be the NWTCA Appointed Director appointed under Article 12.1.2.

The provisions of Article 25 apply to the Executive Committee and the Executive Committee shall have such powers, authorities, discretions, functions and duties as may be determined by the Board from time to time. Unless otherwise determined by the Board the quorum for a meeting of the Executive Committee shall be three comprising at least two of the TCA Elected or Appointed Directors on the Executive Committee.

## **28. EXECUTIVE**

The Board and the Executive Committee from time to time may delegate any of their powers, authorities, discretions, functions and duties to an Executive comprising the Chairman and Deputy Chairman of the Board of Directors and the Executive Officer for the purpose of considering or acting upon or in the relation to any matter of an urgent nature or for such other purpose as the Board may determine.

## **29. APPOINTMENTS AND COMMITTEES**

29.1 Each year at the first meeting of the Board following the Annual General Meeting of the Association in that year (or at such later time as the Board may determine) the Board shall appoint :

- (a) any Director of the Association to be an appointee of the Association to the Board of Directors of Cricket Australia or its' successor;
- (b) any Directors of the Association to comprise members of such committees of the Board as the Board considers necessary.

29.2 The appointment or where applicable employment of persons by the Board under Article 29.1 shall be within the absolute discretion of the Board and any such person shall be appointed or employed for such purpose, for such term and remuneration (if any) and with such rights, powers, functions and duties as the Board may from time to time determine PROVIDED THAT nothing in this Article shall affect the operation of clause 4 of the Memorandum of Association of the Association.

29.3 Unless otherwise determined by the Board the appointment or employment of the persons appointed or employed under Article 29.1 shall continue until the next Annual General Meeting after their appointment or employment PROVIDED THAT the Board has the right at any time and for any reason to remove and replace any person appointed or employed under Article 29.1.

## **30. SELECTION COMMITTEE AND LEADERSHIP GROUP**

30.1 The Board shall be responsible for appointing the Selection Committee, Captain, Vice Captain, and as necessary the Deputy Vice Captain of the Tasmanian State Senior Cricket Team.

30.2 The Selection Committee shall be a minimum of three members as determined by the Board in its' absolute discretion.

- 30.3 Should a vacancy occur at any time, the Board may appoint another member of the Selection Committee.
- 30.4 The Board shall appoint one of the members of the Selection Committee to be the Chairman of the Committee. The quorum for the meetings of the Committee shall be three members, present in person or by electronic link, and in the absence of the Chairman from any meeting, the members of the Committee present shall elect one of their number to be chairman of the meeting.
- 30.5 At any time the Board may terminate the appointment of any person appointed pursuant to Article 30.1.”

**31. GRADE CRICKET COMMITTEE**

31.1 The Board shall establish and maintain a Grade Cricket Committee which shall comprise:

31.1.1two persons appointed by the TCA Elected Directors to be representatives of the cricket clubs affiliated with the Association and competing in the Association Grade Roster, as provided in Article 31.3;

31.1.2at least two TCA Elected Directors appointed by the TCA Elected Directors as provided in article 31.2; and

31.1.3an independent chairman if one is appointed pursuant to Article 31.2;

and the Grade Cricket Committee shall have such powers, functions and duties and act in such a manner as the Board may from time to time determine and in accordance with any rules and by-laws made by the Board or the Association from time to time.

31.2 Each year the TCA Elected Directors shall appoint two of their number to be members of the Grade Cricket Committee and such appointment shall be made by notice in writing to the Board to be received by the Board prior to the 30<sup>th</sup> September in that year and shall have effect from 1<sup>st</sup> October in that year to 30<sup>th</sup> September in the next year. Any appointee may be eligible for re-appointment in the next or any succeeding year.

In addition to the two TCA Elected Directors the TCA Elected Directors may appoint one other independent person to be the chairman of the Grade Cricket Committee.

If in any year the TCA Elected Directors do not appoint an independent person as chairman, they shall appoint one of the two TCA Elected Directors appointed to the Grade Cricket Committee to be chairman of the Grade Cricket Committee. In this case the TCA Elected Directors shall appoint either a third TCA Elected Director or an independent person to the Grade Cricket Committee.

The TCA Elected Directors shall from time to time appoint one of the TCA Elected Directors on the Grade Cricket Committee as the deputy chairman of the Grade Cricket Committee.

31.3 The clubs affiliated with the Association and competing in the Association Grade Roster shall be entitled to have two representatives appointed by the TCA Elected Directors to the Grade Cricket Committee.

Nominations for consideration for appointment as one of the two Club representatives on the Grade Cricket Committee shall be made in writing to the TCA Elected Directors signed by a majority of the Presidents or their representatives of the affiliated clubs competing in the Association Grade Roster prior to the 1st September in that year if required.

The terms of appointment in the first instance shall be one club representative appointed for three years and one appointed for two years after which a club representative shall be appointed in each year for a period of two years.

An appointee to the Grade Cricket Committee representing the Clubs is eligible for re-appointment for the next or any succeeding term of appointment.

- 31.4 The TCA Board may at any time appoint, replace or remove any members of the TCA Grade Cricket Committee if it is required to ensure that the above representation from either the TCA Elected Directors of the clubs as outlined in Articles 31.2 or 31.3 continues and the replacement shall serve the balance of the term of office of the replaced or removed members of the Committee.
- 31.5 Each member of the Grade Cricket Committee has one vote and the chairman of the Committee, or in the absence of the chairman, the deputy chairman, has a second or casting vote, but no member of the Committee has any right to take part in any meeting of the Committee or to vote unless notice in writing of their appointment is received by the Board pursuant to Articles 31.2, 31.3 or 31.4.
- 31.6 The quorum for a meeting of the Grade Cricket Committee shall be three members consisting of the chairman, one TCA Elected Director and one appointed member representing the TCA Clubs. If the chairman of the Committee is not present at any meeting of the Committee the deputy chairman shall be chairman of that meeting.
32. Except where inconsistent with the express provisions of Article 30 and 31, the provisions of Article 25 apply to each of the Selection Committee and Grade Cricket Committee specified in those Articles.

### **33. GENERAL MEETINGS**

A general meeting of the Association to be called the "Annual General Meeting" in addition to any other general meeting shall be held in every calendar year (subject nevertheless to any extension permitted under the Act) at such time and at such place as may be determined by the Board. All other general meetings of the Association shall be called "Special General Meetings".

- 34.1 The Board, whenever it thinks fit, may convene a special general meeting, and the special general meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.
- 34.2 If at any time there are not within the State of Tasmania sufficient Directors capable of acting to form a quorum, a Director or any ten (10) financial members of the Association may convene a special general meeting in the same manner as possible as that which meetings may be convened by the Directors.
35. The general business of the Annual General Meeting shall be:
- 35.1 the receipt and consideration of the accounts, balance sheets and the report of the Directors and the Auditor as required by the Act;
- 35.2 the election of Elected Directors;
- 35.3 the election of the Patron
- 35.4 the receipt of notices of appointment of the Appointed Directors;

- 35.5 the appointment of the auditor
36. All business that is transacted at a special general meeting, and all that is transacted at the annual general meeting, with the exception of the matters specified in Article 35 shall be deemed special.
- 37.1 No business shall be transacted at any general meeting unless a quorum of financial members is present at the time when the meeting proceeds to business: Save as herein otherwise provided, twenty (20) financial members personally present shall be a quorum.
- 37.2 If within ten (10) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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, and if at the adjourned meeting a quorum is not present within ten (10) minutes from the time appointed for the meeting, the financial members present shall be a quorum.
38. The chairman of the meeting, with the consent of any meeting at which a quorum is present may (and shall if so directed by the meeting), adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
39. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as foresaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 40.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is demanded by at least two financial members present in person or by proxy entitled to vote and, unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands, has been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- 40.2 If a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 40.3 In the case of an equality of votes, whether on show of hands or on a poll, the chairman of the meeting at which the show of hands or the poll took place, shall be entitled to a second or casting vote.
- 40.4 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded at a meeting on any other question shall be taken at such time at that meeting as the Chairman of the meeting directs.
- 41.1 Every financial member present in person and every financial member present in the case of an individual; by his proxy and in the case of a financial member being a company, corporation, association, firm or institution by its representative duly appointed in writing shall have one vote.
- 41.2 The instrument appointing a proxy or shall be in writing under the hand of the appointor or his attorney duly authorised in writing. To be valid, the instrument appointing a proxy (and the power of attorney, if any, under which it is signed or proof of the power of attorney to the satisfaction of the Board) must be deposited duly stamped (if necessary) at the office of the Association or any other place the Board may determine from time to time, at least forty-eight

hours before the time for holding the meeting or adjourned meeting or poll at which the person named in the instrument proposes to vote. A proxy or representative need not be a member of the Association.

- 41.3. An instrument appointing a proxy or representative may be in or to the effect of the following form, or any other form which the Directors may approve:

"I, #  
being a member of #  
hereby appoint # of #  
as my proxy to vote for me and on my behalf at the general meeting of the Association to be held on # and at any adjournment thereof.

SIGNED this                      day of                      in the                      presence of: -"

**42. NOTICE OF GENERAL MEETINGS**

- 42.1 Subject to the provisions of the Act relating to special resolutions, twenty one (21) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, general nature of that special business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under these Articles entitled to receive such notices from the Association, but general meetings may be convened by such shorter notice as may be agreed upon as provided by the Act.

- 42.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

**43. ACCOUNTS**

- 43.1 The financial year of the Association shall commence on the 1<sup>st</sup> day of July and end on the 30<sup>th</sup> day of June in each year.

44. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act to financial members and to any other person to whom the Directors are required under the Act or otherwise under the law to distribute, provided however that the Directors shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than three ( 3) months before the date of the meeting.

45. From time to time the Directors shall determine in accordance with Clause 8 of the Memorandum of the Association at what times and places and under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Association except as conferred by statute or by Clause 8 of the Memorandum of Association or authorized by the Directors or by the Association in general meeting.

**46. AUDIT**

- 46.1. A properly qualified Auditor or Auditors shall be appointed.

**47. NOTICES**

- 47.1. A notice may be given by the Association or the Board to any member either personally or by sending it by post to him at his last known address or to the address, if any, within the State

supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

47.2 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

47.2.1 every member except those members whose last address is not known and who have not supplied to the Association an address within the State for the giving of notice to them; and

47.2.2 the Auditor or Auditors of the Association; and

47.2.3 any other person to whom notice is required to be given under the Act; and

47.2.4 no other person shall be entitled to receive notices of general meetings.

#### **48. COMMON SEAL**

48.1. The Board shall provide for the custody of the Common Seal and the Seal shall not be used except by the authority of the Board previously given and every instrument to which the Seal is affixed shall be signed by at least two members of the Board present at the meeting at which such authority was given and countersigned by the Executive Officer or some other person appointed by the Board for that purpose.

#### **49. WINDING UP**

49.1 The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

#### **50. BY-LAWS, RULES AND REGULATIONS**

50.1 The Board shall have power from time to time to make such by-laws, rules and regulations not inconsistent with the Memorandum and Articles of Association of the Association as in the opinion of the Board are necessary and desirable for the proper control, administration and management of the Association's operations, finances, affairs, interests, effects and property and the duties obligations and responsibilities of the members and to amend or rescind from time to time any such by-laws, rules or regulations.

#### **51. GENERAL**

51.1 Indemnity of the Officers

51.2 The Association shall indemnify each officer of the Association and each officer of each wholly owned subsidiary of the Association to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Association or of such wholly owned subsidiary (as the case may be) or in or arising out of the discharge of the duties of the officer unless the liability was incurred by the officer through his or her own dishonesty, negligence, lack of good faith or breach of duty.

51.3 In addition to paragraph 51.2 an officer of a wholly owned subsidiary of the Association may be indemnified to the relevant extent out of the assets of the Association against any liability incurred by the officer in or arising out of the conduct of the business of the Association or of such wholly owned subsidiary (as the case may be) or in or arising out of the discharge of the duties of the officer where the Directors consider it appropriate to do so.

- 51.4 Where the Directors consider it appropriate to do so, the Association may pay amounts by way of premium in respect of any contract effecting insurance on behalf of or in respect of an officer of the Association or a subsidiary against liability incurred by the officer in or arising out of the conduct of the business of the Association or of the subsidiary or in arising out of the discharge of the duties of the officer.
- 51.5 In this article “officer” means:
- 51.5.1a director, secretary, executive officer or employee; or
- 51.5.2a person appointed as a trustee by, or acting as a trustee at the express request of, the Association or a wholly owned subsidiary of the Association;
- and includes a former officer.
- 51.6 In this Article, “duties of the officer” includes duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Association or any wholly owned subsidiary of the association.
- 51.7 In this article, “the relevant extent” means:
- 51.7.1to the extent the Association is not precluded by law from doing so;
- 51.7.2to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
- 51.7.3Where the liability is incurred in or arising out of the conduct of the business or another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.
- 51.8 In this Article, “liability” means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind, including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise”
52. If any question arises not provided for in these Articles or the Act the Board shall have power to decide the question.
53. Subject to the provisions of clause 9 of the Memorandum of Association these Articles may be added to or altered by special resolution passed in accordance with the provisions of the Act.