

CONSTITUTION

ACT Cricket Association

INCORPORATED

September 2011

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ACT Cricket Association Incorporated

An Association incorporated pursuant to the *Associations Incorporation Act 1991 (ACT)*

1. Name

The name of the Association will be ACT Cricket Association Incorporated.

2. Definitions

Within this constitution the following words and expressions will have the following meanings:

Act	means the <i>Associations Incorporation Act 1991 (ACT)</i> together with all acts of the ACT Legislative Assembly amending the same
Affiliate	means an organisation: (a) which is an "Affiliate" at the date of the adoption of this constitution or (b) to which the status of "Affiliate" has been granted by the Board
Association	means ACT Cricket Association Incorporated
Board	means the board described in paragraph 8
Chairperson of the Board	means the chairperson of the Board elected by the Association
Discipline Committee	means the committee: (a) which is the "Discipline Committee" at the date of the adoption of this constitution or (b) a replacement committee to which the status of the "Discipline Committee" has been granted by the Board
Grade Club	means a club: (a) which is a "Grade Club" at the date of the adoption of this constitution or (b) subject to paragraph 14.14, to which the status of "Grade Club" has been granted by the Association at a general meeting
Grade Cricket Committee	means the committee: (a) which is the "Grade Cricket Committee" at the date of the adoption of this constitution or (b) a replacement committee to which the status of the "Grade Cricket Committee" has been granted by the Board
Independent Tribunal	means the tribunal appointed from the Panel of the Independent Tribunal

Junior Cricket Council	means the council: <ul style="list-style-type: none"> (a) which is the "Junior Cricket Council" at the date of the adoption of this constitution or (b) a council appointed to be the "Junior Cricket Council" by the Board
Life Member	means a person: <ul style="list-style-type: none"> (a) who is a "Life Member" at the date of the adoption of this constitution or (b) to whom the status of "Life Member" has been granted by the Association
Panel of the Independent Tribunal	means the panel: <ul style="list-style-type: none"> (a) which is the "Panel of the Independent Tribunal" at the date of the adoption of this constitution or (b) the panel appointed to be the "Panel of the Independent Tribunal" by the Association
Patron	means a person: <ul style="list-style-type: none"> (a) who is a "Patron" at the date of the adoption of this constitution or (b) to whom the status of "Patron" has been granted by the Board
Seal	means the Common Seal of the Association
Secretary	means the person appointed by the Board for the time being to perform the duties of secretary and Public Officer of the Association
Special Resolution	means a resolution passed: <ul style="list-style-type: none"> (a) at a quorate general meeting of the Association of which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members of the Association and (b) by at least three quarters of the votes of those members of the Association who vote at the meeting (including votes by proxy in accordance with this constitution)
Supporter of ACT Cricket	means a person to whom the status of "Supporter of ACT Cricket" has been granted by the Board
Treasurer	means the person appointed by the Board for the time being to perform the duties of treasurer of the Association
Umpires and Scorers Council	means the council: <ul style="list-style-type: none"> (a) which is the "Umpires and Scorers Council" at the date of the adoption of this constitution or (b) a council appointed to be the "Umpires and Scorers Council" by the Board and

Women's Cricket Council

means the council:

- (a) which is the "Women's Cricket Council" at the date of the adoption of this constitution or
- (b) a council appointed to be the "Women's Cricket Council" by the Board.

3. Objects

The objects for which the Association is established are:

- 3.1 to promote, control, manage and develop the game of cricket within the Australian Capital Territory and the City of Queanbeyan
- 3.2 to conduct and to participate in cricket competitions and
- 3.3 to select cricket teams to represent the ACT in matches and to participate in trial matches, including matches against teams from outside the Australian Capital Territory and the City of Queanbeyan.

4. Powers

The Association has (but not so as to limit or diminish any power granted to the Association by the Act or any other law) the following powers, which subject to any relevant law may be exercised both within and outside the ACT:

- 4.1 to conduct and to participate in cricket competitions
- 4.2 to enter into licences, franchise agreements and other commercial arrangements
- 4.3 to levy affiliation fees on clubs and/or teams and other fees and charges
- 4.4 to acquire, purchase, lease, provide, hold and maintain personal and real property of every description
- 4.5 to transfer, sell, lease and otherwise dispose of personal and real property of every description
- 4.6 to borrow and otherwise receive and solicit money, conduct financial campaigns and enlist financial aid
- 4.7 to lend, invest, maintain and otherwise deal with such of the funds of the Association as may not be immediately needed in such securities or investments or in such manner and upon such terms and conditions as may be approved by the Board
- 4.8 to draw, make, accept, endorse, document, execute and issue cheques, promissory notes, bills of exchange, warrants and other negotiable instruments
- 4.9 to employ and otherwise engage any persons or enlist volunteers

- 4.10 to assist other bodies and organisations in connection with any work or other matter which the Board considers to be in the interest of the Association or to be conducive to the attainment of any of its objects
- 4.11 to discipline:
- a. Affiliates
 - b. members
 - c. players
 - d. officials
 - e. clubs and/or teams
 - f. members of clubs, councils and/or committees and/or
 - g. any other participants in matches or other activities undertaken by the Association
- 4.12 to permit cricket teams from outside the Australian Capital Territory and the City of Queanbeyan to participate in its competitions subject to the agreement of the relevant administering body
- 4.13 to undertake and execute any trust conforming to any of the objects of the Association and to accept any gift, endowment, grant or bequest made to the Association generally or for the purpose of any specific object or objects and to carry out any trust attached to any gift, endowment or bequest and
- 4.14 to perform, execute and do all acts, documents and things incidental, desirable or necessary to or for any of the objects of the Association.

5. **Assets and Income**

The Association will apply its assets and income in the furtherance of its objects and will not distribute to its members by way of dividend or otherwise any of the assets or income of the Association.

6. **Personal Liability**

No member of the Association will as such member be under any personal liability to any creditor of the Association.

7. **Members**

- 7.1 The members of the Association comprise the following voting members:
- a. members of the Board
 - b. two members notified in writing to the Secretary by the secretary of each Grade Club including a member notified as a replacement for a person ceasing to be a member under paragraph 7.6g
 - c. the chairperson of the Grade Cricket Committee
 - d. the chairperson of the Junior Cricket Council
 - e. the chairperson of the Umpires and Scorers Council and
 - f. the chairperson of the Women's Cricket Council.

- 7.2 No entrance fee, subscription or other charge will be payable by members of the Association. Nothing in this paragraph 7.2, however, will be taken to limit the power of the Association to levy affiliation fees and other fees and charges under paragraph 4.3.
- 7.3 Each voting member will be entitled to attend and to have one vote, either in person or by proxy in accordance with paragraph 16, at general meetings of the Association. A voting member who is a member in more than one capacity will only be entitled to one vote.
- 7.4 The membership of the Association also comprises the following non voting members if appointed in accordance with this constitution:
- a. one person notified in writing to the Secretary by the secretary of any Affiliate
 - b. Life Members
 - c. Patrons and
 - d. Supporters of ACT Cricket.
- 7.5 Non voting members will be entitled to attend general meetings of the Association but will not be entitled to vote.
- 7.6 A member will cease to be a member upon:
- a. that member's death
 - b. that member's removal by a Special Resolution
 - c. where the member is a member of the Association solely by virtue of paragraph 7.1a, that member ceasing to be a member of the Board
 - d. that member's written resignation being received by the Secretary or (in the case of the Secretary) by the Chairperson of the Board
 - e. in the case of a member of the Board: that person ceasing to be a member of the Board
 - f. in the case of a member notified in writing to the Secretary by the secretary of an Affiliate:
 - i written notice of that person's removal being received by the Secretary from the secretary of that Affiliate or
 - ii their nominating organisation ceasing to be an Affiliate
 - g. in the case of a member notified in writing to the Secretary by the secretary of a Grade Club:
 - i written notice of that person's removal being received by the Secretary from the secretary of that Grade Club or
 - ii their nominating club ceasing to be a Grade Club
 - h. in the case of chairperson of the Grade Cricket Committee: that person ceasing to be the chairperson of the Grade Cricket Committee
 - i. in the case of chairperson of the Junior Cricket Council: written notice of that person ceasing to be the chairperson of that council being received by the Secretary from the Junior Cricket Council

- j. in the case of chairperson of the Umpires and Scorers Council: written notice of that person ceasing to be the chairperson of that council being received by the Secretary from the Umpires and Scorers Council
- k. in the case of chairperson of the Women's Cricket Council: written notice of that person ceasing to be the chairperson of that council being received by the Secretary from the Women's Cricket Council or
- l. in the case of a non voting member, that person ceasing to be a Patron, Life Member or Supporter of ACT Cricket.

8. Board

Role of the Board

- 8.1 The control of the Association will be vested in the Board. The Board will maintain the general oversight and planning in respect of the Association.
- 8.2 The Board must meet no fewer than six times between each annual general meeting. The Board must meet at least once every two calendar months. Board meetings will be held at such time and place as the Board may determine.
- 8.3 An ordinary resolution will require a simple majority of those present and voting to be passed and no person will have a casting vote in the event of a tied vote. A tied vote will lead to the motion being "lost".
- 8.4 The Board will obey the directions of any general meeting of the Association.
- 8.5 The Board will appoint the chairperson of the Grade Cricket Committee at its first meeting following each Annual General Meeting. The term of the chairperson of the Grade Cricket Committee will expire at the conclusion of the first meeting of the Board after the following annual general meeting.
- 8.6 The Board will develop, maintain and enforce rules and/or bylaws covering matters including the following:
 - a. appointment and removal of:
 - i Patrons
 - ii Life Members and
 - iii Supporters of ACT Cricket
 - b. general operations
 - c. financial management
 - d. laws of cricket applicable to matches organised by the Association
 - e. discipline and penalties
 - f. Panel of the Independent Tribunal
 - g. Independent Tribunal

- h. Grade Clubs, including:
 - i grant, termination and suspension of status and
 - ii appointment of members of the Association by Grade Clubs under paragraph 7.1b
 - i. Affiliates
 - j. players, including:
 - i eligibility and
 - ii granting, termination and suspension of status and
 - k. committees and councils, including:
 - i Discipline Committee
 - ii Grade Cricket Committee
 - iii Junior Cricket Council
 - iv Umpires and Scorers Council and
 - v Women's Cricket Council.
- 8.7 The role of the Chairperson of the Board will include the following:
- a. chairing all general meetings of the Association and
 - b. convening and chairing all meetings of the Board.
- 8.8 The role of the deputy chairperson of the Board will be to stand in for the Chairperson of the Board whenever they are unavailable.
- 8.9 Whenever the Chairperson of the Board and deputy chairperson of the Board are both unavailable:
- a. to chair a general meeting of the Association: those members present will elect a chair and
 - b. to convene and/or chair a meeting of the Board: the remaining Board members may convene a meeting and elect a chair.
- 8.10 The Board may co-opt people to undertake general or specific tasks. Co-opted persons will not be members of the Board and will not have voting rights. All co-opted roles will be subject to the review of the Board at any time.
- 8.11 No act or resolution of the Board will be invalidated by reason only of the existence of any vacancy or vacancies among members of the Board.
- 8.12 The quorum for a meeting of the Board will be:
- a. if six members have been elected or appointed to the Board: four members
 - b. if seven or eight members have been elected or appointed to the Board: five members and
 - c. if nine members have been elected or appointed to the Board: six members.

Membership of the Board

- 8.13 Subject to the provisions of this constitution, the Board will comprise:
- a. the Board immediately prior to the general meeting at which this Constitution is adopted
 - b. following the close of the general meeting at which this Constitution comes into effect:
 - i the Chairperson of the Board elected by the Association at that general meeting
 - ii the five members elected by the Association at that general meeting and
 - iii subject to paragraph 8.24, up to three members appointed by the Board and
 - c. following each annual general meeting held after 2011:
 - i the Chairperson of the Board elected by the Association at a prior annual general meeting
 - ii the three or four members elected by the Association at prior annual general meetings whose terms have not expired
 - iii the member or members elected or re-elected by the Association at that meeting for three year terms and
 - iv the members appointed under paragraph 8.18 to fill vacancies of retiring Board appointed members.
- 8.14 Where a Chairperson has already served two or more three year terms in the period immediately prior to their re-appointment, their re-appointment may only be by way of a Special Resolution.
- 8.15 Subject to the provisions of this constitution:
- a. Board members elected by the Association will hold office for a term expiring at the close of the annual general meeting held in their third year of office and
 - b. Board members appointed by the Board will hold office for a term expiring at the close of the first Board meeting following the close of the annual general meeting held in their third year of office.
- 8.16 Employees of the Association may not be members of the Board.
- 8.17 At a meeting subsequent to the adoption of this constitution, the Board may appoint members in addition to the members elected by the Association being not more than:
- a. one member for a one year term
 - b. one member for a two year term and
 - c. one member for a three year term.
- 8.18 At a meeting subsequent to each annual general meeting held after 2011, the Board may appoint replacements for those members or re-appoint those members who had previously been appointed by the Board and whose terms have expired for terms of up to three years.

- 8.19 In appointing members pursuant to paragraphs 8.17 and 8.18, the Board will seek to ensure that those appointed members have skills that complement those of the elected members of the Board so that the aggregate skill mix of the Board is appropriate to maximise its effectiveness in undertaking its roles.
- 8.20 At a meeting subsequent to the adoption of this constitution and at a meeting subsequent to each annual general meeting of the Association the Board will elect or re-elect from amongst its members a deputy chairperson of the Board, Treasurer and Secretary. One person may hold more than one of these positions.
- 8.21 A member of the Board will cease to be a Board member upon their:
- a. ceasing to be a member of the Association
 - b. removal by a resolution of the Board
 - c. removal by a Special Resolution or
 - d. resignation being received in writing by the Secretary or (in the case of the Secretary) by the Chairperson of the Board.
- 8.22 A member of the Board may be granted leave of absence or have their membership of the Board suspended by a resolution of the Board. The term and other conditions of the Board member's leave of absence or suspension will be as determined by the Board.
- 8.23 Only natural persons may be elected or appointed to the Board.
- 8.24 If a member appointed by the Board ceases to be a member of the Board during their term, a replacement may be appointed by the Board and any person so appointed will hold office for the residue of their predecessor's term of office.
- 8.25 Any vacancy occurring in the members elected by the Association will be filled by a person appointed by the Board and any person so appointed will hold office until a replacement is elected under paragraph 8.26.
- 8.26 If a Board member is replaced under paragraph 8.25, the Board will arrange for their replacement to be elected by the Association at a general meeting to be held within six months of the vacancy occurring. Any person so elected will hold office for the residue of their predecessor's term of office.

9. **Conflicts of Interest**

- 9.1 No member of the Board or of the Association is entitled to vote on a matter in which they have a conflict of interest, or to be present (either in person or by proxy) at a meeting during any discussion of a matter in which they have a conflict of interest.
- 9.2 All members of the Board or of the Association must immediately upon becoming aware of any actual or potential conflict of interest declare that actual or potential conflict of interest:

- a. if becoming aware of the actual or potential conflict of interest before the relevant meeting: to the Chairperson of the Board or the Secretary or
 - b. if becoming aware of the actual or potential conflict of interest during the relevant meeting: to the chairperson of that meeting.
- 9.3 A "conflict of interest" will exist for a member for the purposes of this paragraph 9 if:
- a. through any current or proposed future dealings or relationships with a tenderer or any related body, that member or their family stands to gain a benefit or advantage from the outcome of the meeting or
 - b. there is any other reason why that member might be perceived not to deal with a matter in an objective manner.
- 9.4 In the event of any dispute as to whether a matter will give rise to a conflict of interest, the matter will be decided by a resolution of the relevant meeting. The member or members subject, or potentially subject, to the conflict of interest must not (either in person or by proxy) vote on or be present during any discussion of this resolution.

10. **Affiliates**

The Association may authorise the Board to affiliate, by entering into appropriate administrative arrangements, with other recognised cricket bodies or cricket associations or with other organisations whose objects are compatible with those of the Association. Upon such affiliation, that body, association or organisation will become an "Affiliate" for the purposes of this constitution.

11. **Panel of the Independent Tribunal**

- 11.1 The Association may from time to time appoint to the Panel of the Independent Tribunal persons who will be available to act on the Independent Tribunal.
- 11.2 A person who is a voting member of the Association, an officer of a Grade Club or an affiliate must not be a member of the Panel of the Independent Tribunal.
- 11.3 A person on the Panel of the Independent Tribunal appointed under paragraph 11.1 must not be a member of any body with a disciplinary role which affects the Association or any Grade Clubs or their players other than the Independent Tribunal.
- 11.4 The Association will at a general meeting appoint one or more persons to act as chairperson of the Independent Tribunal.
- 11.5 A chairperson of the Independent Tribunal must be a person admitted to practice as a legal practitioner within Australia.
- 11.6 The persons who, immediately prior to the coming into operation of this Constitution, were members of the Panel of the Independent

Tribunal will continue in that capacity subject to the terms of this constitution.

- 11.7 The Independent Tribunal will comprise three members of the Panel of the Independent Tribunal appointed under paragraph 11.1 or continuing under paragraph 11.6 including a person appointed to act as chairperson or, in the absence of such a person, a person qualified to act as chairperson.

12. **Discipline Committee**

- 12.1 The Board may from time to time appoint to the Discipline Committee persons who will be available to act on the Discipline Committee.
- 12.2 A person on the Discipline Committee must not be a member of any body with a disciplinary role which affects the Association or any Grade Club or their players other than the Discipline Committee.
- 12.3 The Board will appoint one or more persons to act as chairperson of the Discipline Committee.
- 12.4 The persons who, immediately prior to the coming into operation of this Constitution, were members of the Discipline Committee will continue in that capacity subject to the terms of this constitution.

13. **Sub Committees**

- 13.1 The Board may appoint sub committees of the Board.
- 13.2 Sub committees will conduct their business and exercise and carry out their powers and duties in accordance with any specific directions of the Board and subject thereto sub committees will have the same authority as the Board in relation to the matter for which the sub committee has been appointed.
- 13.3 The Board may overturn decisions of any of its sub committees.

14. **General Meetings of the Association**

- 14.1 Nothing in this constitution will prevent the Board from calling an emergency general meeting of the Association on such period of prior notice as it determines. Notwithstanding this paragraph 14.1, however, a Special Resolution may only be passed at a meeting called in accordance with paragraph 14.3.
- 14.2 At least two general meetings must be held between each annual general meeting of the Association. The Treasurer must present a budget at one of these general meetings.
- 14.3 At least 21 days prior written notice of every annual general meeting and of every general meeting at which a Special Resolution is to be proposed will be issued by the Secretary to all members of the Association. At least 14 days prior written notice of every other general meeting will be issued by the Secretary to all members of the

Association. The business to be transacted at any general meeting will be given in the notice calling the general meeting.

- 14.4 A Special Resolution must not deal with any business except:
 - a. the business of which notice has been given in accordance with this constitution or
 - b. which in the opinion of the person chairing the meeting is directly relevant to that business.
- 14.5 An ordinary resolution will require a simple majority of those present (either in person or by proxy) and voting to be passed and no person will have a casting vote in the event of a tied vote. A tied vote will lead to the motion being "lost".
- 14.6 Resolutions must be passed by secret ballot where:
 - a. the resolution is a Special Resolution
 - b. the resolution is a contested election of a person to an office of the Association
 - c. the resolution concerns the removal of a member of the Association or the Board or
 - d. requested by three voting members of the Association present (either in person or by proxy) at the meeting.
- 14.7 General meetings of the Association may be convened:
 - a. by decision of the Board or
 - b. on a requisition to the Secretary signed by not fewer than five voting members.
- 14.8 Annual general meetings will be held once in every financial year at such place and at such time (not being more than five months after the end of the last preceding financial year of the Association) as the Board may determine.
- 14.9 At each annual general meeting the Treasurer will submit to the members all proper accounts and the Chairperson of the Board will provide a report which will contain a summary of the activities of the Association during the period since the last annual general meeting.
- 14.10 At each annual general meeting members will be elected, with effect from the close of the annual general meeting, to fill those positions on the Board (including, where applicable, the Chairperson of the Board) left vacant by members who:
 - a. were previously elected by the members Association and
 - b. whose terms are to expire at the close of that annual general meeting.
- 14.11 Nominations for the members of the Board, (including, where applicable, the Chairperson of the Board) must be: in writing; signed by two voting members of the Association; and received by the

Secretary at least three full business days before the commencement of the annual general meeting.

- 14.12 The chairpersons of the Women's Cricket Council and the Junior Cricket Council will be elected at each annual general meeting of the Association. The terms of the chairpersons of the Women's Cricket Council and the Junior Cricket Council will expire at the conclusion of the next annual general meeting. The Board may suggest a person for election as the chairperson of the Women's Cricket Council and/or the Junior Cricket Council.
- 14.13 The chairperson of the Umpires and Scorers Council will be elected at an annual general meeting of the Association. The term of the chairperson of the Umpires and Scorers Council will expire will expire at the conclusion of the next annual general meeting held in the next even numbered year following their election. The Board may suggest a person for election as the chairperson of the Umpires and Scorers Council.
- 14.14 A resolution for the following will only be effective if it is passed as a Special Resolution:
- a. granting the status of a Grade Club
 - b. removing the status of a Grade Club and
 - c. amalgamating two or more Grade Clubs.
- 14.15 The quorum for a general meeting of the Association will be 17 voting members.

15. Removal and Suspension of Membership

- 15.1 The members of the Association may by Special Resolution remove or suspend the membership of any member of the Association if that member:
- a. has failed to comply with any requirement of this constitution or of any rules and/or bylaws developed by the Board under this constitution
 - b. has acted in a manner that is prejudicial to the objects or interests of the Association or
 - c. has brought ACT cricket into disrepute.
- 15.2 The members of the Association may by Special Resolution remove or suspend any:
- a. Board member
 - b. Grade Club member
 - c. Patron
 - d. Discipline Committee member
 - e. sub committee member
 - f. selection committee member or
 - g. Supporter of ACT Cricket

if that person:

- h. has failed to comply with any requirement of this constitution or of any rules and/or bylaws developed by the Board under this constitution
- i. has acted in a manner that is prejudicial to the objects or interests of the Association or
- j. has brought ACT cricket into disrepute.

16. Proxies

A voting member (other than a Board member) may appoint a proxy to vote on their behalf at a general meeting of the Association by written notice signed by that member and delivered to the Secretary no later than three full business days prior to the relevant meeting. A person who is a voting member of the Association may not be appointed to be a proxy.

17. Public Officer

The Secretary will be the Public Officer of the Association for the purposes of the Act.

18. Auditor

18.1 The Board must ensure that the Association's accounts are audited by a person who is appointed in accordance with the Act. The auditor of the Association must comply with the Act. An auditor of the Association must be appointed or re-appointed at each annual general meeting of the Association.

18.2 The auditor of the Association at the date of the adoption of this constitution will continue to be the auditor of the Association until the end of the following annual general meeting unless the auditor is removed by the Board during that period.

19. Seal

19.1 The Board will procure a common seal for the Association and will provide safe custody of the seal.

19.2 The seal will not be used except by the authority of the Board.

20. Financial Year, Funds and Banking

20.1 The Financial year of the Association will commence on 1 July in each calendar year.

20.2 All moneys received on behalf of the Association will be paid into such bank or banks as the Board determines. All expenditure will be made by cheque signed by any two from a specified group of persons appointed for that purpose by the Board or by electronic transfer of funds in a manner approved by the Board. Nothing in this paragraph 20.2 will preclude the Board from making such arrangements for the provision of petty cash facilities as it sees fit.

- 20.3 True accounts will be kept of all sums of money received and expended by the Association and of the manner in which such receipts and expenditures take place. True accounts will also be kept of the property, assets and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner that may be imposed in accordance with this constitution, such accounts will be open to inspection by the members.
- 20.4 Once at least in every financial year the accounts of the Association will be examined and reported upon by the auditor of the Association.

21. Indemnity

- 21.1 Every member of the Board and officer or servant of the Association will be indemnified by the Association against, and it will be the duty of the Board out of the funds of the Association to pay, all costs, losses and expenses (including, according to the absolute discretion of the Board, all reasonable travelling expenses), which any of such persons may incur or become liable for by reason of any act or thing done by them as a member, officer or servant of the Association in discharge of their duties.
- 21.2 No member of the Board or any other officer or servant of the Association will be under any liability arising (other than by way of their own unlawful act) out or in respect of:
- a. any acts, receipts, neglects or defaults of any member, officer or servant of the Association
 - b. any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association
 - c. any insufficiency of any security in or upon which any of the moneys of the Association will be invested
 - d. any loss or damage arising from bankruptcy, insolvency (other than their own) or any unlawful act of any person with whom any monies, securities or assets will be deposited
 - e. any loss occasioned by any error of judgement or oversight on his or her part or
 - f. any other loss damage or misfortune whatsoever (save, as aforesaid, for the unlawful act of the person seeking the indemnity) which will happen in the execution of their duties or in relation thereto.

22. Saving Clause

Any act or thing done or suffered, or purporting to have been done or suffered, by the Association or the Board or any person appointed or co-opted to any position or role by the Association or the Board will be valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or co-opting of any person who participated in the relevant decision as a voting member of the Association or as a member of the Board, as the case may be.

23. **Interpretation**

The interpretation and application of this constitution will be vested in the Board whose decision thereon and on all other matters affecting the Association in respect of which a dispute may exist will, where the matter in question is not otherwise dealt with by this constitution, be final and binding on all members of the Association. It will not be incumbent upon the Board before arriving at such decision to give any notice to any member or to hold any formal or informal hearing or to hear or take any evidence or statement from any member.

24. **Amendment and Alteration of this Constitution**

This constitution may be altered at any time by a Special Resolution of the members of the Association.

25. **Dissolution**

In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities will be paid and applied to any fund, institution or authority which:

- a. has objects substantially the same as the objects of the Association
- b. is not carried on for the object of trading or securing pecuniary gain for its members and
- c. has a provision in its rules requiring any surplus property of the association to be passed, on the dissolution or winding up of the association, to another association that:
 - i. has objects substantially the same as that association and
 - ii. is not carried on for the object of trading or securing pecuniary gain for its members.