

NEW SOUTH WALES CRICKET UMPIRES' AND SCORERS' ASSOCIATION INC.

CONSTITUTION

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NEW SOUTH WALES CRICKET UMPIRES' AND SCORERS' ASSOCIATION INC.

CONSTITUTION

1. NAME

The name of the association is New South Wales Cricket Umpires' and Scorers' Association Incorporated ("Association").

2. OBJECTS

The Association is established solely to:

- (a) become and remain the only New South Wales Cricket Umpires' and Scorers' Association affiliate of the New South Wales Cricket Association or its successor or assignee ("NSWCA");
- (b) regulate, encourage, administer, promote, advance and manage cricket umpiring and scoring in New South Wales through education, examination and all other available means;
- (c) encourage and assist in the formation of local umpire and scorer associations and invite all associations interested in cricket umpiring and scoring to affiliate with the Association;
- (d) assist the NSWCA and its Affiliated Associations in maintaining a uniform interpretation of the Laws of Cricket or rules, including scoring techniques or protocols as may from time to time be adopted or made by the NSWCA and its Affiliated Associations;
- (e) facilitate the resolution of disputes involving any Member of the Association or any other person in any way associated with cricket umpiring and scoring in New South Wales;
- (f) pursue through itself or other such entity commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further these Objects;
- (g) formulate or adopt and implement appropriate policies and such other matters as arise from time to time as issues to be addressed in cricket umpiring and scoring;
- (h) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve;
- (i) co-operate or join with or support any association, organisation, society or individual whose activities or purposes are similar to those of the Association or which advance cricket umpiring and scoring and the application of the Laws of Cricket;

- (j) have regard to the public interest in its operations; and
- (k) undertake and or do all such things or activities as are necessary, incidental or conducive to the advancement of these Objects.

3. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it, the legal capacity and powers as set out under section 19 of the Act.

4. APPLICATION OF INCOME

- (a) The funds of the Association shall be derived from membership fees and annual subscriptions of Members, grants, sponsorships, donations, merchandise sales, event income and, subject to any resolution passed by the Association in general meeting, such other sources as the Board may determine.
- (b) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (c) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (d) Other than as provided in clause 15.17 (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (e) Nothing contained in clauses 4 (c) or (d) shall prevent payment in good faith of or to any Member:
 - (i) for any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) for goods supplied to the Association in the ordinary and usual course of business;
 - (iii) of interest on money borrowed from any Member;
 - (iv) of rent for premises demised or let by any Member to the Association;
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between commercial parties dealing at arm's length in a similar transaction.

5. ADDITION ALTERATION OR AMENDMENT

- (a) No existing clause of this Constitution shall be repealed, or altered, nor shall any

clause be adopted without consent of 75% of the Members voting by Special Resolution at a Special Meeting.

- (b) Any addition to or deletion or amendment on any of these rules shall be of no effect until and unless approved by the New South Wales Cricket Board.
- (c) The Board shall have the power to make, alter or repeal By-Laws for the carrying out of this Constitution provided that such By-Laws are not inconsistent with any existing clause or resolution of the Association.

6. MEMBER'S LIABILITIES

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to an amount of \$1. Every person who becomes a Member is deemed to have undertaken to pay an amount of \$1, if so required, in the event that the Association is wound up while that person is a Member or within a period of one year after that person ceases to be a Member.

7. DISTRIBUTION OF PROPERTY ON WINDING UP

The Association is a not-for-profit organisation. If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Association but shall be paid to or distributed to an organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association by clause 4 of this Constitution. Such organisations shall be determined by the Members of the Association at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.

8. DEFINITIONS AND INTERPRETATION

8.1 Definitions

In this Constitution, unless the subject matter or context otherwise indicates or requires:

“Act” means the Associations Incorporations Act 2009 (NSW) and any modification, amendment or re-enactment of it.

“Affiliated Association” means any association or body, which is affiliated directly with New South Wales Cricket Umpires’ and Scorers’ Association Incorporated.

“Annual General Meeting” means the Annual General Meeting of the Association.

“Appointed Director” means a Director appointed under clause 15.4.

“Association” means the New South Wales Cricket Umpires’ and Scorers’ Association Incorporated.

“Board” means the Directors of the Association acting as a body.

“By-Laws” means the By-Laws made by the Board as mentioned from time to time.

“Chair” means the Chair of the Board.

“Constitution” means this Constitution of the Association.

“Corporations Act” means the Corporations Act 2001 (Cth) and any modification, amendment or re-enactment of it.

“Country Cricket Zones” means the Country Cricket Zones, which are determined by the New South Wales Cricket Board from time to time in accordance with the Constitution and By-Laws of NSWCA.

“Delegate” means a delegate to the New South Wales Cricket and/or Sydney Cricket Associations appointed by the Board.

“Elected Director” means a Director elected under clause 15.3.

“Executive Officer” means the Executive Officer of the Association appointed by the New South Wales Cricket Board having such functions as are set out under this Constitution and/or the By-Laws.

“General Meeting” means an Ordinary Meeting or Annual General Meeting of the Association.

“Life Member” means a Life Member of the Association.

“Member” means a Member of the Association under clause 9.1.

“New South Wales Country Cricket Association” means the New South Wales Country Cricket Association Incorporated or its successor.

“NSWCA” means the New South Wales Cricket Association or its successor.

“New South Wales Cricket Board” means the board of directors of New South Wales Cricket Association.

“Objects” means the objects of the Association set out in clause 2.

“Office” means the registered office for the time being of the Association.

“Office-Bearer” means an Office-Bearer of the Association under clause 14.

“Ordinary Meeting” means an Ordinary General Meeting of the Association.

“Patron” means the Patron of the Association.

“Regulations” means the regulations made in accordance with the provisions of the Act.

“Special Meeting” means a Special General Meeting of the Association.

“Special Resolution” means a resolution:

- (a) of which at least 21 days’ notice has been given in accordance with this Constitution; and
- (b) that has been passed by 75% of the votes cast by Members present and entitled to vote on the resolution.

“Staff” means staff employed by the New South Wales Cricket Board in designated roles of determined by the Board for the Association.

“Sydney Cricket Association” means the Sydney Cricket Association Incorporated or its successor.

8.2 Interpretation

In this Constitution, unless the subject or context otherwise requires:

- (a) words (including defined expressions) importing the singular number only shall include the plural and vice versa;
- (b) words (including defined expressions) importing any gender shall include other genders;
- (c) words (including defined expressions) importing persons shall include corporations and bodies politic;
- (d) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a tangible and permanently visible form including electronic mail;
- (e) a reference to a statute, ordinance, code or law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction);
- (f) references to business days means days other than Saturdays, Sundays and public holidays;
- (g) references to days and cognate terms shall not be construed as referring only to business days but shall be constructed to include Saturdays, Sundays and public holidays;
- (h) a reference to a week and cognate terms means a period of seven days commencing on any day of a week;
- (i) a reference to a month and cognate terms means a period commencing on any day of a calendar month and ending on the day before the corresponding day in the next

succeeding calendar month but if a corresponding day does not occur in the next succeeding calendar month the period shall end on the last day of the next succeeding month;

- (j) a reference to a function includes a reference to a power, authority or duty; and
- (k) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

8.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of the jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or effecting the validity or enforceability of that provision in any other jurisdiction.

8.4 The Act

Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act has the same meaning as that provision of the Act.

8.5 Purpose of Association

The Association is established solely for the Objects.

8.6 Headings

Headings do not affect the interpretation of this Constitution.

9. MEMBERSHIP

9.1 Members of the Association

The Members of the Association are Members who have been accepted as Members under one or more of the following categories of membership:

- (a) Life;
- (b) Principal;
- (c) Full (Umpire);
- (d) Full (Scorer);
- (e) Ordinary;
- (f) Scorer;

- (g) Junior;
- (h) Honorary; and
- (i) Affiliated Association Membership.

9.2 Application for Membership

- (a) A person applying to be a Member, other than as an Honorary or Affiliated Association Member, shall;
 - (i) prior to the lodgment of an application form, submit their name and contact details in writing and pay any required fee to the Association for the purpose of examination on the laws of cricket, which shall take place at such time and place as the Examination Committee shall determine; and
 - (ii) upon successful result in the examination, receive a certificate of competence and an invitation to apply for Membership.
- (b) An application for Membership will not be accepted unless it is received within twelve (12) months from the date which appears on the applicant's examination certificate.
- (c) An applicant shall include age and details of their experience and interest in cricket in their Membership application which shall, in the first instance be considered by the Board, and if the Board is satisfied that the applicant is a suitable person, shall make an appropriate recommendation concerning election of the applicant to the Association at the next ensuing Ordinary Meeting.
- (d) The election of Members shall be by ballot or show of hands as determined by the meeting and no person shall be elected unless the resolution proposing their election has been passed by at least 75% of the Members voting at such meeting.
- (e) The Executive Officer or delegated Staff shall inform every new Member of their election and shall make available to them a copy of the Constitution for the time being in force.
- (f) The Executive Officer shall inform every person whose application for Membership has been rejected of the decision of the Association or the Board.

9.3 Qualification for Membership

- (a) Qualification for each category of Membership, shall, subject to the following provisions, be as determined by the Board from time to time.
- (b) No person under the age of sixteen (16) years shall be admitted as an Ordinary or Full (Umpire) Member although the Board in its absolute discretion, may, subject to clause 9.3(d) admit as an Ordinary Member an applicant turning sixteen (16) years of age on or before 31 March following the September meeting of the Association in the immediately preceding year.

- (c) To be eligible for admission as a Junior or Scorer Member, an applicant must satisfy the Examination Committee that they possess a required level of knowledge of the game and the Laws of Cricket.
- (d) To be eligible for admission as an Ordinary Member, an applicant must satisfy the Examination Committee that the applicant possesses an acceptable level of knowledge of the game and the Laws of Cricket, and that their general qualifications and capabilities render them fit to act as an umpire for NSWCA and any of its Affiliated Associations.

9.4 Membership Fees

- (a) The annual Membership subscription shall be not less than two (2) dollars and must be paid on or before the 31st August of the same year and in the case of Affiliated Association Membership by the 30th September of the same year.
- (b) The annual subscription payable by Members shall be reviewed by the Board each year and where any amendment is proposed, the Board shall put the proposal to the Members for adoption at the April Ordinary Meeting, or if that meeting is not held, the first meeting thereafter.
- (c) Members shall be advised in writing of the annual subscription by the end of June each year and any Member (other than an Affiliated Association Member) whose subscription is not paid before the 1st September of that year, may cease to be a Member of the Association and shall forfeit all rights and privileges in the Association.
- (d) Notwithstanding the provisions of clause 9.4 (c), a Member (other than an Affiliated Association Member) whose annual subscription has not been paid by the due date, may, at the absolute discretion of the Board, be reinstated in the category to which the Member belonged at the 31st August of that year.
- (e) An Affiliated Association Member whose annual subscription is not paid before the 1st October each year, shall cease to be a Member of the Association and shall forfeit all rights and privileges of the Association.
- (f) Notwithstanding the provisions of clause 9.4 (e), an Affiliated Association Member whose annual subscription has not been paid by the due date, may, at the absolute discretion of the Board, be reinstated as a Member as at the 30th September of that year.
- (g) The Board may grant leave of absence to any Member who represents such leave for a period not exceeding twelve (12) calendar months at any one time and suspend payment of the Member's annual subscription for that period.
- (h) The Board may, at their absolute discretion, suspend payment of any Member's annual subscription.

9.5 Cessation of Membership

A person or Affiliated Association shall cease to be a Member upon:

- (a) written resignation received by the Executive Officer and accepted by the Board;
- (b) failure to pay any fee or annual subscription by the due date or any extended date; or
- (c) being expelled as a Member under this Constitution or the By-Laws.

9.6 Effect of Membership

Members acknowledge and agree that:

- (a) the Constitution constitutes a contract between each of them and the Association and that they are bound by the Constitution and the By-Laws;
- (b) they shall comply with and observe the Constitution and the By-Laws and any determination or resolution that may be made or passed by the Association or by the Board;
- (c) by submitting to the Constitution and the By-Laws they are subject to the jurisdiction of the Association;
- (d) the Constitution is made in the pursuit of the Objects;
- (e) the Constitution and the By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of New South Wales cricket; and
- (f) they are entitled to all benefits, advantages, privileges and services of Association Membership.

10. LIFE MEMBERSHIP

10.1 Life Member to be Nominated by the Board

A candidate for election as a Life Member shall be nominated in writing by the Board.

10.2 Nomination to be at the Board's Discretion

- (a) The nomination of a person for election as a Life Member is a matter within the sole discretion of the Board having regard to whether the candidate has, in the opinion of the Board, rendered exceptional or outstanding service to the Association.
- (b) Only a Principal, Full (Umpire) or Full (Scorer) Member may be considered by the Board for candidature of Life Member.

10.3 Election of Life Members

A person shall only become a Life Member upon being elected as a Life Member by

Special Resolution at a Special Meeting of the Association.

10.4 Requests by Members

Any Member may request the Board by written notice delivered to the Executive Officer to exercise its discretion to nominate a person for election as a Life Member. The Board is obliged to consider such a request but is not obliged to nominate the relevant person.

11. REGISTER OF MEMBERS

- (a) The Executive Officer or delegated Staff shall oversee the establishment and maintenance of a Register of Members.
- (b) The Executive Officer or delegated Staff shall enter in the Register of Members:
 - (i) the full name and address of each Member;
 - (ii) the date on which the Member became a Member;
 - (iii) the date on which the Member ceased to be a Member;
 - (iv) the class of Membership – that is, whether the Member is a Honorary, Junior, Ordinary, Scorer, Full (Umpire), Full (Scorer), Principal or a Life Member; and
 - (v) in the case of Affiliated Associations – the name of the Association and the names and contact details of the relevant Office-Bearers representing the Affiliated Association.
- (c) The Association shall not use the Register of Members for any purpose other than as a register but shall, subject to privacy considerations, provide a copy of the Register to the New South Wales Cricket Board when requested to do so.
- (d) The Register of Members shall be kept at the Office of the Association.
- (e) The Register of Members shall be kept open for inspection, free of charge, by any Member between the hours of 9am and 5pm of each business day.

12. FINANCIAL LIABILITY OF MEMBERS

A Member shall be required to pay to the Association the relevant fee on becoming a Member, if any, and shall be liable to pay an annual subscription to the Association.

13. DISCIPLINE OF MEMBERS

The Board in its sole discretion shall refer any of the matters set out in paragraph (a) below for investigation or determination to an independent judiciary committee established by the Board. This committee shall have a chair who if at all possible has formal legal training, but does not need to be a Member of the Association.

The chair shall appoint 2 other persons, one of whom must be a Full (Umpire), Full (Scorer), Principal or Life Member of the Association.

- (a) The judiciary committee shall, either under the procedures set down in the By-Laws or by such other procedure as the Board considers appropriate, investigate or determine an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including but not only an Office-Bearer, a Director, the Board or a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, any By-Law or any other resolution or determination of the Association, Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association and/or cricket in New South Wales; or
 - (iii) prejudiced the Association or New South Wales cricket or brought the Association or New South Wales cricket into disrepute.
- (b) All Members (in this clause “defendant”) will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Association whether under the By-Laws or as otherwise determined by the Board under this Constitution.
- (c) During an investigation or disciplinary proceedings (“proceedings”) under this clause 15, a defendant may continue to participate in cricket, pending the determination of the proceedings (including any available appeal) unless the Board decides such continued participation is inappropriate having regard to the matter at hand.
- (d) Any Member dissatisfied with any decision of the Board under this clause shall have the right of appeal to the NSWCA, whose decision shall be final.

14. OFFICE-BEARERS OF THE ASSOCIATION

14.1 Establishment of Office-Bearers

The Office-Bearers are:

- (a) the Honorary Treasurer;
- (b) the Liaison Officer;
- (c) the Social Appointments Officer (Umpires);
- (d) the Social Appointments Officer (Scorers);
- (e) the Merchandise Officer;
- (f) the Staff;
- (g) the Statistician;

- (h) the Social Media Officer; and
- (i) any other position the Board may see fit to appoint

all of whom shall be Full (Umpire), Full (Scorer), Principal or Life Members of the Association other than the Staff, either of whom may be an Honorary or Ordinary Member.

14.2 Elected Office-Bearers

Subject to clauses 14.10 and 14.11 the Honorary Treasurer and the Liaison Officer shall be elected by the Members at each Annual General Meeting.

14.3 Appointed Office-Bearers

The Appointed Office-Bearers are the Social Appointments Officer (Umpires), the Social Appointments Officer (Scorers), the Statistician, the Social Media Officer and the Merchandise Officer. With the exception of the Honorary Treasurer, the Liaison Officer and the Staff, all other Office-Bearers shall be appointed by the Board.

14.4 Notice Seeking Candidates for Appointment as Appointed Office-Bearers

At least sixty (60) days prior to the date of the Annual General Meeting, the Executive Officer shall forward written notice to each Member advising them of the opportunity to nominate as candidates as Appointed Office-Bearers.

14.5 Nomination of Candidates for Appointment as Appointed Office-Bearers

- (a) All nominations for appointment as Appointed Office-Bearers shall be made in writing in accordance with clause 14.9 and delivered to the Executive Officer at least 14 days before the date of the first meeting of the Board following the Annual General Meeting of the Association each year.
- (b) The Executive Officer shall forward details of all nominations to the Board no later than seven (7) days prior to the date of the Board's meeting referred to in clause 14.5(a).

14.6 Confirmation of Appointed Office-Bearers

The appointment of the Appointed Office-Bearers pursuant to clause 14.3, other than the Staff, shall not take effect unless and until confirmed by the Members at the Ordinary Meeting following the Annual General Meeting. Confirmation shall be by such procedure as determined by the meeting or otherwise in accordance with the By-Laws. Subject to clauses 14.15, 14.16 and 14.17, an Appointed Office-Bearer shall, on confirmation of that person's appointment by the Members, hold office until the conclusion of the Ordinary Meeting following the next Annual General Meeting.

14.7 Non Confirmation of Appointed Office-Bearers

Where the appointment of Office-Bearers by the Board pursuant to clause 14.3 is not confirmed by the Members under clause 14.6, the Board shall appoint another Member.

Such appointment shall not take effect unless and until confirmed by the Members attending the next Ordinary Meeting. Members so confirmed shall hold office until the conclusion of the Ordinary Meeting following the next Annual General Meeting.

14.8 Notice Seeking Candidates for Election as Elected Office-Bearers

At least sixty (60) days prior to the date of the Annual General Meeting, the Executive Officer shall forward written notice to each Member entitled to elect Elected Office-Bearers advising them of the forthcoming election of Office-Bearers and of the opportunity to nominate candidates for election.

14.9 Nomination of Candidates for Elected Office-Bearers

All nominations of candidates for election as Elected Office-Bearers shall be:

- (a) made in writing;
- (b) signed by two (2) Members;
- (c)
 - (i) signed by the candidate to indicate the candidate's consent to the nomination; or
 - (ii) accompanied by the written consent of the candidate; and
- (d) delivered to the Executive Officer at least thirty (30) days before the date of the Annual General Meeting.

14.10 Candidates for Elected Office-Bearers to be listed on Ballot Paper

The names of those candidates seeking election as Elected Office-Bearers shall be set out on a ballot paper, with the names drawn at random by the nominated Returning Officer, supervised by the Executive Officer and one staff member of NSWCA, and sent with the notice convening the Annual General Meeting.

14.11 Equality of Candidates and Vacancies

If the number of candidates nominated is equal to the number required to be elected as Elected Office-Bearers, then the candidate or candidates shall be declared to be elected at the Annual General Meeting.

14.12 Insufficient Candidates to fill Elected Office-Bearer Vacancies

- (a) If the number of candidates is less than the number required to be elected for each of the Elected Office-Bearer positions, then the candidate or candidates shall be declared to be elected at the Annual General Meeting to the Office-Bearer positions nominated and further nominations of Members present at the Annual General Meeting may be orally received from Members present at the Annual General Meeting to fill the remaining vacancy or vacancies.
- (b) If insufficient further nominations are received, the Board may appoint a person or persons to fill the remaining vacancy or vacancies and such appointment shall be

submitted for confirmation by the Members at the next Ordinary Meeting. Persons so appointed by the Board shall hold office until the conclusion of the next Annual General Meeting.

14.13 Number of Candidates for Elected Office-Bearer Exceeds Vacancy

If the number of candidates nominated exceeds the number required for a position of Elected Office-Bearer as specified in clause 14.2, then a ballot shall be held.

14.14 Vacancies in Position of Elected or Appointed Office-Bearer

The office of an Elected or Appointed Office-Bearer shall become vacant if the Office-Bearer:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with the Office-Bearer's creditors generally;
- (c) becomes prohibited from being a director of a company by virtue of the Corporations Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under law relating to mental health;
- (e) resigns;
- (f) is removed from office;
- (g) holds any office of profit under the Association (other than a person who is an employee of the Association or NSWCA);
- (h) ceases to be a Member; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Association and fails to properly declare that interest to the Board.

14.15 Resignation of Office-Bearer

An Office-Bearer may resign by notice in writing delivered to the Executive Officer and shall cease to be an Office-Bearer upon receipt by the Executive Officer of that notice.

14.16 Removal of Office-Bearer

- (a) The Association in a Special Meeting may, by resolution of which special notice has been given, remove any Office-Bearer from office before the expiration of the term of office. If the Office-Bearer removed is an Elected Office-Bearer, the Association shall, by ordinary resolution, elect another person to hold office until the next following Annual General Meeting. If the Office-Bearer removed is an Appointed Office-Bearer, the Board shall appoint a new Office-Bearer or Director in accordance with this Constitution.

- (b) Where an elected Office-Bearer to whom a proposed resolution referred to in clause 14.16 (a) relates makes representations in writing to the Executive Officer or Chair (not exceeding a reasonable length) and requests that the representations be notified to the Members, the Executive Officer or Chair may send a copy of the representations to each Member, or if they are not so sent, the Office-Bearer is entitled to require that the representations be read out at the meeting at which the resolution is considered.

14.17 Filling of Vacancies

- (a) If a vacancy in the office of an Elected Office-Bearer occurs other than the Elected Office-Bearer's removal by the Association in Special Meeting, the Association in an Ordinary Meeting shall elect another person to hold office until the next following Annual General Meeting.
- (b) If a vacancy in the Office of an Appointed Office-Bearer occurs, the Board may appoint another person to hold office until the conclusion of the Ordinary Meeting following the next Annual General Meeting. The appointment shall not take effect unless and until confirmed by the Members at the next Ordinary Meeting.

14.18 Right to Receive Payment

Office-Bearers who carry out Association activities beyond that ordinarily expected of Office-Bearers may receive an honorarium payment of an amount determined by the Board and approved by Members attending the Annual General Meeting.

15. THE BOARD

15.1 Establishment of the Board

There shall be a Board of Directors.

15.2 Directors

The Board shall consist of not more than ten (10) directors as follows:

- (a) two (2) Ex Officio Directors being the Honorary Treasurer and the Liaison Officer;
- (b) five (5) Elected Directors;
- (c) up to two (2) Appointed Directors; and
- (d) the Executive Officer.

15.3 Elected Directors

The Members at each Annual General Meeting shall elect the Elected Directors, all of whom shall be Full (Umpire), Full (Scorer), Principal or Life Members of the Association. They shall serve for a period of two (2) years.

15.4 Appointed Directors

- (a) The Board may, by resolution, appoint not more than, two (2) persons to be Appointed Directors.
- (b) The appointment of an Appointed Director shall not take effect unless and until confirmed by the Members at a General Meeting. Confirmation shall be by such procedure as is determined by the meeting or otherwise in accordance with the By-Laws. Subject to clauses 14.15, 14.16 and 14.17, an Appointed Director shall, on confirmation of that person's appointment by the Members at a General Meeting, hold office from the conclusion of that General Meeting until the conclusion of the second Annual General Meeting following the General Meeting at which the appointment of that person was confirmed.
- (c) Appointed Directors shall be appointed to ensure rotational terms so that one Appointed Director retires in each year of even number and one retires in each year of odd number. Initial rotations shall be determined by the Elected Directors.

15.5 Chair of the Board

- (a) The Chair of the Board shall be elected by the Directors from among the Elected Directors or Appointed Directors at a meeting of the Board. The Chair shall serve for a period of two (2) years.
- (b) Subject to clauses 15.5 (c), 15.14, 15.15 and 15.16, the Chair shall hold office until the end of the second Annual General Meeting which follows the Chair's election as Chair.
- (c) If a person is elected as Chair to fill a vacancy created otherwise than under clause 15.5 (b), then the new Chair shall hold office until the end of the second Annual General Meeting which follows the previous Chair's election as Chair.
- (d) Upon a person ceasing to be the Chair, the Directors shall elect a new Chair.
- (e) A person shall cease to be the Chair if that person ceases to be a Director.
- (f) The Chair may resign as the Chair by notice in writing tabled at a meeting of the Board or delivered to the Executive Officer. The resignation will take effect upon tabling the notice or upon receipt by the Executive Officer.

15.6 Retirement of Elected Directors

- (a) The two (2) or three (3) Elected Directors who have been Directors for the longer period shall retire each year, provided that the Chair shall not retire until the Chair's term as Chair has expired. If the Chair would have retired but for the Chair's term not having expired then one of the other Elected Directors who would not normally retire that year shall retire in place of the Chair. The Elected Director to so retire shall be determined by lot.

- (b) All Elected Directors who retire in accordance with clause 15.6 (a) shall be eligible to offer themselves for re-election provided they hold the necessary qualifications for election.
- (c) No Elected Director may serve for a period greater than four (4) consecutive terms.

15.7 Notice Seeking Candidates for Elected Directors

At least 60 days prior to the date of the Annual General Meeting, the Executive Officer shall forward written notice to each Member entitled to elect an Elected Director advising them of the forthcoming appointment and election of Elected Directors and of the opportunity to nominate candidates for election as Elected Directors.

15.8 Nominations of Candidates for Elected Directors

All nominations of candidates for election as Elected Directors shall be:

- (a) made in writing;
- (b) signed by two (2) Members;
- (c)
 - (i) signed by the candidate to indicate the candidate's consent to the nomination; or
 - (ii) accompanied by the written consent of the candidate; and
- (d) delivered to the Executive Officer at least 30 days before the date of the Annual General Meeting.

15.9 Candidates for Elected Directors to be Listed on Ballot Paper

The names of those candidates seeking election as Elected Directors shall be set out on a ballot paper, with the names drawn at random by the nominated Returning Officer, supervised by the Executive Officer and one (1) staff member of NSWCA, and sent with the notice convening the Annual General Meeting.

15.10 Equality of Candidates and Vacancies

If the number of candidates nominated is equal to the number required to be elected as Elected Directors then the candidate or candidates shall be declared to be elected at the Annual General Meeting.

15.11 Insufficient Candidates to fill Elected Director Vacancies

- (a) If the number of candidates nominated is less than the number required to be elected as Elected Directors, then the candidate or candidates nominated shall be declared to be elected at the Annual General Meeting and further nominations of Members may be orally received from Members present at the Annual General Meeting to fill the remaining vacancy or vacancies.

- (b) If insufficient further nominations are received, those further nominated shall be declared to be elected at the Annual General Meeting and the Board may appoint a person or persons to fill the remaining vacancy or vacancies. Persons so appointed by the Board shall hold office until the conclusion of the next Annual General Meeting.

15.12 Number of Candidates for Elected Directors Exceeds Vacancies

If the number of candidates nominated exceeds the number required to be elected as Elected Directors then a ballot shall be held.

15.13 Vacancies

The office of a Director shall become vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with the Director's creditors generally;
- (c) becomes prohibited from being a director of a company by virtue of the Corporations Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under law relating to mental health;
- (e) resigns;
- (f) is removed from office;
- (g) holds any office of profit under the Association (other than a person who is an employee of the Association or NSWCA);
- (h) ceases to be a Member; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Association and fails to properly declare that interest to the Board.

15.14 Resignation of a Director

A Director may resign by notice in writing delivered to the Executive Officer and shall cease to be a Director upon receipt by the Executive Officer of that notice.

15.15 Removal of Directors

- (a) The Association in a Special Meeting may, by resolution of which Special Resolution has been given, remove any Director from office before the expiration of the term of office. If the Director removed is an Elected Director, the Association shall, by ordinary resolution, elect another person to hold office until the next following Annual General Meeting. If the Director removed is an Appointed Director the Board shall determine whether to appoint a new Director in accordance with this Constitution.

- (b) Where a Director to whom a proposed Special Resolution referred to in clause 15.15 (a) relates makes representations in writing to the Executive Officer or Chair (not exceeding a reasonable length) and requests that the representations be notified to the Members, the Executive Officer or Chair may send a copy of the representations to each Member, or if they are not so sent, the Director is entitled to require that the representations be read out at the meeting at which the resolution is considered.

15.16 Filling of Vacancies

- (a) If a vacancy occurs in the office of an Elected Director at least six (6) months prior to the next Annual General Meeting, other than the Elected Director's removal by the Association in a Special Meeting, a ballot shall be held to elect another person to hold office until the next following Annual General Meeting.
- (b) If a vacancy occurs in the office of an Elected Director less than six (6) months prior to the next Annual General Meeting, other than the Elected Director's removal by the Association in a Special Meeting, , the Board shall appoint another person to hold office until the next following Annual General Meeting.
- (c) If a vacancy in the office of an Appointed Director occurs, the Board may appoint another person to hold office until the conclusion of the next following Annual General Meeting. The appointment shall not take effect unless and until confirmed by the Members at the next Ordinary Meeting.

15.17 Right to Receive Payment

- (a) No Director shall receive any payment or other consideration for carrying out that person's normal duties as a Director or receive any payment of or reimbursement of expenses for attending meetings of the Board, but shall be entitled to be reimbursed reasonable expenses incurred in carrying out any other duties for or on behalf of the Association and may be paid for carrying out or undertaking professional or other services (including the duties of an umpire or scorer) or activities at the request of the Board, provided such services or activities are not within the normal services or activities required of the Director.
- (b) Directors who carry out Association activities beyond those ordinarily expected of Directors (other than a Director who is also an employee of the Association or NSWCA) may receive an honorarium payment of an amount determined by the Board and approved by Members attending the Annual General Meeting.

16. POWERS OF THE BOARD

16.1 General Powers of the Board

The business of the Association shall be managed by the Board which may exercise all such powers of the Association, the Regulations or this Constitution, required to be exercised by the Association in a General Meeting.

16.2 Power to Determine Policy

Without limiting the effect of clause 16.1, the Board has power to decide all matters of policy of the Association including all matters relating to the conduct of umpiring and scoring the game of cricket within New South Wales subject to approval of the NSWCA.

16.3 Power to Make By-Laws

Without limiting the effect of clause 16.1, the Board has power to, from time to time, make amend and repeal such By-Laws as it thinks fit for the regulation of the affairs of the Association, provided that any By-Laws made by it shall not be repugnant to or inconsistent with any expressed direction of the Association or provisions contained in this Constitution, the Act or the Regulations.

16.4 Power to Determine Appeals

- (a) Without limiting the effect of clause 16.1, the Board has power to hear and determine an appeal from a decision of an Affiliated Association or a committee of an Affiliated Association whether or not the Constitution of the Affiliated Association provides for such appeals to be made.
- (b) An appeal referred to in clause 16.4 (a), other than an appeal relating solely to penalty, shall constitute a rehearing of the case which gave rise to the appeal, unless the appellant requests in writing addressed to the Executive Officer, that the appeal take the form of a review of the minutes of the hearing and available evidence considered during the case.
- (c) An appeal referred to in clause 16.4 (a), being an appeal relating solely to penalty, shall take the form of a review of the minutes of the hearing and available evidence considered during the case which gave rise to the appeal, together with any additional information which the appellant requests in writing addressed to the Executive Officer, be taken into account.
- (d) An appeal which takes the form of a review of the minutes of the hearing and other evidence and information referred to in clause 16.4 (b) and 16.4 (c) shall be determined in the absence of the appellant unless the appellant elects to attend by advising the Executive Officer in writing at the time the appeal is lodged.
- (e) Any decision of the Board on such appeal shall be final and no further appeal shall be made to any other body or court other than on a point of law.

16.5 Approval of Constitutions of Affiliated Associations

The Board shall approve the constitution of all Affiliated Associations and may direct any Affiliated Association to amend or repeal any clause of its constitution or insert into such constitution such clauses as it deems necessary for the orderly regulation of cricket umpiring and scoring the game of cricket in New South Wales, provided that no amendment, repeal or insertion may be required that would be repugnant to or inconsistent with any requirement of the Act, the Regulations or the law under which such Affiliated Association is incorporated.

16.6 Competitions Conducted by the Sydney Cricket Association

- (a) The Board shall have the power to decide on the appointment of Members as umpires in competitions conducted by the Sydney Cricket Association either directly or through its Affiliated Associations.
- (b) No Member shall directly or indirectly attempt to influence any member of the Board or the Sydney Cricket Association regarding an appointment.
- (c) Should any Member fail to act as an umpire in the Sydney Cricket Association Competitions in three (3) match days during the season to which he or she has been appointed and fails to furnish a satisfactory explanation to the Board, such Member shall be in breach of this Constitution and may be dealt with pursuant to clause 13.
- (d) Any Member who has made himself or herself available to umpire in any Sydney Cricket Association competition match during a season shall not umpire in any match controlled by another cricket association without the approval of the Board, provided that any Member whose services are not required by the Sydney Cricket Association shall not be in breach of this clause.
- (e) Prior to commencement of each Sydney Cricket Association cricket season, the Board shall appoint one (1) representative, as the Association Delegate to attend meetings of the Sydney Cricket Association.

16.7 Competitions Conducted by the New South Wales Country Cricket Association

- (a) The Board shall have the power to appoint from among its Members an Association Umpire Representative in each of the Country Cricket Zones as determined by New South Wales Country Cricket Association and the New South Wales Cricket Board.
- (b) The Board shall have the power to appoint from among its Members a Country Umpires Advisor.

16.8 Recommendations

For the purposes of clauses 16.6 (a) and 16.7 (a) and (b), the Board shall take into consideration but shall not be bound by any recommendation made by the Sydney Cricket Association and the New South Wales Country Cricket Association respectively.

16.9 Power to Borrow Money

The Board may exercise all the powers of the Association to borrow money and to Mortgage or charge its property or any part of its property as security for any debt, liability or obligation of the Association.

16.10 Cheques, Bills, etc.

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two (2) of the Honorary Treasurer, Executive Officer and any Staff determined by the Executive Officer and the

Treasurer. In the absence of either of these officers, the Board shall appoint any of its members to sign in conjunction with the remaining officer or in such other manner as the Board from time to time determines.

16.11 Minutes

The Board shall cause minutes to be made of:

- (a) the number of Members present at all General Meetings of the Association and the names of persons attending meetings of the Board; and
- (b) all proceedings at all meetings of the Association and of the Board.

Such minutes shall be signed by the chair of the meeting at which the proceedings were held or by the chair of the next succeeding meeting.

16.12 Power to Suspend and Expel Members

Without limiting the effect of clause 16.1, the Board has power to censure, fine, suspend or expel Members from the Association in accordance with clause 13 and the By-Laws.

17. PROCEEDINGS OF THE BOARD

17.1 Frequency of Board Meetings

- (a) The Board shall meet a minimum of six (6) times a year at such times and places as it may determine, including where it determines it to be appropriate, by video conference or other electronic means, and may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Additional meetings of the Board shall be convened by the Executive Officer:
 - (i) on receipt by the Executive Officer of a written requisition signed by two (2) Directors; or
 - (ii) if in the opinion of the Chair or the Executive Officer a meeting is necessary.

17.2 Notice of Board Meetings

- (a) Oral or written notice of a meeting of the Board shall be given by the Executive Officer to each Director at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the Directors) before the time appointed for the holding of the meeting.
- (b) Notice of a meeting given under paragraph (a) of this clause need not specify the business to be transacted at the meeting.

17.3 Quorum

Any five (5) Directors constitute a quorum for the transaction of the business of a meeting of the Board.

17.4 Chair of Board Meeting

At a meeting of the Board:

- (a) the Chair shall preside as chair of the meeting; or
- (b) if the Chair is absent or unwilling to act, one of the remaining Directors shall be chosen by the Directors present at the meeting to act as chair for that meeting.

17.5 Voting

- (a) Questions arising at a meeting of the Board shall be determined by a majority of votes of Directors present at the meeting.
- (b) Each Director present at a meeting of the Board (including the chair of the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the chair of the meeting shall exercise a casting vote.
- (c) A determination by a majority of the Directors shall for the purposes be deemed a determination of the Board.

17.6 Effect of Vacancies in Directors

- (a) Subject to clause 17.3, the Board may act notwithstanding any vacancy on the Board.
- (b) If the number of Directors falls below the number necessary to constitute a quorum at a meeting of the Board, the continuing Director or Directors may act for the purpose of convening a General Meeting of the Association but for no other purpose.

17.7 Validity of Actions

All acts done by the Board shall be valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Director.

17.8 Written Resolutions of the Board

A resolution in writing signed by all the Directors in Australia for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.

18. DELEGATION TO SUB-COMMITTEES

18.1 Power to Delegate

- (a) The Board may, by instrument in writing, delegate to one or more sub-committees the exercise of any of its powers or functions other than:
 - (i) this power of delegation; and

- (ii) a function, which is a duty imposed on the Board as the Directors of the Association by the Act or by any other law.
- (b) The chair and members of a sub-committee shall be appointed by the Board and need not be Directors.
- (c) A power or function, the exercise of which has been delegated to a sub-committee under this clause, may, while the delegation remains unrevoked be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (d) The Board shall regulate the affairs of a sub-committee as it sees fit.
- (e) A delegation of a power or function by the Board shall be subject to such conditions and limitations as the Board sees fit.
- (f) Notwithstanding any delegation under this clause, the Board may continue to exercise any function delegated.
- (g) Any act done by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done by the Board.
- (h) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause at any time with immediate effect.

18.2 Meetings of Sub-Committees

- (a) A sub-committee may meet and adjourn as it thinks proper.
- (b) The quorum for transaction of business of a meeting of a sub-committee is one half of the members of the sub-committee (rounded up, if necessary to the nearest whole number of the members).

18.3 Voting of Sub-Committees

- (a) Questions arising at a meeting of a sub-committee appointed by the Board shall be determined by a majority of the votes of the members of the sub-committee present at the meeting.
- (b) Each member of the sub-committee is entitled to one vote. In the event of an equality of votes, the chair of the meeting shall exercise a casting vote.

18.4 Validity of Actions

All acts done by a sub-committee appointed by the Board shall be valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Director or sub-committee member.

18.5 Advisory Boards

The Board may appoint one or more advisory boards consisting of such person or persons (who need not be Directors) as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. All members of such advisory boards shall have one vote.

19. CONSTITUTED COMMITTEES

19.1 Establishment of the Committees

There shall be an Examination Committee, a Scorers' Committee, a Technical Committee and a Social Committee.

19.2 Purpose of the Committees

- (a) The Examination Committee shall provide advice to the Board in relation to the conduct, organisation and management of the Association's examinations in the State of New South Wales.
- (b) The Scorers' Committee shall provide advice to the Board in relation to the conduct, organisation and management of the Association's Scorer activities in the State of New South Wales.
- (c) The Technical Committee shall be responsible for the receipt of and response to technical inquiries from individual Members, umpiring associations, cricket clubs and associations and members of the public and report its decisions to the Board. It shall also assist the Examination Committee in relation to the Association's examinations.
- (d) The Social Committee shall be responsible for the arrangement of all social functions and activities deemed desirable by the Board.

19.3 Committee Members

- (a) The Examination Committee, the Social Committee and the Scorers' Committee shall each consist of six (6) members being:
 - (i) the chair of the committee;
 - (ii) four (4) Members; and
 - (iii) an Ex Officio Director.
- (b) The Technical Committee shall consist of:
 - (i) the State Umpiring Manager who shall be Chair of the committee;
 - (ii) the Examination Committee chair;
 - (iii) the Scorers' Committee chair; and
 - (iv) an Ex Officio Director.

19.4 Ex Officio Directors

The Ex Officio Director on the Examination Committee, the Scorers' Committee, the Social Committee and the Technical Committee is the Director appointed by the Board as the Ex Officio Director on each of such committees for the period as determined by the Board.

19.5 Nomination of Candidates for Appointment as Examination Committee, Scorers' Committee and Social Committee Members

- (a) All nominations for appointment as members of the Examination Committee, Scorers' Committee and Social Committee, other than as the Ex Officio Directors, shall be made in writing in accordance with clause 19.7 and delivered to the Executive Officer at least fourteen (14) days before the date of the first meeting of the Board following the Annual General Meeting of the Association each year.
- (b) The Executive Officer shall forward details of all nominations to the Board no later than seven (7) days prior to the date of the Board's meeting referred to in clause 19.5(a).

19.6 Eligibility of Candidates for Appointment as Committee Members

- (a) Candidates for appointment to the Examination Committee shall be Life, Principal or Full (Umpire) Members of the Association.
- (b) Candidates for appointment to the Scorers' Committees shall be Life, Principal or Full (Scorer) or Scorer Members of the Association.
- (c) Candidates for appointment to the Social Committee shall be Members other than Junior, Honorary or Affiliated Association Members.

19.7 Nomination of Candidates for Appointment as Committee Members

- (a) All nominations for appointment to any of the Constituted Committees, other than as Ex Officio Director, shall be:
 - (i) made in writing;
 - (ii) signed by two (2) Members;
 - (iii) (1) signed by the candidate to indicate the candidate's consent to the nomination; or
 - (2) accompanied by the written consent of the candidate; and
- (b) The Board may, from time to time, impose such eligibility requirements upon candidates for appointment, as it considers appropriate.
- (c) Retiring Examination Committee, Scorers' Committee and Social Committee members may be candidates for re-appointment.

19.8 Committee Members to be Appointed Annually

- (a) Subject to clause 19.6 and 19.7, members of the Examination Committee, Scorers' Committee and Social Committee, other than the Ex Officio Directors, shall be appointed by the Board at its first meeting following the Annual General Meeting each year, or at such other meeting as the Board may determine.
- (b) The Board shall each year appoint one member from each of the Examination Committee, Scorers' Committee and Social Committee (not being the Ex Officio Director) to be the chair of the relevant committee.

19.9 Confirmation of Committee Members

The appointment of the committee members pursuant to clause 19.8 (a) shall not take effect unless and until confirmed by the Members at the Ordinary Meeting following the Annual General Meeting. Confirmation shall be by such procedure as is determined by the meeting or otherwise in accordance with the By-Laws. Subject to clause 19.12 and 19.13, appointed committee members shall, on confirmation of appointment by the Members, hold office until the conclusion of the Ordinary Meeting following the next Annual General Meeting.

19.10 Non Confirmation of Committee Members

Where the appointment of any committee member given in clause 19.8 (a) is not confirmed by the Members under clause 19.9 the Board shall appoint another Member from the nominations received pursuant to clause 19.7. Such appointment shall not take effect unless and until confirmed by the Members attending the next Ordinary Meeting. A committee member so confirmed shall hold office until the conclusion of the Ordinary Meeting following the next Annual General Meeting.

19.11 Insufficient Candidates to fill Committee Member Vacancies

- (a) If the number of candidates nominated is less than the number required to be appointed as committee members pursuant to clause 19.8 (a) then the candidate or candidates shall be appointed by the Board and presented for confirmation at the next Ordinary Meeting in accordance with clause 19.9 and further nominations may be orally received from Members present at such Ordinary Meeting to fill the remaining vacancy or vacancies.
- (b) If insufficient further nominations are received, the Board may appoint a person or persons to fill the remaining vacancy or vacancies, which shall be confirmed by the Members at a further Ordinary Meeting. Persons so appointed by the Board shall hold office until the conclusion of the Ordinary Meeting following the next Annual General Meeting.

19.12 Censure, Fine, Suspension or Removal of an Examination Committee, Scorers Committee or Social Committee Member

The Board may censure, fine or suspend any Examination Committee, Scorers Committee or Social Committee member or may remove any such member before the expiration of the member's term of office and may appoint another person from the candidates nominated pursuant to clause 19.7 to hold office until the expiration of the term of office of the Examination Committee, Scorers' Committee or Social Committee member so removed.

19.13 Filling of Vacancies

If a vacancy as an Examination Committee, Scorers' Committee or Social Committee member occurs, the Board may appoint another person from the candidates nominated pursuant to clause 19.7 to hold office until the expiration of the term of the member whose departure created the vacancy.

19.14 Committee Meetings

(a) Examination and Scorers' Committees

- (i) The Examination Committee and Scorers' Committee shall meet at least four (4) times each year at such places and times as the Committee shall determine, including where it determines it to be appropriate, by video conference or other electronic means.
- (ii) Any four (4) members of a committee shall constitute a quorum for the transaction of the business of that committee.
- (iii) The chair shall chair meetings of the committee, but in the absence, of the chair, one of the remaining members as may be elected by the committee members present at the meeting, shall chair the meeting.
- (iv) Questions arising at a meeting of either committee shall be determined by a majority of the votes of the committee members present. In the event of an equality of votes, the chair of the meeting shall exercise a casting vote.
- (iv) The minutes of all committee meetings and a record of activities undertaken and planned shall be provided to the Board.

(b) Technical Committee

- (i) The Technical Committee shall meet or correspond at such times as required to carry out the business subject to clause 19.2 (c), including where it determines it to be appropriate, by video conference or other electronic means.
- (ii) The chair shall chair meetings of the committee.
- (iii) Questions arising at a meeting of the committee shall be determined by a majority of votes of the committee members. In the event of an equality of votes, the chair shall confer with the Cricket Australia Technical Committee or other such bodies to determine the matter.

(c) Social Committee

- (i) The Social Committee shall meet at such times and places as the committee shall determine, including where it determines it to be appropriate, by video conference or other electronic means.
- (ii) Any three (3) members of the committee shall constitute a quorum for the transaction of the business of that Committee.
- (iii) The chair shall chair meetings of the committee, but in the absence of the chair, one of the remaining members as may be elected by the committee members present at the meeting, shall chair the meeting.
- (iv) Questions arising at a meeting shall be determined by a majority of votes of the committee members present. In the event of an equality of votes, the chair of the meeting shall exercise a casting vote.
- (v) The minutes of all committee meetings and a record of activities undertaken and planned shall be provided to the Board.

20. GENERAL MEETINGS

20.1 Holding of Annual General Meeting

Subject to clause 20.3 the Annual General Meeting shall be held on the first Wednesday in August of each year at such time and place as the Board shall determine.

20.2 Holding of Ordinary General Meetings

Subject to clause 20.3, the Ordinary Meetings shall be held on the first Wednesday in each month, except January, May, June, July and August of each year at such time and place as the Board shall determine.

20.3 Change of Date of Meetings

If the Board deems the day referred to in clauses 20.1 or 20.2 to be unsuitable for the holding of a meeting, such meeting shall be held on such day and at such time and place as the Board shall determine.

20.4 Special General Meetings

All meetings other than Annual General Meetings and Ordinary Meetings shall be Special Meetings.

20.5 Convening of Special General Meetings

Special Meetings may be convened:

- (a) by resolution of the Board: or
- (b) in accordance with the provisions of the Act, the Regulations or this Constitution.

20.6 Notice of Special General Meetings

Subject to the provisions of the Act relating to Special Resolutions, at least 21 days notice of Special Meetings (such notice in every case to be exclusive of the day on which the notice is served or deemed to be served but the inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business shall be given in writing to such persons as are entitled to receive such notices from the Association.

20.7 Omission to Give Notice

The accidental omission to give notice of a General Meeting to or the non-receipt of notice of a General Meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.

20.8 Method of Holding General Meetings

All General Meetings shall be held in person or, where the Board determines it to be appropriate, by video conference or other electronic means.

20.9 Business of Annual General Meeting

The regular business of the Annual General Meeting shall be:

- (a) Chair's welcome and opening remarks
- (b) Attendance and Apologies;
- (c) Confirmation of Minutes;
- (d) Receipt of the Annual Report and financial statements together with the Auditors' Report thereon;
- (e) Principal Member upgrades;
- (f) Approval of Full (Umpire) and Full (Scorer) Membership applicants;
- (g) Election of Patron or Patrons;
- (h) Election of Elected Office-Bearers and Elected Directors;
- (i) Appointment of two (2) Auditors; and
- (j) Approval of any Honoraria.

20.10 Special Business

All other business at an Annual General Meeting and all business at any other general meetings shall be special business.

21. PROCEEDINGS AT GENERAL MEETINGS

21.1 Meetings Require a Quorum

No item of business shall be transacted at a General Meeting unless a quorum is present during the time that the meeting is considering that item of business.

21.2 Quorum

Subject to this Constitution, twenty five (25) Members present in person and entitled to vote shall be a quorum for the transaction of the business of a General Meeting.

21.3 Effect of Lack of Quorum

(a) If a quorum is not present within half an hour after the time appointed for the commencement of a General Meeting then:

- (i) if the meeting was convened upon the requisition of Members, the meeting shall be dissolved; or
- (ii) in any other case, the meeting shall stand adjourned to:
 - A. the same day in the following week and at the same time and place;
 - B. such day, time and place as the chair of the meeting decides and announces at the meeting; or
 - C. such day, time and place as the Board subsequently determines so long as written notice of the day, time and place of the adjourned meeting is forwarded to Members prior to the date of the adjourned meeting.

(b) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, then;

- (i) twenty five (25) Members present in person and entitled to vote shall be a quorum; and
- (ii) if twenty five (25) such Members are not present the meeting shall be dissolved.

21.4 Chair of Meeting

(a) The Chair of the Board shall preside as chair at a General Meeting of the Association.

(b) If the Chair of the Board is absent from a General Meeting or if the Chair is unwilling to act, the Members present shall elect one of the Directors to preside as chair of the meeting.

(c) If all the Directors are absent from a general meeting or unwilling to act, then the Members present shall elect one of their number to precede as chair of the meeting.

21.5 Adjournment

- (a) The chair of a General Meeting at which a quorum is present:
- (i) may, with the consent of the majority of Members present in person and entitled to vote; and
 - (ii) shall, if so directed by a resolution passed by the majority of Members present in person and entitled to vote,
- adjourn the meeting to such day, time and place as the Members so consent or direct.
- (b) No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) If a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the manner in which notice was provided for the General Meeting.

21.6 Method of Voting in Respect of Resolutions

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, except where otherwise specially provided for, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair;
- (b) by at least five (5) Members present in person and entitled to vote.

21.7 Minutes as Evidence of Result of Resolution

Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, an entry made to that effect in the minutes of the meeting of the Association signed by the Chair shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

21.8 Taking of Poll

If a poll is duly demanded it shall be taken in such manner and at such time (before the close of the meeting) and place as the Chair directs. The Chair may direct the poll to be taken after an interval or adjournment. The result of the poll shall be the resolution of the meeting at which the poll was demanded. Notwithstanding the above, if a poll is duly demanded in relation to the election of a chair or the question of an adjournment then the poll shall be taken immediately. The demand for a poll may be withdrawn. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

21.9 Chair to Determine Disputes

In the case of a dispute as to the admission or rejection of a vote on a show of hands or on a poll the chair of the meeting shall determine the dispute and the determination, if made in good faith, shall be final and conclusive.

21.10 Voting Power

- (a) A Member entitled to vote shall vote in person and shall be entitled to one vote both on a show of hands and on a poll.
- (b) Life, Principal, Full (Umpire), Full (Scorer), Ordinary and Scorer Members shall have equal voting rights.
- (c) No Junior, Honorary or Affiliated Association Member shall hold any office, nor shall they and an Affiliated Association Member under clause 21.10 (d), have any voting rights in the Association.
- (d) A Representative of an Affiliated Association Member may vote on changes to this Constitution under clause 5, providing prior notice is given in writing to the Executive Officer showing that the Affiliated Association's members have granted authorisation to the representative to vote.

21.11 Chair has Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded shall exercise a casting vote.

22. AFFILIATED ASSOCIATION MEMBER

22.1 Affiliated Association Member of the Association

An Affiliated Association Member is any club, association or body which has paid the prescribed annual fee and been accepted as a Member by the Board.

22.2 Rights and Obligations of an Affiliated Association Member

The rights and obligations of an Affiliated Association Member are those contained in this Constitution, the By-Laws and where relevant, in the rules of the NSWCA.

22.3 Appeals from Decisions of an Affiliated Association Member

A person who is the subject of a decision by an Affiliated Association Member or a committee of an Affiliated Association Member may appeal against that decision to the Board whether or not the constitution of the Affiliated Association provides for such appeals to be made. Such appeal must be lodged with the Executive Officer with the prescribed fee (if any) within fourteen (14) days of the handing down of the decision being appealed. The Board may refuse an appeal or extend the time in which an appeal may be lodged in its absolute discretion.

22.4 Suspended or Disqualified Person to have Right of Appeal

A person who is suspended or disqualified by the Board, an Affiliated Association Member or a committee of an Affiliated Association, shall have the right to appeal to the NSWCA Board.

23. NSWCA AND SCA

23.1 Affiliated to the NSWCA

The Association is affiliated with the NSWCA in accordance with the provisions of the constitution of the NSWCA.

23.2 Election of Delegate to the NSWCA

The Board shall elect each year one (1) of its Directors to be a Delegate to the NSWCA.

23.3 Election of Delegate to Sydney Cricket Association

The Board shall elect each year a member to be a Delegate to the Sydney Cricket Association.

23.4 Effect of Delegate Ceasing to be a Director

Should the Delegate to the NSWCA cease to be a Director, that person shall ipso facto cease to be a representative of the Association to the NSWCA and a replacement shall be elected by the Board as soon as practicable after the person ceases to be a Director.

23.5 Appointment of Delegate's Proxy

Should the Delegate to the NSWCA, or the Delegate to the Sydney Cricket Association be unable to attend any meeting of the NSWCA or the Sydney Cricket Association, and the rules permit the appointment of a proxy, the Board may appoint a representative to act for that person at such meeting. Such proxy shall be a Director if possible. In the event that a Director is not available or is unwilling to act, then a Member may be appointed to so act.

23.6 Compliance of the Association

The Association shall:

- (a) provide the NSWCA with copies of its audited accounts, annual report and other associated documents within thirty (30) days of the Association's Annual General Meeting;
- (b) adopt in principle, the objects of the NSWCA and ensure its rules, to the extent permitted or required by the Acts are generally in conformity with the constitution of the NSWCA;
- (c) do all that is reasonably necessary to enable the objects of the NSWCA to be achieved;

- (d) act in good faith and loyalty to ensure the maintenance and enhancement of the NSWCA and the sport of cricket, its standards, quality and reputation for the collective and mutual benefit of the sport of cricket; and
- (e) at all times operate with, and promote, mutual trust and confidence between the Association, the NSWCA and its affiliates in pursuit of the NSWCA objects.

23.7 Operation of NSWCA constitution

The Association and the Members agree:

- (a) that they are bound by the NSWCA constitution which operates to create uniformity in the way in which the objects of the NSWCA and the sport of cricket are to be conducted, encouraged, promoted and administered in New South Wales;
- (b) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the sport of cricket, and its maintenance and enhancement;
- (c) to make full and proper disclosure to the New South Wales Cricket Association of all matters of importance to the New South Wales Cricket Association and the sport of cricket;
- (d) not to acquire a private advantage at the expense of the New South Wales Cricket Association or the sport of cricket; and
- (e) that should the Association have administrative, operational or financial difficulties, including but not limited to where the Association:
 - (i) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Association; or
 - (ii) enters into a composition or arrangement with its creditors, other than a voluntary winding up by members for the purpose of reconstruction or amalgamation; or
 - (iii) a mortgagee or other creditor takes possession of any of its assets;

the NSWCA may, in its absolute discretion, act to assist the Association in whatever manner and on such conditions as the New South Wales Cricket Association considers appropriate, including, but not limited to the appointment of an administrator.

24. EXECUTIVE OFFICER

24.1 The Executive Officer shall preferably be a Life, Principal or Full (Member) of the Association.

24.2 The Executive Officer shall act as Public Officer and shall be appointed by the NSWCA from a list of nominations supplied by the Board. The Executive Officer shall be a member of the Board with full voting rights.

24.3 The Association shall be managed by the Executive Officer who may exercise all powers of the Association which are not, under the Act, the Regulations or this Constitution, required to be exercised by the Board or by the Association in general Meeting. The Executive Officer will report to both the NSWCA and the Board.

24.4 The Executive Officer shall administer cricket umpiring and scoring in New South Wales in accordance with the rules and regulations of the Association, this Constitution and the By-Laws.

25. UNIFORM

25.1 (a) The official umpiring uniform of the Association shall be a white block hat or white cap, black trousers, white boots or shoes and a shirt incorporating an embroidered Association logo or field badge and tie bar (name badge). An optional matching spray jacket may be worn dependent upon prevailing weather conditions.

(b) Any affiliated body may make alternative arrangements with the Cricket Association that controls the competition for which they officiate with regard to colour and style of shirts, pullovers or jackets providing that the approval of the Board shall first be obtained for any uniform that includes the Association logo or badge.

25.2 Only a Member being financial is permitted to wear and/or officiate in merchandise bearing the Association badge or logo.

26. THE SEAL

The Association shall have a common seal. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a sub-committee of Directors authorised by the Board. Every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Executive Officer or by a second Director or by some other person appointed by the Board for that purpose.

27. ACCOUNTS

27.1 The Board shall cause proper books of account to be maintained in which shall be recorded all the financial transactions of the Association.

27.2 Annual Statement

At the end of each financial year the Honorary Treasurer shall prepare all such statements as are required to be presented to the Annual General Meeting in accordance with the provisions of Section 26(6) of the Act and shall present such statements together with the report of the Auditors thereon to the Annual General Meeting.

27.3 Financial Year of Association

The financial year of the Association shall end on 30 April in each and every year.

28. BOOKS OF ASSOCIATION

28.1 Custody of Books

Except as otherwise provided by these Rules, the Executive Officer shall keep in the Executive Officer's custody or under the Executive Officer's control all records, books and other documents relating to the Association.

28.2 Inspection of Records by Members

The Board will from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Association or any of them will be open to the inspection of Members not being Directors. No Member (other than Directors) has any right of inspecting any accounting or other records of the Association except as conferred by the Act, the Regulations, or authorised by the Board or by a resolution passed at a general meeting.

29. NOTICE

29.1 Notice to Members

Any notice required by law or under this Constitution to be given to any Member shall be given by delivering the notice personally to such Member or by sending it by post or electronic mail to the Member at the Member's registered address.

29.2 Notice to Executive Officer or Director

Any notice required by law or under this Constitution to be given to the Executive Officer or a Director shall be given by delivering the notice personally to the recipient or by sending it by post or electronic mail to the recipient at the Office.

29.3 Notice to Affiliated Associations

Any notice required by law or under this Constitution to be given to an Affiliated Association Member shall be given by delivering the notice personally to the secretary of such association or by sending it by post or electronic mail to such secretary at the secretary's last known address or the last known address of the relevant Affiliated Association.

29.4 Notice to Other Persons

Any notice required by law or under this Constitution to be given to any other person shall be given by delivering the notice personally to such person or by sending it by post or electronic mail to such person at the person's last known address.

29.5 Service by Post

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 five (5) days after the date of its posting.

29.6 Service by Electronic Mail

Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected if the sender does not receive a “message undelivered” or “message undeliverable” message in respect of the electronic mail sent.

29.7 Notice of General Meeting

- (a) Notice of every General Meeting shall be given in any manner authorised by this Constitution to every Member.
- (b) Notice of every Special Meeting shall be given in any manner authorised by this Constitution to every Member.
- (c) No other person shall be entitled to receive notice of General Meetings or Special Meetings.

29.8 Signature to Notice

The signature to any notice to be given by the Association may be written or printed or stamped.

30. INDEMNITY

30.1 Indemnity

Every Member, Executive Officer and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of that person’s office which is incurred by that person in defending any proceedings whether civil or criminal in which judgment is given in that person’s favour or in which that person is acquitted. The amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and have priority over all other claims of Members.

30.2 Limitation of Liability

No Member, official or officer of the Association shall be liable for any negligence, default or other act of any other Member, official or officer of the Association which results in any loss or expense happening to the Association through the insufficiency or deficiency of the title to any property acquired by a decision of the Association or the Board for and on behalf of the Association or for the insufficiency or deficiency of any securities in or upon which any monies of the Association shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious acts of any person with whom any monies, securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of that person’s duties or in relation thereto, unless the same happen or occur through that person’s own willful act of default or negligence on that person’s part.

31. PATRON

The Association shall elect a Patron or Patrons at each Annual General Meeting. The Patron(s) so elected shall hold office until the end of the next Annual General Meeting.