


# Constitution

## Queensland Cricket Association Limited
## (ACN 010 289 237)

**Approved by Members - Special General Meeting 15th September 2026**
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## 1. Name of the Company

The name of the Company is Queensland Cricket Association Limited ACN 010 289 237 (**QCA**).

## 2. Definitions and interpretations

### 2.1 Definitions

In this Constitution unless the context requires otherwise:

**Act** means the *Corporations Act 2001* (Cth).

**Affiliate Member** means an entity appointed as an Affiliate Member under clause 6.2.

**AGM** or **Annual General Meeting** means the annual General Meeting of QCA required to be held by QCA in each calendar year.

**Appointed Director** means a Director appointed under clause 12.2.

**Associate Member** means an entity appointed as an Associated Member under clause 6.3.

**Board** or **Directors** means all or some of the Directors of QCA acting as a board.

**By-Law** means a By-Law made under clause 20.

**CA** means Cricket Australia ABN 555 006 089 130.

**CA Constitution** means the constitution and includes any by-laws made by CA in force from time to time.

**CEO** means a person appointed as chief executive officer of QCA by the Board under clause 17.1. If a chief executive officer has not been appointed by the Board, all references to CEO in this Constitution will be taken to refer to the Board.

**Chair** means the person elected under clause 15.8.

**Committee** means a committee established by the Board under clause 19.

**Company Secretary** means a person appointed as a company secretary of QCA by the Directors under clause 18.

**Constitution** means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

**Country/Regional Cricket Association** means an incorporated association representing a geographical area forming part of Queensland and participating in a Cricket competition endorsed or run by QCA.

**Cricket** means the game of cricket as recognised by the ICC from time to time.

**Delegate** means and includes a representative appointed to represent a Voting Member in a meeting or in voting on a resolution in accordance with this Constitution and the Act and where applicable includes any duly authorised alternate Delegate.

**Deputy Chair** means the person elected under clause 15.8.

**Director** means a director of QCA and includes Elected Directors and Appointed Directors.

**Elected Director** means a Director of QCA elected under clause 12.1.

**FGAR** means the finance, governance, audit and risk committee established by the Board under clause 19.

**General Meeting** means a general meeting of Members and includes the Annual General Meeting and Special General Meetings.

**ICC** means the International Cricket Council.

**ICC Rules and Regulations** mean the applicable rules and regulations of the ICC in force from time to time.

**Independent** means a person who is not a Life Member and does not hold an elected, appointed or employed position in another Cricket entity including any Affiliate Member and Associate Member.

**Intellectual Property** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to QCA or any activity of or conducted, promoted or administered by QCA.

**Life Member** means a Member admitted to membership of QCA under clause 6.4.

**Member** means a member of QCA under clause 6.

**Nominations Committee** means the nominations committee established by the Board under clause 19.

**Objects** mean the objects of QCA in clause 3.1.

**Premier Cricket Club** means an incorporated association or club participating in the Queensland Premier Cricket Competition run by QCA.

**QCA** has the meaning given to it under clause 1.

**Rules** means rules made by QCA or a committee of QCA, including Premier Cricket Competition Rules.

**Special General Meeting** means a General Meeting other than an Annual General Meeting.

**Special Resolution** means a resolution passed by not less than 75% of the votes cast.

**State-wide Association** means an incorporated association representing a group of participants, officials or volunteers in the game of Cricket who participate in Cricket competitions endorsed or run by QCA.

**Voting Member** means those members of QCA entitled to vote at General Meetings.

**2.2 Interpretation**

In this Constitution unless the context requires otherwise:

(a) (**presence of a Member**) a reference to a Member present at a General Meeting means the Member present in person or by proxy or Delegate/s;

(b) (**document**) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;

(c) (**gender**) words importing any gender include all other genders;

(d) (**person**) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;

(e) (**successors**) a reference to an organisation includes a reference to its successors or assigns and includes a merged or amalgamated organisation;

(f) (**singular includes plural**) the singular includes the plural and vice versa;

(g) (**instruments**) a reference to a law includes regulations and instruments made under it;

(h) (**amendments to legislation**) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;

(i) (**include**) the words **include**, **includes**, **including** and **for example** are not to be interpreted as words of limitation;

(j) (**signed**) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;

(k) (**writing**) writing and written includes printing, typing and other modes of reproducing words

in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise;

(l) (**precedence)** this Constitution takes precedence and prevails over the By-Laws and any Rules in the event of any inconsistency; and

(m) (**headings**) headings are inserted for convenience and do not affect the interpretation of this Constitution.

### 2.3 The Act

(a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

(b) The provisions of the Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to QCA.

## 3. Objects

### 3.1 Objects

The Objects of QCA are:

(a) be the single controlling body and administrator of Cricket in Queensland;

(b) promote and grow Cricket by providing opportunities for all Queenslanders to play, participate and enjoy the game of Cricket in Queensland;

(c) encourage, conduct, promote, advance, regulate and manage the game of Cricket in Queensland in line with core principles of fairness, integrity, inclusivity, diversity and transparency, having regard to the best interests of Cricket in Queensland;

(d) deliver high quality Cricket entertainment to inspire Queenslanders to play and participate in Cricket;

(e) maintain and enhance the standards, quality and reputation of Cricket for the collective and mutual benefit and interests of the Members, participants and Cricket in Queensland;

(f) encourage and promote widespread participation in Cricket to enhance opportunities for every participant to reach levels appropriate to their ability and aspiration;

(g) promote the economic and sporting success, strength and stability of QCA and its Members and to act interdependently with its Members in pursuit of these Objects;

(h) itself and through or in association with the Members, promote the health and safety of all participants in Cricket throughout Queensland;

(i) conduct elite State level competitions and select, prepare and enter Queensland teams in national competitions or authorise other organisations to do so;

(j) adopt, formulate, issue, interpret and amend by-laws, rules and regulations for the conduct of Cricket in Queensland in keeping with the terms of this Constitution, as amended from time to time;

(k) encourage and support the provision and development of appropriate facilities for enabling participation growth and hosting elite Cricket;

(l) undertake other actions or activities necessary, incidental or conducive to advance these Objects; and

(m) record, maintain and publish the history of Cricket in Queensland.

### 3.2 CA compliance and co-operation

Subject to any applicable law, QCA must:

(a) recognise CA as the ICC recognised national federation for Cricket in Australia and act as a member of CA in accordance with the CA Constitution and any relevant ICC Rules and Regulations; and

(b) represent Queensland's interest in CA in all matters relating to the organisation of national Cricket competitions, QCA's own Cricket competitions and Cricket in general.

### 3.3 Exercise of Powers

Solely for furthering the Objects, QCA, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under the Act.

### 3.4 Amendment of Constitution

Additions, alterations or amendment may only be made to this Constitution by a Special Resolution.

## 4. Income and property of QCA

### 4.1 Sole purpose

The income and property of QCA will be applied only towards the promotion of the Objects.

### 4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member. Payments to a Member may only occur in the following limited circumstances:

(a) in return for any services rendered or goods supplied in the ordinary and usual course of business to QCA;

(b) for reasonable rent for premises or equipment let by them to QCA;

(c) for any out-of-pocket expenses reasonably incurred by the Member on behalf of QCA, and such payment not exceeding an amount ordinarily payable between commercial parties on an arms-length basis; or

(d) by way of disbursement or reimbursement of funds or grants to be applied solely towards the promotion of QCA's Objects.

## 5. CA membership obligations

QCA must:

(a) at all times act for and on behalf of the interests of QCA, the Members and Cricket;

(b) be responsible for preparation and execution of a strategic plan, a copy of which is to be provided to CA as required from time to time;

(c) provide CA with copies of its audited accounts and annual report immediately following its Annual General Meeting; and

(d) be bound by the CA Constitution as a member of CA.

## 6. Membership

### 6.1 Members

The Members of QCA will comprise:

(a) Affiliate Members;

(b) Associate Members;

(c) Life Members; and

(d) Directors.

### 6.2 Affiliate Members

(a) Each entity listed in Schedule 1 and such other entities approved of by a Special Resolution of votes cast by Voting Members at a General Meeting from time to time (**Affiliate Member**) will be entitled to nominate the number of Delegates set out in Schedule 1.

(b) In order for an Affiliate Member to have voting rights at an Annual General Meeting, the Affiliate Member must complete, date and submit the "The Acknowledgement of Affiliate Member Status" form to the CEO no later than 7 days prior to the commencement of the Annual General Meeting.

(c) Unless provided in this Constitution, a person appointed by an Affiliate Member as a Delegate will remain that Affiliate Member's Delegate until the CEO receives notice in writing from the Affiliate Member signed by a proper officer of the Affiliate Member (of whom the Board will be the sole judge) removing that person as a Delegate and appointing a replacement person as a Delegate.

(d) Any person who is elected or appointed as a member of the Board and who was, at the time of such election, a Delegate or an office bearer of an Affiliate Member, shall upon such election cease to be the Delegate or office bearer of that Affiliate Member and the Affiliate Member must as soon as practicable, and in any event prior to the next General Meeting of the QCA, cause a replacement Delegate to be appointed.

(e) Delegates must be given notice of all meetings of Members of the QCA and the Delegates are entitled to vote.

(f) An entity may be appointed as an Affiliate Member of QCA at a General Meeting upon:

(i) the recommendation of the Board, such recommendation which must include the number of Delegates an Affiliate Member will be entitled to appoint; and

(ii) a Special Resolution in favour of the recommendation to appoint that entity as an Affiliate Member.

(g) At the time of becoming an Affiliate Member, the Board shall make a recommendation as to the number of Delegates an Affiliated Member is entitled to appoint but the number shall be in accordance with a resolution passed by Special Resolution of votes cast by Voting Members.

(h) An Affiliate Member is required to meet any criteria determined by the Board including but not limited to:

(i) being a not for profit incorporated association with a constitution reviewed by QCA for compliance with the objectives of this Constitution; and

(ii) meeting appropriate key performance indicators including but not limited to, financial viability, playing members, capital investment and contribution to Cricket in Queensland by the Affiliate Member.

(i) Affiliate Members must each year within 4 months of their financial year end:

(i) lodge audited financial statements with QCA; and

(ii) submit to QCA a declaration, such declaration to be given by the Affiliate Member, stating that the funds provided by QCA during the relevant financial period (whether by grant, or otherwise) have been acquitted by the Affiliate Member in accordance with the terms of any grant or agreement between the parties.

QCA may, in its absolute discretion, suspend any additional funding to the Affiliate Member until such time as the Affiliate Member has complied with its obligations under this clause.

(j) An Affiliate Member must promptly notify QCA of any amendments to its constitution as soon as reasonably possible following such amendments taking effect.

(k) QCA may, in its absolute discretion, request clarification of any financial matters that might impact the financial viability of the Affiliate Member.

(l) Whilst the admission of an Affiliate Member is a matter to be determined by Special Resolution of the Voting Members, the maximum number of Delegates which can be allowed for an Affiliate Member must have regard to the nature of the Affiliate Member entity but in no case shall exceed:

(i) Premier Cricket Club - 2 Delegates;

(ii) a Country/Regional Cricket Association – 2 Delegates;

(iii) a State-wide Association - 1 Delegate; and

(iv) for any other proposed Affiliate Member - 2 Delegates.

**6.3 Associate Members**

(a) The organisations listed in Schedule 2 are Associate Members of the QCA.

(b) The Board may from time to time nominate an entity not otherwise listed in Schedule 2 to become an Associate Member of the QCA. Such a nominee will become an Associate Member if the nomination of the Board is approved by a Special Resolution of Members passed at a General Meeting.

(c) An Associate Member will have no right to vote at meetings of the QCA.

(d) An Associate Member shall be given notice of all meetings of Members of the QCA and may send to a General Meeting of the QCA one representative to observe and participate in the proceedings at such meetings but not otherwise to vote at those meetings.

**6.4 Life Members**

(a) The Board may nominate Life Members in consideration of special services rendered to the QCA. Nominations must be submitted to the Annual General Meeting of QCA, at which meeting Life Members may be elected by a simple majority.

(b) Life Members are entitled to exercise all the privileges of Members of QCA including the right to speak and vote on any motion at any meeting of QCA, but not to vote as a Life Member if he or she already has a vote in any other capacity. Further, a person who is both a Life Member and a Director will not while they remain a Director be entitled to vote at any meeting of QCA in the capacity of Life Member.

**6.5 Directors**

A Director will be deemed a Member, however a Director will not be a Voting Member.

**6.6 Disqualification of permanent employees from holding office**

No person who is an employee of the QCA will, while he or she continues to hold that position, be eligible to hold the position of a Director.

**6.7 General**

(a) QCA must keep and maintain a register of all Members. The register must contain all information as is required under the Act from time to time. Having regard to confidentiality considerations, an extract of the register, excluding the address of any Life Member must be available for inspection (but not copying) by Members, upon reasonable request.

(b) Membership of QCA discharges QCA from any liability past, present or future from all claims, suits, demands, actions or proceedings arising out of and/or connected with the membership or cessation thereof, other than those which a Member has or may have under statute.

(c) A right, privilege or obligation of a Member by reason of their membership of QCA is not capable of being transferred or transmitted to another Member. No Member may, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so will be void.

**6.8 Limited liability**

Members have no liability except as set out in clause 25.

**6.9 Effect of membership**

Members acknowledge and agree that:

(a) this Constitution constitutes a contract between each of them and QCA and that they are bound by this Constitution, the By-Laws and the Rules;

(b) they must comply with and observe this Constitution, the By-Laws and the Rules and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;

(c) by submitting to this Constitution, the By-Laws and the Rules they are subject to the jurisdiction of QCA;

(d) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of QCA, the Members and Cricket;

(e) this Constitution, By-Laws and the Rules are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Cricket;

(f) they are entitled to all applicable benefits, advantages, privileges and services of QCA membership;

(g) they must treat all staff, contractors and representatives of QCA and all other Members with respect and courtesy at all times; and

(h) they must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of QCA or Cricket.

### 6.10 Rights of Voting Members

A Voting Member has the right:

(a) to receive notice of General Meeting and of proposed Special Resolutions in the manner and time prescribed by this Constitution;

(b) to submit items of business for consideration at a General Meeting;

(c) to participate in requisitioning a General Meeting in accordance with the Act;

(d) to attend and be heard at a General Meeting;

(e) to vote at a General Meeting;

(f) to have access to the minutes of the General Meeting and other documents of QCA as provided under clause 21; and

(g) to inspect the register of Members subject to this Constitution.

## 7. Cessation of membership

### 7.1 Cessation

A person or body corporate ceases to be a Member:

(a) on resignation;

(b) on death;

(c) on the termination of their membership according to this Constitution, the By-Laws and the Rules;

(d) if a body corporate, on being dissolved or otherwise ceasing to exist;

(e) on that Member no longer meeting the requirements to qualify for membership according to this Constitution, the By-Laws and/or the Rules; or

(f) if a body corporate:

(i) is insolvent within the meaning of section 95A of the Act;

(ii) must be presumed by a court to be insolvent by reason of section 459C(2) of the Act;

(iii) fails to comply with a statutory demand (within the meaning of section 459F(1) of the Act);

(iv) has an administrator appointed over all or any of its assets or undertaking or any step preliminary to the appointment of an administrator is taken;

(v) has a controller within the meaning of section 9 of the Act or similar officer appointed

to all or any of its assets or undertaking; or

(vi) has an application or order made, proceedings commenced, a resolution passed or proposed in a notice of meeting, an application to a court made or other steps taken against or in respect of it (other than frivolous or vexatious applications, proceedings, notices or steps) for its winding up or dissolution or for it to enter an arrangement, compromise or composition with or assignment for the benefit of its creditors, a class of them or any of them.

### 7.2 Resignation

For the purposes of clause 7.1(a), a Member may resign as a member of QCA by giving 30 days written notice to the Board.

### 7.3 Forfeiture of rights

A Member who or which ceases to be a Member forfeits all right in and claim upon QCA or the Directors for damages or otherwise or claim upon QCA's property including the Intellectual Property.

## 8. Discipline of Members

### 8.1 By Laws and Rules

QCA may make By-Laws and Rules for the discipline of Members and termination and suspension of Membership.

### 8.2 Discipline of Members

(a) The Board may, in its sole discretion, refer any allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including but not only 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, any Rules or any other resolution or determination of QCA, the Board or any duly authorised committee;

(ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the QCA and/or Cricket in Queensland; or

(iii) prejudiced the QCA or the game of Cricket in Queensland or brought the QCA or the game of Cricket in Queensland into disrepute,

for investigation or determination either under the procedures set down in the By-Laws, the Rules or by such other procedure or persons as the Board considers appropriate.

(b) All Members (in this clause '**respondent**') will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the QCA whether under the By-Laws, the Rules or as otherwise determined by the Board under this Constitution.

(c) During investigatory or disciplinary proceedings (**proceedings**) under this clause 8.2, a respondent may continue to participate in Cricket, pending the determination of the proceedings (including any available appeal) unless the Board decides that such continued participation is inappropriate having regard to the matter at hand.

## 9. General Meetings

### 9.1 Annual General Meeting

AGMs of QCA are to be held:

(a) according to the Act, with the ordinary business of an AGM required to be transacted under the Act including:

(i) to receive the annual report and financial statements;

(ii) to appoint new Affiliate Members and/or Associate Members;

(iii) to elect the number of Directors as required by the Constitution to be elected at that meeting;

(iv) to elect a Life Member (if any) in pursuance of the Constitution; and

(v) to transact such other business as may be properly brought before the meeting; and

(b) otherwise as determined by the Directors (including date and venue).

**9.2 Power to convene General Meeting**

In addition to the Annual General Meeting:

(a) there must be a General Meeting of QCA each year in the month of March, April or May which will be known as an ordinary general meeting;

(b) the Directors may convene a General Meeting as and when they think fit and must do so if required by the Act; and

(c) the Directors must on the requisition in writing of Voting Members holding at least 5% of the votes which may be cast at a General Meeting convene a General Meeting in accordance with the Act.

**9.3 Notice of General Meeting**

(a) Notice of a General Meeting of Members must be given:

(i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of QCA; and

(ii) in accordance with clause 23 and the Act.

(b) At least 21 days' notice of the time and place of a General Meeting must be given, together with:

(i) all information required to be included in accordance with the Act;

(ii) in the case of a proposed Special Resolution at least 28 days' notice must be given together with notice of the intention to propose the Special Resolution and the terms of the proposed Special Resolution;

(iii) where applicable, any notice of motion received from any Voting Member or Director; and

(iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

**9.4 No other business**

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

**9.5 Cancellation or postponement of General Meeting**

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

(a) Voting Members according to the Act;

(b) the Directors at the request of Members; or

(c) a Court.

**9.6 Written notice of cancellation or postponement of General Meeting**

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

(a) each Member entitled to attend the General Meeting; and

(b) each other person entitled to notice of a General Meeting under this Constitution or the Act,

at least 7 days prior to the date of the General Meeting.

**9.7 Contents of notice postponing General Meeting**

A notice postponing a General Meeting must specify:

(a) the new date and time for the meeting;

(b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and

(c) if the meeting is to be held in 2 or more places, the technology that will be used to hold the meeting in that manner.

**9.8 Number of clear days for postponement of General Meeting**

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by clause 9.3(b).

**9.9 Business at postponed General Meeting**

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

**9.10 Non-receipt of notice**

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

**9.11 Right to appoint proxy**

(a) A Voting Member entitled to attend a General Meeting is entitled to appoint a person as their proxy to attend the meeting in their place in accordance with the Act.

(b) A proxy may be revoked by the appointing Member at any time by notice in writing to QCA.

**9.12 Form of proxy**

The instrument appointing a proxy may be in form determined by the Directors from time to time provided it complies with the requirements under the Act.

**9.13 Lodgement of proxy documents**

(a) A proxy may vote at a General Meeting or an adjourned or postponed meeting (as the case may be) only if the instrument appointing the proxy is received by QCA:

(i) at the office, email address or at such other place, email or other electronic address specified for that purpose in the notice of meeting; and

(ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.

(b) An undated proxy is taken to be dated on the day that it is received by QCA.

**9.14 Authority given by appointment**

(a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy:

(i) to agree to a General Meeting being convened by shorter notice than is required by the Act or by this Constitution;

(ii) to speak to any proposed resolution; and

(iii) to demand or join in demanding a poll on any resolution.

(b) Unless the terms of the appointment specify to the contrary, even if theinstrument of

appointment refers to specific resolutions and directs the proxy on how to vote on those resolutions, the appointment is taken to confer authority:

(i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;

(ii) to vote on any procedural motion; and

(iii) to act generally at the meeting.

(c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:

(i) at the postponed or adjourned meeting; and/or

(ii) at the new venue.

(d) An appointment of a proxy may be a standing proxy - that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.

(e) The instrument appointing a proxy may provide for the Chair to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.

(f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.

(g) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

### 9.15 Proxy at postponed General Meeting

Where:

(a) by the terms of an instrument appointing a proxy that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and

(b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies QCA in writing to the contrary at least 24 hours before the time at which the postponed meeting is to be held.

## 10. Proceedings at General Meeting

### 10.1 Number for a quorum

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is 20.

### 10.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General meeting.

### 10.3 Quorum and time – Special General Meetings

If within 30 minutes after the time appointed for a Special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

(a) if convened by, or on requisition of, Members is dissolved; and

(b) in any other case stands adjourned to such other day, time and place as the Chair determines.

### 10.4 Quorum and time – AGMs

(a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the Chair determines.

(b) Where an AGM has been adjourned, such Voting Members as are represented by their appointed proxy on the adjourned date will constitute a quorum.

### 10.5 Chair to preside over General Meetings

(a) The Chair is entitled to preside as chair at General Meetings.

(b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as chair (in order of entitlement):

(i) a Director (or other person) chosen by a majority of the Directors present;

(ii) the only Director present; or

(iii) a Delegate who is entitled to vote and is chosen by Delegates exercising a majority of the votes available to be cast by those present.

### 10.6 Conduct of General Meetings

(a) The Chair:

(i) has charge of the general conduct of the meeting and of the procedures to be adopted;

(ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and

(iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.

(b) A decision by the Chair is final.

(c) To avoid doubt, in addition to the right of the Directors to have notice of General Meetings, the Directors will be entitled to attend and debate at General Meetings.

### 10.7 Adjournment of General Meeting

(a) The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

(b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Members present.

(c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

### 10.8 Notice of adjourned meeting

(a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.

(b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

### 10.9 Equality of votes

If an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. To avoid doubt the Chair does not have a casting vote if voting is equal.

**10.10 Declaration of results**

(a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded, and the demand is not withdrawn.

(b) 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 and an entry to that effect in the minutes of the meetings of QCA, is conclusive evidence of the fact.

(c) Unless otherwise required by the Act, neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

**10.11 Poll**

(a) If a poll is properly demanded in accordance with the Act or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under clause 11.

(b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.

(c) A demand for a poll may be withdrawn.

(d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

**10.12 Objection to voting qualification**

(a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):

(i) may not be raised except at that meeting; and

(ii) must be referred to the Chair, whose decision is final.

(b) A vote not disallowed under the objection is valid for all purposes.

**10.13 Chair to determine any poll dispute**

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision is final.

**10.14 Minutes**

(a) The CEO must ensure that minutes are taken and kept of each General Meeting in accordance with the Act.

(b) The minutes must record:

(i) the business considered at the meeting;

(ii) any resolution on which a vote is taken and the result of the vote; and

(iii) the names of persons present at all meetings.

(c) In addition, the minutes of each Annual General Meeting must include:

(i) the financial statements submitted to the Members in accordance with the Act;

(ii) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of QCA;

(iii) the report by Directors outlining the key business and related activities conducted over the financial year; and

(iv) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

(d) The minutes of General Meetings must be available for inspection and copying by the

Members.

## 11. Votes of Members

### 11.1 Votes of Members

(a) The Voting Members are entitled to attend and vote at General Meetings of QCA. A Director or Associate Member may attend but is not permitted to vote at each General Meeting of QCA.

(b) No Delegate of an Affiliate Member is permitted to take part in the proceedings of any General Meeting unless, prior to the commencement of that meeting, the relevant Affiliate Member has completed, signed, and returned the Acknowledgment of Affiliate Member Status document to the CEO prior to the commencement of the General Meeting.

(c) A person must not, notwithstanding that they may be a Delegate / Member of QCA in more than one capacity, exercise more than one vote on any motion at any General Meeting of the QCA.

(d) A Delegate may appoint another Delegate to be his or her proxy for the purpose of voting on any matter before the General Meeting. The appointment of the proxy must be in writing signed by the appointing Delegate and delivered to the Company Secretary in accordance with clause 9.13(a)(ii). The Delegate holding the proxy of another Delegate will be counted in their own capacity as a Delegate and also in their capacity as the holder of a proxy of the absent Delegate for the purpose of determining if a quorum for a General Meeting of QCA is present. A Delegate holding a proxy from another Delegate may vote in his or her own capacity and as proxy for any other Delegate on a show of hands and on a ballot. A Delegate who is attending by electronic means may vote by any means agreeable to the meeting.

### 11.2 Resolutions not in General Meeting

(a) If all Voting Members sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of QCA held at the time on which the document was signed by the last Voting Member.

(b) For the purposes of this clause, two or more separate documents containing statements in identical terms, each of which is signed by one or more Voting Members, are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.

(c) An email or other form of visible or other electronic communication under the name of a Voting Member is deemed to be a document in writing signed by that Member for the purpose of this clause.

## 12. Directors

The Directors of QCA shall be 6 Elected Directors and not less than 3, and not more than 4 Appointed Directors.

### 12.1 Elected Directors

At the Annual General Meeting in each year, Directors must be elected for those positions which have become vacant.

(a) **Nomination for Board**

Nominations for Elected Directors must be called for by the CEO not less than 45 days prior to the Annual General Meeting at which the election is to be held.

(b) **Form of nomination**

Nominations must be:

(i) in writing on the prescribed form (if any);

(ii) signed by an authorised representative of a Voting Member;

(iii) certified by the nominee expressing their willingness to accept the position for which they are nominated; and

(iv) delivered to QCA not less than 28 days before the date fixed for the holding of the General Meeting.

(c) **Elections**

(i) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.

(ii) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under clause 13.1.

(iii) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Board.

(iv) The voting will be conducted in such manner and by such method as may be determined by the Board from time to time.

(d) **Term of appointment**

(i) Subject to this Constitution, and in particular clause 12.1(c)(ii), Elected Directors will be elected in accordance with this Constitution for a term of 3 years, which will commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.

(ii) For the purpose of this clause 12.1(d), any part of a term (including a casual vacancy) which is for a period of 18 months or greater will be deemed a term and any lesser period is deemed not to be a term.

(iii) No person who has served as a Director for a total period of up to 3 consecutive terms will be eligible for re-election as an Elected Director until the third Annual General Meeting following the date of conclusion of their last term as a Director, except in extenuating circumstances as may be determined by the Board and approved by the Members in General Meeting.

**12.2 Appointed Directors**

(a) **Appointment of Appointed Director**

The Board may appoint no less than 3 and no more than 4 Appointed Directors in accordance with this Constitution.

(b) **Qualifications for Appointed Directors**

(i) Appointed Directors should have skills and attributes that complement and/or supplement any skill or attribute gaps that may exist in the Board, with the aim of ensuring that the Board has all the necessary skills and attributes to govern QCA and achieve the strategic purposes of QCA as these may vary, including in respect of diversity. Appointed Directors do not need to be members of or through a Member or have experience in, or exposure to Cricket.

(ii) Appointed Directors must be nominated by the Nominations Committee.

(c) **Term of appointment**

(i) Directors appointed under clause 12.2(a) will be appointed by the Board in accordance with this Constitution for a term of 3 years and will commence and conclude on dates as determined by the Board.

(ii) No person who has served as a Director for a total period of up to 3 consecutive terms will be eligible for re-appointment as an Appointed Director for at least 3 years following the date of conclusion of their last term as a Director, except in extenuating circumstances as may be determined by the Board and approved by the Members in General Meeting.

(iii) For the purpose of this clause 12.2(c), any part of a term (including a casual vacancy)

which is for a period of 18 months or greater will be deemed a term and any lesser period is deemed not to be a term.

## 13. Vacancies on the Board

### 13.1 Casual vacancies

(a) Any casual vacancy that occurs in the position of an Elected Director may be filled by the Board from among appropriately qualified persons as nominated by the Nominations Committee until the next AGM. If the term of the vacating Elected Director has not expired at that AGM, the Members will be entitled to elect a replacement Elected Director to fill the vacancy for the remainder of the term.

(b) Any casual vacancy that occurs in the position of an Appointed Director may be filled by the Board from among appropriately qualified persons as nominated by the Nominations Committee for the remainder of the vacating Appointed Director's term.

### 13.2 Grounds for termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

(a) dies;

(b) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally;

(c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;

(d) resigns their office in writing to QCA;

(e) is absent without the consent of the Board from meetings of the Board held during a period of 3 months;

(f) becomes an employee of QCA or of a Voting Member;

(g) is directly or indirectly interested in any contract or proposed contract with QCA and fails to declare the nature of their interest;

(h) is removed by the Voting Members in accordance with the Act; or

(i) would otherwise be prohibited from being a director of a corporation under the Act.

### 13.3 Board may act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or to convene a General Meeting.

### 13.4 Gender Diversity

The Board, whilst ensuring the prevailing criteria for election is eligibility, skills, expertise and experience, should also seek to ensure that it is comprised in a manner so that no gender accounts for more than 60% or less 40% of the total number of Directors. Whilst it is not possible to mandate such limitations the Members should have regard to this governance principle in elections and the Board particularly should have regard for this governance principle in relation to filling of casual vacancies and the appointment of Directors.

## 14. Powers and duties of Directors

### 14.1 Directors to manage QCA

The Directors are responsible to manage QCA's business and may exercise those of QCA's powers that are not required, by the Act or by this Constitution, to be exercised by QCA in General Meeting.

### 14.2 Specific powers of Directors

Without limiting clause 14.1, the Directors may exercise all QCA's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of QCA or of any other person.

### 14.3 Time, etc.

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur, or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

### 14.4 Delegation of powers

(a) The Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of QCA or any other person as they think fit.

(b) Any delegation by the Directors of their powers:

(i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;

(ii) may be either general or limited in any way provided in the terms of the delegation;

(iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and

(iv) may include the power to delegate.

(c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegatee on the delegatee's opinion, belief or state of mind about that matter.

(d) Any power exercised by a delegatee is as effective as if it had been exercised by the Directors.

### 14.5 Code of Conduct

The Directors must:

(a) adopt a code of conduct for Directors, by whatever name called; and

(b) periodically review the code of conduct considering the general principles of good corporate governance.

### 14.6 Remuneration of Directors and reimbursement of expenses

(a) A Director may be paid an amount by way of remuneration for services rendered to QCA and/or for his or her bona fide expenses associated with travelling, accommodation and other expenses incurred when:

(i) travelling to or from meetings of the Directors, or a Committee; or

(ii) otherwise engaged on the affairs of QCA.

(b) The maximum amount of money available for distribution to the Directors pursuant to clause 14.6(a) for the relevant financial year will be the amount that is recommended by the Board for approval, and thereafter approved in advance, at a General Meeting. The amounts paid to individual Directors will be determined by the Chair in consultation with the chair of FGAR.

## 15. Proceedings of Directors

### 15.1 Directors meetings

(a) Subject to clause 15.1(b), the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

(b) The Directors must meet at least 6 times in each calendar year.

(c) A Director may attend the meeting in person or by electronic means.

**15.2 Questions decided by majority**

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

**15.3 Chair's casting vote**

The Chair of the meeting will have a casting vote at a Directors' meeting.

**15.4 Quorum**

5 Directors present constitutes a quorum.

**15.5 Convening meetings**

(a) A Director may, and the CEO on the request of a Director must, convene a Directors' meeting.

(b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, facsimile or other electronic means.

(c) A Director may waive notice of a meeting of Directors by giving notice to that effect to QCA in person or by post or by telephone, facsimile or other electronic means.

(d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.

(e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at that meeting of Directors.

**15.6 Chair**

The role and functions of the Chair are to:

(a) chair all meetings of Members of QCA and the Board;

(b) discharge all other duties and functions as may be specifically provided for in the Constitution in relation to the Chair or as may be authorised or delegated from time to time by the Members or the Board;

(c) be the public spokesman for QCA, except on administrative matters, on which the CEO will be the public spokesman;

(d) host all events organised by QCA and to represent the QCA at gatherings or functions of other organisations and otherwise as authorised by the Members or the Board; and

(e) review the performance of the CEO and the Board.

**15.7 Deputy Chair**

The role and functions of the Deputy Chair will be to:

(a) assist or deputise for the Chair in all or any of the functions of the Chair, whenever the Chair is unable to do so, or when invited by the Chair to do so; and

(b) discharge any other functions that are from time to time be authorised or delegated by the Members or the Board.

**15.8 Election of Chair and Deputy Chair**

The Board must choose, from amongst its Directors, the Chair and Deputy Chair at the first Directors' meeting after the AGM.

**15.9 Circulating resolutions**

(a) The Directors may pass a resolution without a Directors' meeting being held if notice in

writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.

(b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. An email or other document or transmission produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of clause 15.9(a) and is taken to be signed when received by QCA in legible form.

(c) The resolution is passed when the last Director required to achieve the required majority signs.

**15.10 Validity of acts of Directors**

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office. No resolution passed in General Meeting shall invalidate any prior act of Directors.

**15.11 Directors' interests**

(a) A Director is disqualified from holding any place of profit or position of employment in QCA, any Member or in any company or incorporated association in which QCA is a shareholder, member or is otherwise interested or from contracting with QCA either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any contract or any contract or arrangement entered into by or on behalf of QCA in which any Director is in any way interested will be voided for such reason.

(b) A Director must declare their interest in any:

(i) contractual matter;

(ii) selection matter;

(iii) disciplinary matter; or

(iv) financial matter,

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent them self from discussions of such matter and will not be entitled to vote in respect of such matter. If the Director votes, the vote must not be counted. If there is any uncertainty as to whether it is necessary for a Director to absent them self from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter must be adjourned or deferred.

(c) The nature of the interest of that Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

(d) A general notice that a Director is a member of any specified firm or company and is to be regarded as interest in all transactions with that firm or company is sufficient declaration under clause 15.11(c) as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

(e) It is the duty of the Company Secretary to record in the minutes any declaration made or any general notice given by a Director in accordance with this clause 15.11.

**15.12 Minutes**

(a) The Directors must cause minutes of meetings to be made and kept according to the Act.

(b) The minutes of Directors meetings will not be available for inspection or copying by the Members.

## 16. Telecommunication meetings of QCA

### 16.1 Telecommunication meeting

(a) A General Meeting or a Directors' Meeting may be held by means of a telecommunication meeting, provided that:

(i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and

(ii) the meeting is convened and held in accordance with the Act.

(b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this clause 16.1.

### 16.2 Conduct of telecommunication meeting

The following provisions apply to a telecommunication meeting of QCA:

(a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

(b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

(c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;

(d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;

(e) a person who has announced their presence may always conclusively be presumed to have been present and to have formed part of a quorum during a telecommunication meeting unless that person has previously notified the Chair of leaving the meeting; and

(f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

## 17. CEO

### 17.1 Appointment of CEO

The Directors may appoint a CEO.

### 17.2 Powers, duties and authorities of CEO

(a) If appointed the CEO holds office on the terms and conditions (including any remuneration) and with the powers, duties and authorities, determined by the Directors.

(b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.

### 17.3 Suspension and removal of CEO

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office. Any person appointed by the Directors as an interim or acting CEO in the absence of the appointed CEO will be deemed to be the CEO for the purposes of this Constitution.

### 17.4 Delegation by Directors to CEO

The Directors may delegate to the CEO the power (subject to any reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of QCA. The delegation will include the power and responsibility to:

(a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;

(b) manage the financial and other reporting mechanisms of QCA;

(c) approve and incur expenditure subject to specified expenditure limits;

(d) sub-delegate his or her powers and responsibilities to employees or internal management committees of QCA; and

(e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

### 17.5 CEO to attend meetings

If appointed the CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of QCA, all meetings of the Directors and any Committees and may speak on any matter but does not have a vote.

## 18. Company Secretary

### 18.1 Appointment of Company Secretary

There must be at least one Company Secretary who is to be appointed by the Directors.

### 18.2 Suspension and removal of Company Secretary

The Directors may suspend or remove a Company Secretary from that office.

### 18.3 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors. To avoid doubt, the Company Secretary in place at the time of adoption of this Constitution will continue in that role.

## 19. Committees

### 19.1 Board Committees

(a) The Board may appoint committees for any purpose and such committees may include any person irrespective of whether they are a member of the Board.

(b) The Board must appoint:

(i) a Finance Governance Audit and Risk Committee (**FGAR**); and

(ii) a nominations committee (**Nominations Committee**).

(c) The committees must act in accordance with the written delegation of the Board and with terms of reference as approved by the Board, except where the written delegation authorises the committee to make determinations. Unless that specific delegation is given, any decision of a committee will be a recommendation only and all determinations should be to the statutory times of 21 days and 28 days for Special General Meetings as set out in clause 9.3(b).

### 19.2 FGAR

(a) The FGAR committee must consist of at least one Director and two other persons who, in the opinion of the Board, have the relevant commercial and professional experience to provide substantive input and counsel to this committee. The CEO and anyone employed by the auditor must not be appointed to this committee.

(b) A Board member shall be the chair of each committee; however the Chair and Deputy Chair of the Board may not be the chair of the FGAR.

### 19.3 Nominations Committee

The Nominations Committee must consist of:

(a) an independent chair, being an Independent person recommended by the Board who has appropriate skills and experience as a chair and is endorsed by the Members at the AGM;

(b) 2 representatives appointed by the Affiliate Members; and

(c) 2 Directors, with one position held by the Chair, at the discretion of the Chair.

## 20. By-Laws and Rules

### 20.1 Making and amending By-Laws

(a) The Board may from time to time make By-Laws which, in its opinion, are necessary or desirable for the control, administration and management of QCA's affairs and Cricket in Queensland and may amend, repeal and replace those By-Laws.

(b) The Board may also make By-Laws for the operation of the Nominations Committee.

(c) Interpretation of the By-Laws is the responsibility of the Directors.

(d) All By-Laws must be tabled at the General Meeting held following their declaration.

### 20.2 Effect of By-Laws

A By-Law:

(a) is subject to this Constitution;

(b) must be consistent with this Constitution; and

(c) when in force, is binding on all Members.

### 20.3 Making and amending rules

(a) The Directors may from time to time make Rules which in the opinion of the Directors are necessary or desirable for the control, administration and management of Cricket in Queensland and may amend, repeal and replace those Rules.

(b) All Rules must be tabled at the General Meeting held following their declaration.

### 20.4 Effect of Rules

A Rule:

(a) is subject to this Constitution and the By-Laws;

(b) must be consistent with this Constitution and the By-Laws; and

(c) when in force, is binding on all Members, which Members must ensure it is binding on their respective members and enforceable in any competitions to which the Rule applies.

## 21. Keeping and inspection of records

### 21.1 Records

(a) The CEO and Company Secretary must establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of QCA and the Board and must produce these as appropriate at each Board meeting or General Meeting.

(b) The Directors must cause QCA records to be kept for a period of 7 years from their creation.

### 21.2 Inspection of Records

(a) Members may on request inspect free of charge:

(i) the minutes of General Meetings; and

(ii) subject to clause 21.2(b) the financial records, books, securities and any other relevant document of QCA.

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

(c) The Board must on request make copies of this Constitution available to Members and applicants for membership free of charge.

(d) Subject to clause 21.2(b), a Member may make a copy of any of the other records of QCA referred to in this clause and QCA may charge a reasonable fee for provision of a copy of such a record.

(e) For the purposes of this clause, ***relevant documents*** mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of QCA and includes the following:

(i) its financial statements;

(ii) its financial records; and

(iii) records and documents relating to transactions, dealings, business or property of QCA.

## 22. Accounts

### 22.1 Records kept in accordance with Act

Books, documents, securities and proper accounting and other records must be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All records and the books of account must be kept in the care and control of the CEO.

### 22.2 Board to submit accounts

The Board must submit to the Annual General Meeting the accounts of QCA in accordance with the Act and will distribute copies of financial statements as required by the Act.

### 22.3 Transactions

All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to QCA, may be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in any manner as the Directors determine from time to time.

### 22.4 Auditor

(a) The appointment of a properly qualified auditor or auditors, the fixing of the remuneration of such auditor or auditors and the regulation of such auditor's or auditors' duties must be in accordance with the Act.

(b) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

## 23. Service of documents

### 23.1 Document includes notice

In this clause 23, document includes a notice.

### 23.2 Methods of service on a Member

QCA may give a document to a Member:

(a) personally;

(b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or

(c) by sending it to an email or other electronic address nominated by the Member.

### 23.3 Methods of service on QCA

A Member may give a document to QCA:

(a) by delivering it to QCA's registered office;

(b) by sending it by post to QCA's registered office; or

(c) by sending it to an email or other electronic address nominated by QCA.

### 23.4 Post

A document sent by post:

(a) if sent to an address in Australia, may be sent by ordinary post; and

(b) if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the second business day after the date of its posting.

### 23.5 Electronic transmission

If a document is sent by email or any other form of electronic transmission, delivery of the document is taken to:

(a) be effected by properly addressing and transmitting the email or other form of electronic transmission; and

(b) have been delivered on the business day following its transmission.

## 24. Indemnity

### 24.1 Indemnity of officers

(a) This clause 24 applies to each person who is or has been:

(i) a Director, CEO, Company Secretary or executive officer of QCA;

(ii) a committee member, employee or such other officer or former officer of QCA or of its related bodies corporate as the Directors in each case determine.

Each person referred to in this clause 24.1(a) is an **Indemnified Officer** for the purposes of this clause 24.

(b) QCA will indemnify each Indemnified Officer out of the property of QCA against:

(i) all losses or liability (except a liability for legal costs) that the Indemnified Officer incurs as an officer, committee member or employee of QCA or of a related body corporate of QCA; and

(ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer, committee member or employee of QCA or of a related body corporate of QCA,

unless:

(iii) QCA is restricted or prevented by statute to indemnify the person against the liability or legal costs; or

(iv) an indemnity by QCA of the person against the liability or legal costs would, if given, be made void by statute.

### 24.2 Insurance

QCA may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of QCA or of a related body corporate of QCA including a liability for legal costs, unless:

(a) QCA is forbidden by statute to pay or agree to pay the premium; or

(b) the contract would, if QCA paid the premium, be made void by statute.

### 24.3 Deed

QCA may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by clause 24.1 on the terms the Directors think fit (as long as they are consistent with clause 24.1).

## 25. Winding up

### 25.1 Contributions of Members on winding up

(a) Each Voting Member must contribute to QCA's property if QCA is wound up while they are a Member or within one year after their membership ceases.

(b) The contribution is for:

(i) payment of QCA's debts and liabilities contracted before their membership ceased;

(ii) the costs of winding up; and

(iii) adjustment of the rights of the contributories among themselves, and the amount is not to exceed $100.

(c) No other Member must contribute to QCA's property if QCA is wound up.

### 25.2 Excess property on winding up

(a) If on the winding up or dissolution of QCA, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

(i) having purposes similar to those of QCA and which are not-for-profit under the *Income Tax Assessment Act 1997* (Cth); and

(ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

(b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

### 25.3 Winding up process

Should QCA be wound up, the process to be applied shall be that prescribed at the relevant time by the Act.

## Schedule 1

### Affiliate Members

| Club, Division or Association | Number of Delegates |
|---|---|
| Cricket Ipswich Inc | 2 |
| Cricket Gold Coast | 2 |
| Northern Suburbs District Cricket Club Inc | 2 |
| Redlands Cricket Inc | 2 |
| Sandgate-Redcliffe District Cricket Club Inc | 2 |
| South Brisbane District Cricket Club Inc | 2 |
| Sunshine Coast Cricket Association Inc | 2 |
| Toombul District Cricket Club Inc | 2 |
| University of Queensland Cricket Club Inc | 2 |
| Valley District Cricket Club Inc | 2 |
| Western Suburbs District Cricket Club Inc | 2 |
| Wynnum-Manly District Cricket Club Inc | 2 |
| Queensland Country Cricket Association Inc | 1 |
| Queensland Cricket Umpires' & Scorers' Association Inc | 1 |
| Queensland Junior Cricket Inc | 1 |
| Queensland Sub Districts Cricket Association Inc | 2 |
| Warehouse Cricket Association Queensland Inc | 2 |
| Cricket Far North Inc | 2 |
| North Queensland Cricket Association Inc | 2 |
| Mackay-Whitsunday Cricket Inc | 2 |
| Central Queensland Cricket Inc | 2 |
| Wide Bay Cricket Inc | 2 |
| Darling Downs and South-West Queensland Cricket Inc | 2 |
| South-East Queensland Cricket Inc | 2 |
| Queensland Veterans Cricket Inc | 1 |
| Metropolitan South-West Junior Cricket Inc* | 1 |
| Brisbane North Junior Cricket Association* | 1 |
| Bayside East and Redlands Junior Cricket Association* | 1 |

* Voting rights approved at the AGM 16th September 2025

## Schedule 2
## Associate Members

Queensland Cricket Scorers' Association Inc

Queensland Deaf Cricket Association Australian Cricket Society (Queensland) Inc

Queensland Blind Cricket Association Inc

QSS (10 – 12 Years) Cricket

The Associated Schools Inc

Queensland Secondary School (13 - 19 Years) Cricket

The Great Public Schools' (GPS) Association of Queensland Inc

The Lord's Taverners (Australia) Qld Incorporated

Wanderers Cricket Club Inc

Queensland Police Cricket Association Inc