

Western Australian Cricket Association Limited By-Laws Updated July 2019

1. Introduction

- 1.1 These By-Laws have been adopted by the Board pursuant to Article 10.4 of the Constitution.
- 1.2 These By-Laws have effect from the Effective Date.
- 1.3 Should any By-Law conflict with a provision of the Constitution, then in the terms of Article 10.4 of the Constitution, that By-Law will be either void or read down to the extent of such conflict, and the provisions of the Constitution will prevail.
- 1.4 Words and phrases defined in the Constitution and used in these By-Laws have the meanings accorded to them in the Constitution.
- 1.5 Where a power is conferred on the Board under these By-Laws, the Board may resolve to delegate that power to the CEO.

- 1.6 In these By-Laws the following words have the meanings set opposite them:

“Applicable Form” means a form referred to in these By-Laws which has been approved by the Board for the relevant functional purpose in these By-Laws.

“Concession Status” means a Full Member who qualifies for and has been conferred that status under By-Laws 3.3(f) and 3.6(a);

“Country Status” means a Full Member who qualifies for and has been conferred that status under By-Laws 3.3(d) and 3.6(a).

“Cricket Club” means an organisation (incorporated or unincorporated) which organises, co-ordinates and administers games of cricket for the benefit of its members.

“Facilities” means premises, grounds, rooms, areas and related facilities at grounds or areas under the control or licence of the Organisation.

“Metro Status” has the meaning ascribed to it in By-Law 3.3(g).

“Player/Administrator Status” means a Full Member who qualifies for and has been conferred that status under By-Laws 3.3(e) and 3.6(a).

“Guest Pass” means a pass referred to in By-Law 7.3(a).

“Tier Package” means an opportunity that may be offered by the Organisation in accordance with By-Law 8.

“Transferrable Associate Pass” means a transferable pass, which provides admission to designated “Member Reserved” areas at Facilities, but no other rights associated with Membership.

“Visitor Pass” means a pass referred to in By-Law 7.3(b).

2. Governance Charter

- 2.1 The terms of the Governance Charter adopted by the Board and prevailing as at the Effective Date apply on and from the Effective Date as having the force and effect of By-Laws duly adopted by the Board.
- 2.2 A copy of the Constitution, these By-Laws and the Governance Charter are to be available for inspection and reference by Members and others including on the Organisation's web-site.

3. Membership

- 3.1 (a) Membership of the Organisation is available in the following classes:

- Full Member
 - (i) Metro Status
 - (ii) Country Status
 - (iii) Concession Status
 - (iv) Player/Administrator Status
- Junior Member
- Honorary Member

Without prejudice to the continuing recognition of Honorary Life Members, Lifetime Members and Perpetual Members under Schedule 3 of the Constitution (Transitional Arrangements).

- (b) For the purposes of Article 2.1(b) of the Constitution, the Board by Absolute Special Resolution may determine any limits on the number of Members in a Class of Membership or limits on the number of Members within a status category of Full Membership.

- 3.2 The rights, privileges and obligations attaching to each Class of Membership are as follows:

- (a) Full Member

Subject to payment of all applicable Fees in respect of the previous cricket season (or for new Members, by 31 August) (including any discounted Fees applicable to Full Members qualifying for Country Status, Concession Status or Player/Administrator Status) from time to time levied with respect to that Membership, a Full Member is entitled:

- (i) to vote, and to participate and speak (in accordance with rulings of the meeting chair) at meetings of Members and meeting of that Class of Member. For General Meetings other than the AGM, all applicable fees must have been paid by no later than one month before the meeting for a Member to be eligible to vote;

- (ii) to nominate a person as a new Member to the Organisation and to nominate a qualifying Member for consideration for election as a Member Elected Director;
- (iii) to stand for office as a Director;
- (iv) to admission, in common with other Members, to designated “Member Reserved” areas at Facilities subject nevertheless to:
 - (a) prudential crowd control limitations set by the Organisation or those in charge of the Facilities;
 - (b) payment of any applicable supplementary Fee (if any) determined from time to time by the Organisation as applicable to those Facilities;
 - (c) observance by the Member of all rules and codes of conduct prescribed by the Organisation or by those in charge of the Facilities, applicable to attendees at the Facilities;
 - (d) specifically no entitlement to admission arises with respect to games of cricket or events staged or held under the authority of the International Cricket Council (“ICC”);
- (v) to receive all information required by the Constitution, these By-Laws or the Act to be forwarded to Members of that Class of Membership;
- (vi) to receive such publications and communications as the Organisation may from time to time determine is appropriate or desirable to forward to Members of that Class of Membership;
- (vii) to receive offers for Tier Packages that may be offered from time to time;
- (viii) to exercise such other rights and privileges determined from time to time by the Board to be accorded to Members of that Class of Membership.

(b) Junior Members

Subject to payment of all applicable Fees from time to time levied with respect to that Membership, and subject to the reservations and exclusions below, a Junior Member is entitled to all the same rights and privileges set out in By-Law 3.2(a)(i)-(viii) above for a Full Member OTHER THAN:

- (i) voting rights under By-Law 3.2(a)(i), but without prejudice to any “Class” voting rights applicable for meetings of Members of that Class of Membership only;
- (ii) nomination rights under By-Law 3.2(a)(ii);
- (iii) unless the Junior Member shall have attained 18 years of age, access to certain Facilities which are available only to persons over 18 years of age under any applicable regulatory requirement including to do with liquor licensing and gaming;

- (iv) entitlement to stand for office as a Director under By-Law 3.2(a)(iii);
- (v) being obliged to allow Full and Honorary Members priority admission and seating at any “Member Reserved” areas at Facilities as referred to in By-Law 3.2(a) above.

(c) Honorary Members

Subject to any conditions of Membership as are determined from time to time by the Board to apply to the Honorary Member, an Honorary Member is entitled to all the same rights and privileges set out in By-Law 3.2(a)(i)-(viii) above for a Full Member, plus:

- Two complimentary transferrable guest passes to access the “Member Reserved” areas at Facilities;
- Complimentary match-day parking.

(d) Perpetual Members

Subject to any conditions of Membership as are determined from time to time by the Board to apply to the Perpetual Member, a Perpetual Member is entitled to all the same rights and privileges set out in By-Law 3.2(a)(i)-(viii) above for a Full Member, plus:

- Two complimentary transferrable guest passes to access the “Member Reserved areas at Facilities;
- Complimentary match-day parking,
- Eligibility to transfer membership in perpetuity to a family member or close relative.

3.3 Membership of the respective Classes of Membership is available to the following persons who have completed all administrative requirements as set out in the By-Laws for their application and approval of Membership subject to the following:

- (a) All Classes of Membership (other than Junior Membership) are only available to persons 18 years of age or over;
- (b) Junior Membership is only available to persons under 18 years of age as at the start of the relevant membership period;
- (c) Honorary Membership is only available to persons nominated by the Board for such Membership and who in the opinion of the Board have provided outstanding and special service to the Organisation or in the promotion, development and/or advancement of cricket;
- (d) Country Status for a Full Member is only available to persons whose principal place of residence is more than 100 kilometres from the regulatory designated place in Perth from which distances from Perth are customarily measured for official purposes;

- (e) Player/Administrator Status for a Full Member is available to persons who are current members of an Affiliated Organisation or a Cricket Club and who are:
 - (i) Active in the management or administration (including voluntary) of that Affiliated Organisation or Cricket Club.
 - (ii) A Past Player who has represented WA at first class level or other elite level is eligible to apply for a single complimentary pass to access the "Member Reserved" areas at Facilities and benefits as advised from time to time. There are no voting rights associated with this pass.
- (f) Concession Status for a Full Member is only available to persons over 65 years of age;
- (g) Metro Status for a Full Member applies to a Full Member who has not been afforded Country Status, Player/Administrator Status or Concession Status;
- (h) Junior Members, who in due course qualify for admission as a Full Member, may transfer to becoming a Full Member by complying with By-Law 3.7.
- (i) All WA Premier Cricket Umpires who are Members of WACUA and have umpired at least 8 matches in the previous season are eligible to the following benefits:
 - Waiver of any waitlist or nomination fees;
 - Eligible to purchase a concession Membership;
 - After 5 consecutive years and having umpired at least 8 matches in the previous season, will be provided a complimentary Membership for as long as they are current umpires and have indicated their availability for the coming season.
- (j) Current WACA staff and players are eligible to receive two complimentary Transferrable Associate Passes.

3.4 All applications for Membership must be:

- (a) completed substantially in the Applicable Form relevant to the Class of Membership being applied for;
- (b) accompanied by such information as is required by the Organisation to reasonably verify that the applicant meets the requirements for Membership of the relevant Class set out in By-Law 3.3;
- (c) accompanied by payment of any Fees applicable to that application and Membership; and
- (d) signed by the applicant;

PROVIDED THAT the Board may at its discretion:

- (a) waive strict compliance with any aspect or aspects of the foregoing;

- (b) require the provision of such further information from the applicant, which it considers it is appropriate so to do in the interests of the Organisation and the integrity of its Membership.
- 3.5 Without limiting By-Law 3.4, the Applicable Form to be signed by an applicant under By-Law 3.4 must include an undertaking by the applicant, conditional upon the applicant becoming a Member:
 - (a) in the terms of Article 1.2(c) of the Constitution; and
 - (b) to observe and comply with the provisions of the Constitution and the By-Laws to the extent to which they have application to a person who is a Member of the Class of Membership applied for.
- 3.6
 - (a) A Full Member who believes they qualify for Country Status, Concession Status or Player/Administrator Status may apply for recognition of that status by completing and signing the Applicable Form which may then be approved of by the CEO (acting under deemed delegate authority of the Board).
 - (b) A Full Member who has been conferred Country Status, Concession Status or Player/Administration Status but no longer qualifies for such status must promptly inform the Organisation in writing by completing and signing the Applicable Form which may then be approved of by the CEO (acting under deemed delegated authority of the Board).
- 3.7 A Junior Member (upon attaining 18 years of age) may apply for transfer of Membership to a Full Member by completing and signing the Applicable Form which may then be approved of by the CEO (acting under deemed delegated authority of the Board).

4. Fees and Interest

- 4.1 Fees may be for all or any of the following and in such amounts as determined from time to time by the Board, including any discount in Fees applicable to Full Members holding Concession Status, Country Status or Player/Administrator Status in accordance with these By-Laws:
 - (a) initial Membership waitlist fee;
 - (b) initial Membership nomination fee;
 - (c) Membership annual subscription fee;
 - (d) Member Guest Pass fee;
 - (e) Member Visitor Pass fees;
 - (f) Other (as determined by the Board).
- 4.2 All Fees must be paid by the date notified in the Organisation's invoice for the same, or if no date is notified, within a reasonable time of the Organisation's invoice for the same.
- 4.3 As at and from the Effective Date, the Fees are the same as those applying immediately prior to the Effective Date.

- 4.4 Subject to By-Law 4.5, around the commencement of each Financial Year after the Effective Date, the Board by resolution duly passed, after consultation with management as part of the Organisation's budgetary process, will set the Fees then applicable for the forthcoming Financial Year and will communicate the same to the Members by notice under Article 11 of the Constitution.
- 4.5 Other than with the approval of the Members in general meeting, no Fee for annual Membership subscription may be increased under these By-Laws by more than 20% of the amount of the Fee that applied in the Financial Year immediately prior to the proposed increase.
- 4.6 Unless payment is waived under Article 3.2(b) of the Constitution, the prescribed rate of interest in the terms of Article 3.2 of the Constitution is 10% per annum simple interest.
- 4.7 With respect to replacing a lost Membership Card (refer Article 2.8 of the Constitution) the prescribed Fee is such amount reasonably determined by the Organisation.
- 4.8 Should a Member anticipate being unable to enjoy their Membership, through absence outside Western Australia or significant ill health, for a period exceeding one (1) year and not exceeding three (3) years, then that Member may make application to the Organisation in the Applicable Form for exemption from Fee payment and voluntary suspension of Membership rights during that period, whereupon the Organisation may at its discretion, and subject to any terms it may decide to impose, allow such interim Fee exemption and voluntary suspension.
- 4.9 No nomination fee is payable by a Junior Member applying to transfer to Full Membership under By-Law 3.7.
- 4.10 If any GST is chargeable in connection with a Fee, then unless stated to the contrary at the time of determination of that Fee, the amount of that GST is to be included in the Fee and is to be payable by the Member or person to whom the Organisation's tax invoice for the Fee is rendered.
- 4.11 Should a Member's annual fees not be received by the Organisation for a period exceeding 24 months from the scheduled due date under By-Law 4.2, all benefits associated with continuous longevity of Membership will cease until all applicable fees, including nomination fees, are paid for the period lapsed.

5. Applicable Forms

- 5.1 The management of the Organisation may from time to time propose to the Board Applicable Forms in order to best manage and administer functions to be undertaken in the terms of these By-Laws.
- 5.2 The Board may by resolution approve, with or without amendment, any such proposed Applicable Forms.
- 5.3 Upon such approval by the Board, the relevant form will then be the prescribed Applicable Form for the purposes of these By-Laws and the Constitution (as applicable).
- 5.4 Without limitation, Applicable Forms may relate to any or all of the following functions and requirements:

- (a) Constitution
 - (i) Article 2.2 – Application
 - (ii) Article 2.6 – Expulsion or Suspension
 - (iii) Article 2.8(b) – Declaration of Lost Membership Card
 - (iv) Article 4.14(f) & (j) – Proxy form
 - (v) Article 5.3(b) & (c) – Nomination of Member Elected Director
 - (vi) Article 5.11 – Director’s consent and undertakings
- (b) By-Laws
 - (i) By-Law 3.4 – Application for Membership
 - (ii) By-Law 3.6(a) – Country Status, Concession or Player/Administrator Status
 - (iii) By-Law 3.6(b) – Cessation of designated status
 - (iv) By-Law 3.7 – Transfer from Junior Membership
 - (v) By-Law 4.8 – Temporary Absentee Member Fee waiver and voluntary suspension

6. Miscellaneous

6.1 General conduct of meetings of Members (Article 4.8)

No special By-Laws apply.

6.2 Nomination of Member Elected Directors (Article 5.3(c)(i))

- (a) Refer By-Law 5.4(a)(v) and (vi) for the Applicable Form
- (b) Refer By-Law 2 Governance Charter

6.3 Presentation of nominations for Member Elected Directors to Membership (Article 5.3(c)(ii))

- (a) The Board will approve at its discretion the manner in which it is proposed for nominations for Member Elected Directors to be presented to Members. The Board will act impartially and in good faith in exercising its discretion with a view to the Members being presented with adequate, timely but succinct information to enable them to make a reasonably informed judgement when exercising their vote.
- (b) Nominees for Member Elected Directors may provide a brief statement to the Organisation concerning their candidature for office at least 21 days before the scheduled date of the issue of the notice of meeting and election/voting papers to Members provided the Board is satisfied that the statement is not offensive to, or likely to offend, the Organisation or any Member of it. If the

Board is not so satisfied the Board reserves the right to censor any portion of the statement that the Board (in good faith) considers to be offensive to, or likely to offend, the Organisation or any Member of it.

6.4 Manner in which voting for Member Elected Directors is to occur (Article 5.3(c)(iii))

- (a) Subject to the Act, the Board will approve at its discretion the manner in which voting for Member Elected Directors is to occur.
- (b) The Board will act impartially and in good faith in exercising its discretion to ensure integrity and probity of process.
- (c) In exercising its discretion, the Board may place due reliance on advice and recommendations from its legal representatives and/or its Member registry provider as to what is good governance practice for such processes for a membership organisation with a membership base of the size of the Organisation.

6.5 Directors Consents and Undertakings (Article 5.11)

Refer By-Law 5.4(a)(vi) for the Applicable Form.

6.6 Role of Patron-in-Chief (Article 6.1(d))

- (a) The role of the Patron-in-Chief will largely be ceremonial under the guidance of the Chair.
- (b) Subject to the Patron-in-Chief's availability and to other commitments that the Patron-in-Chief may have, the Patron-in-Chief may be invited by the Chair and/or the CEO on behalf of the Organisation to attend, and as appropriate to officiate and speak as Patron-in-Chief, at important cricket matches, general meetings of Members and significant occasions and events promoted by the Organisation.

6.7 Role of Patron(s) (Article 6.2(e))

- (a) The role of the Patron(s) will largely be ceremonial and promotional under the invitation and guidance of the Chair and/or the CEO.
- (b) Subject to their availability and other commitments they may have, it is expected that between them, the Patron(s) will be available at the invitation of the Chair and/or the CEO on behalf of the Organisation to co-host and perhaps speak at promotional events organised by the Organisation incidental to the game of cricket and cricket matches, and to attend meetings of Members, as ambassadors of the game of cricket.

6.8 Secretary (Article 6.5(c))

Refer to By-Law 2 Governance Charter.

6.9 Board Committees Terms of Reference and Governance

Refer to By-Law 2 Governance Charter.

7. Membership Cards, Facilities Entry and Behaviour

- 7.1 Members may be issued by the Organisation a Member Card to identify that Member as a Member of the Organisation. Members must display their Member Cards at all times when exercising their Membership right to access Facilities.
- 7.2 No assurance is given by the Organisation with respect to the Facilities as to:
- (a) the availability or suitability of seating;
 - (b) the suitability of viewing;
 - (c) the suitability of premises;
 - (d) the availability or suitability of services and amenities.
- 7.3
- (a) A Member, on payment of an annual Guest Pass Fee(s) as determined from time to time by the Board, is entitled to receive Guest Passes which that Member may pass to any person, and which entitles the holder thereof for the time being whilst wearing or displaying the Guest Pass, the right to be admitted to those Facilities (or designated parts thereof) allocated for the use of Members. The Organisation is under no obligation to check whether the holder of a Guest Pass is the person whom the Member intended to be the user thereof. Guest Passes are personal to the Member to whom it has been issued and such a Member must not transfer, assign or on-sell Guest Passes to another person(s). A guest to whom a Guest Pass has been passed by a Member may not sub-delegate the use of that Guest Pass to another person, other than with the express authority of the Member as to the identity of that other person. The Organisation may allow a Member to acquire more than one Guest Pass.
 - (b) A Member, on payment of Visitor Pass Fees applicable to the designated duration, games or events the subject of a relevant Visitor Pass offered from time to time by the Organisation may receive Visitor Passes which that Member may pass to any person, and which entitles the holder thereof for the time being whilst wearing or displaying the pass, the right to be admitted to those Facilities (or designated parts thereof) allocated for the use of Members which are within the scope of the terms of issue and use of the Visitor Pass. The Organisation is under no obligation to check whether the holder of a Visitor Pass is the person the Member intended to be the user thereof. A Member must not transfer, assign or on-sell a Visitor Pass. The Organisation may allow a Member to acquire more than one Visitor Pass.
 - (c) A Member to whom Guest Passes or Visitor Passes are issued is responsible for ensuring that the holders of the Guest Passes or Visitor Passes (as applicable) observes the requirements of By-Law 7.8 while the holder is on any part of the Facilities.
 - (d) A Transferrable Associate Pass includes the same restrictions as described under By-Laws 7.3 (a) to (c).
- 7.4 A Member shall not transfer, intentionally or otherwise, a Member Card or allow any person, including family members or friends or associates to use the Member Card. The Member is responsible to ensure that their Member Card is not used by any other person.

- 7.5 A Member shall notify the Organisation of the loss or theft of a Member's Member Card, Guest Card and/or Visitor Pass as soon as reasonably practicable after becoming aware of its loss or theft.
- 7.6 A Member Card, Guest or Visitor Pass which is used by any person not entitled to use it to gain or attempt to gain access to any Facilities, may be retained on behalf of the Organisation by a person duly authorised by the Organisation who comes into possession of that Member Card.
- 7.7 Upon demand by a duly authorised person on behalf of the Organisation:
- (a) a Member seeking entry to Facilities shall produce their Member Card and supporting photographic identification;
 - (b) a holder of a Guest Pass or Visitor Pass seeking entry to Facilities shall produce their Guest Pass or Visitor Pass and inform the duly authorised person the name of the Member who gave them the Guest Pass or Visitor Pass. The relevant Member must verify (or otherwise) that the person is their guest or visitor on request by the duly authorised person;
 - (c) for the purposes of By-Law 7.7(a), "supporting photographic identification" means a valid driver's licence, passport or other identification to the reasonable satisfaction of the duly authorised person.
- 7.8 Each Member, Guest Pass holder, Visitor Pass holder, Transferable Associate Pass holder and any other visitor of the Member using Facilities must at all times:
- (a) comply with any lawful direction or request of the Organisation or any agent, employee, contractor or authorised officer of the Organisation or member of the police force while at, or using, the Facilities including a direction or request to vacate and leave the Facilities;
 - (b) not engage in conduct that:
 - (i) is unbecoming or prejudicial to the interests of the Organisation; or
 - (ii) may bring the Organisation into disrepute; or
 - (iii) may be such that impairs or is likely to adversely or affect the reasonable enjoyment of the benefits of Membership by other Members or their guests or visitors; and
 - (c) be subject to the applicable dress requirements set down for the relevant Facilities as determined from time to time and advised in Member communications or signage in or around the Facilities.
- 7.9 The Member is responsible for ensuring that their Guest Pass holder and Visitor Pass holders comply with By-Laws 7.3(a), 7.7 and 7.8. The Member shall be held accountable for any breach of these By-Laws by their Guest Pass holder or Visitor Pass holder.

8. Tier Packages

- 8.1 The Organisation may offer to Members upon terms and conditions determined from time to time by the Organisation, including as to Fees payable, the opportunity to have access to and/or seating in designated reserved areas of Facilities which are not otherwise generally available to Members as an ordinary entitlement of Membership.
- 8.2 Members to whom an offer for a Tier Package is made may accept the offer by paying the applicable Fee and satisfying any other terms of the offer, which will constitute an agreement by the Member to observe the terms and conditions upon which the relevant Tier Package is offered.
- 8.3 A Tier Package may include rights for the Member to be accompanied in the designated reserved area of Facilities by one or more guests.
- 8.4 The Organisation may issue to any Members taking up a Tier Package, and to each of their authorised guests (if provided for in the terms of the Tier Package), Tier Package passes ("TP Passes") which must be worn by the Member and such guests (if applicable) at all times while accessing and exercising their rights and privileges in the terms of the relevant Tier Package.
- 8.5 Any Member or other person purporting to be entitled to exercise rights or privileges under a Tier Package must:
 - (a) produce to a duly authorised person on behalf of the Organisation their TP Pass for verification;
 - (b) comply with By-Law 7.8.
- 8.6 The Member shall be held accountable for any breach of this By-Law 8 by any guest of the Member to whom a TP Pass may have issued or been given.