



# **Howick Pakuranga Cricket Club**

## **Constitution**

### **DEFINITIONS AND INTERPRETATION**

#### **Definitions**

In this Constitution, unless the context otherwise requires:

"Act" means the Incorporated Societies Act 2022.

"Annual Meeting" means an annual meeting of the Club.

"Appointed Board Member" means a Board Member appointed by the Board Appointments Panel.

"Association" means Auckland Cricket Association Incorporated, or its replacement or successor body.

"Board" means the board of the Club as elected and/or appointed according to clauses 12, and 15-17 of this Constitution.

"Board Appointments Panel" means a panel appointed by the Board under clause 18 of this Constitution to consider applicants for Appointed Board Member positions.

"Board Member" means a member of the Board appointed in accordance with this Constitution.

"Chair" means the Chair of the Board as elected from within the Board according to clause 12.5 of this Constitution.

"Club" means Howick Pakuranga Cricket Club Incorporated.

"Club Manager" means the manager of the Club appointed according to clauses 19.7 or 21 of this Constitution.

"Club Policy and Procedure" means a document approved by the Board in accordance with clause 28 or clause 29 of this Constitution.

"Constitution" means this constitution as altered from time to time.

"Dispute" has the meaning as provided in clause 27.

"District" means the area allotted to the Club by the Association from time to time or such area as determined by the Board from time to time.

"Elected Board Member" means a Board Member duly elected at an Annual Meeting of the Club.

"Interested" has the meaning given in section 62 of the Act.

"Judicial Committee" means any committee appointed by the Board under clause 28 of this Constitution and any applicable Club Policy and Procedure to hear on its behalf a Dispute or appeal regarding a Dispute, as applicable.

"Junior Cricket Representative" means a representative of the Junior Playing Members appointed according to clause 15 of this Constitution.

"Junior Playing Member" means a Member who is registered with the Club to play midget cricket, male junior cricket or male youth cricket, as such categories of cricket are designated or added to by the Board from time to time.

"Legend" means a person inducted as a Legend of the Club in accordance with clause 4.19 of this Constitution. "Life Member" means a life member of the Club as elected under clause 4.18 of this Constitution.

"Matter" has the meaning given in section 62(4) of the Act.

"Meeting" means either an Annual Meeting or Special Meeting of the Club.

"Member" means a member of the Club as determined in accordance with this Constitution and "Membership" shall be construed accordingly.

"Month" means calendar month.

"Officers" has the meaning as provided in clause 12.1 (and includes Board Members).

"Ordinary Resolution" means a resolution that is approved by a simple majority of the votes of Members entitled to vote.

"Other Sporting Club Member" means a registered member of a sporting club or association which in the opinion of the Board should be accepted to the membership of the Club.

"Patron and Vice-Patrons" means any person(s) for the time being elected and holding office as patron or vice-patron of the Club according to clause 12.1 and 14 of this Constitution.

"Playing Division" has the meaning as provided in clause 22.1 of this Constitution.

"President" means the president of the Club elected according to clause 12.1 and 13 of this Constitution.

"Secretary" means the Club Manager or such other person as provided in clause 21.4 of this Constitution.

"Senior Men's Cricket Representative" means a representative of the Senior Men's Playing Members appointed according to clause 15 of this Constitution.

"Senior Men's Playing Member" means a Member who is registered with the Club to play senior men's cricket, as such category of cricket is designated or added to by the Board from time to time.

"Social Member" means a person who is not registered to play cricket with any team in the Club playing in an Association controlled competition but who has satisfied the criteria set down by the Board from time to time to be a social Member.

"Special Resolution" means a resolution approved by a majority of 75% or more of the votes of Members present at a Meeting or Board Members at a Board meeting, as applicable.

"Sub Committee" means a sub committee of the Club as appointed according to clause 19.4 or 19.5 of this Constitution.

"Website" means the website [www.hpcc.org.nz](http://www.hpcc.org.nz) or any subsequent URL or URLs used by the Club from time to time.

"Women's Cricket Representative" means a representative of the Women's Playing Members of the Club appointed according to clause 15 of this Constitution.

"Women's Playing Member" means a Member who is registered to play senior women's cricket or female youth cricket or female junior cricket, as such categories of cricket are designated or added to by the Board from time to time.

#### Interpretation

In this Constitution, unless the context otherwise requires:

The singular includes the plural and vice-versa.

"Written" and "in writing" means any form of reproducing words, figures and symbols in a tangible and/or visible form, (including by posting on the Website). Words and expressions cognate with words and expressions defined in this Constitution have meanings corresponding to those of the defined words and expressions.

Words importing any gender include every gender.

## CONSTITUTION

### 1. NAME

1.1 The name of the Club shall be Howick Pakuranga Cricket Club Incorporated.

### 2. PURPOSES

2.1 The purposes of the Club shall be to promote, foster, and participate in the game of cricket in the District, including but not restricted to organizing participation in any or all of the grades under the jurisdiction of the Association for its Members.

### 3. COLOURS

3.1 The Club may decide its colours, from time to time, in consultation with the Association.

### 4. MEMBERSHIP

4.1 Any person seeking Membership of the Club shall:

- (a) apply to do so on the Website (or via a link from the Website) or using such other means or registration process as prescribed from time to time for that purpose by the Board; and
- (b) consent to be a Member,
  - a person consents to become a Member by submitting an application to be a Member to the Club; or by paying fees to be a Member; or by completing a Member's consent in the form prescribed from time to time for that purpose by the Board. Persons who were already Members of the Club on the date of registration of the Club under the Act are deemed to have already consented to be Members and are not required to reconfirm their consent.

4.2 No person indebted to another cricket or sporting association or club at the time of application shall be admitted to the Club.

4.3 The Board may decide at its sole discretion whether to accept each application for Membership and may decide from time to time to which category of membership of the Club a person belongs. A person becomes a Member when their Application has been accepted and they have paid the required Membership fees and satisfied any other preconditions.

4.4 The subscription, as determined according to clause 19.10 of this Constitution, of every Member shall be due

on the commencement date of each playing season, and payable by the date set each year by the Board and as advised to Members at the time of notification of the subscription.

- 4.5 Members rights and obligations:
- (a) Members acknowledge and agree that:
    - (i) they are bound by, and will comply with, this Constitution;
    - (ii) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Board;
    - (iii) to receive, or continue to receive or exercise Member rights, they must meet all the Member requirements set out in this Constitution or as otherwise set by the Board, including payment of any Membership or other fees within the required time period;
    - (iv) if they fail to comply with sub-clause (iii) the Board may terminate their Membership, but the Member continues to be bound by this Constitution;
    - (v) they do not have any rights of ownership of, or the automatic right to use, the Club's property; and
    - (vi) they will promote the interests and purposes of the Club and must not do anything to bring the Club into disrepute.
- 4.6 If any amount is due or payable by a Member, the name of that member shall be forwarded to the Association as a defaulter.
- 4.7 A Member is not entitled to vote at any Meeting of the Club if any amount is due or payable by that Member to the Club.
- 4.8 All complaints by Members shall be made in writing to the Secretary and such complaints shall be laid before the Board at its next meeting and an answer sent by the Secretary at the Board's direction.
- 4.9 Membership of the Club shall consist of the following categories:
- (a) Senior Men's Playing Member
  - (b) Women's Playing Member
  - (c) Junior Playing Member
  - (d) Social Member
  - (e) Life Member
  - (f) Other Sporting Club Member
  - (g) Legend
- All of which except Other Sporting Club Members and Junior Playing Member being entitled to vote at a Meeting of the Club, the latter exclusion being subject also to clause 10.5 of this Constitution.
- 4.10 The parent or guardian of a Junior Playing Member so nominated on the prescribed form of application for Membership of the Club shall be a Social Member of the Club and hence be entitled to vote at a Meeting of the Club.
- 4.11 The Club shall maintain a register of Members, in which shall be entered the names and addresses, telephone number/s and email address/es, plus any other information as shall be required by the Club from time to time, of all persons who are Members.
- 4.12 The register of Members shall be maintained in accordance with the Privacy Act 2020, or any subsequent relevant legislation governing the information contained therein.
- 4.13 In making an application for Membership, prospective Members acknowledge that the register of Members may be used to enable the Club or Association to fulfil its contractual obligations to commercial partners, including the provision of membership lists containing the names and addresses of Members. The form of application for Membership shall carry a statement to this effect.
- 4.14 A Member shall be disqualified from the Club and his or her Membership revoked:
- (a) if by any action or statement he or she does or says anything which in the opinion of the Board is prejudicial to the welfare of the Club;
  - (b) if he or she tenders his or her resignation to the Secretary or a Board Member; or
  - (c) where the Club (via the Secretary, the Board or otherwise) has at any time set any conditions or requirements to acceptance of an application for Membership or such person or a family member (including a Junior Playing Member): if such conditions or requirements for Membership have not been met or fail to be satisfied at any time.
- 4.15 Before any decision is made under clause 4.14 (a) the Board, Judicial Committee or any other committee on its behalf shall:
- (a) give the Member seven (7) days written notice of the Board's proposal to revoke his or her membership, and the reasons for such proposal, and
  - (b) inform the member of his or her right to be present, make submission and be heard at the meeting in

which the proposal to revoke the Membership is to be considered.

- 4.16 Upon decision by the Board, Judicial Committee or other committee on its behalf to revoke the Membership under clause 4.14 (a) the Secretary shall immediately inform the Member and the Association of the decision.
- 4.17 A Member whose membership is revoked under clause 4.14 (a) may appeal the decision to the Association, provided that the appeal is made in writing within seven (7) days of the notification of the decision, and is accompanied by any appeal fee as set by the Association from time to time.
- 4.18 If any person at any time shall have rendered special service to the Club over several years he or she may be elected a Life Member at an Annual Meeting by a 75% majority of the Members present and entitled to vote. Nominations for Life Members must be signed by at least 5 Members and be provided to the Secretary with the basis of the nomination at least 8 weeks prior to the Annual Meeting. Upon election he or she shall not be liable for payment of any further subscription or fee apart from a playing fee as determined by the Board should that Life Member play cricket for the Club and shall be entitled to all the privileges of Membership for life. Life Members should not exceed 20 in number.
- 4.19 If any person is considered by the Board to have been or to be a player for the Club of such distinction and repute as to be viewed within the history of the Club as a Legend, the Board may, at its sole discretion and on a majority affirmative vote of not less than 75% elect such person to be a Legend of the Club. The Board may from time to time determine the eligibility criteria it uses for nomination and election of a person to be a Legend. Upon election as a Legend, that person shall not be liable for payment of any further subscription or fee apart from the Playing Fee as determined by the Board, should that Legend play cricket for the Club and shall be entitled to all the privileges of Membership. The Club shall limit the status of Legend to not more than 20 living persons at each time.

## 5. COPIES AND ALTERATIONS TO THE CONSTITUTION

- 5.1 The Constitution shall be stored (including electronically) and kept in the custody of the Secretary. Copies of the Constitution shall be available to all Members on the Website.
- 5.2 The Constitution shall not be altered, amended or rescinded except by Special Resolution of Members entitled to vote and present at a Meeting.

## 6. MEETINGS

- 6.1 The Club shall hold an Annual Meeting once a year at the time, date and place as the Board decides, but not more than 6 months after the end of the financial year of the Club and not more than 15 months after the previous Annual Meeting.
- 6.2 Each Annual Meeting shall commence with the reading of the notice of the Annual Meeting. Thereafter, the business of an Annual Meeting shall be as provided in the notice of the Annual Meeting and as provided in clause 6.3. This must include:
  - (a) confirmation of the minutes of the previous Annual Meeting;
  - (b) the Board's presentation of the following information during the most recently completed accounting:
    - (i) the annual report;
    - (ii) the annual financial statements;
    - (iii) the auditor's report to members on the financial statements audited by a qualified auditor or the review report of the financial statement (if required by law);
    - (iv) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
    - (v) the election of any Board Members; and
    - (vi) consideration of any other items of business that have been properly submitted for consideration at the Annual Meeting.
- 6.3 Any Member who wishes to have any business considered at an Annual Meeting as general business shall give written notice containing details of such business to the Secretary not less than 11 days prior to the date of the Annual Meeting.
- 6.4 No business other than business referred to in clause 6.2 of this Constitution shall be considered at any Annual Meeting unless a resolution to discuss such business is passed by Special Resolution of the Club.
- 6.5 Minutes must be kept of all Annual Meeting in such form as determined by the Boards.
- 6.6 A Special Meeting may be called by the President or the Secretary:
  - (a) at the written request of not less than 30 Members of the Club
  - (b) at the request of the Board.

**7. NOTICE OF MEETINGS**

- 7.1 The notice of Annual Meeting may be given by posting on the Website , not less than thirty (30) days before such meeting excluding the day on which the notice appears and the day of the Meeting. The Secretary may also send the notice by e-mail to all Members who have an e-mail address/es on the register of Members.
- 7.2 In the year of adoption of this Constitution only the notice of the Annual Meeting shall be published not less than twenty (20) days before such meeting excluding the day on which the notice appears and the day of the Meeting.
- 7.3 The notice of a 1 may be given by posting on the Website not less than twenty (20) days before such meeting excluding the day on which the notice appears and the day of the Meeting. The Secretary may also send the notice by e-mail to all Members who have an e-mail address/es on the register of Members.
- 7.4 The notice of the Special Meeting shall state:
  - (a) the general nature of the business of the meeting in sufficient detail to enable a member entitled to vote to form a reasoned judgement in relation to it, and
  - (b) the text of any Special Resolution to be submitted to the Meeting.
- 7.5 An irregularity in a notice of Meeting is waived if a 75% majority of all the Members present at the Meeting and entitled to vote do not protest at the irregularity or agree to the waiver.

**8. NOTICES IN GENERAL**

- 8.1 Any notice required to be given to any person may be:
  - (a) delivered to the person
  - (b) posted to the address given by the person to the Club for such purpose
  - (c) sent by electronic means to the email address or other address for electronic communications given by the person to the Club from time to time including via ClubHub or its equivalent or replacement service used by the Club from time to time .
- 8.2 A notice given to a person in accordance with clause 8.1 is deemed to be given:
  - (a) in the case of delivery, when the notice is handed to the person or delivered to the address of the person
  - (b) in the case of posting, one day after it is posted
  - (c) in the case of electronic means, at the time of transmission from the Club.

**9. PROCEEDINGS AT MEETINGS**

- 9.1 No business may be transacted at a Meeting unless a quorum is present. Persons may be present by being assembled at the time and place appointed for the meeting, participating by audio link, audio-visual link or other electronic communication or by a combination of those methods.
- 9.2 A quorum for a General Meeting shall consist of 15 Members who are entitled to vote. A quorum for a Special Meeting shall consist of 20 Members who are entitled to vote
- 9.3 The President shall take the chair at every Meeting or if the President is not present within fifteen minutes after the time appointed for holding such Meeting, the Members present and entitled to vote shall choose one of their number to take the chair and he or she shall preside until the conclusion of the Meeting.
- 9.4 Any Meeting may be adjourned from time to time at the discretion of the chair of such Meeting.

**10. VOTING AT ANNUAL AND SPECIAL MEETINGS**

- 10.1 Voting shall be on the voices or by show of hands, unless a poll is demanded by a majority of Members present and entitled to vote and a declaration made by the chair that a resolution has been carried. An entry to that effect in the book of the proceedings of the Club shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against the resolution.
- 10.2 Each Member entitled to vote shall have one vote to be cast by that Member in person.
- 10.3 The chair of the Meeting is entitled to a casting vote.
- 10.4 A Member is not entitled to vote at any Meeting if any amount is due and payable by that member to the Club.
- 10.5 All Members defined in clause 4.9 (a), (b), (d), (e) and (g) and clause 4.10 of this Constitution are entitled to vote at Meetings. Junior Playing Members who are registered to play senior grade afternoon cricket are entitled to vote at Meetings, in which case any nominated parent/guardian is not so entitled.

**11. BALLOT**

- 11.1 At a Meeting, a ballot may be demanded, either before or after the vote is taken by voice or by a show of hands, by:
  - (a) the chair of the Meeting; or
  - (b) persons representing not less than 50% of the Members present and entitled to vote at that Meeting.

- 11.2 Such ballot must be taken at such time during the Meeting and in such manner as the chair directs. Any business other than that on which a ballot is demanded may, at the chair's sole discretion, proceed pending the taking of a ballot.

## 12. OFFICERS

- 12.1 The office bearers ("**Officers**") of the Club shall be as follows:
- (a) Patron
  - (b) Vice Patrons, to a number not exceeding 10
  - (c) President
  - (d) One Senior Men's Cricket Representative (representing all Senior Men's Playing Members)
  - (e) One Women's Cricket Representative (representing all Women's Playing Members)
  - (f) One Junior Cricket Representative (representing all Junior Playing Members)
  - (g) Two Appointed Board Members
  - (h) Three Elected Board Members
- (once elected or appointed in accordance with this Constitution, the Board may deem Appointed Board Members to be Elected Board Members or vice versa).
- 12.2 The Board shall consist of one Senior Men's Cricket Representative; one Women's Cricket Representative; one Junior Cricket Representative; two Appointed Board Members and three further Elected Board Members, plus any members co-opted as provided in clause 12.3.
- 12.3 The Board may at its discretion co-opt Board Members in order to fill vacancies on the Board arising from time to time, provided that at no time will the number of Board Members exceed eight. Co-opted Board Members will serve until the Annual Meeting following their co-option, but may be co-opted for a further term or terms at the discretion of the incoming Board.
- 12.4 Any casual vacancies occurring in the Officers (other than Board Members) may be filled by the Board but any person so chosen shall retain office only so long as the vacated Officer would have retained the same if no vacancy had occurred, or until the next subsequent Annual Meeting, whichever is the shorter.
- 12.5 The Board shall elect its own chair from the Board Members and he or she shall chair the Board meetings only.
- 12.6 The Board shall, as soon as practicable after the Annual Meeting, determine the roles of each Board Member (other than the Senior Men's Cricket Representative, the Women's Cricket Representative and the Junior Cricket Representative) based on the relevant skills and experience of the members of the Board and the needs of the Board and the Club. Without limiting the effect of the previous sentence, one of the roles shall include the treasurer.

## 13. PRESIDENT

- 13.1 Any Member of the Club may be nominated for election to the post of President.
- 13.2 The President shall normally serve a two year term of office, retiring at the second Annual Meeting after the one at which they were elected. A retiring President may be re-elected at the Annual Meeting at which he or she retires.
- 13.3 Should the President for any reason vacate office, the Board may at its sole discretion determine the actions to be taken to elect a new President, according to the time the post would be vacant until the next Annual Meeting. The Board may install a person to chair the portion of the next Annual Meeting until the election of a new President has occurred, at which point the new President will take over the chair.
- 13.4 Nominations for President at the first Annual Meeting following adoption of this Constitution shall be called for in the notice of meeting, and may additionally, at the first Annual Meeting following adoption of this Constitution only, be taken at the Meeting, at the sole discretion of the chair.
- 13.5 The notice of all subsequent Annual Meetings shall call for nominations for President, which must be received by the Secretary in writing, along with a confirmation from the nominee that they are willing to stand for election, not less than ten (10) days prior to the Annual Meeting. At the Annual Meeting, the highest polling candidate shall be elected.
- 13.6 The President shall chair all Annual and Special Meetings of the Club.
- 13.7 The President shall receive notices of all Board meetings and Board papers, may attend and will have speaking rights in Board meetings, but will not be a voting Board Member.

## 14. PATRON AND VICE-PATRONS

- 14.1 The Board shall present to the Annual Meeting each year a nomination for Patron and such Vice- Patrons as it deems appropriate.

**15. SENIOR MENS CRICKET REPRESENTATIVE, WOMENS CRICKET REPRESENTATIVE AND JUNIOR CRICKET REPRESENTATIVE**

- 15.1 Any Member of the Club may be nominated for election to a Senior Men's Cricket Representative, Women's Cricket Representative or a Junior Cricket Representative position.
- 15.2 Senior Men's Cricket Representative, Women's Cricket Representative and Junior Cricket Representative positions shall normally be for a one year term of office, with members retiring by rotation at each Annual Meeting.
- 15.3 Senior Men's Cricket Representatives, Women's Cricket Representatives and Junior Cricket Representatives retiring at an Annual Meeting may be nominated for a further term.
- 15.4 At the first Annual Meeting following adoption of this clause 15 of the Constitution only, Nominations for Senior Men's Cricket Representative, Women's Cricket Representative and Junior Cricket Representative positions may be taken at the Meeting or notified to the Meeting, at the sole discretion of the Chair.
- 15.5 The notice of all subsequent Annual Meetings shall call for nominations for the Senior Men's Cricket Representative, Women's Cricket Representative and Junior Cricket Representative positions which must be received by the Secretary in writing, along with a confirmation from the nominee that they are willing to stand for election, not less than ten (10) days prior to the Annual Meeting.
- 15.6 In the event that insufficient nominations are received for the Senior Men's Cricket Representative, Women's Cricket Representative or Junior Cricket Representative positions, the Board may use its powers of co-option to fill any vacancies, as applicable.

**16. ELECTED BOARD MEMBERS**

- 16.1 Any Member of the Club may be nominated for election to an Elected Board Member position falling vacant at an Annual Meeting.
- 16.2 Elected Board Member positions shall normally be for a two year term of office, with members retiring by rotation at the second Annual Meeting after the one at which they were elected. Elected Board Members retiring by rotation may be nominated for a further term.
- 16.3 Nominations for Elected Board Members shall be called for in the notice of meeting.
- 16.4 The notice of all Annual Meetings shall call for nominations for the Elected Board Members, which must be received by the Secretary in writing, along with a confirmation from the nominee that they are willing to stand for election, not less than ten (10) days prior to the Annual Meeting.
- 16.5 In the event that insufficient nominations are received for Elected Board Member positions falling vacant, the Board may use its powers of co-option to fill any vacancies. Co-opted Board Members filling Elected Board Member positions shall retire at the first Annual Meeting following their co-option, but may be nominated at that Annual Meeting in accordance with clause 16.4 of this Constitution.

**17. APPOINTED BOARD MEMBERS**

- 17.1 Appointed Board Member positions shall normally be for a two year term of office, with members retiring by rotation at the second Annual Meeting after the one at which they were appointed. Appointed Board Members retiring by rotation may be nominated for a further term.
- 17.2 Applications for Appointed Board Members may be called for by posting on the Website, via electronic means or by any other means as determined by the Board. Applicants may be, but do not need to be, Members of the Club. Applicants are not required to be nominated by a Member of the Club.
- 17.3 In the event that insufficient applications are received for Appointed Board Member positions falling vacant, or that the Board Appointments Panel cannot make sufficient appointments from those applications received, the Board may use its powers of co-option to fill any vacancies. Co-opted Board Members filling Appointed Board Member positions shall retire at the first Annual Meeting following their co-option, but may be applicants prior to that Annual Meeting in accordance with clause 17.2 of this Constitution.

**18. BOARD APPOINTMENTS PANEL**

- 18.1 The Board Appointments Panel shall be convened by the Convenor on a year to year basis with sufficient time to complete its work ahead of the Annual Meeting. The Board Appointments Panel shall, each year, consist of:
  - (a) the President from time to time, or his or her nominee (who shall be the Convenor);
  - (b) a Life Member or Legend (who is not currently a Board Member) as determined by the Board each year; and
  - (c) if required by the Board for a particular year, a nominee as determined by the Board.
- 18.2 The Board Appointments Panel may each year prior to the Annual Meeting, adopting such procedures as it may determine in its sole discretion, review applications and/or interview all candidates or a shortlist of candidates,

in order to decide upon its appointees. The Board Appointments Panel will make appointments to the Board based upon skills and experience demonstrated in governance roles in other organizations, in sports administration, in commercial and professional roles, and with due regard to the balance of skills required for effective governance of the Club.

## **19. BOARD MEETINGS AND POWERS OF THE BOARD**

- 19.1 If the Chair of the Board is not present within 15 minutes after the appointed time for holding the Meeting those Board Members present shall choose one of their number as chair and he or she shall preside until the conclusion of the meeting.
- 19.2 Questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the Chair in addition to his or her vote shall have an additional casting vote.
- 19.3 The Chair, the Secretary or any three members of the Board may at any time summon a meeting of the Board.
- 19.4 The Board may at any time delegate any of its powers to sub committees consisting of such Board Member(s), or Member(s) as they see fit. Any sub-committee so formed shall in the exercise of the power so delegated conform to any regulations that may be imposed on them by the Board. The Board also has the power to dissolve any such sub-committee.
- 19.5 In order for the Board to operate as a governance body, there may, in each case as determined by the Board, be Playing Division operational sub-committees appointed from time to time. As at the date of adoption of the Constitution, no such sub-committees are in operation. The terms of reference, powers, title and composition of such Playing Division operational sub-committees and any other sub-committees shall be determined and may be varied from time to time by the Board.
- 19.6 Minutes shall be made in books (or alternative permanent record as determined by the Board) provided for the purpose of the names of the Board Members present at each meeting of the Board and of all resolutions and proceedings of the Board. Any such minute signed by the person purporting to be the chair of any meeting of the Board shall be receivable as evidence of the facts stated therein.
- 19.7 The Board shall have the power to make and enforce by-laws and to co-opt any Member onto the Board. It also has the power to, either by itself or jointly with any other sporting club or association, appoint a person or persons to act as a manager or professional administrator of such club or association.
- 19.8 The Board shall control and manage the funds and property of the Club (including by settling on behalf of the Club any such funds or property on trust) and raise or borrow moneys and incur such liabilities for the purposes of the Club as may be necessary to secure the repayment of the same by mortgage or charge upon the whole, or any part of the property or assets of the Club.
- 19.9 A resolution in writing, signed or assented to by a form of visible or other electronic communication (including in the body of or attached to an email), by all Board Members, shall be as valid and effectual as if it had been passed at a meeting of the Board. Any such resolution may consist of one or more documents in like form signed by one or more Board Members.
- 19.10 The Board shall fix the amount of every Member's subscription at a meeting subsequent to each Annual Meeting and prior to the commencement of each official playing season.
- 19.11 A quorum of a meeting of the Board shall consist of any five members of the Board. Persons may be present by being assembled at the time and place appointed for the meeting, participating by audio link, audio-visual link or other electronic communication or by a combination of those methods.
- 19.12 The Club shall enter every year teams in the competitions of the Association according to the by-laws of the Association.
- 19.13 The Club and its teams shall comply and abide with the laws of cricket as laid down by the Marylebone Cricket Club except where such laws shall be superseded by the rules and by-laws of the Association.
- 19.14 The Club, in such manner as determined by the Board and adopting such structure as determined by the Board, may from time to time conduct its own competitions within its own District, and arrange for its Members to participate in matches and competitions outside its own District.

## **20. INDEMNITY OF THE BOARD AND OTHER OFFICERS**

Members of the Board and other Officers of the Club shall each be indemnified by the Club against losses and expenses incurred by him or her in or about the discharge of his or her duties (including duties as provided under the Act), except as happen from his or her own willful act, neglect or default.

## **21. CLUB MANAGER, AND OTHER STAFF, CONTACT PERSON**

- 21.1 The Board may appoint a Club Manager, a Director of Cricket and any other staff as may be required to effectively organize and administer the activities of the Club.

- 21.2 The Club Manager and the Director of Cricket shall each have a contract with the Club, the form of which is approved by the Board.
- 21.3 Notwithstanding any provision to the contrary in this Constitution, the Board may at its sole discretion delegate any powers that it has under the Constitution to the Club Manager.
- 21.4 The Club Manager will be responsible for carrying out the day to day duties of Secretary of the Club, but will work alongside and be guided by the Board in carrying out those duties. Should the Club at any time for any period not have a Club Manager in place, the Board shall appoint a person to act as Secretary until a Club Manager is appointed.
- 21.5 The Club Manager will report to the Board, will attend and will have speaking rights in Board meetings, but will not be a voting Board Member.
- 21.6 The Director of Cricket and such other Club staff as identified by the Board, will, if required by the Board from time to time, report to the Board, will attend and will have speaking rights in Board meetings, but will not be voting members of the Board
- 21.7 The Club Manager will be an ex-officio but non-voting member of any other sub-committees as determined by the Board.
- 21.8 At its first Board meeting following an Annual Meeting, the Board shall appoint or reappoint at least one, and a maximum of three, persons to be the contact person, subject to those persons meeting the eligibility criteria set out in the Act. The Committee shall advise the Registrar of Incorporated Societies of any change in the contact person or their contact details.

## **22. PLAYING DIVISIONS**

- 22.1 The Club will be organized into playing divisions to best meet the requirements of the current registered players, competitions available and to provide the best use and management of Club facilities and resources.
- 22.2 Based on registrations and on the advice of the Club Manager and the Director of Cricket, the Board will determine the Playing Divisions for each coming season.

## **23. THE SEAL**

The Seal of the Club, if one is required by law, shall be kept in the custody of the Secretary and shall, if required by law, be affixed to every instrument by resolution of the Board and in the presence of the Chair, Secretary or other nominated Member who shall affix their signatures in witness thereof.

## **24. FINANCIAL**

- 24.1 The financial year of the Club shall be the twelve month period ending 31 March of each year.
- 24.2 The Board shall ensure that a statement of financial performance and a statement of the financial position, together with any other associated statements of the Club necessary to present a true and fair reflection of the financial position of the Club, are prepared each financial year and made available at the relevant Annual Meeting.
- 24.3 All moneys of the Club shall be paid into such bank account or accounts as the Board may from time to time determine.
- 24.4 All accounts shall be paid in such manner as the Board may from time to time determine.
- 24.5 Each year's accounts and accompanying statements shall be audited and certified by an auditor or auditors duly appointed by the Club at the Annual Meeting and shall be submitted with a report of the year's proceedings to the relevant Annual Meeting.
- 24.6 After the annual report, statement of financial performance and statement of financial position have been approved by the Board and duly audited, they shall be printed and available for Members at each Annual Meeting, or upon request.

## **25. MISCONDUCT**

- 25.1 Where a Member of the Club is alleged to have engaged in misconduct covered by the laws of cricket or specific regulations covering a particular competition, it is acknowledged that the Association may conduct a disciplinary hearing and take action as appropriate within its own processes and guidelines. The Club will act upon the papers so received from the Association in accordance with this Constitution (including the Schedule) and the applicable Club Policy and Procedure.
- 25.2 Where a Member of the Club is alleged to have engaged in misconduct not covered by clause 25.1 in this Constitution, the Club will act in accordance with the Schedule or the applicable Club Policy and Procedure.
- 25.3 A decision of the Board, in determining a matter, will normally be considered binding on all parties. In

exceptional circumstances the Board in its sole discretion may give further leave to appeal to the Association, by including such leave in its findings.

25.4 For the purposes of this Constitution, the definition of "misconduct" shall be as set out in the Schedule.

## **26. BOARD MEMBERS: QUALIFICATION, DISQUALIFICATION, SUSPENSION, REMOVAL, INTERESTS**

### **Qualification and consent:**

26.1 Every Board Member must, in writing:

- (a) consent to be a Board Member; and
- (b) certify that they are not disqualified from being elected or holding office as a Board Member by this Constitution or under section 47 of the Act or under section 36B of the Charities Act 2005.

### **Disqualification:**

26.2 A Board Member shall be disqualified and the person's office declared vacant if:

- (a) their term expires;
- (b) the person resigns by delivering a signed notice of resignation to the Board;
- (c) the person is removed from office under clause 26.4 of this Constitution ;
- (d) the person becomes disqualified from being an officer under section 47(3) of the Act or section 36B of the Charities Act 2005;
- (e) the person is absent from meetings of the Board for three consecutive meetings without the permission of the Board; or
- (f) the person dies.

### **Suspension:**

26.3 If any Board Member is or may be the subject of an allegation, notice or charge or any circumstances arise in relation to a Board Member which are or may be of concern to the Board (including non-compliance with clause 26.1), the remaining Board Members may by Special Resolution suspend the Board Member from the Board and set conditions as it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the Board Member must be given notice of the suspension.

### **Removal:**

26.4 The Board may, by Special Resolution, remove any Board Member from the Board before the expiry of their term of office if the Board considers the Board Member concerned:

- (a) has seriously breached duties under this Constitution or the Act; or
- (b) is no longer a suitable person to be a Committee Member.

26.5 The Board Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.

26.6 Before considering a motion for removal, the Board Member who is the subject of the motion must be given:

- (a) notice that a Board meeting is to be held to discuss the motion to remove the Board Member; and
- (b) adequate time to prepare a response; and
- (c) the opportunity prior to the Board meeting to make written submissions; and
- (d) the opportunity to be heard at the Board meeting.

### **Interested Board Members:**

26.7 Register of interests: The Board must keep a register of interest disclosures made by Board Members.

26.8 Duty to disclose interest: A Board Member who is Interested in a Matter relating to the Club must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the person becomes aware that they are interested in the Matter and include it in the register of interests.

26.9 Consequences of being Interested: A Board Member who is Interested in a Matter:

- (a) must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent;
- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;
- (c) may take part in any Board discussion relating to the Matter and be present at the time of the Committee

- decision, unless all non-interested Committee Members determine otherwise;
- (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

## **27. DISPUTES**

- 27.1 Disputes shall be determined as provided or referred to in the Schedule.
- 27.2 In this Constitution, the term "Dispute" means a disagreement or conflict between and among any one or more Members, any one or more Officers and the Club, that relates to an allegation that:
  - (a) a Member or an Officer has engaged in misconduct; or
  - (b) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - (c) the Club has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - (d) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged.

## **28. JUDICIAL COMMITTEE**

- 28.1 At the first Board Meeting following the Annual Meeting, the Board will appoint the Judicial Committee. It shall comprise of such persons as described in the applicable Club Policy and Procedure.
- 28.2 The Board shall appoint a chair to the Judicial Committee. No Board or Sub Committee member who has an interest in the matter may sit as part of the Judicial Committee.
- 28.3 In accordance with this Constitution and the applicable Club Policy and Procedure, the Judicial Committee shall hear and determine:
  - (a) any Dispute properly advised as provided in this Constitution;
  - (b) any appeal regarding a Dispute properly made as provided in this Constitution, where leave to appeal has been granted; and
  - (c) if delegated by the Board, undertake any inquiry or investigation on behalf of the Club.
- 28.4 Subject to the right of appeal where permitted by this Constitution, all decisions of the Judicial Committee shall be final and binding on Members, and failure to adhere to a decision of the Judicial Committee may result in the Member having membership revoked.
- 28.5 The Board may at its sole discretion grant a stay of execution on the decision which is being appealed in accordance with a right to appeal under this Constitution.

## **29. REGULATIONS, POLICIES AND PROCEDURES**

- 29.1 The Board may from time to time create regulations or policies and procedures of the Club (including, without limitation, Club Policies and Procedures) which, upon approval by the Board, will be binding upon all Members.
- 29.2 Any regulations or policies and procedures (including, without limitation, Club Policies and Procedures) so created shall be deemed to form part of this Constitution and shall, where so determined by the Board, be recorded and available to Members on the Website, but adoption, amendment or revocation of regulations or policies and procedures (including, without limitation, Club Policies and Procedures) shall not require a Special Resolution of the Members.

## **30. DISSOLUTION**

- 30.1 The Club shall not be dissolved or wound-up except by a Special Resolution of the Members present and entitled to vote at a meeting called for that purpose and at which no other business shall be transacted.
- 30.2 In the event of dissolution the Board shall realize all assets of the Club and pay all the liabilities.
- 30.3 If upon a dissolution or winding up of the Club there remains, after satisfaction of all debts and liabilities, any remaining properties, funds or assets whatsoever, those properties, funds or assets shall be transferred and distributed to the body to be formed by the Club (or the Board on its behalf) after the date of adoption of this Constitution and registered as a charity under the provisions of the Charities Act 2005 or any Act passed in substitution for that Act or, if no such body is in existence at the time of such dissolution or winding up, to the Auckland Cricket Development Foundation or other Auckland cricket body that is registered as a charity under the provisions of the Charities Act 2005 or any Act passed in substitution for that Act.

## SCHEDULE - DISPUTES

### 1. Definitions: In this Schedule:

"Disputes Procedure" means the procedure for resolving a Dispute set out in this Schedule;

a "Member" is a reference to a Member acting in their capacity as a Member; and

an "Officer" is a reference to an Officer acting in their capacity as an Officer.

All other terms used in this Schedule have the same meaning in this Schedule as provided in the body of the Constitution where the context permits.

### 2. Application of other legislation to a Dispute:

The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

### 3. Application of other procedures under this Constitution or in a Bylaw:

If the Dispute is dealt with by a separate procedure under this Constitution or in a Club Policy and Procedure (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Board in its discretion so that the Other Procedure is consistent with the rules of natural justice.

If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.

Without limiting the above statements, where the Club has adopted a Club Policy and Procedure that relates to the investigation and determination of the misconduct of a Member (including as relates to any on-field and/or off-field conduct as a player) then the Club and the Member shall follow the requirements of this Schedule and such Club Policy and Procedure and in the event of any inconsistency between the two the Club Policy and Procedure applies.

### 4. Application of the Disputes Procedure: If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

### 5. Disputes Procedure

#### a. Raising a complaint:

A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Board setting out:

- i. the allegation to which the dispute relates and who the allegation is against; and
- ii. any other information reasonably required by the Club.

The Club may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.

The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

#### b. Investigating and determining Disputes:

Unless otherwise provided, the Club must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined. Disputes must be dealt with in

a fair, efficient, and effective manner. The Board may investigate and determine the matter itself or refer it to the Judicial Committee.

c. Decision to not proceed with a matter:

Despite the contents of the Disputes Procedure, the Board or the Judicial Committee may decide not to proceed with a matter if:

- i. the Complaint is trivial; or
- ii. the Complaint does not appear to disclose or involve any allegation of the following kind:
  - 1. any material misconduct; or
  - 2. any material breach or likelihood of material breach of a duty under this Constitution or the Act; or
  - 3. any material damage to a Member's rights or interests or Members' rights or interests generally; or
- iii. the Complaint appears to be without foundation or there is no apparent evidence to support it; or
- iv. the person who makes the Complaint has an insignificant interest in the matter; or
- v. the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or
- vi. there has been an undue delay in making the Complaint.

d. Complaint may be referred:

The Board may refer a Complaint to:

- i. the Judicial Committee or other a hearing body or person authorised, delegated or appointed by the Board to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**); or
- ii. a subcommittee or an external person to investigate and report; or
- iii. any type of consensual dispute resolution with the consent of all parties to the Complaint.

e. Hearing Body:

The Board may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Board to resolve, or assist to resolve, Complaints.

f. Bias:

An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Board or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:

- i. impartial; or
- ii. able to consider the matter without a predetermined view.

g. Complainant's right to be heard:

The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If the Club makes a Complaint, the Club has a right to be heard before the Complaint is resolved or any outcome is determined, and a Board Member may exercise that right on behalf of the Club. A Member or Officer or the Club must be taken to have been given the right if:

- i. the Member or Officer or the Club has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
- ii. an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
- iii. an oral hearing, if any, is held before the Hearing Body; and
- iv. the Member's or Officer's or the Club's written statement or submission, if any, are considered by the Hearing Body.

h. Respondent's right to be heard:

The Member or Officer who, or the Club which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is the Club, a Board Member may exercise the right on behalf of the Club. A Respondent must be taken to have been given the right if:

- i. the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
- ii. the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
- iii. an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
- iv. an oral hearing, if any, is held before the Hearing Body; and
- v. the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

i. Appeals:

There is no right of appeal or right of review of a decision unless specified in the original decision or required by applicable law.

[Notes: Disputes procedure is modelled on the disputes procedure from Sport NZ dox - <https://sportnz.org.nz/resources/incorporated-societies-act-2022-and-regulations/> amended as required]