

# Constitution of Nelson Cricket Association Incorporated

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Under the Incorporated Societies Act 2022

As adopted on 23<sup>rd</sup> October 2025

# Contents

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## Constitution of Nelson Cricket Association Incorporated

1.	<a href="#"><u>Introduction</u></a>	3
2.	<a href="#"><u>Purposes</u></a>	3
3.	<a href="#"><u>Membership</u></a>	4
4.	<a href="#"><u>Associate Organisations</u></a>	7
5.	<a href="#"><u>Life Membership and Honorary Vice Presidents</u></a>	7
6.	<a href="#"><u>Patron, President, and Vice President</u></a>	7
7.	<a href="#"><u>General Meetings</u></a>	9
8.	<a href="#"><u>Board of Directors</u></a>	11
9.	<a href="#"><u>Duties and Powers of the Board</u></a>	14
10.	<a href="#"><u>Player Administration</u></a>	15
11.	<a href="#"><u>Contact Person</u></a>	15
12.	<a href="#"><u>Finance, Annual Report, and Audit</u></a>	15
13.	<a href="#"><u>Amendment to Constitution</u></a>	15
14.	<a href="#"><u>Indemnity and Insurance</u></a>	16
15.	<a href="#"><u>Liquidation or removal from register</u></a>	16
16.	<a href="#"><u>Administration</u></a>	16
17.	<a href="#"><u>Bylaws and Integrity</u></a>	17
18.	<a href="#"><u>Disputes</u></a>	17
19.	<a href="#"><u>Definitions and interpretation</u></a>	20
	<a href="#"><u>Schedule 1 – Appointments Panel (Clause 8.4)</u></a>	24

# Constitution of Nelson Cricket Association Incorporated

## 1. Introduction

### 1.1 Name

The name of the incorporated society shall be “Nelson Cricket Association Incorporated” (**Nelson Cricket**).

### 1.2 Registered Office

The registered office of **Nelson Cricket** shall be at such place as determined by the Board and as notified to the Registrar.

### 1.3 Status

Nelson Cricket is an incorporated society established under the Act.

### 1.4 Affiliation

**Nelson Cricket** is the governing body for the sport of cricket in the Nelson region and is recognised by New Zealand Cricket, the governing body for the sport of cricket in New Zealand, of which **Nelson Cricket** is a member.

## 2. Purposes

### 2.1 Purposes

The purposes of Nelson Cricket are to:

- (a) control, manage and be responsible for the guardianship, promotion and administration of cricket in the Nelson region;
- (b) control, manage and be responsible for all **Nelson Cricket** representative teams playing throughout New Zealand;
- (c) foster, encourage and assist in the development of cricket played in the Nelson region including at club and school level;
- (d) establish and promulgate rules, playing conditions and regulations for the playing of cricket in the Nelson region, and to be bound by the Laws of Cricket published from time to time by New Zealand Cricket, the International Cricket Council and/or the Marylebone Cricket Club;
- (e) foster and encourage participation in and support for cricket by all players and supporters of the game at all levels in the Nelson region;
- (f) affiliate with and be bound by the rules of New Zealand Cricket;
- (g) encourage and promote cricket as an activity which promotes the health and safety of all participants, including one which respects the principles of fair play and is free from performance-enhancing drugs; and
- (h) generally do all things whatsoever for the benefit of cricket which may be deemed expedient or which may be directly or indirectly incidental or ancillary to the Purposes of Nelson Cricket **PROVIDED HOWEVER** that these Purposes shall in no way limit the rights and powers conferred upon societies incorporated under the Act.

## **2.2 Powers**

Nelson Cricket has, both within and outside New Zealand, the full capacity, rights, powers and privileges to carry on or undertake any activity, do any act or enter into any transaction.

## **2.3 Independent Construction**

The Purposes are to be constructed independently and are not to be limited by reference to any other purposes recorded in this Constitution. Each of the Purposes are independent Purposes of Nelson Cricket.

## **2.4 Amateur Cricket**

Nelson Cricket is incorporated for the purpose of governing and promoting amateur cricket for the recreation or entertainment of the general public of the Nelson region. The capacity of Nelson Cricket to carry on any business or activity, do any act, or enter into any transaction, is restricted to any business, activity, act or transaction carried on, undertaken, done or entered into in accordance with, or in seeking to achieve, this purpose, or which is conducive or incidental to this purpose.

## **2.5 Involvement in Professional Cricket for the Advancement of the Amateur Game**

Nelson Cricket's capacity to carry on any business or activity, do any act and enter into any transactions outlined in clause 2.4, includes the capacity to:

- (a) undertake cricket activities and competitions in which paid players and paid officials participate;
- (b) solicit licensing of brands; and
- (c) seek sponsorship and support.

## **2.6 No Personal Benefit**

The Officers and Members may not receive any distributions of profit or income from Nelson Cricket. This does not prevent Officers or Members:

- (a) receiving reimbursement of actual and reasonable expenses incurred, or
- (b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties, provided no Officer or Member is allowed to influence any such decision made by Nelson Cricket in respect of payments or transactions between it and them, their direct family or any associated entity.

# **3. Membership**

## **3.1 Members**

The members of Nelson Cricket are:

- (a) Member Clubs;
- (b) Affiliated Clubs;
- (c) Life Members;
- (d) Honorary Vice Presidents; and
- (e) any other category of member determined by the Board,  
(each a **Member** and together, **Members**).

### **3.2 Member Clubs**

A Member Club shall be an incorporated club whose playing strength, financial stability, administration and playing grounds comply with standards set down by the Bylaws.

Member Clubs shall be categorised as Principal Clubs or Community Clubs or otherwise as provided for in the Bylaws.

### **3.3 Affiliated Clubs**

An Affiliated Club shall be a club which wishes to belong to Nelson Cricket with or without teams, but which either does not qualify as a Member Club or does not wish to become a Member Club.

### **3.4 Membership Applications**

Applications for membership of Nelson Cricket as a Member Club or an Affiliated Club shall be made in writing to Nelson Cricket. Consent to becoming a Member is given by submitting an application. Applicants shall supply such particulars as are requested by the Chief Executive (or their nominee). All conforming applications shall be submitted to the Board and the Board may in its discretion accept or refuse any such application for membership.

Any merger of Member Clubs shall be treated as a new application for membership as a single Member Club. On Board approval of such application, the register of Members shall be updated to reflect the new Member Club and the pre-merger Member Clubs shall be removed.

### **3.5 Requirements of Members**

All Members shall comply with:

- (a) the directives and requirements of the Board insofar as those relate to the administration of cricket throughout the region of Nelson; and
- (b) this Constitution and the Bylaws, together with the Competition Rules, Playing Conditions and Regulations (if any) as laid down by Nelson Cricket, New Zealand Cricket and/or the International Cricket Council and the Laws of Cricket as published from time to time by the Marylebone Cricket Club and/or the International Cricket Council.

In addition, each Member shall amend its constitution if it, or any clause within it, is inconsistent or in conflict with this Constitution or the Bylaws.

Upon request, all Members shall supply to Nelson Cricket a copy of their:

- (c) constitution and any amendments made to it; and
- (d) register of members.

To be, and to remain eligible to be a Member, a Member must:

- (e) be an incorporated society registered under the Incorporated Societies Act 1908 until 4 April 2026 and thereafter under the Act; or
- (f) be another incorporated entity to which the Inland Revenue Department has granted a binding ruling to the effect that its income is exempt from taxation under section CW46 of the Income Tax Act 2007; and
- (g) not be insolvent (as defined in the Act); and
- (h) comply with (a) and (b) above.

### **3.6 Acknowledgements by Members**

By the act of becoming a Member, all Members acknowledge and agree that:

- (a) they are bound by this Constitution;
- (b) they shall comply with and observe this Constitution and any determination, resolution or policy which may be made or passed by the Board;
- (c) they are subject to the jurisdiction of Nelson Cricket;
- (d) this Constitution is necessary and reasonable for promoting the Purposes;
- (e) this Constitution is made in the pursuit of a common purpose, namely the mutual and collective benefit of Nelson Cricket, its Members and cricket and they must not do anything to bring Nelson Cricket into disrepute; and
- (f) they are entitled to all the rights of membership as conferred by this Constitution, provided that they meet all member requirements set out in this Constitution and the Bylaws.

### **3.7 Cessation of Membership**

Any Member shall cease to be a Member of Nelson Cricket:

- (a) by resignation by notice in writing to the Chief Executive, but shall remain liable to Nelson Cricket for all moneys owing and unpaid at the date of resignation; or
- (b) by decision of the Board where it is satisfied after reasonable enquiry that the Member is unable to comply with clause 3.5(e) or (f); or
- (c) if an individual on death, or if a body corporate on liquidation; or
- (d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

Any Member who ceases to be a member of Nelson Cricket following a decision of the Board under clause 3.7(b) may appeal the decision to the next Annual General Meeting, or a Special General Meeting.

If in advance of the Annual General Meeting the affected Member is unable to provide sufficient notice of its appeal to comply with the notification of requirements of clause 7.7, the Member may appeal the decision to a Special General Meeting requisitioned by it within sixty (60) Business Days of the Board's original decision. Failing this, the Member's right of appeal shall be exhausted.

The appeal shall be allowed if an Ordinary Resolution at the Annual General Meeting or the Special General Meeting is in favour of the appeal.

### **3.8 Register of Members**

Nelson Cricket must keep and maintain a register of Members which contains the names and Contact Details of the Members, and the dates when they became Members. The register of Members will be updated as soon as practicable after the Board becomes aware of changes of the information recorded in the register of Members. The Board will keep a record of those who have ceased to be a Member within the previous 7 years and the date on which they ceased to be a Member.

## 4. Associate Organisations

Any cricket organisation other than a Member Club or Affiliated Club may apply to Nelson Cricket to be recognised as an **Associate Organisation**. Consent to becoming an Associate Organisation is given by submitting an application.

Applications for recognition as an Associate Organisation shall be made in writing to Nelson Cricket. Applicants shall supply such particulars as are requested by the Chief Executive. All conforming applications shall be submitted to the Board which may in its discretion accept or refuse any such application.

A delegate of each Associate Organisation may attend any General Meeting and take part in any discussion at such General Meeting but shall not be entitled to move or second motions or to vote.

An organisation recognised as an Associate Organisation may have that recognition removed by a decision of the Board.

## 5. Life Membership and Honorary Vice President

### 5.1 Life Membership

- (a) The Board may recommend to a General Meeting any natural person, who has made an exceptional contribution to cricket within the Nelson region for election as a Life Member.
- (b) Any two (2) Members may nominate to the Board any person for consideration as a Life Member.
- (c) A nominee consents to becoming a Life Member upon acceptance of their life membership.
- (d) The membership of a Life Member may be terminated by a decision of the Board approved by an Ordinary Resolution in a General Meeting, provided that the Life Member who is the subject of the motion must be afforded natural justice.

### 5.2 Honorary Vice President

- (a) The Board may appoint any natural person who has rendered outstanding services to cricket in the Nelson region as an Honorary Vice President.
- (b) A person consents to becoming an Honorary Vice President upon acceptance of their honorary vice presidency.
- (c) The membership of an Honorary Vice President may be terminated by a decision of the Board, provided that that the affected Honorary Vice President must be afforded natural justice.

### 5.3 Participation at General Meetings

Honorary Vice Presidents may attend any General Meeting and take part in any discussion but shall not be entitled to move or second motions or to vote. Life Members may attend any General Meeting and have full participation rights.

## 6. Patron, President and Vice-President

### 6.1 Patron

- (a) Any two (2) Members may nominate any natural person to the Board for consideration as Patron. The Board shall consider such nominations and will recommend to a General Meeting a person of suitable standing for election as Patron.

- (b) The Patron shall hold the role of Patron until they resign as Patron, otherwise the Patron shall hold the role for a period of three (3) years.
- (c) If the role of Patron becomes vacant prior to an Annual General Meeting, the Board may leave the position vacant until the next Annual General Meeting or make a temporary appointment to the role of Patron which shall be held until the next Annual General Meeting and shall allow the process in clause 6.1(a) to take place.
- (d) The role of a Patron is set by the Board and unless otherwise stated is to attend matches and Nelson Cricket functions during home matches hosted by Nelson Cricket.

## **6.2 President**

- (a) Any two (2) Members may nominate to the Board any natural person for consideration as President. The Board shall consider such nominations and recommend to an Annual General Meeting a person for election as President of Nelson Cricket.
- (b) The President shall be elected at the Annual General Meeting and, subject to clause 6.2(c), shall hold the role for a single three (3) year term
- (c) Presidents shall be eligible for re-election for one further term of three (3) years, but only where it is considered to be in the best interests of Nelson Cricket that the individual holding the position of President should continue in that role for a further term.
- (d) If the role of President becomes vacant prior to an Annual General Meeting, the Board may leave the position vacant until the next Annual General Meeting or if it considers it appropriate to do so, the Board may make a temporary appointment to the office of President which office shall be held until the next Annual General Meeting and shall allow the nomination and recommendation process of clause 6.2(a) to take place.
- (e) The role of the President is to engage in activities agreed with the Board which may include activities to promote Nelson Cricket, to promote good relations and communications between Members, to promote the reputation and best interests of Nelson Cricket, and to preside at Nelson Cricket events.

## **6.3 Vice President**

- (a) The Board may recommend to Members at the Annual General Meeting any natural person for consideration as Vice President.
- (b) The role of Vice President is not considered a mandatory position to be filled.
- (c) The Vice President may be elected in the final year of the term of the current President and shall hold the role for one year before becoming eligible for nomination to the role of President.
- (d) The Vice President may attend and speak at Board meetings but shall have no vote.
- (e) The role of the Vice President is to engage in activities agreed with the Board which may include activities to promote Nelson Cricket, to promote good relations and communications between Members, to promote the reputation and best interests of Nelson Cricket, and to preside at Nelson Cricket events.

## **6.4 Removal**

The Patron, President or Vice President may be removed from their role by a decision of the Board approved by an Ordinary Resolution of Nelson Cricket at a General Meeting, provided that the person who is the subject of the motion must be afforded natural justice.

## 7. General Meetings

### 7.1 Annual General Meetings

The Annual General Meeting of Nelson Cricket shall be held annually at such time and place (including by means of audio link, audio-visual link or other electronic communication) as the Board shall decide but not later than the 31 October in each year.

The Chief Executive or their nominee shall give at least thirty (30) Business Days' written notice of the meeting to all Members and Affiliates. Notice to Members of an Annual General Meeting may be given by posting on Nelson Cricket's website.

Minutes must be kept of all General Meetings.

### 7.2 Special General Meetings

All General Meetings of Members and Affiliates other than the Annual General Meeting are Special General Meetings.

The Chief Executive or their nominee shall convene a Special General Meeting:

- (a) at the request of the Board;
- (b) upon receipt of a written requisition by **20%** of Members; or
- (c) upon the written requisition of the affected Member, if the third paragraph of clause 3.7 applies.

Such requisition shall set forth the purpose of the proposed Special General Meeting. The relevant Special General Meeting shall be held within twenty (20) Business Days of receipt by the Chief Executive of the request or requisition. Special General Meetings may be held by means of audio link, audio-visual link or other electronic communication.

The Chief Executive or their nominee shall give written notice to all Members and Affiliates of all business proposed to be brought before any Special General Meeting at least fifteen (15) Business Days prior to the date of such meeting. No business other than that notified pursuant to this clause may be brought before or transacted at a Special General Meeting. Minutes must be kept of all Special General Meetings.

All the clauses applicable to the Annual General Meeting shall, where not inconsistent, apply to a Special General Meeting.

### 7.3 Attendance

The people entitled to attend a General Meeting shall consist of:

- (a) one (1) delegate appointed by each Member Club;
- (b) one (1) delegate appointed by each Affiliated Club;
- (c) the Life Members;
- (d) the Patron, President and Vice-President;
- (e) the Honorary Vice President, and the Chief Executive together with such members of the senior management team of Nelson Cricket as the Chief Executive may require;
- (f) one (1) delegate appointed by each Associate Organisation;
- (g) any Director; and
- (h) any other interested players, officials, or members of a Club.

The Patron, President, Vice President, Directors, Chief Executive and any member of the

senior management team of Nelson Cricket shall not be eligible to act as a delegate of a Member.

No delegate shall be entitled to act as a delegate for more than one Member at the same meeting.

Members and Associate Organisations shall advise the Chief Executive of the names of the delegates representing them prior to the commencement of any General Meeting.

#### **7.4 Voting**

The voting rights at a General Meeting are as follows:

- (a) Member Clubs shall have two (2) votes
- (b) Affiliate Clubs shall have one (1) vote
- (c) Life Members shall have one (1) vote

Those listed in clause 7.3(d)-(f) are not permitted to exercise any voting rights, including proposing or seconding motions at a General Meeting.

Unless stated otherwise, all matters to be determined by Members at a General Meeting shall be determined by Ordinary Resolution.

Voting will generally be conducted by voices or by a show of hands as determined by the Chair of the General Meeting unless a secret ballot is called for and approved by Ordinary Resolution, or the Chair determines voting will be undertaken via electronic means.

Written resolutions may not be passed in lieu of a General Meeting.

#### **7.5 Role of the Chairperson**

At all General Meetings the chair will be taken by the Chairperson, but if the Chairperson is not present, able or willing to take the chair then the Board may nominate another person to take the chair.

#### **7.6 Quorum**

At General Meetings a quorum shall be achieved when the delegates present have the power to exercise [50]% of the total number of votes able to be cast.

No business may be conducted at a General Meeting if a quorum is not present.

If a quorum is not reached within 30 minutes of the scheduled start time of an Annual General Meeting, the Annual General Meeting will be adjourned to a day, time, and place determined by the Chair.

If a quorum is not reached within 30 minutes of the scheduled start time of a Special General Meeting, the Special General Meeting is cancelled.

#### **7.7 Order of Business**

The order of business of the Annual General Meeting shall be to:

- (a) confirm minutes of the previous Annual General meeting;
- (b) receive and adopt the Annual Report;
- (c) receive and adopt the audited Financial Statements for the previous financial year and the qualified auditor's report to Members on the audited Financial Statements;
- (d) give notice of any disclosures of conflicts of interest made by Directors, including a brief summary of the Matters, or types of Matters, to which those disclosures all relate;
- (e) elect Patron, President, Vice-President and Life Members;
- (f) elect Directors;
- (g) appoint an Auditor;

- (h) consider any business or proposed resolution of which notice has been given; and
- (i) transact any general business.

The Chief Executive shall supply to each Member and Affiliate an order of business for the Annual General Meeting including a copy of the Annual Report and the Financial Statements at least ten (10) Business Days prior to the date of the Annual General Meeting.

Any Member requiring any business to be discussed or any resolution to be considered at the Annual General Meeting shall give notice in writing to the Chief Executive of such business or such resolution at least twenty (20) Business Days prior to the date of the Annual General Meeting.

## **7.8 Irregularities**

- (a) An accidental omission to give notice of a General Meeting to, or a failure to receive notice of a General Meeting by a Member does not invalidate the proceedings at that General Meeting.
- (b) Subject to subclause (a), any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting will not invalidate the General Meeting nor prevent the General Meeting from considering the business of the meeting if:
  - (i) the Chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and
  - (ii) a motion to proceed is put to the General Meeting and such motion is passed by a Special Resolution.

## **8. Board of Directors**

### **8.1 Number**

The Board shall consist of a minimum of five (5) Directors and a maximum of nine (9) Directors, elected pursuant to clause 8.2 or appointed pursuant to clause 8.5 and a majority of the Board may be made up of Directors who are not Members, or representatives of bodies corporate that are Members.

### **8.2 Election of Directors**

Directors shall be elected by the Members at an Annual General Meeting from candidates recommended by the Appointments Panel in accordance with clause 8.4. Any resolution to elect to the Board a candidate recommended by the Appointments Panel must be passed by an Ordinary Resolution.

At each Annual General Meeting at least two (2) of the existing Directors (together with any Co-opted Director appointed under clause 8.5) shall retire by rotation but shall be eligible for nomination and re-election in accordance with this Constitution. Those to retire shall be those who have been longest in office since they were last elected or re-elected. Where no two (2) existing Directors have been in office longer than other Directors since they were last elected or re-elected, the Board shall determine the order of retirement of Directors by rotation amongst themselves. For clarity, the Board may consider time served by relevant Directors since they were first elected as Directors when determining the order of retirement of Directors by rotation.

Prior to each Annual General Meeting the Board shall supply to the Chief Executive (who shall advise all Members and Affiliates) a schedule of the order of retirement of Directors by rotation.

Directors elected or re-elected shall hold office for a term of three (3) years. Directors shall be eligible for re-election for up to two (2) further terms.

No Director may serve for more than nine (9) consecutive years, unless:

- (a) there are exceptional circumstances which warrant the re-election of the Director for a further term or terms; and
- (b) such exceptional circumstances are notified to the Appointments Panel at the time re-election for any such further term is sought and, if the relevant Director is recommended by the Appointments Panel, also notified to Members at the Annual General Meeting where any resolution to re-elect the relevant Director for such further term is to be an order of business.

### **8.3 Application for election as a Director**

The Chief Executive (or their nominee) shall:

- (a) call for nominations for Directors from Members; and
- (b) commence public advertising seeking applications as a Director, at least thirty (30) Business Days prior to the date of the Annual General Meeting.

Any such nomination or application shall be made in writing and shall be received by the Chief Executive (or their nominee) at least fifteen (15) Business Days prior to the date of the Annual General Meeting.

The Chief Executive (and/or their nominee) shall treat all nominations and applications as confidential and shall not review or disclose the details of such nominations or applications other than as may be required to facilitate the operation of the Appointments Panel pursuant to this Constitution.

Every individual who is nominated or submits an application must provide, in writing, their consent to be an Officer and a certification that they are not disqualified from being elected, appointed, or holding office as a Director by this Constitution or under section 47(3) of Act.

### **8.4 Appointments Panel**

The Appointments Panel shall be convened and administered in accordance with Schedule 1.

### **8.5 Co-opted Director**

- (a) Subject to clause 8.5(b), if:
  - (i) any Director dies, resigns, is removed or forfeits their position; or
  - (ii) the Appointments Panel does not recommend a candidate for election to fill a Board vacancy; or
  - (iii) the Members do not elect as a Director any candidate recommended by the Appointments Panel,then the Board may, but shall not be obliged to, appoint a replacement Director (**Co-opted Director**).
- (b) The term of office for any Co-opted Director shall automatically expire at the conclusion of the next Annual General Meeting.
- (c) With the Co-opted Director's prior agreement, they shall be considered as a nominee by the Appointments Panel for the next round of Board recommendations in accordance with clause 8.4.

## **8.6 Election of the Chairperson**

The Chairperson shall be elected annually by the Board immediately after the Annual General Meeting and shall hold office until the first meeting of the Board after the next Annual General Meeting, unless the Board chooses to replace the Chairperson between Annual General Meetings.

## **8.7 Chairperson to have the casting vote**

The Chairperson shall have a deliberative vote and a casting vote.

## **8.8 Forfeit**

Any Director who fails to attend two (2) consecutive meetings of the Board without leave of absence shall forfeit their seat on the Board.

## **8.9 Calling meetings**

Board meetings may be called at any time by the Chair or by two (2) Directors, but generally the Board meets monthly.

## **8.10 Meeting procedure**

Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure.

## **8.11 Quorum**

Not less than 50% of Directors shall form a quorum at meetings of the Board.

No business may be transacted by the Board if a quorum is not present.

## **8.12 Attendees at Board Meetings**

The Chief Executive and President shall each be entitled to attend and speak at all meetings of the Board but shall have no vote, but at the request of the Chairperson, the Chief Executive and/or President shall be required to leave any meeting of the Board so that it may carry out its business without them in attendance.

## **8.13 Method of meeting**

A meeting of the Board may be held by a quorum of Directors:

- (a) being assembled together at the time and place appointed for the meeting;
- (b) participating in the meeting by means of audio link, audio-visual link or other electronic communication; or
- (c) by a combination of both of the methods described in (a) and (b).

## **8.14 Written Resolutions**

A resolution in writing, signed or consented to by email, or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors. Any such resolution may consist of several documents in like form each signed or consented to by one or more Directors.

## **8.15 Eligibility**

No Director can hold the position of director, employee or contractor of a Member.

A person is disqualified from holding the position of Director if any of the circumstances in section 47(3) of the Act apply.

## **8.16 Removal of a Director**

The Board may, by Special Resolution of the Board, remove any Director from the Board before the expiry of their term of office if the Board considers that the Director has been charged with a criminal offence, bankrupted, seriously breached duties under this Constitution or the Act, or is no longer suitable to be a Director. The Director who is the subject of the motion will be counted for the purpose of reaching a quorum and will not participate in the vote on the motion.

Before considering a motion for removal, the Director affected by the motion must be given:

- (a) written notice that a Board meeting is to be held to discuss the motion to remove them and the basis for the motion; 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.

A person ceases to be a Director if:

- (e) the person resigns by delivering a written notice of resignation to the Board;
- (f) the person is removed from office under this Constitution or any Bylaw;
- (g) the person becomes disqualified from being an officer under section 47(3) of the Act;
- (h) the person fails to attend two (2) consecutive meetings of the Board without leave of absence;
- (i) the person dies.

If any of the circumstances listed in sub-clause (g) occur to an existing Director, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.

### **8.17 Removal of the Board**

The Members can seek the removal of the Board by requisitioning a Special General Meeting in accordance with clause 7.2. The Board can be removed from office by a Special Resolution passed at a requisitioned Special General Meeting. The Chief Executive must give at least twenty (20) Business Days' notice to the Board of the meeting at which a motion for removal from the Board is to be considered.

## **9. Duties and Powers of the Board**

### **9.1 Duties**

**9.2** The Officers owe duties to Nelson Cricket as set out in sections 54 to 59 of the Act.

### **9.3 Powers of the Board**

Subject to the Act and this Constitution, the Board has all the powers necessary for governing, managing, and for directing and supervising the management of, the operation and affairs of Nelson Cricket.

If any case should occur which is not, or which in the opinion of the Board is not, provided for by this Constitution or any Bylaw, or if any disputes arises out of the interpretation of this Constitution or the Bylaws, it shall be determined by the Board in such manner as it shall think fit, and it may (if it thinks fit to do so) report the case with its decision to a General Meeting.

## **9.4 Board consent required for certain matches**

- (a) Subject to the overriding discretion of the Board, no Member shall be entitled to select for any competitive match under the control or jurisdiction of Nelson Cricket or of any Member, any cricketer who is precluded from playing in First Class cricket on the grounds set out in clause 10.1 by reason of the fact that during the two (2) years immediately preceding the match in question he or she has played or made himself or herself available to play in a match previously disapproved of by the International Cricket Council.

## **10. Player Administration**

### **10.1 Player Disqualification**

- (a) No player who has been reported to the Board as having been suspended or disqualified by New Zealand Cricket, by any Major Association or District Association which is a member of New Zealand Cricket, by any Member, or by the Sports Tribunal of New Zealand or during the term of any disqualification by any anti-doping authority of competent jurisdiction, shall be selected for any match under the jurisdiction of Nelson Cricket or of any Member, without the consent of the Board or until such suspension or disqualification is removed.
- (b) In addition to any other penalty provided for by this Constitution, a Member which commits a breach of this clause shall, if the Board so decides, be liable to forfeit all matches in which a suspended or disqualified player takes part.

## **11. Contact Person**

The Board must appoint at least one, and a maximum of three, persons to be Nelson Cricket's Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

## **12. Finance, Annual Report and Audit**

- (a) The financial year of Nelson Cricket shall end on the 30th day of June in each year and may be altered from time to time by Ordinary Resolution at an Annual General Meeting.
- (b) A report of the year's activities together with the Financial Statements shall be prepared by the Board for presentation to the Annual General Meeting.
- (c) The Financial Statements shall be audited prior to the Annual General Meeting.
- (d) The Auditor shall be a practising qualified auditor.

## **13. Amendment to Constitution**

This Constitution may be amended, repealed or replaced by a Special Resolution (of which notice has been given in accordance with this Constitution) passed at a General Meeting.

No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

## 14. Indemnity and Insurance

Nelson Cricket may indemnify its current and former Directors, Members and employees as permitted by sections 96 of the Act.

With the prior approval of its Board, Nelson Cricket may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.

Nelson Cricket is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:

- (a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and
- (b) costs incurred by the Officer for any claim or proceeding relating to that liability.

## 15. Liquidation or removal from register

### 15.1 Notice

The Board must give notice to all Members at least 20 Business Days of a proposed motion:

- (a) to appoint a liquidator;
- (b) to remove Nelson Cricket from the Register of Incorporated Societies; or
- (c) for the distribution of Nelson Cricket's surplus assets.

The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

Any resolution for a motion set out in clauses 15.1(a) to (c) must be passed by a 75% majority of the votes recorded at a General Meeting.

### 15.2 Surplus assets

Any surplus assets available after the payment of all liabilities of Nelson Cricket shall be distributed to the Members who are not-for-profit entities in such proportions as the Members may resolve at the General Meeting which passes the resolution appointing a liquidator or authorising a Member to request Nelson Cricket's removal from the Register provided however that no part of the income or other funds of Nelson Cricket shall be used for the private pecuniary profit of any individual person.

## 16. Administration

### 16.1 Colours

The primary colours of Nelson Cricket shall be light blue and dark blue, with secondary colours including red and teal, and shall be worn by all players representing Nelson Cricket. The Board may approve other colours to be worn by players representing Nelson Cricket.

## 17. Bylaws and Integrity

### 17.1 Bylaws

The Board may make and amend Bylaws for the conduct and control of Nelson Cricket's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with this Constitution, the Purposes, the constitution of New Zealand Cricket, the Act and any other laws. All Bylaws are binding on Nelson Cricket and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

### 17.2 Definition

In this clause 17, **Integrity Code** means the Code of Integrity for Sport and Recreation issued by the Sport Integrity Commission under section 19 of the Integrity Sport and Recreation Act 2023.

### 17.3 Integrity Code binding

If New Zealand Cricket gives notice to Nelson Cricket that it has adopted the Integrity Code, the Members of Nelson Cricket shall be bound by the Integrity Code.

### 17.4 Application to Members

**17.5** All Members must include in their constitution that if New Zealand Cricket adopts the Integrity Code the Members agree to the application of the Integrity Code to them and agree to be bound by it and must require that their members include a similar clause in their constitutions.

## 18. Disputes

### 18.1 Definitions

In this clause 18:

- (a) **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and Nelson Cricket, that relates to an allegation that:
  - (i) a Member or an Officer has engaged in misconduct; or
  - (ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - (iii) Nelson Cricket has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - (iv) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged;
- (b) **Disputes Procedure** means the procedure for resolving a Dispute set out in this clause 18;
- (c) a **Member** is a reference to a Member acting in their capacity as a Member;
- (d) an **Officer** is a reference to an Officer acting in their capacity as an Officer.

### 18.2 Application of other legislation to a Dispute

- (a) 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.

### **18.3** Application of other procedures under this Constitution or in a Bylaw

- (a) If the Dispute is dealt with by a separate procedure under this Constitution or in a Bylaw (**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.
- (b) 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.

### **18.4** Application of the Disputes Procedure

- (a) 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.

### **18.5** *Disputes Procedure*

#### (a) **Raising a complaint**

- (i) A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Board setting out:
  - (1) the allegation to which the dispute relates and who the allegation is against; and
  - (2) any other information reasonably required by Nelson Cricket.
- (ii) Nelson Cricket 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.
- (iii) 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**

- (i) Unless otherwise provided, Nelson Cricket must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined.
- (ii) Disputes must be dealt with in a fair, efficient, and effective manner.

#### (c) **Decision to not proceed with a matter**

- (i) Despite the contents of the Disputes Procedure, Nelson Cricket may decide not to proceed with a matter if:
  - (1) the Complaint is trivial; or
  - (2) the Complaint does not appear to disclose or involve any allegation of the following kind;
  - (3) the Complaint does not appear to disclose or involve any allegation of the following kind;

- (4) the Complaint appears to be without foundation or there is no apparent evidence to support it; or
- (5) the person who makes the Complaint has an insignificant interest in the matter; or
- (6) any material misconduct; or
- (7) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution;
- (8) there has been an undue delay in making the Complaint; or
- (9) the Complaint involves two Members who are also members of an organisation (**Organisation X**) which is also a Member of Nelson Cricket and the Complaint has either been dealt with by Organisation X or is required to be, pursuant to the dispute resolution procedures of Organisation X.

(d) **Complaint may be referred**

- (i) Nelson Cricket may refer a Complaint to:
  - (1) 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
  - (2) a subcommittee or an external person to investigate and report; or
  - (3) 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**

- (i) The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If Nelson Cricket makes a Complaint, Nelson Cricket 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 Nelson Cricket.
- (ii) A Member or Officer or Nelson Cricket must be taken to have been given the right if:
  - (1) the Member or Officer or Nelson Cricket has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
  - (2) an oral hearing is held if the Hearing Body considers that an oral hearing

is needed to ensure an adequate hearing; and

- (3) an oral hearing, if any, is held before the Hearing Body; and
- (4) the Member's or Officer's or Nelson Cricket's written statement or submission, if any, are considered by the Hearing Body.

(h) **Respondent's right to be heard**

- (i) The Member or Officer who, or Nelson Cricket 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 Nelson Cricket, a Board Member may exercise the right on behalf of Nelson Cricket. A Respondent must be taken to have been given the right if:
  - (1) 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
  - (2) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
  - (3) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
  - (4) an oral hearing, if any, is held before the Hearing Body; and
  - (5) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

## 18.6 Appeals

There is no right of appeal or right of review of a decision unless specified.

## 19. Definitions and interpretation

### 19.1 Definitions and interpretation

In this Constitution, unless the context otherwise requires:

**Nelson Cricket** means Nelson Cricket Association Incorporated and includes its Officers, employees, Directors and agents.

**Act** means the Incorporated Societies Act 2022.

**Affiliates** means Patron, President, Vice-President, Directors, Associate Organisations, and Honorary Vice Presidents.

**Annual General Meeting** means the annual general meeting held pursuant to clause 7.1.

**Annual Report** means the Annual Report of Nelson Cricket containing information about the activities, operations, personnel and finances of Nelson Cricket in the previous year, together with information about Nelson Cricket representative teams and domestic cricket competitions conducted by Nelson Cricket in the previous year.

**Appointments Panel** means the panel convened pursuant to clause 8.4 to consider and make recommendations to Members in relation to Board appointments and Board remuneration, in accordance with Schedule 1.

**Appointments Panel Conflict Protocol** means the protocol to be used by members of the Appointments Panel to assist the Appointment Panel to identify of conflicts of interest that may arise in conducting the business and performing the duties of the Appointments Panel, and

recommending appropriate actions to be taken in a conflict of interest scenario.

**Associate Organisation** means an incorporated or unincorporated organisation associated with cricket recognised by the Board pursuant to clause 4.

**Board** means the current Directors from time to time of Nelson Cricket including any Co-opted Directors.

**Business Day** means a day of the week other than:

- (a) Saturday, Sunday, Good Friday, Easter Monday, Anzac Day, the Sovereign's Birthday, Matariki, Labour Day, and Waitangi Day;
- (b) a day in the period commencing with the 25th day of December in any year and ending with the 2nd day of January in the following year;
- (c) if the first day of January in any year falls on a Friday, the following Monday; and
- (d) if the first day of January in any year falls on a Saturday or Sunday, the following Monday and Tuesday.

**Bylaws** means the bylaws of Nelson Cricket as may be amended from time to time in accordance with this Constitution.

**Chairperson** means the Chairperson of the Board, elected under clause 8.6.

**Chief Executive Officer** means the person appointed by the Board to that role, or any similar role such as General Manager.

**Competition Rules, Playing Conditions and Regulations** means the respective competition rules, playing conditions and regulations relating to the sport of cricket as may be promulgated by or conducted under the auspices of Nelson Cricket and/or New Zealand Cricket and/or the International Cricket Council from time to time and each individual term shall have its corresponding meaning.

**Constitution** means the Constitution of Nelson Cricket and all amendments to it from time to time.

**Contact Details** means: (a) a physical or electronic address; and (b) a telephone number.

**Contact Person** means a person holding the position of contact person for Nelson Cricket being the person whom the Registrar can contact when needed.

**Convenor** means the convenor of the Appointments Panel.

**Co-opted Director** means a Director appointed under clause 8.5.

**Cricket** means any form of cricket including, but not limited to, traditional outdoor cricket and its variations as well as indoor cricket.

**Director** means a member of the Board.

**Financial Statements** has the same meaning as in section 6 of the Financial Reporting Act 2013.

**General Meeting** means an Annual General Meeting or Special General Meeting.

**Honorary Vice President** has the meaning set out in clause 5.2.

**Life Member** has the meaning set out in clause 5.1

**Matter** has the meaning set out in section 62(4) of the Act.

**Member** has the meaning set out in clause 3.1.

**Month** means a calendar month.

**Officer** has the meaning set out in the Act.

**Ordinary Resolution** means a resolution that is approved by a simple majority of the votes cast on behalf of persons entitled to vote and voting on the question.

**Patron** means the person appointed or elected as the patron of Nelson Cricket from time to time pursuant to clause 6.2.

**President** means the person elected as the president of Nelson Cricket from time to time pursuant to clause 6.3.

**Purposes** means the purposes of Nelson Cricket stipulated in clause 2.1.

**Register** means the Register of Incorporated Societies.

**Registrar** means the Registrar of Incorporated Societies.

**Special General Meeting** means any meeting (other than an Annual General Meeting) held under clause 7.2.

**Special Resolution** means a resolution approved by a majority of 60% of the votes cast on behalf of persons entitled to vote and voting on the question.

**Vice-President** means the person elected as the vice-president of Nelson Cricket under clause 6.4.

## 19.2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) the singular in all cases includes the plural and vice versa;
- (b) references to clauses and Schedules are references to clause of and schedules in this Constitution unless expressly specified otherwise;
- (c) a reference to a person includes a company, other corporations and also a body of persons (corporate or incorporate);
- (d) where words or expressions are defined, other parts of speech and grammatical forms of that word or expression have corresponding meanings;
- (e) the words “includes”, “including” or “include” must be read and interpreted without limitation;
- (f) any reference to any legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation;
- (g) headings are for convenience of reference only and shall not in any way affect the construction or interpretation of this Constitution; and
- (h) all periods of time or notice exclude the days on which they are given.

## 19.3 Notices

Subject to any other notice requirements in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

- (a) a Member if sent to the address set out in their Contact Details;
- (b) Nelson Cricket if sent to [email address] or by post to Nelson Cricket’s registered office set out on the Register of Incorporated Societies.

## 19.4 Receipt of Notices

A notice is deemed to have been received:

- (a) if given by post, when left at the address of that party or five Business Days after being put in the post; or
- (b) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt),

provided that any notice or communication received or deemed received after 5pm on a Business Day, or on a day which is not a Business Day, will be deemed not to have been received until the next Business Day.

# Schedule 1 – Appointments Panel (Clause 8.4)

## 1. Formation of Appointments Panel:

The Appointments Panel:

- (a) must be constituted at least forty (40) Business Days prior to the date of the relevant General Meeting; and
- (b) holds office until the formation of the new Appointments Panel prior to the next Annual General Meeting.

## 2. Composition

The Appointments Panel must consist of the following three (3) members who shall be notified by the Board of their appointment to this office, with the appointment taking effect from the time the Appointments Panel is fully constituted until a new Appointments Panel is formed pursuant to clause 1(b) of this Schedule 1:

- (a) The Board Chair, or a Board Member of their choosing; and
- (b) Two (2) individuals not on the Board with the appropriate skills and regard for the Boards requirements.

## 3. Convenor

The Board Chair, or their nominee, shall act as the Convenor.

## 4. Quorum

A quorum for a meeting of the Appointments Panel is all three (3) members. No business may be transacted by the Appointments Panel if a quorum is not present.

## 5. Purpose

The purpose of the Appointments Panel shall be:

- (a) to consider each nominee and applicant as a Director and to recommend to the Annual General Meeting, those individuals it considers appropriate for election to the Board as a Director in accordance with clause 8.2; and

## 6. Director Recommendation Process

The Chief Executive (or their nominee) shall provide to each member of the Appointments Panel:

- (a) complete nominations and applications validly received pursuant to clause 8.3 without delay following their receipt; and
- (b) the number of Board positions in respect of which such nominees and applicants are to be considered.

Appointments Panel meeting(s) shall be convened by the Convenor each year with sufficient time to consider and evaluate all nominees and applicants as a Director, and to provide its

recommendations in this regard to the Chief Executive (or their nominee) at least ten (10) Business Days prior to the relevant Annual General Meeting.

The Chief Executive (or their nominee) shall, at least five (5) Business Days prior to the date of the relevant Annual General Meeting, advise all Members of the names of the individuals recommended by the Appointments Panel for election as a Director.

The Appointments Panel shall make its recommendations to precisely fill the relevant Director positions notified to it by the Chief Executive (or their nominee), unless it concludes that there are insufficient candidates with the requisite skills and experience to meet the needs of Nelson Cricket, in which case the Board may choose to fill any vacancy pursuant to clause 8.5.

Other than as may be required to discharge its obligations to Nelson Cricket, each member of the Appointments Panel shall treat the information, conduct, proceedings and deliberations of the Appointments Panel as confidential and, subject to clause 11 of this Schedule 1, shall not disclose to any third party details of applicants and nominees it does not recommend for appointment.

## **7. Relevant Considerations for the Director Recommendation Process**

When considering which nominees or applicants to recommend for election to the Board, the Appointments Panel shall consider and have due regard to:

- (a) the skills and competencies framework developed by the Board;
  - (b) the importance of gender and cultural diversity in the performance of the Board,
- while at all times endeavouring to ensure Nelson Cricket has the best possible Board available.

## **8. Conflicts of interest**

Members of the Appointments Panel shall declare any conflicts of interest and not participate in the consideration of the particular candidate or candidates concerned. Notwithstanding this, members of the Appointments Panel shall comply with the Appointments Panel Conflict Protocol in conducting the business and performing the duties of the Appointments Panel.

## **9. Procedure**

Except as otherwise provided in this Constitution, the Appointments Panel will regulate its own procedure.

## **10. Specialist Assistance**

At the expense of Nelson Cricket (with such expense being first approved in writing by Nelson Cricket), the Appointments Panel may seek and obtain assistance and advice from a specialist executive or governance search/recruitment firm, but only to the extent necessary for that firm to:

- (a) conduct an initial assessment of Director nominees and applicants, and provide to the Appointments Panel a short list of candidates; and