
**THE RULES OF
HAMILTON CRICKET ASSOCIATION
INCORPORATED**

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1. RULES

- 1.1 Hamilton Cricket was incorporated at Hamilton on 16 April 1956.
- 1.2 These Rules were adopted by way of amendment on 17 April 2023.
- 1.3 Hamilton Cricket is an incorporated society established under the Incorporated Societies Act 1908.

2. NAME

- 2.1 The name of the Association shall be "Hamilton Cricket Association Incorporated" and it may also be referred to as " Hamilton Cricket" whenever appropriate.
- 2.2 The headquarters of Hamilton Cricket and its registered office shall be at 50 Seddon Road, Frankton, Hamilton 3204 or such other place as the Board shall from time to time decide.

3. DEFINITIONS AND INTERPRETATION

Definitions

- 3.1 In the Rules, the following words have the following meanings:

"Administrator" means the administrator for Hamilton Cricket and any temporary replacement pending a permanent appointment;

"Adult Grade Competitions" means the Hamilton Cricket Senior Premier, Senior A, Senior B and Senior C grade competitions as administered by Hamilton Cricket (and any competitions in substitution thereof and as determined by the Board from time to time);

"Affiliated Club" means a club or school affiliated to Hamilton Cricket under Rule 6;

"Appointments Panel" means the panel established under Rule 16 to consider nominations and applications and appoint Directors to the Board in accordance with Rule 16 and Schedule 3;

"Board" means the Directors of Hamilton Cricket from time to time;

"Business Day" means any day other than a Saturday or Sunday or public holiday or a day commencing on the 24th day of December in any year and ending on the 5th day of January in the following year;

"Club" means any Club (and includes schools) within the Hamilton Region;

"Delegate" means a delegate of a Member entitled to vote under Rule 10 and includes a proxy Delegate, appointed in accordance with Rule 10.5;

"Directors" means the directors of Hamilton Cricket appointed and holding office from time to time appointed in accordance with these Rules;

"First Annual General Meeting" means the first Annual General Meeting following the adoption of these Rules;

“General Meeting” means an Annual General Meeting or a Special General Meeting of Hamilton Cricket;

“Hamilton Cricket” means Hamilton Cricket Association Incorporated;

“Hamilton Region” means the region set by Hamilton Cricket in conjunction with New Zealand Cricket from time to time as being the Hamilton Region;

“Junior and Youth Grade Competitions” means the Hamilton Cricket Junior Hardball, Junior Softball, Junior Girls, Secondary Colts, Secondary Division 2A, Secondary Division 1 and Secondary Girls competitions as administrated by Hamilton Cricket (and any competitions in substitution thereof and as determined by the Board from time to time);

“Members” means those persons referred to in Rule 7.1;

“New Zealand Cricket” means New Zealand Cricket Incorporated;

“Northern Districts Cricket” means Northern Districts Cricket Association;

“Ordinary Resolution” means a resolution that is approved by a simple majority of the votes cast on behalf of Members entitled to vote and voting on the question;

“Premier Clubs” means those clubs which maintained a team in Hamilton Cricket’s Senior Premier grade competition in the season immediately preceding the date of the relevant Annual General Meeting;

“Special Resolution” means a resolution of Members approved by majority of 75% of the votes cast on behalf of Members entitled to vote and voting on the question.

Interpretation

3.2 In the Rules, unless the context requires otherwise:

- (a) Words importing the masculine gender shall include the feminine or neutral gender and vice versa;
- (b) Words importing the singular shall include the plural and vice versa;
- (c) Reference to a schedule is to a schedule to these Rules;
- (d) Clause and other headings are for ease of reference only and do not affect the interpretation of these Rules;
- (e) Reference to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having a separate legal personality;
- (f) Any reference to a party includes that party's successors and permitted assigns;
- (g) Reference to any statutory provision includes any statutory provision which

amends or replaces it and any subordinate legislation including regulations made under it.

4. OBJECTS OF HAMILTON CRICKET

4.1 The objects of Hamilton Cricket are:

- (a) To organise, foster, encourage, control, support and promote cricket in the Hamilton Region, and to be responsible for its administration;
- (b) To control, manage and administer competitions for Affiliated Clubs and such other cricket competitions and cricket matches as Hamilton Cricket may determine;
- (c) To arrange and encourage the provisioning of quality pitches, grounds and facilities associated with the game of cricket in the Hamilton Region;
- (d) To provide, arrange, conduct, control and manage Hamilton Cricket representative teams and matches;
- (e) To be associated with Northern Districts and New Zealand Cricket and through New Zealand Cricket be bound by the laws of the International Cricket Council, and any other international cricket organisation the membership of which the Board of Hamilton Cricket deems to be in the interests of Hamilton Cricket;
- (f) To establish strategic alliances with any other cricket entities or interests in the Hamilton Region and elsewhere consistent with the need to foster and promote the game of cricket;
- (g) To be bound by the laws of cricket published and issued by New Zealand Cricket from time to time, and be subject to such laws, playing conditions, regulations and laws approved and issued by New Zealand Cricket from time to time;
- (h) To establish and promulgate rules, playing conditions and regulations for the playing of cricket in the Hamilton Region;
- (i) To consider and adjudicate upon all disputes between Affiliated Clubs, clubs and members on all matters, whether being misconduct or otherwise arising out of the playing or administration of the game of cricket in the Hamilton Region, and to adjudicate on any appeals referred to it;
- (j) To provide the means for properly conducting, administering, controlling and carrying on the game of cricket in the Hamilton Region, regulating the conduct and movement of players and, where appropriate, to take action against any person who may breach any code of conduct laid down by either New Zealand Cricket, Northern Districts Cricket, Hamilton Cricket or another affiliated association of New Zealand Cricket;
- (k) To do such other acts and things to promote the game of cricket as the Board may determine from time to time.

4.2 In furthering the objects set out at clause 4.1, Hamilton Cricket may permit cricket teams from outside the Hamilton Region to play in competitions within

the Hamilton Region on such terms and conditions as the Board shall determine from time to time. For the avoidance of doubt such cricket teams from outside the Hamilton Region are not Affiliated Clubs for the purposes of these Rules.

5. POWERS OF HAMILTON CRICKET AND THE BOARD

General Power

- 5.1 Hamilton Cricket by and through the Board shall have all such powers of a natural person as may be reasonably necessary for it to attain the objects of Hamilton Cricket including the power to impose annual subscriptions required from Affiliated Clubs and the power to accept donations, gifts and legacies and to engage in promotional activities including obtaining grants and sponsorship arrangements and such other activities likely to attract the raising of funds for the objects of Hamilton Cricket.

Specific Powers

- 5.2 The Board at their absolute discretion and without limiting the general power under Rule 5.1, shall be entitled at any time and from time to time:
- (a) To purchase, take or lease, hire or otherwise acquire and hold real and personal property, rights and privileges which Hamilton Cricket may consider appropriate for the attainment of any of its objects or generally promoting, carrying on and fostering the game of cricket;
 - (b) Sell, lease, mortgage, charge or otherwise dispose of any of the property of Hamilton Cricket from time to time and to grant such rights and privileges there over in such manner as the Board may from time to time deem appropriate and proper;
 - (c) Enter into investments authorised by the law of New Zealand that a prudent investment manager would invest from time to time;
 - (d) To control and raise money, including power to borrow money for the purposes of Hamilton Cricket and to secure the payment by way of mortgage, debenture or charge or otherwise howsoever over all or any part of the real or personal property of Hamilton Cricket and generally on such terms and conditions as to repayment or otherwise as the Board think fit and also having the right to guarantee any loan or borrowing or undertaking of any kind whatsoever for the purposes of Hamilton Cricket;
 - (e) Raise money by subscription, levies, gate charges or otherwise;
 - (f) Make rules, regulations and by-laws for the governance, control and management of Hamilton Cricket;
 - (g) To establish and maintain an active professional management, cricket development and coaching system in order to implement the objects of Hamilton Cricket;
 - (h) To engage professional cricketers where required and otherwise employ or contract with such persons or organisations as may be necessary to promote, develop and administer the game of cricket in the Hamilton Region all upon such terms as the Board considers appropriate;
 - (i) To generally do all things whatsoever for the benefit of cricket which

may be deemed expedient or which may directly or indirectly incidental or ancillary to the objects of Hamilton Cricket;

- (j) Enter into any contract or arrangement (whether legally binding or otherwise) which Hamilton Cricket may consider appropriate for the attainment of any of its objects or generally promoting, carrying on and fostering the game of cricket;
- (k) Undertake and execute any trusts and make gifts whether for charitable or benevolent purposes or otherwise which Hamilton Cricket may consider appropriate for the attainment of any of its objects or generally promoting, carrying on and fostering the game of cricket;
- (l) To ensure at all times there is a Health and Safety management plan or equivalent in place updated from time to time to reflect changes in industry practice and legislation;
- (m) To abide by and observe at all time the laws of New Zealand including without limitation the Resource Management Act 1991, the Building Act 2004, Health and Safety at Work Act 2015 and any other relevant legislation impacting on the business and operations of Hamilton Cricket in force from time to time;
- (n) To carry out those powers set out in Rule 17.2.

Amateur Cricket

- 5.3 Hamilton Cricket is incorporated for the purpose of governing and promoting amateur cricket for the recreation or entertainment of the general public of the Hamilton Region. The capacity of Hamilton 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.

Involvement in Professional Cricket

- 5.4 Hamilton Cricket's capacity to carry on any business or activity, do any act and enter into any transactions outlined in Rules 5.1 and 5.2 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.

No Pecuniary Profit

- 5.5 Nothing in these Rules shall permit Hamilton Cricket to use its funds, or make its funds available, to be used for the private pecuniary profit of any Member or any person associated with any Member, or any Director. For the avoidance of doubt, the term "Private Pecuniary Profit" does not include remuneration or payments for services which are rendered reasonable and amounts only to what would be paid in an arm's-length transaction (being the open market value). This Rule 5.5 applies, notwithstanding any other provision of these Rules to the

contrary and its effect must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

6 AFFILIATED CLUBS

6.1 The Affiliated Club membership of Hamilton Cricket shall be open to and consist of:

- (a) All Affiliated Clubs set out in Schedule 2;
- (b) Any other Club admitted to affiliation in accordance with the following terms and subject to such conditions as the Board shall think fit.

Conditions of Approval for New Clubs

6.2 Application for affiliation with Hamilton Cricket by any new Club in Adult Grade Competitions must in the first instance be made in writing to the Board for approval by the Board in its absolute discretion. Each application should provide, but without limitation, advice and proof on the following matters:

- (a) That the Club can maintain at least one team in the Adult Grade Competition; and
- (b) That the Club is a properly formed legal entity capable of being sued and able to sue in its own right;
- (c) That the Club can reasonably demonstrate that it has an active management structure in place; and
- (d) Such other matters considered relevant by the Board having regard to the objects of Hamilton Cricket.

6.3 Application for affiliation with Hamilton Cricket by any new Club in Junior and Youth Grade Competitions must in the first instance be made in writing to the Board for approval by the Board in its absolute discretion.

Compliance with Rules

6.4 All Affiliated Clubs shall comply with the directives and requirements of the Board in so far as those relate to the administration of the game in the Hamilton Region and shall also comply with the terms of these Rules and any rules, regulations and by-laws and playing conditions, as laid down from time to time by Hamilton Cricket.

Club Membership may cease

6.5 An Affiliated Club's membership shall cease:

- (a) If it fails to field at least one team in any Adult Grade Competition or Junior and Youth Grade Competition (as the case may be) unless the Board determines that good reasons exist to maintain it as an Affiliated Club; or
- (b) If the Board is satisfied after reasonable inquiry that the Club has failed to comply with the directives and requirements of the Board in so far as those relate to the administration of the game in the Hamilton Region or

compliance with the terms of these Rules, and any rules, regulations and by-laws and playing conditions, as laid down from time to time by Hamilton Cricket; or

(c) By Special Resolution passed at a General Meeting.

6.6 An Affiliated Club shall remain liable to Hamilton Cricket for all moneys owed and unpaid at the date it ceased to be a Member.

7. MEMBERS OF HAMILTON CRICKET

7.1 Notwithstanding anything to the contrary in these Rules the members of Hamilton Cricket shall comprise the following:

(a) Affiliated Clubs;

(b) Patron, President and Life Member;

(c) Those individual members of the Members set out at Rule 7.1 (a) provided that such individual members have no right to vote under these Rules and their membership hereunder shall cease if the organisation they are a member of ceases to be a Member of Hamilton Cricket;

(d) Such other categories of Members determined from time to time by the Board.

Rights of Members

7.2 All Members shall have the right to attend a General Meeting but only those Members set out in Rule 10.1 shall have a right to vote.

Member Cessation

7.3 Any Member (other than an Affiliated Club) shall cease to be a Member of Hamilton Cricket:

(a) By resignation by notice in writing to the Administrator of Hamilton Cricket. The Member shall remain liable to Hamilton Cricket for all moneys owing and unpaid at the date of resignation;

(b) By the decision of the Board where it is satisfied after reasonable inquiry that such Member is unable to comply with the Board's directives and requirements as they relate to the administration of the game in the Hamilton Region or the compliance with the terms of these Rules and any other rules, regulations and by-laws and playing conditions, as laid down from time to time by Hamilton Cricket.

8. OFFICE HOLDERS AND LIFE MEMBERS

8.1 Hamilton Cricket may have a Patron and a President.

Patron and President

8.2 The Patron and President may be elected annually at the Annual General Meeting of Hamilton Cricket and each shall hold office until their successor is

elected.

Vacate Office

- 8.3 In the event that the office of Patron or President becomes vacant prior to the next Annual General Meeting then the office shall be filled by appointment by the Board.

Eligibility for Re-Election

- 8.4 The Patron and President shall be eligible for re-election.

Nominations

- 8.5 Nominations for the Patron and President shall be made each year by the Members and be in the hands of the Administrator not less than ten (10) Business Days prior to the Annual General Meeting.

Auditor

- 8.6 At each Annual General Meeting of Hamilton Cricket an Auditor to Hamilton Cricket shall be appointed. He or she shall be a Chartered Accountant, and a member of the Institute of Chartered Accountants of New Zealand (or similar) and shall be appointed to audit and report on the accounts of Hamilton Cricket. No person shall be elected to office as an Auditor of Hamilton Cricket who is a Director or employed or contracted as a staff member of Hamilton Cricket.

Honorary Legal Counsel

- 8.7 Honorary Legal Counsel to Hamilton Cricket shall be appointed at each Annual General Meeting and there shall be referred to him/her any matters of law requiring interpretation or decision. He or she shall be a barrister and solicitor of the High Court of New Zealand and shall be a member of the New Zealand Law Society. No person shall be elected to office as Honorary Legal Counsel of Hamilton Cricket who is a Director or employed or contracted as a staff member of Hamilton Cricket.

Life Members

- 8.8 Members may nominate any person, who has made an extraordinary contribution to cricket or cricket administration within the Hamilton Region as a Life Member of Hamilton Cricket. Any such nominations shall be made to the Board who shall in conjunction with the Members determine whether to appoint that person as a Life Member of Hamilton Cricket, with any such appointment to be ratified by the Members at the next Annual General Meeting.

Rights of Life Members

- 8.9 All Life Members of Hamilton Cricket shall have the right to attend General Meetings but shall have no right to vote.

9. GENERAL MEETINGS

Annual General Meetings

- 9.1 The Annual General Meeting of Hamilton Cricket shall be held not later than 31

August in each year (unless the Board determines otherwise for good reason).

Notice of AGM

- 9.2 The Administrator (or his or her nominee) shall give not less than ten (10) Business Days prior written notice of each Annual General Meeting to all Members and include in that notice the business agenda for the meeting which shall comprise those matters referred to in Rule 14.1 and include a copy of the latest Annual Report and Statements of Financial Performance and Financial Position.

Special General Meetings

- 9.3 The Administrator (or his or her nominee) shall convene a Special General Meeting, at the request of the Board or upon receipt of a written requisition by at least 25% of the Affiliated Clubs. Such requisition shall set forth the purpose of such meeting. The meeting shall be held within fifteen (15) Business Days of receipt by the Administrator of the request or requisition.

Notice of SGM

- 9.4 The Administrator (or his or her nominee) shall give written notice to all Members of all business to be brought before any Special General Meeting not less than ten (10) Business Days prior to the date of such meeting.

Rules Applicable to SGM

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

10. DELEGATES AND VOTING

Representation

- 10.1 At every General Meeting of Hamilton Cricket the following Members shall be entitled to representation and voting rights on the following basis:
- (a) Every Affiliated Club which has maintained a team or teams in the Adult Grade Competitions in the season immediately preceding the date of the General Meeting, one delegate with one vote.
 - (b) Every Affiliated Club which has maintained a team or teams in the Junior and Youth Grade Competitions in school term one immediately preceding the date of the General Meeting, one Delegate with one vote;

Where a dispute arises as to the number of voting rights of a particular Member, the Board shall determine the dispute in its sole discretion.

Maximum Votes

- 10.2 In no instance may an Affiliated Club have more than two votes.

Fees must be paid

- 10.3 No Member may exercise its right to vote unless such Member has first paid such fees, levies or subscriptions as have been set by Hamilton Cricket at least one month before the date of the relevant General Meeting.

Amalgamated Club Representation

- 10.4 An Affiliated Club that became affiliated after the last Annual General Meeting shall be entitled to one Delegate and its existing voting rights until the next Annual General Meeting, unless it is an amalgamated Club, in which case it shall be entitled to representation and voting rights in accordance with the total number and description of teams maintained in the season immediately preceding the date of the General Meeting by the amalgamating Clubs under Rule 10.1 but subject to the maximum votes permitted under Rule 10.2.

Advise names of Delegates

- 10.5 Members entitled to have Delegates at a General Meeting of Hamilton Cricket shall advise the Administrator in writing, no later than the commencement of the meeting of the name of the Delegate representing them.

Proxy Delegates

- 10.6 In the event of a Delegate or other person entitled to vote under Rule 13.2 being unable to attend any General Meeting, a proxy Delegate may act instead. Any proxy Delegate for an Affiliated Club Delegate must be a member of the Affiliated Club he/she is sent to represent. A proxy Delegate must hand in to the Chairperson of the meeting a completed proxy form in the form set out in Schedule 1 evidencing the right of such proxy Delegate to vote as if such proxy Delegate was the Delegate.

Persons entitled to be present at General Meetings

- 10.7 A General Meeting of Hamilton Cricket shall consist of Members and Directors of the Board and any invited guests of the Board.

Persons not entitled to be Delegates

- 10.8 The Patron, President, Administrator, Auditor and Honorary Legal Counsel shall not be eligible to act as a Delegate.

No Delegate can be a Director

- 10.9 No Delegate shall be a Director.

Delegates can represent only one Member

- 10.10 No Delegate shall be entitled to act as a Delegate for more than one Member, at the same General Meeting.

11. CHAIRPERSON

- 11.1 At all General Meetings the Chair will be taken by the Chairperson of the Board, but if the Chairperson of the Board is not present to take the Chair then the Chair for such meeting shall be the Deputy Chairperson of the Board, or if that person is not present, the Delegates present and entitled to vote shall elect a Chairperson for such meeting. The Chairperson so elected shall remain in the Chair until the end of any such meeting.

- 11.2 Any Chairperson or substituted Chairperson may exercise any deliberating

voting rights to which he or she is entitled under these Rules but shall not have a second or casting vote.

12. QUORUM

- 12.1 At all General Meetings of Hamilton Cricket a quorum shall be fifteen Delegates or Proxy Delegates. If a quorum is not present at a General Meeting no business shall be transacted at such meeting and the Chairperson shall postpone the meeting to a specific date, the timing and venue of which shall be at the discretion of the Chairperson.

13. SPEAKING RIGHTS AND VOTING

Those entitled to speak

- 13.1 Members and Directors of the Board shall be entitled to speak at any General Meeting of Hamilton Cricket together with any other person who is invited to do so by the Chair.

Right to vote

- 13.2 Those Members listed under clause 10.1 shall be entitled to vote at any General Meeting of Hamilton Cricket. Those Member's Delegate shall have the number of votes set out in Rule 10.1.

Voting by voice, hands or ballot

- 13.3 The voting on each question shall be decided on the voices or, at the request of the Chair or any Delegate, by show of hands or ballot.

Invalid votes

- 13.4 A vote may not be recognised by the Chairperson as valid unless exercised by a person correctly authorised and advised as a Delegate in accordance with Rules 10.5 and 10.6.

Ordinary Resolution

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

14. ORDER OF BUSINESS

The Business

- 14.1 The business of the Annual General Meeting shall be to:
- (a) Receive and adopt the Annual Report;
 - (b) Receive and adopt the audited Statements of Financial Performance and Financial Position for the previous financial year;
 - (c) Elect the Patron and President;
 - (d) Confirm the Directors appointed by the Appointments Panel under Rule 16 and Schedule 3 to the available positions on the Board;

- (e) Appoint an Auditor or Auditors;
- (f) Appoint an Honorary Legal Counsel;
- (g) Consider any business or proposed resolution of which notice has been given;
- (h) Transact any general business.

Notice of Motions

- 14.2 Each 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 Administrator of such business or such resolution not less than ten (10) Business Days prior to the date fixed for the meeting.

15. THE BOARD

Number of Board Directors

- 15.1 Subject always to the Board's right to co-opt additional Directors in accordance with Rule 15.23, the affairs of Hamilton Cricket shall be managed by a Board consisting of up to six (6) people, to be called Directors and otherwise the Board shall at all times consist of at least four (4) persons.

Maximum Tenure of Directors

- 15.2 No Director shall remain as a Director of the Board for more than nine (9) consecutive years. For clarity, time served by the relevant Director before the date of these Rules shall be included.

Election of Chair

- 15.3 The Chairperson of the Board shall be elected annually by the Board at the next Board meeting after the Annual General Meeting and shall hold office until the next Annual General Meeting. Upon election of the Chairperson of the Board, the Chairperson shall appoint a Deputy Chairperson who shall hold office until the Chairperson of the Board, who appointed him or her ceases to hold office.

Removal of Chairperson

- 15.4 The Board may at any time remove the Chairperson of the Board and appoint a new Chairperson in his or her place. Upon the appointment of any new Chairperson that new Chairperson shall appoint a new Deputy Chairperson or reconfirm the appointment of the current Deputy Chairperson.

Alternative Chairperson

- 15.5 The Chairperson of the Board shall preside at every meeting of the Board at which he or she is present, but in his or her absence from any meeting the Deputy Chairperson shall preside but in the absence of both the Chairperson and Deputy Chairperson the Directors of the Board present shall appoint one of the Directors of the Board to preside at the meeting.

Conflicts of Interest

- 15.6 If a Board decides that any Director has a conflict of interest arising from any pecuniary or non-pecuniary interest the Chairperson of the Board shall determine whether or not such Director shall take part in any discussion or deliberation and/or may attend but refrain from voting on any matter under consideration by the Board.
- 15.7 In all other cases as soon as a Director of the Board becomes aware of the fact that he or she is directly or indirectly interested in any matter with Hamilton Cricket then that Director must disclose to the Board:

- (a) The nature and monetary value (if any) of his or her interest (if the monetary value of the interest is able to be quantified); or
- (b) The nature and extent of his or her interest (if the monetary value of the interest cannot be quantified);

Upon such disclosure the Board shall determine whether or not such Director shall take part in any discussion or deliberation and/or be excluded from voting on any matter under consideration by the Board.

Voting

- 15.8 At any meeting of the Board each Director of the Board shall have a deliberative vote and, in the case of an equality of votes, the Chairperson of the Board, or in their absence the Deputy Chairperson, at his or her discretion may have a second or casting vote.

Quorum

- 15.9 At every meeting of the Board the presence of not less than a majority of the Directors of the Board shall form a quorum and no business shall be transacted at any meeting unless a quorum is present throughout the meeting.

Committees

- 15.10 The Board shall be permitted the right to delegate their powers to a Director or committee or committees of the Board which committees shall consist of such persons as appointed by the Board when establishing a committee. Any Director or committee so formed shall exercise his, her or its delegated powers in a manner that conforms with Rule 17.2(a).

Notice of Meetings

- 15.11 Any Director of the Board or the Administrator at the request of a Director may convene a meeting of the Board by giving written notice.
- 15.12 The notice of meeting must include the date, time and place of the meeting and an indication of the matters to be discussed in sufficient detail to enable a reasonable Board to appreciate the general import of the matters.
- 15.13 At least five (5) Business Days' prior notice of a meeting of the Board must be given to every Director.

Notice to be sent to Director's address

- 15.14 The notice of meeting must be sent to the address or electronic address which

the Director provides to the Administrator for that purpose.

Directors may waive irregularities in notice

- 15.15 Any irregularity in the notice of a meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity, or if all Directors entitled to receive notice of the meeting agree to the waiver.

Methods of holding meetings

- 15.16 A meeting of the Board may be held either:
- (a) By a number of Directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (b) By means of audio, or audio and visual and electronic communication by which a quorum of Directors participating can simultaneously hear each other throughout the meeting.

Meeting adjourned if no quorum

- 15.17 If a quorum is not present within 30 minutes after the time appointed for a meeting of the Board, the meeting will be adjourned automatically until the following Business Day at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the Directors present will constitute a quorum.

Voting on resolutions

- 15.18 (a) Subject to clause 15.8, each Director has one vote. A resolution of the Board is passed if it is agreed to by all Directors present without dissent or if a majority of the votes cast on it are in favour of it. A Director present at a meeting of the Board may abstain from voting on a resolution, and any Director who abstains from voting on a resolution will not be treated as having voted in favour of it;
- (b) The Board need not hold a meeting if everything required to be done at that meeting (by resolution or otherwise) is done by resolution in lieu of a meeting and is unanimously passed by all Directors. A resolution in writing in lieu of a meeting may consist of several documents (including letters, facsimiles, electronic email or other similar means of communication) in like form and signed or assented to by all the Directors. A copy of such resolution must be entered in the Board minutes.

Board must keep minutes of proceedings

- 15.19 The Board must ensure that minutes are kept of proceedings at meetings of the Board and that a record is kept of all written resolutions of the Directors. Minutes which have been signed correct by the Chairperson of the meeting are evidence of the proceedings at the meeting unless they are shown to be inaccurate.

Board may regulate own procedure

- 15.20 Except as set out above, the Board shall regulate its own procedure at Board

meetings.

Termination of Office

- 15.21 The office of any Director of the Board shall become vacant if the Director:
- (a) Becomes an undischarged bankrupt; or
 - (b) Is either under investigation in relation to or is convicted of any offence punishable by imprisonment unless at the discretion of the Board they determine that such Director if convicted should not vacate his or her position on the Board; or
 - (c) Becomes the subject of a compulsory treatment order within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992; or
 - (d) Becomes a protected person within the meaning of the Protection of Personal and Property Rights Act 1988; or
 - (e) Resigns his or her office by notice in writing to the Chairperson of the Board or the Administrator; or
 - (f) Is absent without leave from two consecutive meetings of the Board; or
 - (g) Dies.

Replacement or Co-opted Directors

- 15.22 Should any Director die, resign or otherwise forfeit his or her position then the Board may appoint a replacement Director. Such replacement Director shall hold office until the next Annual General Meeting when that person shall retire but shall (subject to clause 15.2) be eligible for re-appointment.
- 15.23 The Board may appoint a co-opted Director to fill a seventh and/or eighth Board position provided that in doing so the Board must ensure that any such co-opted Director is only appointed so as to satisfy the requirements set out at clause 16.4 and clause 7.1 of Schedule 3 and for no other purpose. The term of office for any co-opted Director shall automatically expire at the commencement of the next Annual General Meeting.

Removal of the Board

- 15.24 The Members can seek the removal of the Board by requisitioning a Special General Meeting in accordance with rule 9.3. The Board can be removed from office by Special Resolution passed at a requisitioned Special General Meeting. The Administrator 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.
- 15.25 Any Special Resolution to remove the Board which is proposed at a Special General Meeting must also propose amendments to these Rules to allow for the appointment of new Directors to replace the Board so at all times there remains a quorate Board.

16. SELECTION AND APPOINTMENT OF DIRECTORS FOR THE BOARD

Appointments Panel to be convened

- 16.1 There shall be an Appointments Panel convened and administered in accordance with this clause 16 and Schedule 3 for the purposes of considering and appointing Directors to the Board.

Call for nominations of Directors

- 16.2 The Administrator shall call for nominations for Directors from Members and commence public advertising seeking applications as Directors not less than forty (40) Business Days prior to the date of the Annual General Meeting. Any nominations or applications shall be made in writing and shall be in the hands of the Administrator (or his or her nominee) not less than thirty (30) Business Days prior to the date of the Annual General Meeting.

Appointments Panel to Review

- 16.3 The Administrator shall forward all nominations or applications to the Appointments Panel.

Balanced Board

- 16.4 The Directors appointed by the Appointments Panel should represent a mix of skills and representation and otherwise be persons who have a passion for the advancement of cricket and who are regarded as competent and capable of carrying out the duties required of them under these Rules.

Term of Appointment

- 16.5 The Directors of the Board appointed by the Appointments Panel after the date of these Rules shall remain on the Board for a term of three (3) years subject to compliance with Rules 15.2, 16.6, 16.7, 16.8 and 16.9.

Eligible for Re-appointment

- 16.6 Two (2) existing Directors (together with any Director appointed under Rules 15.22 or 15.23) shall retire by rotation in accordance with Rule 16.8 but all such Directors shall, subject to clause 15.2, shall be eligible for re-appointment.

Appointments Panel

- 16.7 (a) The Appointments Panel shall appoint the Directors to the Board;
- (b) The number of candidates to be appointed shall be no more than the total number of Directors required to fill vacancies on the Board;
- (c) Not less than five (5) Business Days prior to the date of the Annual General Meeting the Administrator shall advise all Members of the names of the Directors appointed to the Board by the Appointments Panel with the effect that those Directors who have retired by rotation, or under Rule 15.22, shall no longer be Directors unless otherwise re-appointed by the Appointments Panel for a further terms of three (3) years.

Retirement Schedule

- 16.8 The Board shall supply to the Administrator each year a schedule of the order of

retirement by rotation of Directors. The schedule shall be determined by having those Directors who have been longest in office since they were last elected retire first. Where no two existing Directors have been in office longer than other Directors, the Board shall determine the order of retirement of those relevant Directors by rotation amongst themselves. For clarity, the Board shall consider time served by relevant Directors before the date of these Rules when determining the order of retirement of Directors by rotation.

Transitional Provisions

- 16.9 Notwithstanding any Rule, the Directors comprising the Board at the date of these Rules ("**Current Directors**") shall continue in office until the First Annual General Meeting where upon they shall all resign or may be appointed to the Board by the Appointments Panel in which case the Appointments Panel (in their sole discretion) shall appoint:
- (a) Two Directors for a period of three years from the First Annual General Meeting;
 - (b) Two Directors for a period of two years from the First Annual General Meeting;
 - (c) Two Directors for a period of one year from the First Annual General Meeting.
- 16.10 Rules 16.9 and 16.10 shall be of no further force or effect after the date of the First Annual General Meeting.

17. DUTIES AND POWERS OF BOARD

Duties

- 17.1 The Board of Directors shall be the executive of Hamilton Cricket and shall direct the affairs of Hamilton Cricket, and shall control its finances and shall have the following duties:
- (a) To employ, contract, appoint and support the Administrator of Hamilton Cricket and enter into an employment contract or a contract for service with such remuneration and on such terms as the Board shall think fit;
 - (b) To adopt a strategic plan, Board charter and policies and regularly review such strategic plan, Board charter and policies put in place by the Board from time to time to reflect goals and measures of both short term and long term;
 - (c) To adopt an annual budget to reflect the financial performance of Hamilton Cricket and to monitor results against the previous year's budget and ongoing performance against the existing approved budget throughout the relevant financial year;
 - (d) To adopt, make, repeal and amend all such rules, by-laws and regulations (including a code of conduct) as it thinks expedient for the management of Hamilton Cricket or for the furtherance of its objects and whether on its own account or in collaboration with other cricket associations;
 - (e) To make, repeal and amend rules for the regulation and control of any

competition or matches under its jurisdiction and whether on its own account or in collaboration with other cricket associations;

- (f) To adopt clearly defined delegations of authority from the Board to the Administrator and to confirm delegation of such authority to the Administrator;
- (g) Through the Administrator and where appropriate impose any penalty or other sanction of whatever kind upon any Affiliated Club, members thereof, or other Members of Hamilton Cricket or any teams or schools found guilty of breaching any of the rules, by-laws, (including any code of conduct) made by the Board, or refusing to give any effect to any resolution passed by the Board or any General Meeting of Hamilton Cricket;
- (h) To control expenditure and to raise money to satisfy the objects of Hamilton Cricket but within the powers of these Rules;
- (i) Generally to carry out the aims and objects of Hamilton Cricket and to deal with any matter not provided for in these Rules;
- (j) Through the Administrator, ensure that Hamilton Cricket has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- (k) To ensure Hamilton Cricket meets its obligations to Northern Districts Cricket and New Zealand Cricket;
- (l) To regularly agree the level of performance standards within management;
- (m) To review its own processes and effectiveness.

Powers

17.2 The Board shall have, in addition to all such executive powers as may be necessary for properly carrying out the objects of Hamilton Cricket set out in Rule 4, and powers under Rule 5 the additional following powers:

- (a) The Board may appoint persons or committees from within its own number or otherwise and to delegate to him, her or them such powers and responsibilities as it shall determine not inconsistent with these Rules. The Chairperson of the Board or a Director nominated by him or her shall have the right to attend any meeting of such committee;
- (b) The Board may hold an inquiry into and impose such sanction as it thinks fit in case of misconduct by any team, player or official while under the direct control of Hamilton Cricket or for such other reason as the Board shall decide. For the purposes of such inquiry to summon witnesses to appear and give evidence and in the event of failure or refusal to attend to impose such penalty or other sanction of whatever kind as the Board may consider fit;
- (c) In fulfilling the objects of Hamilton Cricket, to invest in property, assets and income in a manner appropriate for a professional trustee operating under New Zealand law;
- (d) Through the Administrator to open and operate in the name of Hamilton

Cricket such banking accounts as deemed necessary;

- (e) To enter into any agreement in the name of and on behalf of Hamilton Cricket for sharing profits, or for mutual assistance with any Member, person or body corporate;
- (f) To fill any vacancy on the Board which may occur by death, resignation or otherwise of a Director;
- (g) To call General Meetings of Hamilton Cricket;
- (h) To report to General Meetings of Hamilton Cricket;
- (i) To grant Clubs affiliation with Hamilton Cricket, nominate Life Members, Patron and President and terminate memberships;
- (j) To grant such rights and privileges for the various categories of Members determined by the Board from time to time;
- (k) To convene regular meetings with Chairpersons of Affiliated Clubs;
- (l) To establish competition platforms, rules or regulations for cricket in the Hamilton Region generally including but not limited to:
 - general rules of composition of teams;
 - grading, transfer, qualification and restrictions of players;
 - defaults, cancellations and postponement of fixtures;
 - results of fixtures;
 - competition rules;
 - sponsorship and naming rights;
 - code of conduct;
 - control of banned substances;
 - general playing conditions for all grades;
 - colours of Affiliated Clubs and Sub-Associations;
 - right to establish by-laws;
 - local playing conditions;
 - such other rules required to meet the objects of Hamilton Cricket;
- (m) If any circumstances arise which are not, or which in the opinion of the Board are not, provided for by these Rules, then those circumstances may be dealt with by the Board in such a manner as it shall think fit, and it may (if it thinks fit to do so) report the circumstances with its decision to a General Meeting of Hamilton Cricket for confirmation.

18. FINANCIAL, ANNUAL REPORT AND AUDIT

18.1 The financial year of Hamilton Cricket shall end on the 30th day of April in each year and may be altered from time to time by resolution at an Annual General Meeting.

18.2 Any Annual Report of the year's activities together with Statements of Financial Performance and Financial Position shall be prepared by the Board for presentation to the Annual General Meeting. The Statements of Financial Performance and Financial Position shall be audited prior to the Annual General Meeting.

19. COMMON SEAL

19.1 The Common Seal of Hamilton Cricket shall be held in the custody of the Administrator and shall be affixed only by resolution of the Board and attested by one Director and either the Administrator or another Director, and details of every use of the Common Seal shall be entered by the Administrator in a register kept for such a purpose.

20. COLOURS

20.1 The colours of Hamilton Cricket shall be black and gold, and shall be worn by all players representing Hamilton Cricket representative teams.

21. ALTERATION TO RULES

21.1 These Rules may be added to, altered, amended, repealed or replaced by a Special Resolution (of which notice has been given in accordance with these Rules) passed at a General Meeting.

21.2 All Affiliated Clubs shall supply to Hamilton Cricket on request their relevant contact details including board members and positions.

22. ADMINISTRATOR

Appointment

22.1 The Board may appoint a person to be the Administrator of Hamilton Cricket, who shall have such powers and functions as are determined by the Board.

Attendance at Board meetings

22.2 The Administrator shall not be entitled to be appointed to the Board but shall be entitled in a non-voting capacity to attend any meeting of the Board, unless such Board determines otherwise in any particular case.

Removal

22.3 Subject to the terms of any contract of appointment or employment, the Board may remove the Administrator.

23. DISQUALIFICATION AND ELIGIBILITY

23.1 The Board or its nominee shall have the power to inquire into the conduct of any Affiliated Club, team or player affiliated to or under the control of Hamilton Cricket and shall have the power to impose any penalty affecting their

participation in the game of cricket including disqualification or life ban, which the Board or its nominee may consider fit whether or not the penalty may have previously been imposed by any other authority.

24. WINDING UP

24.1 Any winding up of Hamilton Cricket shall not occur except by appropriate resolutions passed in accordance with section 24 of the Incorporated Societies Act 1908.

24.2 Upon a dissolution any surplus funds available after the payment of all liabilities of Hamilton Cricket shall be distributed to either:

- (a) The Affiliated Clubs of Hamilton Cricket; or
- (b) To some other approved sports body having objects similar to the objects of Hamilton Cricket.

Should the Board be unable to decide then as directed by a Judge of the High Court of New Zealand.

25. NOTICES

Manner of Notice

25.1 A notice under these Rules must be in writing and may be delivered personally, by post or by email.

Receipt of Notice

25.2 A notice will be deemed to have been received:

- (a) If personally delivered, when actually received;
- (b) If sent by post, three Business Days after it was sent;
- (c) If sent by email, on the day (or the next Business Day if it is sent after 5.00pm or on a day that is not a Business Day) it is sent, provided that no error message was received by the information system used by the sender.

SCHEDULE 1

PROXY FORM

I [] of [] being a duly authorised delegate [name Member] of [], hereby appoint [] of [] as my proxy to vote on my behalf to the extent I am entitled to vote under Rule 10.1 at the [Annual or Special] General Meeting of Hamilton Cricket to be held on the day of and any postponed meeting thereof.

Signed

Date

SCHEDULE 2
AFFILIATED CLUBS

Eastlink
Fraser Tech
Hamilton Lions
Hamilton Old Boys
Marist Suburbs
Melville
Star University
Northern United
North Waikato
Ngahinapouri
St. Pauls
Hamilton Boys High
St John's
Hillcrest High
Waikato Dio
Hamilton Girls High
Rototuna High School
Southwell School
Tamahere School
Newstead School
Gordonton School
Hillcrest School
Knighton School
St Pauls Nga
Berkley Middle School
Marian School
Te Rapa School
Fairfield Int
Maeroa Int
Saints United

SCHEDULE 3

APPOINTMENTS PANEL

1. Formation of Appointments Panel

- 1.1 The terms of reference for the Appointments Panel each year shall be developed by the Administrator and the Board with such outside assistance as they may require. The Appointments Panel:
- (a) Must be constituted at least fifty (50) Business Days prior to the date of the relevant Annual General Meeting ("**Appointment Date**"); and
 - (b) Holds office until the formation of the new Appointments Panel prior to the next Annual General Meeting.

2. Composition of Appointments Panel

- 2.1 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 1.1(b) of this Schedule 3:
- (a) A member nominated by the chairperson of Sport Waikato;
 - (b) A member appointed by the Board of Hamilton Cricket who shall not be a Director or the Administrator;
 - (c) A member approved at a meeting of the Premier Clubs who shall not be a member of a Premier Club.
- 2.2 It shall be a condition of the appointment that each member of the Appointments Panel confirms that they undertake the role pro bono.
- 2.3 The names of members for the Appointments Panel must be provided to the Board by the Appointment Date, otherwise it will be taken that the nominator has waived its right to nominate in which case the New Zealand Institute of Directors shall appoint a member or members to the Appointments Panel to fill any vacancy or vacancies.

3. Convenor

- 3.1 One member of the Appointments Panel shall be agreed by the other members as being the Convenor.

4. Quorum

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

5. Purpose

- 5.1 The purpose of the Appointments Panel shall be to consider each nominee and

applicant and to appoint Directors to the Board.

6. Director Appointment Process

- 6.1 The Administrator (or his or her nominee) shall provide to each member of the Appointments Panel:
- (a) Complete nomination and applications validly received pursuant to Rule 16.2 without delay following their receipt; and
 - (b) The number of Board positions in respect of which such nominees and applicants are to be considered.
- 6.2 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 appointments in this regard to the Administrator (or his or her nominee) at least five (5) Business Days prior to the relevant Annual General Meeting.
- 6.3 The Administrator (or his or her nominee) shall, prior to the date of the relevant Annual General Meeting, advise all Members and the Board of the names of the individuals appointed by the Appointments Panel as Directors to the Board.
- 6.4 The Appointments Panel shall make its appointments to precisely fill the relevant Director positions notified to it by the Administrator (or his or her nominee), unless it concludes that there are insufficient candidates with the requisite skills and experience to meet the needs of Hamilton Cricket, in which case the Board may choose to fill any vacancy pursuant to Rule 15.22 after the Annual General Meeting.

7. Relevant Considerations for the Director Appointment Process

- 7.1 When considering who to appoint to the Board, the Appointments Panel shall consider and have due regard to Rule 16.4 and the importance of gender and cultural diversity in the performance of the Board, compliance with any best practice governance requirements imposed by New Zealand Cricket or similar and while at all times endeavouring to ensure Hamilton Cricket has the best possible Board available.

8. Conflicts of Interest

- 8.1 Members of the Appointments Panel shall declare any conflicts of interest and not participate in the consideration of the particular candidate or candidates concerned.

9. Procedure

- 9.1 Except as otherwise provided in the Rules, the Appointments Panel will regulate its own procedure.