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**RULES OF
HAMILTON CRICKET ASSOCIATION INCORPORATED**

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**RULES OF
HAMILTON CRICKET ASSOCIATION INCORPORATED**

1. Constitution

- 1.1 The Association was incorporated at Hamilton on 16 April 1956.
- 1.2 These rules were adopted by way of amendment on 8th August 2013.

2. Name

- 2.1 The name of the Association is Hamilton Cricket Association Incorporated ("the Association").

3. Definitions and Interpretation

- 3.1 In these Rules, unless the context otherwise requires:

- (a) Words importing one gender include the other gender;
- (b) The singular includes the plural and vice versa;
- (c) References to a month or year are references to a calendar month or year as the case may be;
- (d) References to a person include references to an individual, partnership, firm, company, body corporate, corporation, association, organisation, trust, a state or government or any agency thereof, a local or regional authority, and any other entity or organisation, including without limitation a club, whether incorporated or not (in each case, whether or not having a separate legal personality).

- 3.2 In these Rules, unless the context otherwise requires:

"Affiliated Club" means a cricket club admitted to and maintaining the membership status of Affiliated Club in accordance with these Rules.

"Annual General Meeting" means an annual general meeting of the Association convened and held in accordance with these Rules.

"Area" means the area under the control of the Association as determined by the rules of New Zealand cricket.

“Associated Organisation” means an organisation admitted to and maintaining the membership status of Associated Organisation in accordance with these Rules.

“Association” means the incorporated society having, as at the date of the adoption of these Rules, the name Hamilton Cricket Association Incorporated.

“Bylaws” means the bylaws of the Association as may be amended from time to time in accordance with these Rules.

“Chair” means the person who, for the time being, holds the position of chairperson of the Executive in accordance with Rule 11.

“General Manager” means the person from time to time appointed by the Executive to, and holding the office of, chief executive of the Association or, in the absence of such appointment, the person(s) delegated by the Executive to perform the functions of the General Manager of the Association as identified in clause 19.

“General Meeting” means a meeting of the Association and includes an Annual General Meeting and a Special General Meeting.

“Junior” means all levels of cricket Year 13 and below.

“Junior Member Club” means a cricket club admitted to and maintaining the membership status of Junior Member Club for Junior’s in accordance with these Rules and excludes persons.

“Life Member” means a person appointed a life member of the Association in accordance with Rule 7.

“Member” means any member of the Association appointed or admitted to membership in accordance with these Rules.

“New Zealand Cricket” means New Zealand Cricket Inc, and includes any successors whether by reason of change of name or by transfer of responsibility for the ultimate control of cricket in New Zealand.

“Officer” means the Patron, the Chair, the Secretary and other members of the Executive.

“Ordinary Resolution” means a resolution of the Association or the Executive, as the case may be, passed by a simple majority of those present and voting on any issue.

“Patron” means the person for the time being elected and holding office as patron of the Association in accordance with these Rules.

“Rules” means these Rules as may be amended from time to time.

“Seal” means the common seal of the Association.

“Senior” means all levels of cricket which are not restricted to players Year 13 and under.

“Senior Member Club” means a cricket club admitted to and maintaining the membership status of Senior Member Club for Senior’s in accordance with these Rules and excludes persons.

“Special General Meeting” means a special general meeting of the Association convened and held in accordance with these Rules.

“Special Member” means a Life Member or Honorary Member.

“Special Resolution” means a resolution of the Association or the Executive, as the case may be, passed by a majority of 75% or more of those present and voting on any issue.

“Year 13” means the level of schooling referred to as Year 13, which is the final level of schooling at High School or its age equivalent.

4. Objects

4.1 The primary objects of the Association are to:

- (a) Promote and manage the game of cricket at all levels in the area under the control of the Association as determined by the rules of New Zealand Cricket;
- (b) To administer all assets, rights, privileges and liabilities of the Association;
- (c) Represent and promote the interests of members of the Association, and

- (d) Do any act or thing incidental or conducive to the attainment of any of the above objects.

4.2 Without detracting from the primary objects, the secondary objects of the Association are to:

- (a) Establish codes of behaviour applicable to members, and
- (b) Make regulations or bylaws to advance the attainment of any of the above objects.

4.3 For certainty, it is confirmed that, in furthering these objects, the Association shall, subject to these Rules, permit teams from outside the Area (“the Outside Team”) to play within competitions run by the Association.

5. Powers

5.1 In addition to its statutory powers, the Association:

- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient,
- (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient,
- (c) May invest in any investment in which a trustee might invest, and
- (d) Shall have power to borrow or raise money by debenture, bonds, mortgage and other means, with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least ten (10) clear days' written notice was given by circulation to all Members or by notification in the public notices column of a local daily newspaper.

5.2 Notwithstanding any other provision, the Association shall not expend any money:

- (a) Other than to further purposes recognised by law, nor
- (b) For the sole personal or individual benefit of any Member.

- 5.3 Any transactions between the Association and any Member, officer or member of the Executive, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Association would deal with third parties not associated with the Association, and any payments made in respect of such transactions shall be limited to:
- (a) A fair and reasonable reward for services performed,
 - (b) Reimbursement of expenses properly incurred,
 - (c) Usual professional, business or trade charges, and
 - (d) Interest at no more than current commercial rates.

6. Membership

- 6.1 The Association shall consist of Senior Member Clubs, Junior Member Clubs, Affiliated Clubs, Associated Organisations and such other categories of members as may from time to time be determined by Special Resolution of the Association at a General Meeting.
- 6.2 Any person or organisation that wishes to become a member of the Association may apply in writing to the Executive on the form from time to time prescribed for that purpose by the Executive.
- 6.3 As soon as reasonably practicable following receipt of such application, the Executive shall decide in its sole discretion whether to accept each application, and, if an application is to be accepted, to which category of membership the applicant will be admitted. In considering the category of membership, the Executive shall consider and apply the criteria specified for each category in these rules or the Bylaws.
- 6.4 The criteria of Senior Member Clubs, Junior Member Clubs, Affiliated Clubs and Associated Organisations shall be:
- (a) A Senior Member Club shall be a club or school whose playing strength, financial stability and administration comply with standards set down by the Bylaws;
 - (b) A Junior Member Club shall be a club or school with junior cricket teams (comprising players Year 13 and under) participating in competitions run by

the Association who have paid all competition levies due by them and otherwise complied with the Bylaws;

(c) An Affiliated Club shall be a club which wishes to belong to the Association, with or without teams, but which either does not qualify as a Member Club or does not wish to become a Member Club; and

(d) An Associated Organisation shall be an organisation which wishes to belong to the Association, with or without teams, but which either does not qualify as a Member Club or does not wish to become a Member Club.

6.5 Membership of the Association shall not confer on any member or any other person, any privilege, estate, proprietary right, interest, or share in funds or property of the Association nor shall any member be liable for any of the liabilities of the Association.

6.6 Any member may resign by giving to the Executive a minimum of 21 days notice in writing. No such resignation shall relieve any member from any liability of such member to the Association incurred prior to the resignation becoming effective, including without limitation, payment of any subscriptions, fees, or any other financial obligation.

6.7 The membership of the Association by any Senior Member Club, Junior Member Club, Affiliated Club, or Associated Organisation may be cancelled or suspended by a Special Resolution of the Executive. The Executive shall have full discretion regarding the exercise of its power under this Rule.

6.8 The Executive shall advise a person or organisation whose membership is cancelled or suspended under Rule 6.7, as soon as reasonably practicable, of the fact of, and, if deemed appropriate by the Executive in its sole discretion, the reasons for, the cancellation or suspension.

6.9 Every Senior Member Club, Junior Member Club, Affiliated Club, or Associated Organisation shall advise the Executive of any change of address.

6.10 The Executive shall keep a membership register of every Senior Member Club, Junior Member Club, Affiliated Club, or Associated Organisation recording their names and addresses and the dates each member became a member.

6.11 All members (and Executive members) shall promote the interests and the objects of the Association and shall do nothing to bring the Association into disrepute.

6.12 Copies of this constitution shall be provided (at cost) to any Member on request.

7. Life Members

7.1 A Life Member is a person honoured for meritorious services to cricket within the Area after recommendation by the Executive and election as a Life Member by resolution of a General Meeting passed by a Special Resolution of those present and voting.

7.2 A Life Member shall be entitled to all the rights and privileges of a member of the Association and shall be subject to all the duties of a member except those of paying subscriptions and levies.

7.3 All Life Members of the Hamilton Cricket Association and the Hamilton Junior Cricket Association at the date of adoption of these Rules shall continue as Life Members following the adoption of these Rules.

8. Subscriptions and Levies

8.1 The annual subscription (or the amount of any periodic payments if the Executive decides that it is payable by instalments) and any additional fees for different classes of membership for the following calendar year shall be set by the Executive and shall be notified to the members as soon as reasonably practicable after the Annual General Meeting.

8.2 Any member failing to pay the annual subscription (including any periodic payment), any levy, or any other fees within one (1) calendar month of the date the same being due shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Association activity until all the arrears are paid. If such arrears are not paid within six (6) months of the date the subscription or levy became due or such later date as the Executive may determine the member's membership shall be deemed to have been terminated and the member shall cease to be held out as a member of the Association, and shall return to the Association all property of the Association and any material produced by the Association (including any Membership certificate, handbooks and manuals).

9. Complaints Procedures

9.1 Any complaint about any member, whether from another member or any other person, shall be lodged in writing with the Executive, and the procedures set out below shall be observed:

(a) The Executive shall have the following discretions:

(i) If the nature of the complaint indicates that the subject matter should be dealt with by any Court or tribunal, the Executive may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:

- Effectively disposes of the complaint, the Executive may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or to make submissions, or
- Does not effectively dispose of the complaint, the Executive may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in paragraph (b)(iv) to (vii) of this rule.

(ii) The Executive may decline to investigate or consider the complaint if the nature of the complaint indicates that the subject matter is petty, frivolous, or inconsequential.

(iii) The Executive may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Executive, it becomes apparent to the Executive that it is not appropriate to investigate or consider the complaint.

(iv) If the investigation or consideration of the complaint is likely to require extensive enquiries, a considerable time input, or advice to the Executive from professional advisers, the Executive may at any time:

- Decline further to investigate or consider the complaint, or

- Require the complainant to deposit with the Association such sum as the Executive thinks fit to reimburse the Association wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Association's professional adviser's fees before further investigating or considering the complaint.
- (b) The following procedures shall be observed when a complaint is investigated and considered:
- (i) The member shall be given a copy of the complaint;
 - (ii) The member shall have the opportunity to provide a detailed written response to the complaint within not less than two (2) weeks after receiving a copy of the complaint or such further time as may be allowed by the Executive or any special committee established by it for the purpose of hearing and deciding upon the complaint;
 - (iii) Further enquiries may be made by or on behalf of the Executive or any such special committee, and the results of those enquiries shall be made known to the complainant and the member;
 - (iv) The Executive or any such special committee shall allow the complainant and the member the opportunity to be heard by the Executive or any such special committee (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint);
 - (v) The Executive or any such special committee may:
 - Dismiss the complaint, or
 - Uphold the complaint and do one or more of the following:
 - Reprimand or admonish the member,
 - Suspend the member from membership for a specified period,
 - Alter the membership classification of the member,
 - Impose a fine on the member, or

- Expel the member.
- (vi) The Executive or any such special committee shall respect the confidentiality of the proceedings, and
- (vii) The decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the member in writing, and may at the discretion of the Executive or any such special committee be conveyed to members.
- (c) The decisions of the Executive or any special committee hearing and deciding upon any complaint under this Rule shall be final and binding on the complainant and the member complained against, and shall not be subject to any review or challenge.
- 9.2 A member whose membership is terminated under these Rules shall remain liable to pay all subscriptions and levies to the end of the Association's financial year in which the membership was terminated, shall cease to hold himself or herself out as a member of the Association, and shall return to the Association all property of the Association and all material produced by the Association (including any Membership certificate, handbooks and manuals).
- 9.3 For certainty, it is confirmed that the procedure in this Rule 9 relates only to issues of membership arising under these Rules. Matters relating to competitions run by the Association and the conduct of members participating in those competitions shall be set out in Bylaws to be adopted from time to time by the Association.

10 Re-admission of former members

- 10.1 Any former member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the Executive.
- 10.2 However, if a former member's membership was terminated under either of Rules 8.2 or 9, the applicant shall not be re-admitted by the Executive without the prior approval of a General Meeting.

11 Election of Patron and Executive

- 11.1 The following Officers shall be appointed annually by the members:

- (a) Patrons (optional), and
 - (b) A minimum of six (6) to a maximum of eight (8) Executive Members, who shall be the Association's Executive.
- 11.2 The Executive shall elect, by Ordinary Resolution, one of its number to act as Chair.
- 11.3 The Executive shall also have the right to co-opt, by Special Resolution, two (2) independent members to serve as Executive members (“the Independent Executive(s)”) for such terms as may be decided by the Executive.
- 11.4 The Independent Executives shall have full voting rights on the Executive.
- 11.5 The Chair shall, in addition to all other duties described in these Rules, generally oversee and direct the affairs and business of the Association.
- 11.6 The election of the Patron and the Executive member shall be conducted as follows:
- (a) Written nominations for nominees under Rule 11.1, accompanied by the written consent of each nominee, shall be received by the General Manager not less than ten (10) clear days before the date of the Annual General Meeting.
 - (b) Not less than seven (7) clear days before the date of the Annual General Meeting, the General Manager shall post to all Members a voting paper listing all nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the General Manager by or on behalf of each nominee in support of the nomination.
 - (c) If there are insufficient valid nominations received under subrule (a) above, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
 - (d) Votes shall be cast in such manner set out in the Rule 18. The General Manager shall act as scrutineers for the counting of the votes and destruction of any voting papers.
 - (e) In the event of any vote being tied the tie shall be resolved by the incoming Executive.

11.7 Any Executive Member may be removed by a Special Resolution of those present and voting at a General Meeting for which prior notice of the proposed resolution to remove the Executive Member was given in the notice of meeting.

11.8 The Executive shall be appointed at the Annual General Meeting in each year.

12 Management by the Executive

12.1 From the end of each Annual General Meeting until the end of the next, the Association shall be administered, managed and controlled by the Executive, which shall be accountable to the Members for the implementation of the policies of the Association.

12.2 Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the Association's powers, other than those required by statute or by these Rules to be exercised by the Association in General Meeting.

12.3 The Executive shall:

- (a) Set and administer the policy of the Association as required or authorised by these Rules or the Bylaws (except as required by these Rules or the Bylaws to be administered by some other body);
- (b) Determine the number, nature and function of sub-committees that it considers necessary to assist it in the carrying out of its duties;
- (c) Appoint, motivate and review the performance of the General Manager;
- (d) Empower the Chief Executive to carry out the duties specified in Rule 19.2;
- (e) Protect the Association's financial position;
- (f) Regularly review the strategic plan for the Association as prepared by the General Manager;
- (g) Adopt an annual budget for financial performance and monitor the results of the Association against such budget;
- (h) Annually review its own processes and effectiveness;
- (i) Adopt clearly defined delegations of authority from itself to the General Manager;

- (j) Confirm the delegations of authority below the General Manager;
- (k) Ensure the Association has all the necessary internal reporting systems and controls along with the appropriate monitoring mechanisms to ensure the fulfilment of the Executive's overall responsibilities as defined in this Rule 12.3;
- (l) Agree on a regular basis, performance indicators and performance targets for the Association's management. Such performance indicators and standards will include, without restriction:
 - (i) Comprehensive player management procedures;
 - (ii) The purpose, quality, programming and execution of local competitions; and
 - (iii) Staff performance appraisal systems;
- (m) Ensure that communication with all the Association's stakeholders and New Zealand Cricket is of the highest standard;
- (n) Define the criteria for, and responsibilities of, the Association's Senior Member Clubs, Junior Member Clubs, Affiliated Clubs, or Associated Organisations which have the means to foster and develop the game of cricket;
- (o) Adopt policies for cricket in the Area;
- (p) Agree the processes which shall apply to the appointment of coaches, selectors, team management and captains of all representative teams under the Association's control;
- (q) Take responsibility for emergencies;
- (r) Attend to matters relating to New Zealand Cricket, including the appointment of a delegate or delegates to it. Such delegates must attend and report to meetings of the Board of Directors as from time to time required;
- (s) Appoint such representatives to bodies or committees of New Zealand Cricket as may be required from time to time; and

- (t) Approve the appointment of all staff other than the General Manager as may be required from time to time to carry out the affairs and activities of the Association.
- 12.4 The Executive shall meet at least six (6) times per year at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the Chair or the General Manager.
- 12.5 All Executive meetings shall be chaired by the Chair or in the Chair's absence by another Executive member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.
- 12.6 In addition to the power conferred by Rule 12.3, the Executive may co-opt any person to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 12.7 Any person co-opted to the Executive under Rule 12.6 shall not have voting rights on the Executive.
- 12.8 The quorum for Executive meetings is at least half the number of the Executive members.
- 12.9 Only Executive members elected under Rule 11, who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.
- 12.10 The Executive may appoint subcommittees consisting of such persons (whether or not members of the Association) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:
- (a) The quorum of every subcommittee is half the members of the subcommittee,
 - (b) No subcommittee shall have power to co-opt additional members,
 - (c) No subcommittee may commit the Association to any financial expenditure without express authority, and
 - (d) No subcommittee may delegate any of its powers.
- 12.11 The Executive and any subcommittee may act by resolution approved by an Ordinary Resolution of the members of the Executive or subcommittee in the course of a

telephone conference call or through a written ballot conducted by mail, facsimile or email.

12.12 The Executive from time to time may make and amend regulations, bylaws and policies for the conduct and control of Association activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by members, and copies shall be provided (at cost) to any Member on request.

12.13 Other than as prescribed by statute or these Rules, the Executive may regulate its proceedings as it thinks fit.

12.14 Members:

(a) Of the Executive may receive such honoraria as may be set by resolution of a General Meeting, and

(b) Of the Executive and of subcommittees shall be entitled to be reimbursed by the Association for any reasonable actual expenses incurred by them on behalf of the Association as approved by resolution of the Executive.

12.15 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all members.

12.16 Each Executive Member shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that Executive Member's successor all books, papers and other property of the Association possessed by such former Executive Member.

12.17 The Executive may employ any person or company to administer or manage the affairs of the Association.

12.18 Indemnity for Executive:

(a) No Executive Member shall be liable for the acts or defaults of any other Executive Member or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

- (b) The Executive and each of its members shall be indemnified by the Association for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

13 Records and Minutes

- 13.1 The General Manager shall record the minutes of all General Meetings and Executive meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.
- 13.2 The General Manager shall hold the Association's records, documents, and books.
- 13.3 The General Manager shall deal with and answer correspondence and perform such other duties as directed by the Executive.
- 13.4 The General Manager shall be responsible for maintaining the regular meeting schedule for the Executive, notifying Executive Members of upcoming meetings and communicating important outcomes from Executive Meetings to the members.

14 Registered Office

- 14.1 The Registered Office of the Association shall be at such place as the Executive from time to time determines.

15 Finance

- 15.1 The Executive shall appoint not less than three (3) of the Executive Members to act as a Business Subcommittee.
- 15.2 The General Manager shall keep such books of account as may be necessary to provide a true record of the Association's financial position. The Business Subcommittee shall be responsible for reviewing the books of account prepared by the General Manager and reporting on the Association's financial position to each Executive meeting, and presenting an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting together with a budget for the next financial year.

- 15.3 The Executive shall maintain bank accounts in the name of the Association, and all cheques and withdrawal forms shall be signed by two members of the Executive or the General Manager and countersigned by a member of the Executive.
- 15.4 All money received on account of the Association shall be banked within seven days of being received.
- 15.5 The Association's financial year shall be set by the Executive from time to time in its discretion.
- 15.6 The Annual General Meeting each year shall appoint an auditor (who is a member of the New Zealand Institute of Chartered Accountants and not a member of the Association) to audit the annual accounts of the Association and provide a certificate of correctness of the same, and if any such auditor is unable to act the Executive shall appoint a replacement auditor.

16 Execution of Documents

- 16.1 The Common Seal of the Association shall be retained by the General Manager.
- 16.2 Documents shall be executed for the Association pursuant to a resolution of the Executive:
- (a) By affixing the Common Seal witnessed by the Chair and countersigned by some other member of the Executive, or
 - (b) Where the document is not required by statute to be executed under common seal, by the Chair and some other member of the Executive signing on behalf of the Association.

17 General Meetings

- 17.1 The Annual General Meeting shall be held no later than 31 August in each year at a time and place fixed by the Executive.
- 17.2 Special General Meetings may be called by the Executive or by written requisition to the General Manager signed by not less than a quarter of the financial Senior Member Clubs, Junior Member Clubs, Affiliated Clubs and Associated Organisations.
- 17.3 At least 21 clear days before any General Meeting the General Manager shall post to all Senior Member Clubs, Junior Member Clubs, Affiliated Clubs, Associated

Organisations and Life Members written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report, Statement of Accounts, a form and information calling for nominees for election to the Executive and the position of Patron, and notice of any motions and the Executive's recommendations in respect thereof). The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.

- 17.4 General Meetings may be attended by all members of whatever class of membership, but only financial Senior Member Clubs, Junior Member Clubs, Affiliated Clubs, Associated Organisations and Life Members are entitled to vote.
- 17.5 A financial Senior Member Clubs, Junior Member Clubs, Affiliated Clubs, Associated Organisations or Life Member shall be entitled to vote by written proxy in favour of another financial Member present at the meeting, but no other proxy voting shall be permitted.
- 17.6 The quorum for General Meetings is 15 Members, represented in person or by proxy in accordance with these Rules.
- 17.7 All General Meetings shall be chaired by the Chair or in the Chair's absence by another Executive member elected for the purpose by the Members, and any such chairperson shall have a deliberative and casting vote.
- 17.8 The business of the Annual General Meeting shall be:
- (a) Minutes of the previous General Meeting(s);
 - (b) Annual Report of the Executive;
 - (c) Statement of Accounts;
 - (d) Election of any Patron(s), and the Executive;
 - (e) Motions of which notice has been given; and
 - (f) General business.
- 17.9 Any Member wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of the same to the General Manager not less than 14 clear days before the date of the meeting. The Executive may consider

all such notices of motion and provide recommendations to members in respect thereof.

18 Voting

18.1 Votes shall be exercised as follows:

- (a) At General Meetings voting shall be by voices, by show of hands or, on demand of the chairperson or of any financial Member present, by secret ballot, and on any secret ballot each financial Member shall be entitled to one vote.
- (b) Unless otherwise required by these Rules, all questions shall be determined by an Ordinary Resolution of those present and voting at the General Meeting.
- (c) To determine any issue already lawfully before a General Meeting (including any election or amendment to these Rules) the meeting may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (e) of this Rule.
- (d) To determine any issue (including any amendment to these Rules) the Executive may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (e) of this Rule.
- (e) In respect of postal ballots held under this Rule:
 - (i) Only financial Members may vote in any postal ballot,
 - (ii) The resolution to hold a postal ballot shall set a closing date and time for ballots to be received by the General Manager, but the closing date shall be no earlier than a fortnight after the date ballot papers are sent out to financial Members (excluding the date of posting),
 - (iii) In respect of any motion to amend these Rules by postal ballot, the motion shall be accompanied by reasons and recommendations from the Executive, and such motion must be passed by a Special Resolution of those voting,
 - (iv) Voting in a postal ballot may be by ballots returned to the General Manager by mail, delivery, facsimile or email,

- (v) The General Manager shall declare the result of the postal ballot, and
 - (vi) The result of any postal ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.
 - (f) A resolution passed by the required majority at any General Meeting or by postal ballot binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.
- 18.2 Only Members within the Area shall submit nominations for election to the Executive. Existing Council Members shall automatically be nominated for re-election.
- 18.3 Voting in relation to the election of the Executive shall be conducted in accordance with Rule 18.5 and 18.7.
- 18.4 Only Junior Member Clubs and Affiliated Clubs and Associated Organisations with teams playing in Junior competitions and based within the Area may cast a vote.
- 18.5 For the purposes of Rule 18.3, each Junior Member Club, Affiliated Club and Associated Organisation shall have one (1) vote for every four (4) teams or part thereof entered in Junior competitions in the preceding season (for example, a Junior Member Club will have one (1) vote for up to four (4) teams, two (2) votes for up to eight (8) teams and five (5) votes for up to twenty (20) teams).
- 18.6 Only Senior Member Clubs and Affiliated Clubs and Associated Organisations with teams playing in Senior competitions and based within the Area may cast a vote.
- 18.7 For the purposes of Rule 18.3, each Senior Member Club, Affiliated Club and Associated Organisation shall have one (1) vote for each team entered in Senior competitions in the preceding season.
- 18.8 Where any dispute arises as to whether an individual, team, Member or competition is properly a Senior Member or a Junior Member, the Executive shall determine the dispute in its sole discretion.

19 Administration

- 19.1 The General Manager shall have overall responsibility for the day to day administration of the Association's affairs and will implement policies as determined from time to time by the Executive.

19.2 Subject to any direction by the Executive to the contrary, the principal areas of the General Manager's responsibilities shall be:

- (a) Development for Executive debate and confirmation of regular strategic plans, annual operating plans, annual financial budgets and specific issues as they arise;
- (b) Implementing the strategic plans and operating plans as agreed by the Executive;
- (c) Establishing proper internal controls, management information systems and accounting records;
- (d) Ensuring at all times a loyal, high quality, well motivated, appropriately structured organisation working constructively and to a high standard of outcomes within the agreed framework of the Executive's prevailing strategic and operating plans;
- (e) Representing the Association with distinction in all of its stakeholder relationships and transactions;
- (f) Developing and managing a comprehensive, coherent communications plan, with particular attention to be paid to the quality, form and timeliness of communication with the Association's Members, sponsors and with New Zealand Cricket;
- (g) Ensuring the Association is positioned at the leading edge of the development of cricket in New Zealand;
- (h) Ensuring comprehensive management processes for representative players, teams and team management in line with New Zealand Cricket's best practice;
- (i) Preparing quality information in a timely fashion on all matters requiring Executive deliberation;
- (j) Implementing with excellence all Executive resolutions;
- (k) Recommending the appropriate staff structure to the Executive to achieve the Association's objectives;

- (l) Managing the Association's staff and ensuring the efficient management of the Association's affairs; and
- (m) Such other matters as are specifically referred to in these Rules.

19.3 The General Manager may appoint, with the approval of the Executive, such staff as are deemed necessary to assist the General Manager in the implementation and administration of the affairs of the Association.

20 Alteration of Rules

20.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a Special Resolution of those Members present and voting.

20.2 Any proposed motion to amend or replace these Rules shall be signed by at least 15 Members and given in writing to the Secretary at least 30 clear days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

20.3 At least 21 clear days before the General Meeting at which any such proposal is to be considered the General Manager shall post written notice to all Members of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof.

21 Winding up

21.1 The Association may be wound up under the provisions of the Incorporated Societies Act 1908.

21.2 If the Association is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such purposes in New Zealand as may be determined in accordance with the statute or resolution to wind up, but no distribution shall be made to any Member.