

**THE CONSTITUTION OF
NORTHLAND CRICKET ASSOCIATION
INCORPORATED**

1. CONSTITUTION

- 1.1 Northland Cricket was incorporated at Whangarei on 16 January 1967.
- 1.2 This Constitution was adopted by way of amendment on 1 October 2025.

2. NAME

- 2.1 The name of the Association shall be "Northland Cricket Association Incorporated" and it may also be referred to as "Northland Cricket" whenever appropriate.
- 2.2 The headquarters of Northland Cricket and its registered office shall be at Cobham Oval, 79 Okara Drive, Whangarei or such other place as the Board shall from time to time decide.

3. DEFINITIONS AND INTERPRETATION

Definitions

- 3.1 In this Constitution, the following words have the following meanings:

"Act" means the Incorporated Societies Act 2022;

"Adult Grade Competitions" means the Northland Cricket Premier or Reserve grade competitions as administered by Northland Cricket (and any competitions in substitution thereof and as determined by the Board from time to time);

"Affiliated Club" means a club affiliated to Northland Cricket under clause 6;

"Appointments Panel" means the panel established under clause 17 to consider nominations and applications and appoint Directors to the Board in accordance with clause 17 and Schedule 3;

"Cobham Oval Trustees" means those trustees appointed from time to time under a Deed of Trust dated 15 October 2013 establishing the Cobham Oval Trust;

"Board" means the Directors of Northland 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 within the Northland Region;

"Delegate" means a delegate of a Member entitled to vote under clause 11 and includes a proxy Delegate, appointed in accordance with clause 11.5;

"Directors" means the directors of Northland Cricket appointed and holding office from time to time appointed in accordance with this Constitution;

"General Manager" means the General Manager of Northland Cricket;

"General Meeting" means an Annual General Meeting or a Special General Meeting of Northland Cricket;

"Members" means those persons referred to in clause 8.1;

"New Zealand Cricket" means New Zealand Cricket Incorporated;

"Northland Cricket" means Northland Cricket Association Incorporated;

"Northland Region" means the region defined by Northland Cricket in consultation with the Northern Districts Cricket Association from time to time as being the Northland Region;

"Junior Grade Competitions" means the Northland Cricket "A" grade, "B" grade, "C" grade, Division 1A and Division 1B grade competitions as administrated by Northland Cricket (and any competitions in substitution thereof and as determined by the Board from time to time);

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

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

"Sub-Association" means a sub-association affiliated to Northland Cricket under clause 7;

"Umpires Association" means an umpire association affiliated to Northland Cricket under clause 7.

Interpretation

3.2 In this Constitution, 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 this Constitution;
- (d) Clause and other headings are for ease of reference only and do not affect the interpretation of this Constitution;
- (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 NORTHLAND CRICKET

4.1 The objects of Northland Cricket are:

- (a) To organise, foster, encourage, control, support and promote cricket in the Northland Region, and to be responsible for its administration;
- (b) To control, manage and administer competitions for Affiliated Clubs and Sub-Associations and such other cricket competitions and cricket matches as Northland Cricket may determine;
- (c) To assist New Zealand Cricket in the promotion and management of all international and representative matches held in the Northland Region;
- (d) To arrange and encourage the provisioning of quality pitches, grounds and facilities associated with the game of cricket in the Northland Region;
- (e) To arrange, conduct, control and manage Northland Cricket representative teams and matches;
- (f) To be affiliated with 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 Northland Cricket deems to be in the interests of Northland Cricket;
- (g) To establish strategic alliances with any other cricket entities or interests in the Northland Region and elsewhere consistent with the need to foster and promote the game of cricket;
- (h) 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;
- (i) To establish and promulgate rules, playing conditions and regulations for the playing of cricket in the Northland Region;
- (j) To consider and adjudicate upon all disputes between Affiliated Clubs and Sub-Associations on all matters, whether being misconduct or otherwise arising out of the playing or administration of the game of cricket in the Northland Region, and to adjudicate on any appeals referred to it;
- (k) To provide the means for properly conducting, administering, controlling and carrying on the game of cricket in the Northland 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 or Northland Cricket;

- (l) To do such other acts and things to promote the game of cricket as the Board may determine from time to time.

5. POWERS OF NORTHLAND CRICKET AND THE BOARD

General Power

- 5.1 Northland 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 Northland Cricket including the power to impose annual subscriptions required from Affiliated Clubs and Sub-Associations 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 Northland Cricket.

Specific Powers

- 5.2 The Board at their absolute discretion and without limiting the general power under clause 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 Northland 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 Northland 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 Northland 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 Northland 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 Northland 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 Northland Cricket;
 - (g) To establish and maintain an active professional management, cricket development and coaching system in order to implement the objects of Northland Cricket;
 - (h) To engage professional cricketers where required and otherwise employ such persons as may be necessary to promote, develop and administer the game of cricket in the Northland 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 Northland Cricket;
- (j) Enter into any contract or arrangement (whether legally binding or otherwise) which Northland 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 Northland Cricket may consider appropriate for the attainment of any of its objects or generally promoting, carrying on and fostering the game of cricket;
- (l) Engage with the Cobham Oval Trustees in order to enhance the promotion of cricket throughout the Northland Region and ongoing maintenance and development of cricket facilities at Cobham Oval;
- (m) 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;
- (n) Any delegation of powers of the Board or General Manager duties shall only be carried out in accordance with the then current Board's delegation policy, in existence at the time of any such delegation;
- (o) 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 Northland Cricket in force from time to time;
- (p) To carry out those powers set out in clause 18.2.

Amateur Cricket

- 5.3 Northland Cricket is incorporated for the purpose of governing and promoting amateur cricket for the recreation or entertainment of the general public of the Northland Region. The capacity of Northland 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 Northland Cricket's capacity to carry on any business or activity, do any act and enter into any transactions outlines in clauses 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 this Constitution shall permit Northland 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 clause 5.5 applies, notwithstanding any other provision of this Constitution to the contrary and its effect must not be removed from this Constitution and must be included in any alteration of, addition to or revision of this Constitution.

6 AFFILIATED CLUBS

- 6.1 The Affiliated Club membership of Northland 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 Northland Cricket by any new Club 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 Northland Cricket's Adult Grade Competitions; and
- (b) That the Club:
 - (i) Will have regular playing membership comprising at least 60% of new players to Northland Cricket;
 - (ii) Has the written consent of any Club which in the opinion of the Board is affected by players moving to the new Club; or
 - (iii) Replaces two or more Clubs that were Affiliated Clubs in the previous season;
- (c) That the Club is a properly formed legal entity capable of being sued and able to sue in its own right;
- (d) That the Club can reasonably demonstrate that it has an active management structure in place; and
- (e) Such other matters considered relevant by the Board having regard to the objects of Northland Cricket.

Compliance with this Constitution

- 6.3 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 Northland Region and shall also comply with the terms of this Constitution and any rules, regulations and by-laws and playing conditions, as laid down from time to time by Northland Cricket.

Club Membership may cease

6.4 An Affiliated Club's membership shall cease:

- (a) If it fails to field at least one team in any Northland Cricket adult grade competition 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 Northland Region or compliance with the terms of this Constitution, and any rules, regulations and by-laws and playing conditions, as laid down from time to time by Northland Cricket; or
- (c) By Special Resolution passed at a General Meeting.

7. SUB-ASSOCIATIONS AND UMPIRES ASSOCIATION

Sub-Associations

7.1 The affiliated Sub-Association membership of Northland Cricket shall be open to and consist of:

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

Conditions of Approval for Sub-Associations

7.2 Application for affiliation with Northland Cricket by any new Sub-Association 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 Sub-Association comprises a combination of two or more Clubs located within the Northland Region and which are not Affiliated Clubs;
- (b) That the Sub-Association is a properly formed legal entity capable of being sued and able to sue in its own right;
- (c) That the Sub-Association can reasonably demonstrate that it has an active management structure in place;
- (d) Such other matters considered relevant by the Board in regard to the objects of Northland Cricket.

Compliance with this Constitution

- 7.3 A Sub-Association shall comply with the directives and requirements of the Board in so far as they relate to the administration of the game in the Northland Region and shall also comply with the terms of this Constitution and any rules, regulations and by-laws and playing conditions as laid down from time to time by Northland Cricket.

Sub-Association Membership may cease

- 7.4 A Sub-Association's membership shall cease:
- (a) If the Sub-Association ceases to comprise two or more Clubs located within the Northland Region and which are not Affiliated Clubs;
 - (b) If the Board is satisfied after reasonable enquiry that the Sub-Association has failed to comply with the directives and requirements of the Board in so far as they relate to the administration of the game in the Northland Region or compliance with the terms of this Constitution and any rules, regulations and by-laws and playing conditions, as laid down from time to time by Northland Cricket; or
 - (c) By Special Resolution passed at a General Meeting.

Sub-Association Boundaries

- 7.5 Northland Cricket shall have the power to fix the boundaries of each Sub-Association's district and to make alterations to such boundaries as it may from time to time consider necessary.

Umpires Association

- 7.6 The affiliated Umpires Association membership of Northland Cricket consists of any group of persons that the Board considers in its sole discretion represents the interests of cricket umpires in the Northland Region.

Membership

- 7.7 Members must complete a membership application form as provided by the General Manager and supply such information as may be requested by the Board.
- 7.8 The membership application form must provide a mechanism for the Member to confirm their consent to become a member of Northland Cricket, which may include:
- (a) A requirement to sign the membership application form; or
 - (b) A requirement to confirm by electronic means their consent to become a Member of Northland Cricket.
- 7.9 If the membership application form is completed by an Affiliated Club, the consent required for the purposes of clause 7.8 must be given in writing by a person acting under the express or implied authority of the Affiliated Club.
- 7.10 Every Member must advise the General Manager of any change of the Member's contact details.
- 7.11 The General Manager must keep a register of Members recording:

- (a) The name of each Member;
 - (b) The last known contact details of each Member;
 - (c) The date on which each person became a Member; and
 - (d) All other information prescribed by the Act (if any).
- 7.12 The General Manager must update its register of Members as soon as practicable after becoming aware of changes to the information recorded on the register.
- 7.13 All Affiliated Clubs shall supply to Northland Cricket on request their relevant contact details including board members and positions.

8. MEMBERS OF NORTHLAND CRICKET

- 8.1 Notwithstanding anything to the contrary in this Constitution the members of Northland Cricket shall comprise the following:
- (a) Affiliated Clubs;
 - (b) Sub-Associations;
 - (c) Umpires Association;
 - (d) Patron, President and Life Member;
 - (e) Any organisation that is accepted by the Board as representing junior cricket in the Northland Region from time to time;
 - (f) Such other categories of Members determined from time to time by the Board.

Rights of Members

- 8.2 All Members shall have the right to attend a General Meeting and those Members set out in clause 11.1 shall have a right to vote.

Member Cessation

- 8.3 Any Member (other than an Affiliated Club or Sub-Association) shall cease to be a Member of Northland Cricket:
- (a) By resignation by notice in writing to the General Manager of Northland Cricket. The Member shall remain liable to Northland 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 Northland Region or the compliance with the terms of this Constitution and any other rules, regulations and by-laws and playing conditions, as laid down from time to time by Northland Cricket.

9. OFFICE HOLDERS AND LIFE MEMBERS

- 9.1 Northland Cricket may have a Patron and a President.

Patron and President

- 9.2 The Patron and President may be elected annually at the Annual General Meeting of Northland Cricket and each shall hold office until their successor is elected.

Vacate Office

- 9.3 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

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

Nominations

- 9.5 Nominations for the Patron and President shall be made each year by the Members and be in the hands of the General Manager not less than twenty (20) Business Days prior to the Annual General Meeting.

Auditor

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

Honorary Legal Counsel

- 9.7 Honorary Legal Counsel to Northland Cricket shall be appointed at each Annual General Meeting. 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 Northland who is a Director or employed as a staff member of Northland Cricket.

Life Members

- 9.8 Members may nominate any person, who has made an extraordinary contribution to cricket or cricket administration within the Northland Region as a Life Member of Northland 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 Northland Cricket, with any such appointment to be ratified by the Members at the next Annual General Meeting.

Rights of Life Members

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

10. GENERAL MEETINGS

Annual General Meetings

- 10.1 The Annual General Meeting of Northland Cricket shall be held not later than the last Saturday of October each year (unless the Board determines otherwise for good reason) provided that the Annual General Meeting must be held:
- (a) Not later than six (6) months after Northland Cricket's balance date; and
 - (b) Not later than fifteen (15) months after the previous Annual General Meeting.

Notice of AGM

- 10.2 The General Manager (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 clause 15.1 and include a copy of the latest Annual Report and Statements of Financial Performance and Financial Position.

Special General Meetings

- 10.3 The General Manager (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 three Affiliated Clubs and/or Sub-Association(s). Such requisition shall set forth the purpose of such meeting. The meeting shall be held within twenty (20) Business Days of receipt by the General Manager of the request or requisition.

Notice of SGM

- 10.4 The General Manager (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.

Applicability to SGM

- 10.5 All clauses in this Constitution applicable to the Annual General Meeting shall, where not inconsistent, apply to a Special General Meeting.

Minutes

- 10.6 The General Manager shall keep minutes of each General Meeting. If the General Manager is not present at a General Meeting, the Chairperson must appoint a Director to keep minutes of the General Meeting.

Written Resolution in Lieu of General Meeting

- 10.7 A written resolution is as valid as if it has been passed at a General Meeting if it is approved by no less than seventy five (75) percent of the number of Members who are entitled to vote.
- 10.8 A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication)

each approved by or on behalf of one or more of the Members who are entitled to vote.

10.9 For the purposes clause 10.8, a Member may give their approval by:

- (a) Signing the resolution; or
- (b) Giving their approval to the resolution by email or any other electronic means approved by the Board.

11. DELEGATES AND VOTING

Representation

11.1 At every General Meeting of Northland Cricket the following Members shall be entitled to representation and voting rights on the following basis:

- (a) Every Affiliated Club which has maintained one team in the Northland Cricket 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 two or more teams in the Northland Cricket Adult Grade Competitions in the season immediately preceding the date of the General Meeting, one Delegate with two votes;
- (c) Every Affiliated Club which has maintained at least four teams in the Northland Cricket Junior Grade Competitions in the season immediately preceding the date of the General Meeting, one additional vote exercised by its Delegate;
- (d) The President shall have one vote;
- (e) The Board shall have one vote;
- (f) The Umpires Association shall have one Delegate with one vote;
- (g) A Sub-Association which has maintained at least two Clubs (whether adult or junior grade) in its sub-association district in the season immediately preceding the date of the General Meeting shall have one Delegate with two votes;
- (h) A Sub-Association which has maintained between three and six Clubs (whether adult or junior grade) in its sub-association district in the season immediately preceding the date of the General Meeting shall have one Delegate with three votes;
- (i) A Sub-Association which has maintained seven or more Clubs (whether adult or junior grade) in its sub-association district in the season immediately preceding the date of the General Meeting shall have one Delegate with four votes;
- (j) Any organisation that is accepted by the Board as representing junior cricket in the Northland Region from time to time shall have 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

- 11.2 In no instance may an Affiliated Club have more than three votes.

Fees must be paid

- 11.3 (a) The number of teams maintained by each Affiliated Club means the number of teams in respect of which affiliation fees were paid to and received by Northland Cricket for the season preceding the date of the Annual General Meeting;
- (b) No Member may exercise its right to vote unless such Member has first paid such fees, levies or subscriptions as have been set by Northland Cricket and are payable at the date of the relevant General Meeting.

Amalgamated Club Representation

- 11.4 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 clause 11.1 but subject to the maximum votes permitted under clause 11.2.

Advise names of Delegates

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

Proxy Delegates

- 11.6 In the event of a Delegate or other person entitled to vote under clause 14.2 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

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

Persons not entitled to be Delegates

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

No Delegate can be a Director

- 11.9 No Delegate shall be a Director.

Delegates can represent only one Member

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

12. CHAIRPERSON

- 12.1 At all General Meetings the Chair will be taken by the President of Northland Cricket, but if the President is not present, able or willing to take the Chair then the Chair for such meeting shall be the 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 their removal or election of the President.
- 12.2 Any Chairperson or substituted Chairperson may exercise any deliberating voting rights to which he or she is entitled under this Constitution but shall not have a second or casting vote.

13. QUORUM

- 13.1 At all General Meetings of Northland Cricket a quorum shall be eight Delegates or Proxy Delegates present in person or by electronic means. 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.

14. SPEAKING RIGHTS AND VOTING

Those entitled to speak

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

Right to vote

- 14.2 Those Members listed under clause 11.1 shall be entitled to vote at any General Meeting of Northland Cricket. Those Member's Delegate shall have the number of votes set out in clause 11.1.

Voting by voice, hands or ballot

- 14.3 The voting on each question shall be decided on the voices or, at the request of any Delegate entitled to vote, by show of hands, or if four or more Delegates entitled to vote so require, by ballot.

Invalid votes

- 14.4 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 clauses 11.5 and 11.6.

Ordinary Resolution

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

15. ORDER OF BUSINESS

The Business

- 15.1 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 clause 17 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

- 15.2 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 General Manager of such business or such resolution not less than ten (10) Business Days prior to the date fixed for the meeting.

16. THE BOARD

Number of Board Directors

- 16.1 The affairs of Northland 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.

Tenure of Directors

- 16.2 Subject to clause 17.5, there is no maximum tenure for a Director of the Board.

Election of Chair

- 16.3 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

- 16.4 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

- 16.5 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

- 16.6 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.
- 16.7 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 Northland 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

- 16.8 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

- 16.9 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

- 16.10 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 clause 18.2(a).

Notice of Meetings

- 16.11 Any Director of the Board or the General Manager at the request of a Director may convene a meeting of the Board by giving written notice.
- 16.12 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.
- 16.13 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

- 16.14 The notice of meeting must be sent to the address or electronic address which the Director provides to the General Manager for that purpose.

Directors may waive irregularities in notice

- 16.15 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

- 16.16 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

- 16.17 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

- 16.18 (a) Subject to clause 16.8, 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

- 16.19 The General Manager must record the minutes of all General Meetings and Board meetings. If the General Manager is not present, then the Chairperson must appoint a Director to keep minutes. All such minutes when confirmed by the next such meeting and signed by the Chairperson of that meeting will be prima facie evidence that that meeting was duly called and will be deemed to be a true and correct record of what occurred at that meeting.

Board may regulate own procedure

- 16.20 Except as set out above, the Board shall regulate its own procedure at Board meetings.

Termination of Office

- 16.21 The office of any Director of the Board shall become vacant if the Director:
- (a) Becomes an undischarged bankrupt; or
 - (b) 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 General Manager; or
 - (f) Is absent without leave from two consecutive meetings of the Board; or
 - (g) Dies; or
 - (h) Becomes disqualified under section 47(3) of the Act.

Replacement or Co-opted Directors

- 16.22 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 be eligible for re-appointment.
- 16.23 The Board may appoint a co-opted Director on its own volition to fill a

seventh Board position. The term of office for any co-opted Director shall automatically expire at the commencement of the next Annual General Meeting.

Disclosure of Director Interests

- 16.24 The Board must maintain a register in which Director's interests are recorded.
- 16.25 A Director who is interested in a matter relating to Northland Cricket (as defined in section 62 of the Act) must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- (a) To the Board; and
 - (b) In the interests register.
- 16.26 Disclosure under clause 16.25 must be made as soon as practicable after the Director becomes aware that they are interested in the matter.

Board Composition Exception

- 16.27 Notwithstanding section 45(3) of the Act, during the transitional period as defined in the Incorporated Societies Regulations 2023, the Board may comprise a majority of Directors who are not members of Northland Cricket or representatives of body corporate that are members of Northland Cricket. This exception only applies while Northland Cricket provides notice to the Registrar that it will not comply with section 45(3) of the Act, and this Constitution expressly allows for the majority of the Board to be made up of non-member officers, as provided by Regulation 6(1)(b) of the Incorporated Societies Regulations 2023.

17. SELECTION AND APPOINTMENT OF DIRECTORS FOR THE BOARD

Appointments Panel to be convened

- 17.1 There shall be an Appointments Panel convened and administered in accordance with this clause 17 and Schedule 3 for the purposes of considering and appointing Directors to the Board.

Call for nominations of Directors

- 17.2 The General Manager shall call for nominations for Directors from Members and commence public advertising seeking applications as Directors not less than fifty (50) 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 General Manager (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

- 17.3 The General Manager shall forward all nominations or applications to the Appointments Panel.

Balanced Board

- 17.4 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 game of cricket and who are regarded as competent and capable of carrying out the duties required of them under this Constitution.

Term of Appointment

- 17.5 The Directors of the Board appointed by the Appointments Panel after the date of this Constitution shall remain on the Board for a term of three (3) years subject to compliance with clauses 17.6, 17.7 and 17.8.

Eligible for Re-appointment

- 17.6 Two (2) existing Directors (together with any Director appointed under clauses 16.22 or 16.23) shall retire by rotation in accordance with clause 17.8 but all such Directors shall be eligible for re-appointment.

Appointments Panel

- 17.7 (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 General Manager 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 clause 16.22, shall no longer be Directors unless otherwise re-appointed by the Appointments Panel for a further terms of three (3) years.

Retirement Schedule

- 17.8 The Board shall supply to the General Manager 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 this Constitution when determining the order of retirement of Directors by rotation.

Qualification

- 17.9 To qualify for appointment as a Director, a nominee must, amongst other things, satisfy the qualifications for appointment as an officer under section 47 of the Act.

18. DUTIES AND POWERS OF BOARD

Duties

- 18.1 The Board of Directors shall be the executive of Northland Cricket and shall direct the affairs of Northland Cricket, and shall control its finances and shall

have the following duties:

- (a) To employ, appoint and support the General Manager of Northland Cricket and enter into an employment contract 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 Northland 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) Through the General Manager, 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 Northland Cricket or for the furtherance of its objects;
- (e) To make, repeal and amend rules for the regulation and control of any competition or matches under its jurisdiction;
- (f) To adopt clearly defined delegations of authority from the Board to the General Manager and to confirm delegation of such authority to the General Manager;
- (g) Through the General Manager and where appropriate impose any penalty or other sanction of whatever kind upon any Affiliated Club, members thereof, or other Members of Northland Cricket 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 Northland Cricket;
- (h) To control expenditure and to raise money to satisfy the objects of Northland Cricket but within the powers of this Constitution;
- (i) Generally to carry out the aims and objects of Northland Cricket and to deal with any matter not provided for in this Constitution;
- (j) Through the General Manager, ensure that Northland Cricket has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- (k) To ensure Northland Cricket meets its obligations to New Zealand Cricket;
- (l) Through the General Manager to regularly agree the level of performance standards within management;
- (m) To implement equalisation of affiliation fees for all Affiliated Clubs and Sub-Associations and to seek approval by resolution at any General Meeting if good cause exists and can be demonstrated to change equal charging of such fees;
- (n) To review its own processes and effectiveness.

Powers

- 18.2 The Board shall have, in addition to all such executive powers as may be necessary for properly carrying out the objects of Northland Cricket set out in clause 4, and powers under clause 5 the additional following powers:
- (a) Through the General Manager, 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 this Constitution. Such powers and responsibilities however, shall not transgress the delegated authority and accountability of the General Manager. 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) Through the General Manager the Board may hold an inquiry into and impose such punishment as it thinks fit in case of misconduct by any team, player or official while under the direct control of Northland 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 Northland Cricket, to invest in property, assets and income in a manner appropriate for a professional trustee operating under New Zealand law;
 - (d) Through the General Manager to open and operate in the name of Northland Cricket such banking accounts as deemed necessary and in accordance with clause 19.3;
 - (e) To enter into any agreement in the name of and on behalf of Northland 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 Northland Cricket;
 - (h) To report to General Meetings of Northland Cricket;
 - (i) To grant Clubs and Sub-Associations affiliation with Northland 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 and Sub-Associations;
 - (l) To establish rules or regulations for cricket in the Northland 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 Northland Cricket;
- (m) If any circumstances arise which are not, or which in the opinion of the Board are not, provided for by this Constitution, 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 Northland Cricket for confirmation.

Indemnity and Insurance

- 18.3 Northland Cricket may indemnify its current and former Directors, Members and employees as permitted by section 96 of the Act.
- 18.4 With the prior approval of its Board, Northland Cricket may effect insurance for its current and former Directors, Members and employees as permitted by section 97 of the Act.
- 18.5 Northland Cricket is authorised to indemnify a Director under section 96 of the Act or effect insurance for a Director under section 97 of the Act for the following matters:
- (a) Liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Director in their capacity as a Director; and
 - (b) Costs incurred by the Director for any claim or proceeding relating to that liability,

19. FINANCIAL, ANNUAL REPORT AND AUDIT

- 19.1 The financial year of Northland Cricket shall end on the 31st day of July in

each year and may be altered from time to time by resolution at an Annual General Meeting.

- 19.2 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 and must comply with the Act.
- 19.3 The Board must maintain bank accounts in the name of Northland Cricket, and all cheques and withdrawal forms must be signed and all electronic transactions must be approved by two (2) Board Members.
- 19.4 All money received on account of Northland Cricket must be banked within five (5) Business Days of receipt.
- 19.5 All accounts paid or for payment must be submitted to the General Manager who must then present the accounts to the Board for approval of payment.

20. COMMON SEAL

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

21. COLOURS

- 21.1 The colours of Northland Cricket shall be Cambridge Blue and/or Navy, and shall be worn by all players representing Northland Cricket representative teams.

22. ALTERATION TO CONSTITUTION

- 22.1 This Constitution may be added to, altered, amended, repealed or replaced by a Special Resolution (of which notice has been given in accordance with this Constitution) passed at a General Meeting.
- 22.2 Any proposed motion to amend or replace this Constitution must be given in writing to the General Manager at least fifteen (15) Business Days before the General Meeting at which the motion is to be considered, accompanied by a written explanation of the reasons for the proposal.
- 22.3 At least ten (10) Business Days before the General Meeting at which any such proposal is to be considered, the General Manager must give notice (in accordance with this Constitution) to Members of the proposed motion, of the reasons for the proposal and of any recommendations from the Board in respect of that notice.
- 22.4 Despite clause 22.1 (but subject to clause 22.5), the Board may amend this Constitution if the amendment:
 - (a) Has no more than a minor effect;
 - (b) Corrects errors or makes similar technical alterations.

22.5 An amendment made pursuant to clause 22.4 is only valid if the Board sends notice of the amendment to every Member of Northland Cricket stating:

(a) The text of the amendment; and

(b) The right of the Member to object to the amendment; and

the Board receives no objection from any Member within ten (10) Business Days after the date on which the notice was sent.

23. GENERAL MANAGER

Appointment

23.1 The Board shall appoint a person to be the General Manager of Northland Cricket, who shall have in addition to the responsibilities set out in this clause 23, have such other powers and functions as are determined by the Board.

Attendance at Board meetings

23.2 The General Manager 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

23.3 Subject to the terms of any contract of appointment and employment, the Board may remove the General Manager.

23.4 The General Manager must:

(a) Hold Northland Cricket's records, documents and books;

(b) Deal with and answer correspondence;

(c) Keep a membership register of members recording their names and contact details, the dates each Member became a member and all other information required by the Act.

23.5 Unless an alternative "contact person" is appointed by the Board (for the purposes of the Act), the General Manager will be Northland Cricket's "contact person".

24. DISQUALIFICATION AND ELIGIBILITY

24.1 The Board or its nominee shall have the power to inquire into the conduct of any Affiliated Club, Sub-Association, team or player affiliated to or under the control of Northland Cricket and shall have the power to impose any penalty affecting their participation in the game of cricket including disqualification, which the Board or its nominee may consider fit whether or not the penalty may have previously been imposed by any other authority.

25. WINDING UP

- 25.1 Northland Cricket may be put into liquidation if, at a General Meeting a resolution is passed appointing a liquidator, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than twenty (20) Business Days after the date on which the resolution to be confirmed was passed.
- 25.2 Northland Cricket must be placed into liquidation (using the process specified in clause 25.1), if Northland Cricket does not have the minimum number of Members required to operate as a valid society under the Act in which case the resolution required pursuant to clause 25.1, shall be deemed to be valid if signed by all of the remaining Members.
- 25.3 Any resolution for a motion set out at clauses 25.1 or 25.2 must be passed by a Special Resolution.
- 25.4 If Northland Cricket is placed into liquidation, its surplus assets, after payment of all debts, costs and liabilities, must be distributed to the Affiliated Clubs of Northland Cricket who are not-for-profit entities and in such proportions as the Affiliated Clubs resolve at the General Meeting which passes the resolution appointing the liquidator provided at the time of distribution the entity or entities receiving the distribution are a not-for-profit entity.

26. NOTICES

Manner of Notice

- 26.1 A notice under this Constitution must be in writing and may be delivered personally, by post or by email.

Receipt of Notice

- 26.2 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.

27. DISPUTE RESOLUTION

- 27.1 If any dispute arises between:
- (a) Two or more Members; or
 - (b) One or more Directors and Northland Cricket; or
 - (c) One or more Members or Director and Northland Cricket; and
- the dispute relates to an allegation that:
- (d) A Member or Director has engaged in misconduct; or

- (e) A Member or Director has breached, or is likely to breach, a duty under this Constitution or the Act; or
- (f) Northland Cricket has breached, or is likely to breach, a duty under this Constitution or the Act; or
- (g) A Member's rights or interests as a member have been damaged or members' rights or interests generally have been damaged;

then any party involved with the dispute may make a complaint to the Board.

How Complaint is Made

- 27.2 If a dispute (as defined in clause 27.1) arises, an affected Member or Director may make a complaint by giving to the Board a notice in writing that:
- (a) States that the Member or Director is starting a procedure for resolving a dispute in accordance with this Constitution;
 - (b) Sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (c) Sets out any other information reasonably required by Northland Cricket.
- 27.3 Northland Cricket may make a complaint involving an allegation against a Member or Director by giving to the Member or Director a notice in writing that:
- (a) States that Northland Cricket is starting a procedure for resolving a dispute in accordance with this Constitution; and
 - (b) Sets out the allegation to which the dispute relates.
- 27.4 The information given under clauses 27.2(b) and 27.3(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

Person Who Makes Complaint Has Right to be Heard

- 27.5 A Member or Director who makes a complaint has a right to be heard by the decision maker before the complaint is resolved or any outcome is determined.
- 27.6 If Northland Cricket makes a complaint:
- (a) The Board has a right to be heard by the decision maker before the complaint is resolved or any outcome is determined; and
 - (b) A Director may exercise that right on behalf of the Board.
- 27.7 Without limiting the manner in which the Member, Director or Northland Cricket may be given the right to be heard, they must be taken to have been given the right if:
- (a) They have a reasonable opportunity to be heard by the decision maker

in writing or at an oral hearing (if one is held); and

- (b) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) An oral hearing (if any) is held before the decision maker; and
- (d) The Member's, Director's or Northland Cricket's written statement or submissions (if any) are considered by the decision maker.

Person Who is Subject of Complaint Has Right to be Heard

27.8 This clause applies if a complaint involves an allegation that a Member, Director or Northland Cricket ("**the Respondent**"):

- (a) Has engaged in misconduct; or
- (b) Has breached, or is likely to breach, a duty under this Constitution or bylaws or the Act; or
- (c) Has damaged the rights or interests of a member or the rights or interests of members generally.

27.9 The Respondent has a right to be heard by the decision maker before the complaint is resolved or any outcome is determined.

27.10 If the Respondent is Northland Cricket, a Director may exercise the right on behalf of Northland Cricket.

27.11 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:

- (a) The Respondence is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
- (b) The Respondent has a reasonable opportunity to be heard by the decision maker in writing or at an oral hearing (if one is held); and
- (c) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) An oral hearing (if any) is held before the decision maker; and
- (e) The Respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and Determining Dispute

27.12 Northland Cricket must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the dispute is investigated and determined by the decision maker.

27.13 Disputes must be dealt with under this Constitution in a fair, efficient, and effective manner.

Northland Cricket May Decide Not to Proceed Further With Complaint

27.14 Despite clauses 27.12 and 27.13, Northland Cricket may decide not to proceed further with a complaint if the decision maker decides that:

- (a) The complaint is trivial; or
- (b) The complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) That a Member or Director has engaged in material misconduct;
 - (ii) That a Member, Director or Northland Cricket has materially breached, or is likely to materially breach, a duty under this Constitution, any bylaws or the Act; or
 - (iii) That a Member's rights or interests or members' rights or interests generally have been materially damaged;
- (c) The complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) The person who makes the complaint has an insignificant interest in the matter; or
- (e) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this Constitution; or
- (f) There has been an undue delay in making the complaint.

Northland Cricket May Refer Complaint

27.15 Northland Cricket may refer a complaint to:

- (a) A subcommittee or an external person to investigate and report; or
- (b) A subcommittee, an arbitral tribunal, or an external person to investigate and make a decision (in which case that subcommittee or external person will become the decision maker);

who will then be the decision maker for the purpose of resolving the dispute.

27.16 Northland Cricket may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision Maker

27.17 In determining who will be the decision maker or members of the decision making committee:

- (a) If the complaint relates to one or more Directors, that Director or those Directors cannot be a decision maker or a member of the decision making committee;
- (b) If the complaint is made by one or more Directors, that Director or those Directors cannot be a decision maker or a member of the decision making committee; and

- (c) If the decision making committee is unable to proceed because it will not have a quorum to conduct the dispute resolution process as a consequence of 27.17(a) and 27.17(b), the Board must appoint another decision maker or decision making committee;
- (d) A person may not act as a decision maker in relation to a complaint if two or more members of the Board consider that there are reasonable grounds to believe that the person may not be:
 - (i) Impartial; or
 - (ii) Able to consider the matter without a predetermined view.

27.18 After completing the dispute resolution processes provided for in this clause 27, the decision maker may:

- (a) Make a finding considered by the decision maker to be fair and consistent with the evidence provided by the dispute resolution process;
- (b) In the case of a complaint against a Member, suspend the Member's membership for a defined period or terminate the Member's membership; or
- (c) In the case of a complaint against a Director, remove the Director from their role as a Director (and, if the Director is also a Member, the penalties at clause 27.18(b)) could also be applied).

27.19 Any Respondent whose membership is terminated pursuant to this Constitution remains liable to pay all subscriptions and levies to the end of Northland Cricket's financial year.

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 clause 11.1 at the [Annual or Special] General Meeting of
Northland Cricket to be held on the day of
and any postponed meeting thereof.

Signed

Date

SCHEDULE 2

AFFILIATED CLUBS AND SUB-ASSOCIATIONS

Affiliated Clubs

- Bream Bay Cricket Club
- City Cricket Club
- Far North Cricket Club
- Kamo Cricket Club
- Kensington Cricket Club
- Kerikeri Cricket Club
- Maungakaramaea Cricket Club
- Onerahi-Central Cricket Club
- Tikipunga Cricket Club

Sub-Associations

- Those persons accepted by the Board as representing Northern-Wairoa
- Rodney Cricket Association Incorporated

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 General Manager of Northland Cricket and New Zealand Cricket with such outside assistance as they may require. The Appointments Panel:
- (a) Must be constituted at least sixty (60) Business Days prior to the date of the relevant Annual General Meeting; and
 - (b) Holds office until the formation of the new Appointments Panel prior to the next Annual General Meeting.

2. Composition

- 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 nominee of the Chairperson of Sport Northland;
 - (b) A nominee of Cobham Oval Trustees, who shall not be a trustee of the Cobham Oval Trust.
 - (c) A nominee of the Board who shall not be a Director or the General Manager.
- 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.

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 General Manager (or his or her nominee) shall provide to each member of the Appointments Panel:

- (a) Complete nomination and applications validly received pursuant to clause 17.2 of the Constitution 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 General Manager (or his or her nominee) at least five (5) Business Days prior to the relevant Annual General Meeting.
- 6.3 The General Manager (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 General Manager (or his or her nominee), unless it concludes that there are insufficient candidates with the requisite skills and experience to meet the needs of Northland Cricket, in which case the Board may choose to fill any vacancy pursuant to clause 16.22 of the Constitution 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 clause 17.4 of the Constitution and the importance of gender and cultural diversity in the performance of the Board while at all times endeavouring to ensure Northland 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 this Constitution, the Appointments Panel will regulate its own procedure.