

**BAY OF PLENTY
CRICKET ASSOCIATION
INCORPORATED**

CONSTITUTION



CONSTITUTION OF BAY OF PLENTY CRICKET ASSOCIATION INCORPORATED

1. Name

The name of the Association shall be "The Bay of Plenty Cricket Association Incorporated".

2. Interpretation

In this Constitution ~~and any by laws made hereunder, if not inconsistent with these Rules:~~

- (a) "Association" means the Bay of Plenty Cricket Association Incorporated ~~as herein constituted;~~
- (b) "Board" means the Board of Directors of the Association ~~as hereinafter constituted;~~
- ~~(c) "Junior Cricket Board" means the Bay of Plenty Junior Cricket Board as elected by the representatives of Junior Cricket in the Bay of Plenty;~~
- ~~(d)~~(c) "the Bay of Plenty" means the Bay of Plenty area set aside by New Zealand Cricket (Incorporated);
- (d) "Delegate" means any delegate put forward by a Sub-Association or the Umpires' Association from time to time;
- (e) "Umpires' Association" means the Bay of Plenty Umpires' Association, duly affiliated with the New Zealand Cricket Umpires' Association Incorporated;
- (f) "Registrar" means the Registrar of Incorporated Societies under the Incorporated Societies Act 1908;
- (g) "Incorporated Society" means the Society incorporated under the provisions of the Incorporated Societies Act 1908;
- (h) "Interested Organisation" means any Organisation or body or persons which has either directly or indirectly as one or more of its objects the promotion of cricket in all or any of its aspects;
- ~~(i) "Women's Cricket Advisory Group" means those persons appointed by the Bay of Plenty Cricket Association Board to represent the interest of Women's Cricket in the Bay of Plenty;~~
- ~~(j)~~(i) "Sub-Association" means any association of cricket clubs within the Bay of Plenty as are from time to time admitted to the affiliation ~~and as hereunder provided.~~

3. Office

The registered office of the Association shall be at Tauranga or at such other place as the Board may from time to time appoint and notice of any change in the situation of the registered office shall be given to the Registrar of Incorporated Societies.

4. Objects and Powers

The objects and powers of the Association shall be:

- (a) To foster, encourage, promote and control cricket in the Bay of Plenty;
- (b) To stage, conduct and control inter-Association and all other cricket matches subject to the authority, in every case where such exists, of New Zealand Cricket Incorporated to which the Association shall be affiliated as an Association;
- (c) To affiliate with the Northern Districts Cricket Association Incorporated and as a District Association with the New Zealand Cricket Incorporated or any Body or Society analogous thereto;
- (d) To acquire by lease, purchase or otherwise, any property real or personal and to enter into and carry out contracts and agreements for that purpose;
- (e) To either sell or otherwise dispose of any property real or personal belonging to the Association and to surrender any lease held by it and to improve, manage, develop or otherwise deal with any such property;
- (f) To apply for and hold a licence under the Sale of Liquor Act or the Licensing Act or any Act in substitution ~~therefore~~ and to operate liquor booths at matches under the Association's jurisdiction;
- (g) To invest and use the funds of the Association in such manner as it thinks fit;
- (h) To borrow, raise or secure the payment of money in such manner as it shall think fit;
- (i) To make, amend or rescind such By-Laws, rules or regulations as it shall deem necessary or expedient for the proper conduct of the affairs of the Association with 21 days' notice to be given to all affiliates of any proposed By-Law, decision or amendment before the same is voted upon;
- (j) To settle questions or disputes on any matter relating to cricket which may be submitted to the Association for its adjudication;
- (k) To do all such things as are incidental to or conducive to the attainment of the foregoing objects.

5. Membership

~~(a)~~ 5.1 Any affiliated ~~sub~~Sub-association Association, ~~the Junior Cricket Board, and the~~ Umpires' Association shall be eligible for membership of the Association.

~~(b)~~ 5.2 Other affiliated bodies wishing to ~~pill-join~~ the Association as members shall make application in writing to the Executive Officer. The Board will consider such Application at its next meeting and may at its discretion accept or refuse any such Application for membership.

~~(e)5.3~~ Sub-Associations ~~within the Bay of Plenty, the Junior Cricket Board~~ and the ~~Bay of Plenty~~ Umpires' Association shall be deemed to be affiliates of the Association as at the date of adoption of this Constitution.

6. Resignations

Members of the Association and affiliated bodies may cease to be members:

- (a) By resignation in writing;
- (b) By having their affiliation terminated as ~~hereinafter~~ provided below;
- (c) The Board may terminate the affiliation of any member or affiliated body:
 - (i) which has ceased to be financial;
 - (ii) which has ceased to exist;
 - (iii) which by reason of alteration of its boundaries has ceased to be located within the Bay of Plenty;
 - (iv) which has acted in such manner that in the opinion of a majority of those present at any meeting of the Association or Board meeting, its membership ought to be revoked and cancelled.

~~7. Officers~~

~~The officers of the Association shall comprise a Patron, President, and an auditor each of whom shall be elected at the Annual General Meeting of the Association together with the Chairman of the Board for the time being and life members elected as hereinafter provided.~~

~~8.7. Employees~~

The Board may employ such persons whose duties and rates of remuneration shall be as prescribed from time to time by the Board.

~~9.8. Life Members~~

The Association may elect life members at any General Meeting provided that ~~their~~his or her nomination has first been approved by the Board. A life member shall be entitled to attend all meetings of the Association, other than meetings of the Board, and shall have the right to speak but unless otherwise qualified shall have no right to vote.

~~10. Honorary Cricket Members~~

~~The Association may at any General Meeting confer Honorary Cricket Membership upon any person who has rendered outstanding service to Cricket or Cricket Administration with the Bay of Plenty Area provided that his or her nomination has first been approved by the Board. An honorary Cricket member may with or without notice attend any meeting of the Association other than meetings of the Board and shall have the right to speak at such meetings but unless otherwise qualified shall have no right to vote.~~

11.9. Board of Directors

~~11.1 There shall be a Board of Directors of the Association comprising the President, and up to eight other Directors. The President shall be elected at the Annual General Meeting of the Association. Each sub-association and the Junior Cricket Board may have the right to nominate one Director to be appointed to the Board and the remaining three Directors co-opted in accordance with Clause 112.~~

~~11.1 10 July 2008 There shall be a Board of Directors of the Association comprising the President, and up to nine other directors. The President shall be elected at the Annual General Meeting of the Association. Each sub-association and the Junior Cricket Board may have the right to nominate one Director to be appointed to the Board and the remaining three Directors co-opted in accordance with Clause 11.2.~~

9.1 ~~11.1 30 August 2010~~ There shall be a Board of Directors of the Association comprising the President Chairperson and up to nine other directors. ~~The President shall be elected at the Annual General Meeting of the Association.~~ Each ~~sub~~Sub-~~association~~ Association and the Junior Cricket Board may have the right to nominate one Director to be appointed to the Board and the remaining Directors will be co-opted in accordance with ~~Clause~~ clause 119.2.

~~11.2 As soon as practical after the Annual General Meeting in each year, the Board may co-opt up to three additional Directors. In so doing, the Board shall strive to ensure that the Board will include:~~

- ~~(a) A sufficient number of persons with business or commercial expertise to enable it to properly perform its functions;~~
- ~~(b) Persons with Cricket playing experience at representative level or a high level;~~
- ~~(c) A spread of ages of Board Members.~~

9.2 ~~11.2 30 August 2010~~ As soon as practical after the AGM Annual General Meeting in each year the Board has the power to co-opt commercial directors as required to meet an effective governance model, taking into account skill sets of existing ~~board~~Board members and the geographical nature of the regions.

~~11.3 At each Annual General Meeting of the Association those co-opted Directors shall retire however, they may be eligible for co-opting on subsequent Boards.~~

9.3 ~~11.3 10 July 2008~~ Those co-opted ~~board~~Board members shall serve for a period of ~~three~~ 3 years. At each Annual General Meeting of the Association one~~4~~ member shall retire by rotation. ~~however~~However, ~~they that member~~ may be eligible for co-opting on subsequent ~~board~~Boards.

11.49.4 The Board shall at its first meeting following the Annual General Meeting in each year, elect one of the Directors as Chairman Chairperson of the Board and the person so elected shall hold office until the Annual General Meeting next following. The Board may also elect a Deputy Chairman Chairperson who shall hold office until the Annual General Meeting next following. The Board at its first meeting following the Annual General Meeting in each year shall appoint an Executive Committee to carry out the delegated duties as provided for in clause ~~4~~12(f).

~~11.59.5~~ Any casual vacancy on the Board occurring between the Annual General Meeting of the Association, may be filled by the Board, ~~but a~~ Any Director so appointed shall retire at the next Annual General Meeting of the Association following appointment, but shall be eligible for re-appointment.

~~12.10.~~ **Meeting of the Board**

~~12.110.1~~ Each Director shall have the right to exercise one vote and the ~~Chairman~~ Chairperson shall have a casting as well as a deliberative vote.

~~12.210.2~~ At all meetings of the Board, four persons present and having the right to vote, shall constitute a quorum provided that either the ~~Chairman~~ Chairperson, or the Deputy ~~Chairman~~ Chairperson of the Association is present.

~~12.310.3~~ Any vacancy of the Board caused by death or resignation may be filled by the Board.

~~13.11.~~ **Duties of OfficersChairperson to Preside at Meetings**

The ~~Chairperson~~ President of the Association shall preside at all meetings of the Association ~~and the Board~~ other than meetings of the Board, provided that in his or her absence, the ~~Vice-Chairperson~~ meeting shall elect another officer of the Association or Director to shall take the chair.

~~14.12.~~ **Powers of the Board**

The Board shall have full power generally to manage and direct the affairs of the Association and to carry out and exercise the objects and powers of the Association referred to in Rule 4 hereof, subject to any resolution of the Association at an Annual or Special General Meeting, and in particular shall have the power:

- (a) To arrange, regulate and control all matches played by teams representing ~~the~~ Association or played within the Association area;
- (b) To regulate and control the behaviour of all players and officials while under the jurisdiction of the Association;
- (c) To enquire into the conduct of any player or official while under the jurisdiction of the Association and to impose such reasonable penalty in respect thereof as it shall think fit;
- (d) To determine all questions or disputes as to the construction or meaning of this Constitution;
- (e) To settle questions or disputes on any matters relating to cricket which may be submitted by a ~~sub~~ Sub-association Association, an affiliated Club, ~~Junior Cricket Board~~, or ~~the~~ Umpires' Association for its adjudication;
- (f) To delegate such of its powers as it thinks fit to an Executive Committee;
- (g) To control and manage the funds and property of the Association and to raise or borrow monies and incur such liabilities for the purposes of the Association as may be necessary and to secure the repayment of the same by mortgage

or charge upon the whole or any part of the property or assets of the Association;

- (h) To appoint from its own members or otherwise such Committees or Sub-Committees as it deems necessary from time to time to assist it in carrying out its duties and to fix and limit the powers and authorities of those Committees or Sub-Committees;
- (i) To determine all matters of policy dealing in relationships with New Zealand Cricket Incorporated and local authorities contained within the Bay of Plenty area;
- (j) To appoint a selector(s)/coach(es) for the purpose of selecting Senior representative teams of the Association;
- (k) To employ, remove or suspend the services of such staff as may be required from time to time on such terms as the Board shall negotiate with them. Such staff so employed shall carry out such duties as from time to time may be prescribed by the Board;
- (l) To employ, remove or suspend the services of such coaches and players as may be required from time to time on such terms as the Board shall negotiate with them. The coaches and players so employed shall carry out such duties as from time to time prescribed by the Board;
- (m) To make standing orders for the conduct of its affairs, provided however that such standing orders are not inconsistent with this Constitution and Rules;
- (n) For the purposes of dealing with matters contained within ~~Clauses-clauses~~ 1412(c), 1412(d) and 1412(e), the Board shall be entitled to appoint a Judicial Committee which shall have full delegated powers from the Board.

15-13. **Annual General Meeting**

15-13.1 The Annual General Meeting of the Association shall be held not later than the 30th ~~day~~clay of September in each year.

15-213.2 The Board shall give 21 days' notice in writing of the time, date and venue of the Annual General Meeting to the Secretary of each ~~sub~~Sub-association~~Association;~~ ~~the Junior Cricket Board~~ and the Umpires' Association ~~and each officer of the Association~~ and each Board member.

15-313.3 The business to be dealt with at the Annual General Meeting shall be the receipt of the Board's report and an ~~an audited~~ statement of accounts and balance sheet for the preceding year, the election of ~~officers~~ the Chairperson and the Vice-Chairperson for the next ensuing year and such other business as shall have been notified in writing to the Board at least 14 clear days before the date of the Annual General Meeting. Upon receipt of such notice of other business and at least seven clear days before the date of the Annual General Meeting, the Board shall notify the Secretary of each Sub-Association, ~~the Junior Cricket Board~~ and of the Umpires' Association ~~and each Officer of the Association~~ and each Board Member of the contents of such notice.

15.413.4 Notwithstanding that no such notice of other business has been given, the Annual General Meeting may deal with other business provided that a ~~three-fifths~~3/5ths majority of the delegates attending such meeting agree.

15.513.5 A quorum for an Annual General Meeting of the Association shall be 8 ~~delegate~~Delegates or other persons entitled to attend and vote.

16.14. **Special General Meetings**

A Special General Meeting of the Association may be convened by the Board at any time upon a requisition ~~therefore~~ being lodged with the Board and signed by at least ~~four-a majority of~~ Directors or at least ~~six-a majority of~~ members setting out the subject matter to be considered at such Special General Meeting. Upon receipt of such a requisition, the Board shall forthwith notify the Secretary of each ~~subSub-association~~Association, ~~of the Junior Cricket Board, and~~ of the Umpires' Association ~~and each officer of the Association~~ and each Board member of a time and date for such Special General Meeting not less than 21 or more than 28 clear days after the date of the receipt of the requisition by the Board and shall notify them of the matter to be considered at such Special General Meeting and the venue thereof.

17.15. **Representation at General Meetings**

17.415.1 The Annual General Meeting and any Special General Meeting shall comprise the ~~Officers of the Association and delegate~~Delegates from each ~~subSub-association~~Association ~~and, the Junior Cricket Board,~~ the Umpires' Association. Each ~~subSub-association~~Association, ~~the Junior Cricket Board~~ and the Umpires' Association shall be entitled to be represented by ~~two-2~~ delegateDelegates and shall give notice in writing to the Board of the names of its ~~delegate~~Delegates prior to or at the commencement of the meeting. Only ~~delegate~~Delegates of whom notice has been given shall be entitled to participate in the proceedings and to vote at such General Meeting in accordance with the votes allocated in clause ~~17-15~~ 3.

17.215.2 No ~~delegate~~Delegate to any General Meeting shall represent more than one entity.

17.315.3 At any ~~AGM~~Annual General Meeting or Special General Meeting each ~~subSub-association~~Association shall be entitled to 2 votes ~~and,~~ the Umpires' Association ~~one~~4 vote, ~~and the Junior Cricket Board 3 votes,~~ but shall only be entitled to use such votes if there are sufficient ~~delegate~~Delegates present for each vote. Proxy votes will not be permitted. Should any entities entitled to vote merge, the new merged entity shall be entitled to retain the same number of votes as if the merger had not occurred.

17.415.4 Each ~~delegate~~Delegate ~~and the President~~ shall have one vote at any General Meeting ~~and the President shall have a casting vote as well as a deliberative vote.~~

17.515.5 At all General Meeting of the Association, ~~eight-8~~ delegateDelegates or other persons entitled to attend and vote shall constitute a quorum.

18.16. **Notice of Meetings**

Each notice required to be given to a ~~subSub-association~~Association, ~~the Junior Cricket Board~~ and the Umpires' Association shall be deemed to have been duly delivered if posted in a pre-paid letter addressed to the Secretary of such ~~subSub-association~~Association ~~or the, Junior Cricket Board,~~ Umpires' Association, ~~Women's Cricket Advisory Group~~ at ~~its-his or her~~ last known place of residence or business.

~~19.17.~~ **Financial Provisions**

~~19.4~~17.1 All monies received by or on behalf of the Association shall be paid forthwith to the credit of the Association into such bank account or accounts as the Board may from time to time determine and all cheques or withdrawal slips drawn on those accounts shall be signed by any two of the ~~Chairman~~Chairperson, and any Director who shall have been appointed by the Board for that purpose.

~~19.2~~ The financial year of the Association shall close on the 31st day of March in each year.

~~17.2~~ ~~19.2~~ ~~30 August 2010~~ The financial year of the Association shall close on the 31st day of May in each year.

~~19.3~~17.3 The Board shall have power to require payment by ~~sub~~Sub-associationAssociations, ~~Junior Cricket Board~~ and the Umpires' Association of an annual subscription or affiliation fee.

~~19.4~~17.4 The accounts of the Association shall, unless otherwise resolved at the immediately prior Annual General Meeting, be audited following the completion of the financial year and the audited statement of accounts and balance sheet shall be submitted to the ~~AGM~~Annual General Meeting.

~~20.18.~~ **Judicial**

~~20.1~~18.1 The Board shall appoint a Disciplinary Committee which shall have power to act in the name of the Association to hear and determine disciplinary proceedings within its jurisdiction.

~~20.2~~18.2 The Board shall appoint a sub-committee to be known as the Association Appeal Committee ("the Appeal Committee") which shall have power to hear and determine appeals from decisions of its disciplinary Committee.

~~20.3~~18.3 Any person or party heard by the Appeal Committee on an appeal may appeal to the New Zealand Cricket Judicial Committee against a decision of the Appeal Committee.

~~21.19.~~ **Alteration of Rules**

~~21.4~~19.1 These rules may be altered, added to, rescinded or otherwise amended by a resolution supported by at least two-thirds of those present and voting at an Annual General Meeting or Special General Meeting of which proper notice has been given in accordance with these rules.

~~21.2~~19.2 Every such notice shall set forth the purport of the proposed alteration, addition, rescission or other amendment.

~~21.3~~19.3 No addition to or alteration or rescission of the Rules shall be approved if it affects the objects or winding up clause.

~~22.20.~~ **Dissolution**

The Association may be voluntarily wound up in accordance with the provision of Section 24 of the Incorporated Societies Act 1908.

| ~~23.21.~~ **Division of Surplus Assets**

| In the event of the Association being wound up, all surplus assets of the Association after payment of all costs, debts and liabilities lawfully payable by the Association shall be given or transferred to some other organisation or body having similar objects or to some other charitable organisation within New Zealand as may be decided by the majority of votes of the members present at a Special General Meeting of the Association, provided that such object or objects are consistent with the objects of the Association and no funds shall be paid or distributed among the members of the organisation and no member of the Association shall obtain a pecuniary gain as a result of any such decision.

| ~~24.22.~~ **Common Seal**

| ~~24.22.1~~ The Common Seal of the Association shall be that adopted by the Board which shall be responsible for its safe custody and control.

| — The Common Seal of the Association shall be affixed to any deed, document, [writing](#) or instrument only pursuant to a resolution of the Board and its affixing shall be witnessed by any two of the ~~Chairman~~[Chairperson](#) and any Directors who have been appointed by the Board for that purpose.