

THE CONSTITUTION OF COUNTIES MANUKAU CRICKET ASSOCIATION INCORPORATED

PRELIMINARY

In this Constitution, unless the context otherwise requires;

A 'ASSOCIATION' means the Counties Manukau Cricket Association Incorporated including the abbreviated C.M.C.A.

B 'AGM' means Annual General Meeting.

C 'SGM' means Special General Meeting.

D 'BOARD' means Board of Directors formed by those members duly appointed at the AGM or SGM and includes those who may have been subsequently co-opted to fill a vacancy that arose.

E 'SUB COMMITTEE' means any sub- committee appointed by the Board who may or may not be given and specific title and whose powers cannot exceed those of the Board.

F 'COUNTIES MANUKAU AREA' means the Counties Manukau Cricket Association geographical area as may be defined from New Zealand Cricket from time to time.

G 'MEMBER' means any individual who is a financial member of any club, team, school or any other organisation, or any person who is accepted by the Association.

H 'CLUB/S' means any club, team, school or other organisation which is accepted by the Association.

I 'BALANCE DATE' means the last day of July for any year.

J 'MONTH' means a calendar month.

K 'GENDER' means reference to one gender shall include the other gender.

L 'SINGULAR/PLURAL' means any word importing the singular shall include the plural and vice versa.

M 'SEAL' means the common seal of the Association.

N 'BY LAWS, RULES, REGULATIONS, CONDITIONS' means any of all of those enacted by the Board, notified to clubs and for the time being in force.

O 'THE CHIEF EXECUTIVE' (CEO) means such person appointed by the Board to manage all aspects of CMCA's business.

P 'GENERAL MEETING' means an AGM or SGM.

Clause (1) ONE of the Constitution follows.

THE CONSTITUTION OF COUNTIES MANUKAU CRICKET ASSOCIATION INCORPORATED

1. TITLE

The title of the Association shall be:
COUNTIES MANUKAU CRICKET ASSOCIATION
INCORPORATED

Herein after referred to as 'The Association'

2. REGISTERED OFFICE

The registered office of the Association shall be at the premises of the Secretary or Executive Officer or at such other premises as the Board may decide from time to time.

3. OBJECTS

The objects of the Association are:

3.1 To acquire and take over the property, finances and affairs of the Incorporated Association known as Counties Cricket Association Incorporated, formerly the Franklin and District Cricket Association., together with all rights privileges and other assets, obligations and agreements, and do and execute all such deeds, acts, matters, things in action, as may be necessary or expedient for the purpose aforesaid.

3.2 To promote, organise, foster, administer and manage overall the game of cricket for all persons within the C.M.C.A area.

3.3 To promote, foster and assist in the aims and welfare of the Northern Districts Cricket Association (N.D.C.A.) when requested.

3.4 To promote, institute, administer and control all inter club, inter association and any other cricket games which may be subject to the authority, where such exists, of the N.D.C.A. or the New Zealand Cricket Council.

3.5 To layout, construct and maintain grounds and facilities for cricket and other associated cricket activities subject to any conditions imposed by the relevant Councils or other grounds authority within the C.M.C.A. area.

3.6 To purchase, construct, maintain, alter, improve or replace, manage or control any building or facility or equipment whose use may be, directly or indirectly likely to advance the objects of the Association.

3.7 To sell, lease, mortgage, manage, develop or otherwise deal with any or all of any property, building or any of the real or personal estate of the Association, in which the Association has or may have a future beneficial or legal interest.

3.8 To purchase, supply or otherwise deal in all types of property or goods required or used by clubs and members of the Association, or any other persons attending any grounds or facility the time being under the control of C.M.C.A.

3.9 To hire, employ, contract, appoint all classes of persons whose services may be required for the purposes of the association and to pay such honorariums, salaries, wages, and expenses as necessary.

3.10 To invest the funds of the Association not required for its day to day operation or immediate objects in such manner or institutions as the Board may decide on from time to time.

3.11 To raise or borrow money by mortgage or otherwise and upon such security as the Association in A.G.M or S.G.M shall direct or give approval to.

3.12 To seek sponsorship where appropriate in the promotion of any aspect of cricket within the CMCA area.

3.13 To obtain when required, and keep on record a club liquor license pursuant to the sale of Liquor Amendment Act 1989 or to obtain and keep on record any license pursuant to the said Act or to any re-enactment or amendment of such Act, including any individual/s licenses/certificate required to be able to act on any premises under the Association's control.

3.14 To do all such lawful acts and things as are incidental or conducive to the attainment of the above mentioned, or any other objects as the Association may from time to time establish.

4. POWERS

The Powers of the Association are:

4.1 To make alter or rescind the Constitution in part or in whole by resolution in Annual or Special General Meeting and to enable the Association to make, alter or rescind its own Bylaws from time to time in a manner to benefit the Association and its stated objects.

4.2 To allocate and control its resources whether financial or material in the interest of the Association, its Members and Clubs in accord with its objects.

4.3 To organise or control any competition or programme deemed directly or indirectly to benefit the Association and its Clubs and members, including coaching, training or umpire courses.

4.4 To withdraw, suspend, terminate or reinstate membership.

4.5 To draw up Bylaws to promote the overall welfare of the Association and its Clubs and Members.

4.6 To impose any sanction, fine, penalty or disciplinary action deemed appropriate.

4.7 To establish any procedure or hearing to deal with any disciplinary matter and to establish a procedure to enable any appeal against any Association decision to be heard and dealt with promptly.

4.8 To raise funds within its membership by way of subscriptions, levies, donation and any other action or event deemed to benefit and promote the Association.

4.9 To enable the Association to employ/appoint any person or staff and to terminate such individual appointment whether casual, contract or other when deemed necessary; this shall also apply to any contracts or agreements made with any sponsor, media or any other organisation.

4.10 To be able to delegate any duties or appoint any Sub-committee or person to assist the Association to achieve its objects and to benefit the Association and its Clubs and Members.

4.11 To acquire by purchase or lease or grant any building property or property rights and to manage, lease, sell, let or exchange any building property to which it is legally entitled to, such approval or direction to only be given by the Association in Annual or Special General Meeting.

4.12 To invest in funds of the Association not immediately required for any of its objects, including any trustee investment authorised by New Zealand Law.

4.13 To borrow or raise money by mortgage or otherwise and in such manner and upon such security as the Association shall in Annual or Special General Meeting, direct or give approval to.

4.14 To recognise the rights to Members as they pertain to the conditions of the Privacy Act 1993.

4.15 To at all times promote the Association and its objects and activities including co-operating with, or, subscribing to any like organisation whether domestic or international deemed to benefit the Association. Any major affiliation or amalgamation would require Annual or Special General Meeting approval.

4.16 To, in its capacity as the controlling body of the C.M.C.A be responsible for all cricket related matters as outlined in Clause 3.2 under Objects.

5. MEMBERSHIP

5.1 'APPLICATION' Application for either membership as an individual or under the 'Club' definition shall be on such forms/s as prepared by the Board from time to time.

5.2 'MEMBERSHIP FEE' A once only joining or membership fee may be instituted by the Board if deemed appropriate.

5.3 'CATEGORIES FOR MEMBERSHIP' Membership is open to:

- I. All cricket clubs, schools, team or incorporated organisation that meet the criteria of, and have been accepted by the Board.
- II. All individual financial members of any cricket Club, school, team or other incorporated organisation or any individual who has been accepted by the Board as a member.
- III. 'LIFE MEMBER' who may be elected at any General Meeting of the Association and must be proposed by an affiliated club or the board itself and who upon election shall be entitled to all the privileges of the Association without payment of any fee. Any such nomination must receive a 75% majority vote of members present at such meeting. Any past or present member of the Association may be elected as a Life Member of the Association.
- IV. Life membership shall be awarded for long and outstanding voluntary service to the association or the game of cricket
- V. 'HONORARY MEMBERS' who may be elected by the Association at an A.G.M. or S.G.M. for the current year.
- VI. APPEALS AGAINST A DECISION: - The applicant or proposer of either a club or an individual not accepted for membership shall have the right of one appeal to the Association. The appeal shall be in writing to the Board who shall convene a judicial sub-committee comprising the President, the current Chairperson of the Board, together with the current Chairperson of the relevant Club Council that would apply, to consider the appeal and meet with the other party involved. The judicial recommendation to the Board and the resulting Board decision shall be binding on all parties.
- VII. WITHDRAWAL, SUSPENSION, TERMINATION: Any members/s or Club who have had their membership revoked by a Board decision shall have the right of appeal as contained in Clause 5.3 (v).
- VIII. OTHER DISPUTED DECISIONS: - An application for re-instatement shall be in writing to the Board. Re-instatement if granted to any member or Club shall be on such terms and conditions as the Board, in conjunction with the judicial committee, shall determine are in the best interests and welfare of the Association and its collective membership.
- IX. 'RE-INSTATEMENT':- An application for re-instatement shall be in writing to the Board. Re-instatement if granted to any member or Club shall be on such terms and conditions as the Board, in conjunction with the judicial committee, shall determine are in the best interests and welfare of the Association and its collective membership.
- IX. RESIGNATIONS: - A member or a Club may cease to belong to the Association by giving notice to the Board of the decision to resign. Such

resignation can be accepted provided any and all monies, equipment or other effects deemed to be due or belong to the Association have been returned and or paid in full.

- X. 'INTERPRETATION OF MEMBERSHIP" Club membership and that of its own members is only recognised when any relevant/current annual fee/subscription/levies or other charges and any outstanding monies have been paid in accordance with the Association by laws in operation at the time.
- XI. 'RECORD OF MEMBERSHIP':- The Association shall keep adequate records in whatever system or books it uses of all submitted details of all members and club members who remain as Members of the Association, such record to be maintained recognising the requirements of the Privacy Act 1993.

6. OFFICERS AND FUNCTION OF OFFICERS OF THE ASSOCIATION

6.1 The officers of the Association, who shall be members of the Association are: Patron, President, Vice-President and Statistician/Historian. Officers are not members of the CMCA Board.

6.2 The Patron shall be the titular head of the Association.

6.3 The President as President of the Association shall chair all Annual or Special General Meetings of the Association and shall perform such duties as are required of the Association.

6.4 The Vice-President shall deputise in the event of the President being unavailable. Should both these persons be unavailable the Chairperson of the Board shall deputise.

6.5 The President may attend any meetings convened under this Constitution as an EX OFFICIO member should the Vice-President permanently assume the duties of the present and they are a current Board member – they shall relinquish that position forthwith.

7. MEETINGS OF THE ASSOCIATION

7.1 The Association shall convene such A.G.M's or S.G.M's as are required by the Constitution.

7.2 The annual meeting of the Association shall be held every year before the end of September of which due notice shall be given to all concerned.

7.3 Special General Meetings shall be convened upon

- (a) The Board receiving a written request based on a joint resolution passed by five clubs stating the reason for calling such S.G.M.

OR

- (b) The Board requiring such meeting to be called of which due notice shall be given along with the reason for calling such meeting.

7.4 The quorums for both meetings to proceed within 30 minutes of the advertised time, to commence the respective meeting shall be 75% of clubs of good standing to be represented. There shall be no proxies. The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty (30) minutes of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, (being not less than seven (7) days following the adjournment), time and place as determined by the Board. If no quorum is obtained at this second General Meeting then the persons present at such second General Meeting are deemed to constitute a valid quorum.

7.5 AGENDA:

The Agenda for the A.G.M. shall be

Apologies
Obituaries
Presidents Welcome
Minutes of previous A.G.M. or S.G.M
Matters Arising
Board Chairperson's report
Financial Report
Elections:
Patron – President – Vice President
Statistician
Board Members to a total of eight (8)
Appointment of Association Auditor
Appointment of Association Solicitor
Notice of Motion
Presentations
General Business

7.6 The Agenda for the Special General Meeting shall be:

Apologies
The special business for which the meeting was called
No other business can be dealt with or tabled

8. NOTICE OF AN A.G.M. OR S.G.M.

8.1 The notice of an A.G.M., including copies of the Annual Report, or S.G.M. shall be issued to Officers of the Association, Life Members, Board Members, Club Council Chairpersons, NDCA and Clubs by ordinary post, as well as using any other system or media the Board may decide to use from time to time – such notice shall be not more than (21) twenty one days nor less than (14) fourteen days before such meeting. The same time frame shall operate in regard to a club request for a S.G.M. to be convened as well as a Board request. The accidental omission to give notice of any A.G.M. or S.G.M. or the non receipt of any notice

of any such meeting by any person shall not invalidate the results or proceedings of any meeting.

9. ELECTION AND APPOINTMENT OF THE BOARD AND OFFICERS

9.1 The election of Association Officers and Board Members shall take place at the AGM (or SGM if called) of the Association. Nominations for any position must be received by the Secretary/ or CEO seven (7) days prior to the AGM (or SGM if called). Nomination Forms will be sent to all Officers, Board Members, Life Members, any Honorary Members as well as the secretaries of all Clubs, along with notices as per 8.1.

9.2 Nomination forms must be fully completed with the proposer and the seconder signing the form and thus confirming that their nominee is willing to stand for a specific position.

9.3 In the event that no nominations are properly received in accordance with this Constitution, the incumbent President (or Vice President or Board Chairperson if Acting) is empowered to deem the current Office Holders and Board members re-elected for the ensuing annual period, until the next AGM.

9.4. Officers shall serve for a period of one (1) year. Association solicitor and auditor shall be elected annually. Elected Board members shall serve for a maximum of three (3) years, with a minimum of two (2) retiring annually on a rotation basis at each AGM. All officers and Board members may offer themselves for re-election at the end of their respective terms.

9.5 Any position other than that of President not filled at any AGM (or SGM if called) such vacancy can be filled by the incoming Board until the next AGM (or SGM if called).

9.6 In the event of a subsequent vacancy arising for the position of either Solicitor or Auditor the Board is empowered to fill the vacancy until the next AGM. The Auditor may be a Member of the Association but is not eligible to hold that Audit position and remain on the Board.

10. VOTING AT EVERY A.G.M. OR S.G.M.

10.1 All members present are entitled to one vote. Should the situation arise where a casting vote may be required whoever is chairing the meeting is entitled to a casting vote. The voting at any meeting shall be by voice, or a show of hands, unless the simple majority require a ballot, in which case the Chairperson shall arrange scrutinisers to oversee voting by ballot. Postal or proxy votes are not admissible.

10.2 In the event of electing officers and Board Members the result is a tie, then a further election shall be called for. If on the third election no result has been declared, the decision shall be by the toss of a coin.

11. BOARD of GOVERNANCE

11.1 Role of the Board – the Board of eight (8) members shall be responsible for governing Counties Manukau Cricket and subject to the constitution, may exercise all the powers of Counties Manukau Cricket and do things that are expressly required to be undertaken by Counties Manukau Cricket at an A.G.M.

The Board shall, through clearly defined delegations of authority, delegate to the Chief Executive the day-to-day management of the business and affairs of Counties Manukau Cricket.

11.2 CHAIRPERSON AND DEPUTY CHAIR

11.3 At its first meeting following the A.G.M. (or S.G.M. if called) those members elected shall elect a Chairperson and a Deputy from within their numbers to chair all Board Meetings.

11.4 SUB-COMMITTEES

11.5 The Board may appoint annually such sub-committees as it sees fit to carry out the Association's business during its term of office. The Board

11.6 BOARD MEETINGS, VOTING AND QUORUMS

11.7 The Board shall meet at least nine (9) times a year; **this can include full board subcommittees where all of the board is involved.** The voting at all meetings shall be by voice, unless otherwise agreed to and the Quorum shall be five (5) of voting members present in person. The Chairperson may exercise a casting vote. **The Board may pass resolutions between meetings by electronic means. Such resolutions must have unanimous support to be carried.**

11.8 The Board, in consultation with Clubs shall institute such Club Councils, their administrative structures and appointments from time to time as it deems necessary to conduct the Association's business.

11.9 BOARD AGENDA

There will be an agenda for all board meetings and this will be circulated prior to the meeting

11.10 BOARD VACANCIES

11.11 The Board may fill any vacancy that arises during the year until the next AGM. The appointee would have full voting rights and would be eligible in their own right to be nominated for re-election. Should three(3) or more Board

members resign at any one time the Board shall call an SGM to fill those and any other vacancies unless such three (3) resignations occur within(2) two months of holding the holding of an AGM.

11.12 The Chairperson of the Board shall convene a Board Meeting upon receiving a request from five (5) Board members. The reason for calling the meeting shall be the first item of business dealt with following apologies. Any other business after this item may be transacted. The Quorum for such a meeting is as per Clause 11.7

11.13 Minutes: - Minute of all Board Meetings shall be kept in such books or systems the Association uses to record those persons present and the resolution and proceedings of any Board meeting. Any document or Minute signed by the Chairperson of that or any meeting shall be receivable of the facts stated therein.

12. FINANCIAL

12.1 The Association's income and property shall be applied solely to the Associations stated objects (Clause (3) there onwards) and no portion thereof can be paid or credited or otherwise transferred directly or indirectly, in any form, as a form of profit to any member of the Association.

12.2 Until CMCA shall otherwise determine by ordinary resolution passed at an annual general meeting or a special general meeting called for that purpose, the financial year shall be from the first day of August to the 31st day of July.

12.3 The Board shall keep on record true and accurate accounts of:

- (a) The Association's assets
- (b) The Sums of money received and expended by the Association and the manner and detail pertaining to such receipt and expenditure.
- (c) The credits and liabilities of the Association.

12.4 All receipts shall be paid into the Association's bank account/s at the earliest possible date after being received.

12.4 All Association cheques, withdrawal slips and detail pertaining to any investments/term deposits, including "the breaking" of any investment/term deposits, must be signed by the Chairperson, and 1 of 2 signatories, approved and minuted by the Board.

12.5 Any and all changes in Association signatories must be promptly advised in writing to all banks/financial institutions the Board chooses to use, from time to time.

12.6 The funds of the Association shall be deposited with ASB and/or such other banks or financial institutions as the Board decides to use, from time to time.

12.7 Up to date financial reports should be presented at every Board meeting along with the latest bank statements covering all the Association's accounts being available for Board perusal.

12.8 The Board shall make recommendation (when required) to the A.G.M. (or S.G.M.) as to what level of fees, subscriptions, levies or other funds it may deem as necessary to maintain the Association's liquidity.

12.9 No individual Officer or Board member or any member of the Association has any power to extend any credit facilities in the Association's name under any circumstances.

12.10 All accounts, to be G.S.T. compliant, must be in the Association's name and shall be approved for payment by the Board and paid by Association cheque/s with the appropriate signatures.

12.11 Every financial year the Association accounts shall be examined and a balance sheet and report shall be prepared by the Association Auditor/s for inclusion in the Annual Report, following its examination and approval by the Board.

12.12 NO PRIVATE PECUNIARY PROFIT

Nothing expressed or implied in this Constitution shall permit any Officers/s or Member/s to carry on any business, or any business to be carried on, by, or on behalf of the Association for the private pecuniary profit of any Officer or Member.

13. ASSOCIATION BYLAWS

13.1 The Board is empowered to institute any bylaw, regulation, condition, rules that it deems is in the interests and welfare of the Association and its members. Any such bylaw raised must be advised to all Officers, Life Members, Club Councils and Clubs at least ten (10) days before being implemented.

13.2 In general bylaws shall cover such subjects as conduct and statements considered prejudicial to the reputation of the Association, eligibility, financial responsibilities and any other criteria the Board may consider required from time to time.

14. SEAL

14.1 The seal shall be in the custody of the Secretary or Executive Officer and shall be affixed, when deemed required, to every instrument on the resolution of the Board. It shall be signed by the President, Chairperson of the Board, and any other nominated person as witness of such act. To

comply with the Incorporated Societies Act 1908 it is required to be used on any deed.

15. RESPONSIBILITY/SECURITY

15.1 It is the Board's responsibility to ensure that all the Association's books, records, securities, systems, deeds, any instruments of title, other documents as well as the seal are adequately stored and kept secure.

16. THE CONSTITUTION

16.1 The Association has agreed to adopt a Constitution subject to the provisions of the Incorporated Societies Act 1908 and the inclusion of its own specific clauses.

16.2 The Association has the power to alter, amend, and rescind the Constitution in part or in whole under Clause (4.1) under Powers.

16.3 The Association Constitution and any bylaws may be repealed, amended, and added to, from time to time, by notice of motion, to be dealt with at an A.G.M. or S.G.M.

16.4 NOTICE OF MOTION

16.5 Any notice of motion must be lodged with the Secretary or Executive Officer at least seven (7) days prior to the sending of notices for an A.G.M. or S.G.M. to enable the Board to comply with Clause (8.1.) Notices of Meeting.

16.6 The resolution to repeal, amend or add to the Constitution or bylaws must be carried by a (75%) seventy five percent majority of members present at such meeting.

17. INTERPRETATION

In all cases of doubt as to the interpretation of any Constitution clause or bylaw, the Board shall make a ruling. This shall not debar any 'member' lodging an appeal under Clause 5.3 (v) (Other Disputed Decisions).

Any Member is entitled to a copy of the Constitution upon application to the Secretary or Executive Officer, for which a charge may apply.

Every Club, Officer, Board Member, Life Member shall be provided with a copy of the Constitution and any subsequent amendments.

Any Club or member deemed to wilfully transgress the Constitution or bylaws shall be subject to such action as the Board may rule justified. This action shall also extend to any infringement referred to it for adjudication by any other body or Club Council.

Every Member and Club is deemed to agree to and abide by The Constitution, any and all bylaws and/or any playing conditions instituted under the Association's name.

18. ASSOCIATION COLOURS

The colours of the Association shall be red, black and white, and these shall be carried through wherever possible on all dress uniforms, playing apparel, caps, ties, badges, flags, logos etc., even though the designs of various items may change from time to time.

19. ASSOCIATION TROPHIES

All trophies, cups, shields or other memorabilia that may be presented from time to time remain (unless expressly stipulated) the property of the Association and should be cared for until their return is requested.

20. INDEMNITY

20.1 Under the Incorporated Societies Act 1908 Members are not liable for any Association debts and no Officer or Board Member shall be liable for the Acts, receipts, neglects or defaults of any other Officer or Board Member or for any loss occasioned by an error of judgement or oversight on their part or for any other loss or misfortune whatever that happens in the execution of the duties in relation to their respective positions or in relation thereto unless the same has been through their own individual wilful act, default, dishonesty or fraud.

21. WINDING UP

21.1 The Association shall not be dissolved or wound up except by order of the High Court or on the resolution (75%) seventy five percent of Members present at a Special General Meeting called for that special purpose and at which no other business can be tabled.

21.2 In the event that the decision is to wind up the Association the members present shall elect five (5) of the members present to act as liquidators.

21.3 The five (5) elected liquidators shall take into their custody or take control of all property and things in action to which the Society is, or appears to be, entitled to. They shall do all such things and attend to all such matters that are necessary to wind up the affairs of the Association and distribute any and all assets.

21.4 Should there be a surplus of assets after all liabilities and commitments have been met, they shall not be paid, distributed, or credited to any Officer, Member or Club but shall be distributed in accordance with the instructions of the Members present at the winding up meeting noting Clause (3.3) under Objects.

21.5 The provisions of the above Clause (21.4) twenty one four shall not be removed from this Constitution and shall be included in any Constitution that replaces this Constitution.

22. STATUS

This amended Constitution replaces all previous Constitutions of the Association, therefore all previous Constitutional rulings and any and all bylaws are hereby rescinded.