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Certificate – Amendment to a society's constitution

Section 33, Incorporated Societies Act 2022 (the Act)

Note – Only a current officer of this society may complete this certificate.

Society name

Canterbury Cricket Association Incorporated

Society number or NZBN

9429042605270

Brief description of the nature of the amendment

To amend the "No Pecuniary Profit" rules of the Association at the direction of the IRD to comply with the Association's Income Tax Exemption status.

A copy of the tracked change Constitution showing the amendment accompanies this certificate alongside a "clean" copy of the Constitution incorporating the amendment.

Officer's full legal name (As it appears on the register)

Andrew Robert McRae

By signing this certificate, I certify that —

- › I am authorised by the society to complete this certificate, and
- › the amendment was made in line with either section 30 or section 31 of the Act, and
- › the constitution as amended, continues to comply with the requirements of the Act.

Officer's signature 

Date signed this certificate

6 November 2023



Rules of Canterbury Cricket Association (Incorporated)

Under the Incorporated Societies Act 1908

As amended on 17 October 2023



Rules of Canterbury Cricket Association (Incorporated)

Part I: Objects and Powers

1. Introduction

1.1 Name

The name of the incorporated society shall be “Canterbury Cricket Association (Incorporated)” (**Canterbury Cricket**).

1.2 Registered Office

The registered office of Canterbury Cricket shall be at such place or places as determined by the Board and as notified to the Registrar of Incorporated Societies from time to time.

1.3 Status

Canterbury Cricket is an incorporated society established under the Act.

1.4 Affiliation

Canterbury Cricket is the governing body for the sport of cricket in the Canterbury Region and is recognised as such by New Zealand Cricket (Incorporated) (**NZ Cricket**) Canterbury Cricket is a Major Association member of NZ Cricket.

2. Objects and Powers

2.1 Objects

The objects of Canterbury Cricket are to:

- (a) foster, promote, control, manage and be responsible for the guardianship, promotion and administration of cricket in the Canterbury Region;
- (b) manage, promote and control all Canterbury Cricket representative teams playing inside or outside of the Canterbury Region;
- (c) foster, encourage and assist in the development of cricket played between District Associations and Sub-Associations of Canterbury Cricket;
- (d) establish and promulgate rules, playing conditions and regulations for the playing of cricket in the Canterbury Region, including rules for the



conduct and regulation of the game under the management and control of the Members and to be bound by the Laws of Cricket published from time to time by NZ Cricket, the International Cricket Council and/or the Marylebone Cricket Club;

- (e) foster and encourage participation in and support for cricket by all players and supporters of the game at all levels in the Canterbury Region;
- (f) arrange, control, promote and participate in domestic cricket matches and tours within the Canterbury Region, elsewhere within New Zealand and overseas;
- (g) represent Canterbury Cricket and its Members at NZ Cricket level and to affiliate with and be bound by the rules of NZ Cricket and its respective successors and/or any other NZ Cricket organisation and/or any other cricket organisation outside of NZ, the membership of which the Board deems to be in the best interests of Canterbury Cricket;
- (h) encourage and promote cricket as an activity which promotes the health and safety of all participants, including one which respects the principles of fair play and is free from performance-enhancing drugs and illegal drugs; and
- (i) generally do all things whatsoever for the benefit of cricket which may be deemed expedient or which may be directly or indirectly incidental or ancillary to the objects of Canterbury Cricket provided however that these Objects shall in no way limit the rights and powers conferred upon societies incorporated under the Act.

2.2 Powers

Subject to Rule 2.4, Canterbury Cricket has all the powers of a natural person to give effect to the Objects to the maximum extent permitted by law, including the power to:

- (a) purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges which Canterbury Cricket may think necessary 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 Canterbury Cricket and to grant such rights and privileges thereover in such manner as the Board may from time to time deem necessary and proper;
- (c) control and raise money, including the power to borrow money by way of bank overdraft or otherwise for the purposes of Canterbury Cricket, and to secure the payment thereof by way of mortgage or charge over all or any part of the real or personal property of Canterbury Cricket, or



by debenture or bonds payable to bearer or otherwise, and either secured by mortgage in favour of trustees or otherwise;

- (d) raise money by subscriptions, levies, gate charges or otherwise and to invest the funds of Canterbury Cricket upon such securities (if any) and upon such terms and conditions as may from time to time be determined by the Board;
- (e) make regulations and by-laws for the governance, control and management of Canterbury Cricket and to establish and maintain an effective management system in order to implement the Objects;
- (f) adopt, make, repeal and amend by-laws and regulations (including a code of conduct) as it thinks expedient for the management of Canterbury Cricket or for the furtherance of the Objects, including rules and regulations to govern and/or restrict anti-doping violations or the use of any drugs or other substances;
- (g) invest any of the property, assets and income in a manner appropriate for a professional trustee operating under New Zealand law;
- (h) open and operate in the name of Canterbury Cricket such bank accounts as deemed necessary;
- (i) establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of Canterbury Cricket in the Canterbury Region or elsewhere and for that purpose, to utilise any of the assets of or held on behalf of Canterbury Cricket;
- (j) make, repeal and amend rules for the regulation and control of any competition and/or or matches under its jurisdiction;
- (k) enter into any partnership, joint venture or other agreement for the conduct of any activity and the sharing of resources, and to co-operate with any person or persons or body corporate carrying on or about to carry on any business or transaction;
- (l) enter into any agreement, contract or arrangement in the name of and on behalf of Canterbury Cricket for sharing profits, or for mutual assistance with any Member, person or persons or body corporate which it may seem to the Board is capable of directly or indirectly benefiting Canterbury Cricket;
- (m) consider and adjudicate upon all disputes between Members and Affiliates and all matters, whether of misconduct or otherwise arising out of the playing, control, organisation or administration of cricket in the Canterbury Region and to adjudicate on any appeals referred to it;



- (n) subscribe to, or otherwise acquire, hold and deal with, shares, debentures, or other securities of any kind and to sell, or dispose of, any interest in any securities;
- (o) enter into any arrangements with any Government or authority (local, territorial or otherwise) and to obtain from any Government or said authority, any rights, privileges and concessions and to exercise any such rights, privileges and concessions;
- (p) apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment; and to oppose any bills, proceedings, or applications;
- (q) undertake and execute any trusts and make gifts whether for charitable or benevolent purposes or otherwise;
- (r) develop, apply for, purchase, or otherwise acquire any Intellectual Property Rights, and to use, exploit, exercise, develop, or grant licences in respect of such Intellectual Property Rights on such terms and conditions as Canterbury Cricket thinks fit;
- (s) encourage and promote the adoption of modern turf management of playing surfaces of whatever kind used for the playing of cricket in in the Canterbury Region;
- (t) admit new Members in accordance with the provisions of Rule 3.4 and to terminate membership in accordance with Rule 3.7;
- (u) in conjunction with Members, define from time to time the responsibilities of the Members; and
- (v) impose any penalty upon any Member or Members thereof which are found guilty of breaching any of the rules, by-laws, (including any code of conduct) made by the Board (excluding anti-doping violations), or of refusing to give effect to any resolution passed by the Board or at any General Meeting.

2.3 Independent Construction

The Objects and powers set out in these Rules are to be constructed independently and are not to be limited by reference to any other objects or powers recorded in these Rules. Each of the Objects and powers set out in these Rules are independent Objects and powers of Canterbury Cricket.

2.4 Amateur Cricket

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

2.5 Involvement in Professional Cricket for the Advancement of the Amateur Game

Canterbury Cricket's capacity to carry on any business or activity, do any act and enter into any transactions outlined in Rule 2.4, 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.

Part II: Membership and Office Holders

3. Membership

3.1 Members

The membership of Canterbury Cricket shall be open to and consist of:

- (a) District Associations; and
 - (b) Sub-Associations,
- (each a **Member** and together, **Members**).

3.2 District Associations

The cricket associations of Buller, Canterbury Country, Mid Canterbury, South Canterbury and West Coast and any other cricket association that is subsequently approved at a General Meeting and accepted by NZ Cricket as a District Association shall each be classified as a **District Association**.

The District Associations as at the date of these Rules are as set out in Part A of Schedule 1.

3.3 Sub-Associations

The cricket associations of Christchurch Metropolitan, Christchurch Junior Cricket and Canterbury Regional Cricket Umpires and Scorers and any other cricket association that is subsequently approved at a General Meeting shall each be classified as a Sub-Association.

The Sub-Associations as at the date of these Rules are as set out in Part B of Schedule 1.



3.4 Membership Applications

Applications for membership of Canterbury Cricket as a District Association or a Sub-Association shall be made in writing to Canterbury Cricket. Applicants shall supply such particulars as are requested by the Chief Executive (or his or her nominee). All conforming applications shall be submitted to the Board which must consult with any Member which, in the opinion of the Board, may be affected by such application, following which the application shall be referred by the Board with its recommendation to a General Meeting for approval.

Any merger of District Associations and/or Sub-Associations shall be treated as a new application for membership as a single District Association or a single Sub-Association as the case may be. On approval at a General Meeting of such application, and in the case of an application for membership as a single District Association, on acceptance by NZ Cricket the register of Members shall be updated to reflect the new District Association or the new Sub-Association and the pre-merger District Associations and Sub-Associations as the case may be shall be removed.

3.5 Requirements of Members

All Members shall comply with:

- (a) the directives and requirements of the Board insofar as those relate to the administration of cricket throughout the Canterbury Region; and
- (b) these Rules, together with the Competition Rules, Playing Conditions and Regulations (if any) as laid down by Canterbury Cricket, NZ Cricket and/or the International Cricket Council and the Laws of Cricket as published from time to time by the Marylebone Cricket Club and/or the International Cricket Council.

In addition, each Member shall amend its rules if they, or any rule within them, are inconsistent or in conflict with these provisions.

Upon request, all Members shall supply to Canterbury Cricket a copy of their:

- (c) rules and any such amendments as are made from time to time; and
- (d) register of members.

To be, and to remain eligible to be a Member, a District Association or Sub-Association must be:

- (e) an incorporated society registered under the Act; or
- (f) another incorporated entity to which the Inland Revenue Department has granted a binding ruling to the effect that its income is exempt from taxation under section CW46 of the Income Tax Act 2007.



3.6 Acknowledgements by Members

Members acknowledge and agree that:

- (a) they are bound by these Rules;
- (b) they shall comply with and observe these Rules and any determination, resolution or policy which may be made or passed by the Board;
- (c) they are subject to the jurisdiction of Canterbury Cricket;
- (d) these Rules are necessary and reasonable for promoting the Objects;
- (e) these Rules are made in the pursuit of a common object, namely the mutual and collective benefit of Canterbury Cricket, its Members and cricket; and
- (f) they are entitled to all benefits, advantages, privileges and services of membership as conferred by these Rules.

3.7 Cessation of Membership

Any Member shall cease to be a Member of Canterbury Cricket by:

- (a) resignation by notice in writing to the Chief Executive, but shall remain liable to Canterbury Cricket for all moneys owing and unpaid at the date of resignation and all other responsibilities to Canterbury Cricket (known or unknown) at the date of such resignation; or
- (b) decision of the Board where it is satisfied after reasonable enquiry that the Member is unable to comply with Rule 3.5(e) or (f); or
- (c) decision of the Board where it is satisfied after reasonable enquiry that the Member is unable to comply with such standards as the Board may require.

Any Member who ceases to be a member of Canterbury Cricket following a decision of the Board under Rules 3.7(b) or 3.7(c) may appeal the decision to the next Annual General Meeting.

If in advance of the Annual General Meeting the affected Member is unable to provide sufficient notice of its appeal to comply with the notification of requirements of Rule 7.7, the Member may appeal the decision to a Special General Meeting requisitioned by it within sixty (60) Business Days of the Board's original decision. Failing this, the Member's right of appeal shall be exhausted.

The appeal shall be allowed if an Ordinary Resolution at the Annual General Meeting or the Special General Meeting is in favour of the appeal.



A Member who ceases to be a Member of Canterbury Cricket following the decision of the Board under Rules 3.7(b) or (c) may apply to have membership restored after the lapse of a period of six months after the date of cessation of its membership either at the discretion of the Board or by an Annual General Meeting provided the application for reinstatement is moved in the form of a Notice of Motion.

3.8 Register of Members

Canterbury Cricket shall keep and maintain a register of Members in which shall be entered the names and addresses of the Members, and the dates when they became Members.

4. Associate Organisations

Any cricket organisation other than a District Association or Sub- Association may apply to Canterbury Cricket to be recognised as an **Associate Organisation**.

Applications for recognition as an Associate Organisation shall be made in writing to the Chief Executive. Applicants shall supply such particulars as are requested by the Chief Executive. All conforming applications shall be submitted to the Board which may in its discretion accept or refuse any such application.

A delegate of each Associate Organisation may attend any General Meeting and take part in any discussion at such General Meeting but shall not be entitled to move or second motions or to vote.

As at the date of these Rules, there are no Associate Organisations of Canterbury Cricket.

5. Life Membership and Honorary Cricket Membership

5.1 Life Membership

- (a) The Board may recommend to a General Meeting any **natural person**, who has made an outstanding contribution to cricket or cricket administration within the Canterbury Region for election as a **Life Member** of Canterbury Cricket.
- (b) Any Member may nominate to the Board any person for consideration as a Life Member of Canterbury Cricket.
- (c) The membership of a Life Member may be terminated by a decision of the Board approved by an Ordinary Resolution in a General Meeting.

5.2 Honorary Cricket Membership

- (a) The Board may appoint any natural person who has rendered outstanding service to cricket or cricket administration within the



Canterbury Region as an **Honorary Cricket Member** of Canterbury Cricket.

- (b) The membership of an Honorary Cricket Member may be terminated by a decision of the Board.

5.3 Participation at General Meetings

Life Members and Honorary Cricket Members may attend any General Meeting and take part in any discussion but shall not be entitled to:

- (a) move or second motions or to vote (unless they hold a proxy of a Member); or
- (b) participate in the assets of Canterbury Cricket on a winding up.

6. President

6.1 Office of President

Any Member may nominate to the Board any natural person for consideration as President of Canterbury Cricket. Any such nomination must be received by the Chief Executive at least one month prior to the date of the Annual General Meeting. The Board shall consider such nominations and recommend to an Annual General Meeting a person for election as President of Canterbury Cricket.

- 6.2** The President shall be elected at the Annual General Meeting and shall hold office for a single term of two (2) years or one (1) year, such length of appointment to be determined by the President and the Board prior to the requisite Annual General Meeting in which the person will be recommended for election as President. Subject to clause 6.3, no natural person shall hold the office as President for more than four (4) consecutive years. For clarity, time served by a President up to the next Annual General Meeting after the General Meeting at which these Rules are adopted shall be taken into account.

- 6.3** In the event that the office of President becomes vacant prior to an Annual General Meeting, the Board may, if it considers it appropriate to do so, make in interim appointment to the office of President which office shall be held until the next Annual General Meeting and shall allow the nomination and recommendation process of Rule 6.1 to take place. If the natural person who has been appointed by the Board as an interim President is elected at that next Annual General Meeting the period



of that person's interim appointment shall not be regarded as part of the initial term of that person's tenure as President.

Part III: Meetings

7. General Meetings

7.1 Annual General Meetings

The Annual General Meeting of Canterbury Cricket shall be held annually at such time and place as the Board shall decide but not later than the 30th of October in each year.

The Chief Executive or his or her nominee shall give at least twenty eight (28) days written notice of the meeting to all Members and Affiliates and advertise notice of the Annual General Meeting in one major newspaper circulating in Christchurch.

7.2 Special General Meetings

All General Meetings of Members and Affiliates other than the Annual General Meeting are Special General Meetings.

The Chief Executive or his or her nominee shall convene a Special General Meeting:

- (a) at the request of the Board;
- (b) upon receipt of a written requisition by four Members comprising District Associations and/or Sub-Associations; or
- (c) upon the written requisition of the affected Member, if the third paragraph of Rule 3.7 applies.

Such requisition shall set forth the purpose of the proposed Special General Meeting. The relevant Special General Meeting shall be held within twenty (20) days of receipt by the Chief Executive of the request or requisition.

The Chief Executive or his or her nominee shall give written notice to all Members and Affiliates of all business proposed to be brought before any Special General Meeting at least fourteen (14) days prior to the date of such meeting. No business other than that notified pursuant to this Rule may be brought before or transacted at a Special General Meeting.

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



7.3 Attendance

A General Meeting shall consist of the attendance (whether in person, by telephone or by any other electronic means) of :

- (a) one (1) delegate appointed by each District Association;
- (b) one (1) delegate appointed by each Sub-Association;
- (c) the President;
- (d) the Life Members, Honorary Cricket Members and the Chief Executive together with such members of the senior management team of Canterbury Cricket as the Chief Executive may require;
- (e) one (1) delegate appointed by each Associate Organisation; and
- (f) any Director.

The President, Directors, Chief Executive and any member of the senior management team of Canterbury Cricket shall not be eligible to act as a delegate of a Member.

No delegate shall be entitled to act as a delegate for more than one Member, at the same meeting.

Members and Associate Organisations shall advise the Chief Executive of the names of the delegate representing them prior to the commencement of any General Meeting. No voting delegate shall be entitled to represent more than one of the associations described in (a) and (b) above.

A Delegate shall be presumed to be present and to have formed part of the quorum at all times during the meeting if they attend by Telephone or other means of electronic communication unless their absence is excused or has been brought to the attention of the chair prior to the conclusion of the meeting.

7.4 Voting

Only Members are entitled to vote at a General Meeting. Those listed in Rule 7.3(c)-(f) are not permitted to exercise any voting rights, including proposing or seconding motions at a General Meeting.

The voting rights are as follows:

- (a) each District Association shall be entitled to one (1) vote; and
- (b) Christchurch Metropolitan Cricket Association (Incorporated) shall be entitled to six (6) votes; and
- (c) Each other Sub-Association shall be entitled to one (1) vote.



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

7.5 Role of the Chairperson

At all General Meetings the chair will be taken by the then Chairperson of the Board, but if the Chairperson is not present, able or willing to take the chair then the Board may nominate another person to take the chair and the delegates present and entitled to vote shall vote to approve the appointment of the nominee to take the chair for such meeting.

7.6 Quorum

At General Meetings a quorum shall be achieved when the delegates present (whether in person, by telephone or other electronic means) have the power to exercise 60% of the total number of votes able to be cast.

No business may be conducted at a General Meeting if a quorum is not present. If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting, if convened upon the requisition of delegates pursuant to sub-paragraph (b) and (c) of the second paragraph of Rule 7.2 shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the voting delegate present shall be a quorum.

7.7 Order of Business

The order of business of the Annual General Meeting shall be to:

- (a) receive and adopt the Annual Report;
- (b) receive and adopt the audited Statement of Financial Performance and Statement of Financial Position for the previous financial year;
- (c) elect the President and Life Members;
- (d) elect Directors;
- (e) appoint an Auditor;
- (f) consider any business or proposed resolution of which notice has been given; and
- (g) transact any general business.

The Chief Executive shall supply (in writing) to each Member and Affiliate an order of business for the Annual General Meeting including a copy of the Annual Report and the Statement of Financial Performance and Statement of Financial Position at least seven (7) days prior to the date of the Annual General Meeting.



Any 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 Chief Executive of such business or such resolution at least fourteen (14) days prior to the date of the Annual General Meeting.

7.8 Expenses of General Meetings

Canterbury Cricket shall reimburse all reasonable travel and accommodation costs for delegates of District Associations attending General Meetings.

7.9 Proxies

A voting delegate may, by letter or electronic communication addressed to the Chief Executive, appoint any member of a Member to attend and vote for him/her at any General Meeting. No voting delegate's proxy shall be entitled to more than one (1) vote.

Part IV: Board

8. Board of Directors

8.1 Number

The Board shall consist of up to eight (8) Directors elected pursuant to Rule 8.2 and/or appointed pursuant to Rule 8.5.

8.2 Election of Directors

Directors shall be elected by the Members at an Annual General Meeting from candidates recommended by an Appointments Panel in accordance with Rule 8.4.

At each Annual General Meeting two (2) of the existing Directors (and any Co-opted Director(s) appointed under Rule 8.5) shall retire by rotation but shall be eligible for nomination and re-election in accordance with these Rules. Those to retire shall be those who have been longest in office since they were last elected. Where no two (2) existing Directors have been in office longer than other Directors, the Board shall determine the order of retirement of Directors by rotation amongst themselves. The Board shall consider time served by relevant Directors before the date of these Rules when determining the order of retirement of Directors by rotation.

Prior to each Annual General Meeting the Board shall supply to the Chief Executive (who shall advise all Members and Affiliates) a schedule of the order of retirement of Directors by rotation for such Annual General Meeting.

8.3 Application for election as a Director

The Chief Executive (or his or her nominee) shall both:



- (a) call for nominations for Directors from Members; and
- (b) commence public advertising seeking applications as a Director.

at least sixty (60) days prior to the date of the Annual General Meeting.

Any such nomination or application shall be made in writing and shall be received by the Chief Executive (or his or her nominee) at least forty-two (42) days prior to the date of the Annual General Meeting.

The Chief Executive (and/or his or her nominee) shall treat all nominations and applications as confidential and shall not reveal or disclose the details of such nominations or applications other than as may be required to facilitate the operation of the Appointments Panel pursuant to these Rules.

Where an individual is nominated by a Member or an application is submitted by someone other than the individual, the individual must have agreed in writing to such application or nomination.

8.4 Appointments Panel

The Appointments Panel shall be convened and administered in accordance with Schedule 2.

8.5 Co-opted Director

- (a) Subject to Rule 8.5(b), if:
 - (i) A vacancy arises on the Board for any reason including (but not limited to) a Director dying, resigning or forfeiting their position; or
 - (ii) the Appointments Panel does not recommend a candidate to fill a Board vacancy;
 - (iii) the members do not elect any candidate recommend by the Appointments Panel;

then the Board may, but shall not be obliged to appoint a replacement Director (**Co-opted Director**)

- (b) The term of office for any Co-opted Director shall automatically expire at the conclusion of the next Annual General Meeting.

8.6 Election of the Chairperson

The Chairperson shall be elected annually by the Board at the first meeting of the Board after the Annual General Meeting. The chair holds office until the earlier of the first meeting of the Board after the next Annual General Meeting, the Board choosing to replace the Chairperson between Annual General



Meetings or the resignation or termination of the appointment of the Chairperson between Annual General Meetings.

8.7 Chairperson to have the casting vote

The Chairperson shall have a deliberative vote and a casting vote.

8.8 Forfeit

Any Director who fails to attend two (2) consecutive meetings of the Board without leave of absence shall forfeit their seat on the Board.

8.9 Number of Meetings and Quorum

The Board shall meet on a regular basis but in any case no less than eight (8) times a year.

Five (5) Directors shall form a quorum at meetings of the Board.

No business may be transacted by the Board if a quorum is not present.

8.10 Attendees at Board Meetings

The Chief Executive and President shall each be entitled to attend and speak at all meetings of the Board but shall have no vote, but at the request of the Chairperson, the Chief Executive and/or President shall be required to leave any meeting of the Board so that it may carry out its business without them in attendance.

8.11 Expenses

Canterbury Cricket shall reimburse all reasonable travel and accommodation costs incurred by its Directors in them attending meetings of the Board.

8.12 Remuneration

The remuneration (if any) to be paid to the Directors for each year of service as a Director shall be as approved by the Members at an Annual General Meeting (through an Ordinary Resolution) during the particular year in which the remuneration would apply to. In this regard, the Board itself would have first considered and approved the remuneration to be put forward to the Annual General Meeting, with the Board itself being presented with a recommendation as to the appropriate remuneration by the President of the New Zealand Institute of Directors or their nominee. In determining such recommendation, the financial position of Canterbury Cricket shall be considered. As at the date of these Rules, the Directors did not receive any remuneration for their role as a Director.



8.13 Method of meeting

A meeting of the Board may be held by the contemporaneous linking together by telephone or other means of electronic communication of the Directors constituting a quorum, whether or not any one or more of the Directors are absent from New Zealand and such meeting shall be deemed to be properly held provided the following conditions are met:

- (a) all the Directors entitled to receive notice of a meeting of the Directors, shall have received notice of the meeting and be entitled to be linked by telephone or such other means of electronic communication for the purposes of such meeting;
- (b) each of the Directors taking part in the meeting by telephone or other means of electronic communication must throughout the meeting be able to hear or communicate to each of the other Directors taking part;
- (c) at the commencement of the meeting each Director must acknowledge his or her presence to all the other Directors taking part;
- (d) a Director may not leave the meeting by disconnecting the telephone or other means of electronic communication unless he or she has previously obtained the express consent of the Chairperson of the meeting or there is a communications or other technology failure such that the relevant Director is unable to comply with Rule 8.13(b); and
- (e) a Director shall be presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of electronic communication unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting or there is a communications or other technology failure such that the relevant Director is unable to comply with Rule 8.13(b).

8.14 Written Resolutions

A resolution in writing, signed or assented to by facsimile, or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more Directors.

8.15 Eligibility

No Director can hold the position of Chairperson of the board of a Member or be an employee or contractor of a Member and further the following persons are disqualified from being elected as a Director:

- (a) a person who is under eighteen (18) years of age;
- (b) an undischarged bankrupt;



- (c) a person who has been convicted of any offence and has been sentenced to a term of imprisonment of three (3) months or more unless that person has obtained a pardon or has served the sentence or otherwise suffered the sentence imposed upon that person;
- (d) a person who is prohibited from being a director of, or being concerned with or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Securities Act 1978, the Securities Markets Act 1988 or the Takeovers Act 1993;
- (e) a person who is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988; or
- (f) a person who is mentally incapable as defined in the Protection of Personal and Property Rights Act 1988.

9. Duties and Powers of the Board

9.1 Duties

The Board shall be the Executive of Canterbury Cricket and shall manage the affairs of Canterbury Cricket and shall control its finances and shall have a duty to:

- (a) appoint a Chief Executive of Canterbury Cricket and enter into an employment contract with such remuneration and on such terms and conditions as the Board shall think fit;
- (b) adopt and regularly review a Strategic Plan for Canterbury Cricket which shall include goals, objectives and the strategic direction for cricket, and measures of short term and long term success;
- (c) review annually Canterbury Cricket's strategic direction to ensure that issues of significant importance to Canterbury Cricket are brought before the Board on a regular and scheduled basis;
- (d) develop, in consultation with the Members, a skills and competencies framework highlighting the range of skills, competencies and experience the Board should have and update and revise that framework from time to time as deemed reasonably necessary;
- (e) develop, adopt and regularly review an Appointments Panel Conflicts Protocol;
- (f) adopt an annual plan and budget for financial performance and to monitor results against the annual plan and budget;



- (g) adopt clearly defined delegations of authority from the Board to the Chief Executive and determine a process for confirming delegations from the Chief Executive;
- (h) determine the processes to apply in respect of the appointment of Coaches, Selectors, Managers, Captains and Vice-Captains of Canterbury teams;
- (i) ensure that Canterbury Cricket meets its obligations to other Major Associations in New Zealand and to New Zealand Cricket;
- (j) ensure that Canterbury Cricket has in place all the necessary internal reporting systems and controls together with the means of monitoring its performance and results;
- (k) regularly agree performance indicators and standards within management;
- (l) review its own processes and effectiveness;
- (m) control expenditure and to raise any money necessary for the purpose of Canterbury Cricket by borrowing on such security (if any) and such terms as the Board shall deem expedient or by any other means as the Board may determine;
- (n) ensure an Advisory Group comprising nominees of each of the District Associations and the Christchurch Metropolitan Cricket Association (Incorporated) is appointed by the Chief Executive and to ensure that regular meetings and interchanges are held with this Group;
- (o) ensure that communication with all Members and interested parties is of the highest standard and in particular to ensure that representatives of the Board shall meet with the Chairpersons of District Associations and Sub-Associations each year;
- (p) make and amend from time to time any code of conduct for any competition under the jurisdiction of Canterbury Cricket;
- (q) consider and adjudicate on any apparent infringement of these Rules of Canterbury Cricket;
- (r) generally to do all things it deems necessary to uphold the Laws of Cricket and the spirit of the game; and
- (s) generally, carry out any activity that furthers and advances the purposes and Objects and in this regard to deal with any matter not specifically provided for in these Rules.



9.2 Powers of the Board

The Board shall have, in addition to and without derogating therefrom all such administrative powers as may be necessary for properly carrying out the Objects, the following particular powers and authorities to:

- (a) appoint Subcommittees from within its own number or otherwise and to delegate to them such powers and responsibilities as it shall determine. The Subcommittees shall report as directed by the Board. The Chairperson or a Director nominated by him or her shall have the right to attend any meeting of any Subcommittee;
- (b) hold an enquiry or appoint a person or persons to hold an enquiry into and impose such punishment as it thinks fit in case of misconduct (excluding anti-doping violations) by any team, player or official while under the direct control of Canterbury Cricket or for such other reason as the Board shall decide. For the purposes of such enquiry to summon witnesses to appear and give evidence and in the event of failure or refusal to attend to impose such penalty as the Board may consider fit;
- (c) fill any vacancy on the Board which may occur by death, resignation or otherwise of a Director in accordance with Rule 8.5;
- (d) except for anti-doping violations, which shall be dealt with by the Sports Tribunal of New Zealand (or its successor), the Board or its nominee shall have the power to enquire into the conduct of any Member, club, team, official or player affiliated to, or under the control of, Canterbury Cricket and shall have power to impose any penalty affecting their participation in the game of cricket, including disqualification, which the Board or the nominee may consider fit whether or not any penalty shall have previously been imposed by any other authority. The Board or its nominee shall properly take into account the imposition of any penalty already imposed but in any event any penalty imposed by the Board or its nominee shall at the discretion of the Board be enforced and carried out by all Members, clubs and teams which are Members of, or affiliated to, Canterbury Cricket or under the control of Canterbury Cricket;
- (e) call Special General Meetings;
- (f) invest any of the property, assets and income of Canterbury Cricket in a manner which would be appropriate for a trustee operating under New Zealand Law. The Board may by resolution delegate the investment and management of this investment to a fund manager;
- (g) summon witnesses to appear and give evidence at any inquiry held by the Board or any person or persons appointed by it to hold any inquiry and in the event of failure or refusal to attend to impose such penalty as the Board may consider fit;



- (h) make, amend or appeal by-laws, not inconsistent with these Rules, for the internal management of Canterbury Cricket;
- (i) levy from Members such amounts as are necessary for the administration and function of Canterbury Cricket and the attainment of its Objects;
- (j) settle any question which may arise and which is not specifically provided for in these Rules;
- (k) appoint when deemed necessary Advisory Groups;
- (l) appoint and engage such professional or other advisors as the Board considers appropriate and to fix or negotiate remuneration for such advisors;
- (m) undertake and carry out any matters specifically reserved to the Board in these Rules;
- (n) enquire into the conduct of any Member or team or player of any Member and shall have power to impose any penalty affecting further participation in the game of cricket (including disqualification) which the Board or its nominee may consider fit whether or not any penalty shall have previously been imposed by any other authority. Any such penalty shall at the direction of the Board be enforced and carried out by all Members; and
- (o) undertake and carry out any of the powers of Canterbury Cricket set out in Rule 2.2 other than those specifically reserved for Canterbury Cricket at General Meetings.

If any case should occur which is not, or which in the opinion of the Board is not, provided for by these Rules, it shall be determined by the Board in such manner as it shall think fit, and it may (if it thinks fit to do so) report the case with its decision to a General Meeting.

9.3 Board consent required for certain matches

Without the consent of the Board no competitive match shall be played overseas or in New Zealand against an overseas team by any Member.

9.4 Disputes

- (a) Subject to Rule 9.4(b), if any dispute arises out of the interpretation of these Rules or any matter arises which is not provided for in these Rules, then such dispute or matter shall be referred in writing to the Board, whose decision shall be final and binding.
- (b) If the dispute or matter in Rule 9.4(a) is between the Board and a Member, or between any one (1) or more Directors, ("the parties") the dispute or matter shall be resolved by the following process:



- (i) by the parties acting in good faith to seek an agreement; or failing such agreement,
- (ii) by a party or the parties appointing an independent third person to mediate between them (where they cannot agree on such independent third person then such person will be appointed by the Chair of NZ Cricket or his or her nominee); or failing agreement at such mediation,
- (iii) by referring the dispute or matter to the Sports Tribunal of New Zealand in accordance with its rules and/or as directed by such Tribunal where such decision will be final and binding.

10. Judicial

- (a) The Board shall appoint a panel of independent Commissioners, any two of whom shall preside over, conduct hearings and pass judgements on alleged breaches of Canterbury Cricket's Code of Conduct, disputes between Members, breaches of the Rules of Cricket, the Playing Conditions and all other rules and regulations propagated from time to time for the playing of cricket in the Canterbury Region.
- (b) All findings or decisions of the Commissioners shall be communicated to the Chief Executive within 48 hours of the conclusion of any hearing. The Commissioner shall give reasons in writing for the decision and these are to be delivered to the Chief Executive within seven (7) days of the decision.
- (c) There shall be no right of appeal from the findings or decision of the Commissioners other than on the grounds of breach of natural justice.

Part V: Administration and Miscellaneous

11. Player Administration

- (a) No player who has been suspended or disqualified by the Board, its nominees or the Independent Commissioners or who has been reported to the Board as having been suspended or disqualified by any Member, by the Sports Tribunal of New Zealand or during the term of any disqualification by any anti-doping authority of competent jurisdiction, shall be selected for any match under the jurisdiction of Canterbury Cricket or of any Member without the consent of the Board or until such suspension or disqualification is removed.
- (b) In addition to any other penalty provided for by these Rules, the Rules of Cricket, the Code of Conduct or Playing Conditions and other rules and regulations promulgated for the playing of cricket in the Canterbury Region, a Member which commits or permits a breach of this Rule shall,



if the Board so decides, be liable to forfeit all points from those matches in which a suspended or disqualified player takes part.

12. Finance, Annual Report and Audit

- (a) The financial year of Canterbury Cricket shall end on the 31st day of July in each year and may be altered from time to time by Ordinary Resolution at an Annual General Meeting.
- (b) A report of the year's activities together with a Statement of Financial Performance and a Statement of Financial Position shall be prepared by the Board for presentation to the Annual General Meeting.
- (c) The Statement of Financial Performance and the Statement of Financial Position shall be audited prior to the Annual General Meeting.
- (d) The Auditor shall be a practising Chartered Accountant.

13. Alteration of the Rules

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

14. No Pecuniary Profit

As a not-for profit organisation the officers and members may not receive any distributions of profit or income from it. This does not prevent officers or members :

- Receiving reimbursement of actual and reasonable expenses incurred; or
- Entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms length, relative to what would occur between unrelated parties.

Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.

This Rule applies, notwithstanding any other provision of these Rules to the contrary and its effect must not be removed from these Rules and must be included in any alteration of, addition to or revision of these Rules.

15. Indemnity

15.1 Indemnity

Canterbury Cricket shall fully indemnify its Directors, Officers, and employees against all damages and costs (including legal costs) for which any such Director, Officer, or employee may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct:



- (a) in the case of a Director or Officer, performed or made whilst acting on behalf of and with the authority, express or implied, of the Board; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by Canterbury Cricket.

15.2 Insurance

Canterbury Cricket may effect and/or procure insurance for itself and each Director, Officer and employee of Canterbury Cricket (whether past or present) in respect of any cost, claim, expense, loss or liability incurred in connection with any act or omission in his or her capacity as a Director, Officer, employee of Canterbury Cricket or otherwise, as the Board may determine.

16. Winding Up

Canterbury Cricket shall not be dissolved except upon a motion passed by a 75% majority of the votes recorded at a General Meeting called in the manner provided in these Rules. Upon a dissolution any surplus funds available after the payment of all liabilities of Canterbury Cricket shall be distributed to such organisation(s) as may be resolved at a General Meeting having the same or similar charitable objects as Canterbury Cricket provided however that no part of the income or other funds of Canterbury Cricket shall be used for the private pecuniary profit of any individual person.

17. Administration

17.1 Common Seal

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

17.2 Colours

The colours of Canterbury Cricket shall be red and black and shall be worn by all players representing Canterbury. The Board may approve other colours to be worn by players representing Canterbury.

18. Definitions and interpretation

18.1 Definitions

In these Rules, unless the context otherwise requires:

Act means the *Incorporated Societies Act 1908*.



Affiliates means Officers, Directors, Associate Organisations, Life Members and Honorary Cricket Members.

Annual General Meeting means the annual general meeting held pursuant to Rule 7.1.

Annual Report means the Annual Report of Canterbury Cricket containing information about the activities, operations, personnel and finances of Canterbury Cricket in the previous year, together with information about Canterbury Cricket representative teams and domestic cricket competitions conducted by Canterbury Cricket in the previous year.

Appointments Panel means the panel convened pursuant to Rule 8.4 to consider and make Board appointments, in accordance with Schedule 2.

Appointments Panel Conflict Protocol means the protocol to be used by members of the Appointments Panel to assist the Appointment Panel to identify conflicts of interest that may arise in conducting the business and performing the duties of the Appointments Panel, and recommending appropriate actions to be taken in a conflict of interest scenario.

Associate Organisation means an incorporated or unincorporated organisation associated with cricket recognised by the Board pursuant to Rule 4.

Board means the then current Directors including any Co-opted Directors.

Business Day means a day of the week other than:

- a) Saturday, Sunday, Good Friday, Easter Monday, Anzac Day, the Sovereign's Birthday, Labour Day and Waitangi Day;
- b) a day in the period commencing with the 25th of December in any year and ending with the 2nd day of January in the following year;
- c) if the first day of January in any year falls on a Friday, then the following Monday; and
- d) if the first day of January in any year falls on a Saturday or Sunday, the following Monday and Tuesday.

Chairperson means the Chairperson of the Board, elected under Rule 8.6.

Chief Executive means the Chief Executive Officer of Canterbury Cricket as appointed by the Board pursuant to Rule 9.1(a).

Competition Rules, Playing Conditions and Regulations means the respective competition rules, playing conditions and regulations relating to the sport of cricket as may be promulgated by or conducted under the auspices of Canterbury Cricket and/or NZ Cricket and/or the International Cricket Council from time to time and each individual term shall have its corresponding meaning.

Convenor means the convenor of the Appointments Panel.



Co-opted Director means a Director appointed under Rule 8.5.

Director means a member of the Board.

General Meeting means an Annual General Meeting or Special General Meeting.

Honorary Cricket Member has the meaning set out in Rule 5.2

Intellectual Property Rights means any rights in or to intellectual or industrial property, including any trade or service mark, patent, copyright, moral right, design, trade secret, confidential information and/or know how, in all cases whether arising by common law or by statute.

International Cricket means cricket played against representatives of any country (whether this is an International Cricket Council approved test playing country, or not);

Life Member has the meaning set out in Rule 5.1(a).

Member has the meaning set out in Rule 3.1.

Month means a calendar month;

NZ Cricket means New Zealand Cricket (Incorporated) and includes its Officers, employees, Directors and agents.

Objects means the objects of Canterbury Cricket stipulated in Rule 2.1.

Officer means the meaning set out in Rule 6.1.

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

President means the person elected as the president of Canterbury Cricket from time to time pursuant to Rule 6.1.

Rules means these Rules of Canterbury Cricket and all amendments to them from time to time.

Special General Meeting means any meeting (other than an Annual General Meeting) of Members entitled to vote on an issue, called at any time at the request of the Board.

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.

Sport NZ means Sport New Zealand, the Crown entity responsible for sport and physical recreation in New Zealand or its successor(s).



Sports Tribunal of New Zealand means the tribunal established by Sport New Zealand under the Sport and Recreation New Zealand Act 2002 and continued under the Sports Anti-Doping Act 2006 to hear and determine sports related disputes, including appeals or its successor(s).

Statement of Financial Performance means the statement of the revenue and expenditure of Canterbury Cricket for the 12 months ending on 31 July in any year.

Statement of Financial Position means the statement of the assets and liabilities of Canterbury Cricket as at 31 July in any year.

18.2 Interpretation

In these Rules, unless the context otherwise requires:

- (a) the singular in all cases includes the plural and vice versa;
- (b) references to Rules and Schedules are references to rules of and schedules in these Rules unless expressly specified otherwise;
- (c) a reference to a person includes a company, other corporations and also a body of persons (corporate or incorporate);
- (d) where words or expressions are defined, other parts of speech and grammatical forms of that word or expression have corresponding meanings;
- (e) the words “includes”, “including” or “include” must be read and interpreted without limitation;
- (f) any reference to any statute or regulations is a reference to that statute or those regulations as amended or replaced;
- (g) the headings to these Rules are for convenience of reference only and shall not in any way affect the construction or interpretation of these Rules; and
- (h) a reference in these Rules to a body, authority or similar extends to that body, authority or similar’s replacement or successor.

Date Adopted: 17 October 2023



Schedule 1 – Members (Rule 3)

Part A – District Associations

- Buller Cricket Association Incorporated
- Canterbury Country Cricket Association Incorporated
- Mid Canterbury Cricket Association Incorporated
- South Canterbury Cricket Association Incorporated
- West Coast Cricket Association Incorporated

Part B – Sub-Associations

- Christchurch Metropolitan Cricket Association Incorporated
- Christchurch Junior Cricket Association Incorporated
- Canterbury Regional Cricket Umpires and Scorers Association Incorporated



Schedule 2 – Appointments Panel (Rule 8.4)

1. Formation of Appointments Panel:

The Appointments Panel:

- (a) must be constituted at least fifty (50) days prior to the date of the relevant General Meeting; and
- (b) holds office until the formation of the new Appointments Panel prior to the next Annual General Meeting.

2. Composition

The Appointments Panel must consist of the following five (5) members who shall be notified by the Board of their appointment to this office, with the appointment taking effect from the time of such notification until a new Appointments Panel is formed pursuant to clause 1(b) of this Schedule 2:

- (a) one (1) current committee member of the Canterbury branch of the New Zealand Institute of Directors or nominee;
- (b) one (1) nominee of the District Associations;
- (c) one (1) nominee of the Christchurch Metropolitan Cricket Association Incorporated; and
- (d) one (1) current board member of NZ Cricket; and
- (e) The President of the Canterbury Cricket Board or their nominee.

3. Convenor

The Appointments Panel shall (immediately following the inception of the requisite Appointments Panel) meet for the purpose of appointing a Convenor from its four members, such Convenor shall not have a casting vote.

4. Quorum

A quorum for a meeting of the Appointments Panel is all five (5). No business may be transacted by the Appointments Panel if a quorum is not present.

5. Purpose

The purpose of the Appointments Panel shall be to consider each nominee or application as a Director and to recommend to the Annual General Meeting, those individuals it considers appropriate for election to the Board as a Director in accordance with Rule 8.2.



6. Director Recommendation Process

The Chief Executive (or his or her nominee) shall provide to each member of the Appointments Panel:

- (a) complete nominations and applications validly received pursuant to Rule 8.3 without delay following their receipt; and
- (b) the number of Board positions in respect of which such nominees and applicants are to be considered.

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 recommendations in this regard to the Chief Executive (or his or her nominee) at least ten (10) Business Days prior to the relevant Annual General Meeting.

The Chief Executive (or his or her nominee) shall, at least seven (7) days prior to the date of the relevant Annual General Meeting, advise all Members of the names of the individuals recommended by the Appointments Panel for election as a Director.

The Appointments Panel shall make its recommendations to precisely fill the relevant Director positions notified to it by the Chief Executive (or his or her nominee), unless it concludes that there are insufficient candidates with the requisite skills and experience to meet the needs of Canterbury Cricket, in which case the Board may choose to fill any vacancy pursuant to Rule 8.5.

Other than as may be required to discharge its obligations to Canterbury Cricket, each member of the Appointments Panel shall treat the information, conduct, proceedings and deliberations of the Appointments Panel as confidential and, subject to clause 10 of this Schedule 2, shall not disclose to any third party details of applicants and nominees it does not recommend for appointment.

7. Relevant Considerations for the Director Recommendation Process

When considering which nominees or applicants to recommend for election to the Board, the Appointments Panel shall consider and have due regard to

- (a) the skills and competencies framework referred to in Rule 9.1(d);
- (b) the importance of gender and cultural diversity in the performance of the Board; and
- (c) the merits of having representation from both the District Associations and Sub-Associations on the Board,

while at all times endeavouring to ensure Canterbury Cricket has the best possible Board available.



8. Conflicts of interest

Members of the Appointments Panel shall declare any conflicts of interest and not participate in the consideration of the particular candidate or candidates concerned where such conflict arises. Notwithstanding this, members of the Appointments Panel shall comply with the Appointments Panel Conflict Protocol in conducting the business and performing the duties of the Appointments Panel.

9. Procedure

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

10. Specialist Assistance

At the expense of Canterbury Cricket (with such expense being first approved in writing by Canterbury Cricket), the Appointments Panel may seek and obtain assistance and advice from a specialist executive or governance search/recruitment firm, but only to the extent necessary for that firm to conduct an initial assessment of Director nominees and applicants, and provide to the Appointments Panel a short list of candidates.

11. Expenses

Canterbury Cricket shall reimburse all reasonable travel and accommodation expenses of all members of the Appointments Panel in attending meetings of the Appointments Panel.