

CONSTITUTION

OF

HIBISCUS COAST CRICKET CLUB INCORPORATED

CONSTITUTION OF HIBISCUS COAST CRICKET CLUB INCORPORATED

Contents

1. Definitions and Interpretation
2. Club Details
3. Purpose and Powers
4. Members
5. General Meetings
6. Committee
7. Conflict of Interest
8. Committee Meetings
9. Club Manager
10. Finances
11. Bylaws
12. Dispute Resolution
13. Liquidation
14. Amendments
15. Transition

1. Definitions and Interpretation

1.1. **Definitions:** In this Constitution, unless the context otherwise requires:

- **"ACA"** means Auckland Cricket Association.
- **"Act"** means the Incorporated Societies Act 2022 and its amendments.
- **"AGM"** means Annual General Meeting of Members held in accordance with this Constitution.
- **"Authorised Visitor"** means a member of any club affiliated to ACA or to any association recognised by New Zealand Cricket.
- **"Bylaws"** means any rules, regulations, codes, or policies made by the Committee.
- **"Casual Vacancy"** means a vacancy that arises when a Committee Member does not serve their full term.
- **"Chair"** means the Committee Member elected to chair the Club and preside over meetings.
- **"Club"** means Hibiscus Coast Cricket Club Incorporated.
- **"Club Manager"** means the person appointed by the Committee to oversee the day-to-day operations of the Club.
- **"Committee"** means the governing body of the Club.
- **"Committee Member"** means any individual elected or appointed to serve on the Committee.
- **"Constitution"** means this Constitution including any amendments.
- **"Contact Details"** means a current physical or electronic address and phone number.
- **"Diversity, Equity and Inclusion"** refers to fair and equitable access to sport regardless of age, ability, ethnicity, gender, or background.
- **"General Meeting"** includes both Annual General Meetings (AGMs) and Special General Meetings (SGMs).
- **"Interested"** has the meaning given in section 62 of the Act.
- **"Junior Member"** means a Member under 18 years of age.
- **"Life Member"** means a person appointed as such in recognition of outstanding service to the Club.
- **"Matter"** has the meaning set out in section 62(4) of the Act.
- **"Member"** means all categories of members under clause 4 of this Constitution.
- **"Membership Term"** means a 12-month period as determined by the Committee.
- **"Nominated Member"** means a parent or guardian who is authorised to represent a Junior Member.
- **"Non-Financial Member"** means a Member who has not paid required fees or entered into an approved payment plan.

- **"Officer"** means a Committee Member or other individual with significant influence over Club operations.
- **"Ordinary Resolution"** means a resolution passed by a simple majority of votes cast.
- **"Playing Member"** means a Member who participates in Club-organised cricket activities.
- **"SGM"** means a Special General Meeting of Members.
- **"Special Resolution"** means a resolution passed by 75% or more of eligible votes cast.
- **"Voting Member"** means any Member entitled to vote, excluding Junior or Non-Financial Members.
- **"Website"** means the Club's official web presence.
- **"Working Day"** has the meaning set out in the Legislation Act 2019, excluding Auckland Anniversary Day.

1.2. Interpretation: Unless the context otherwise requires

- Words in the singular include the plural and vice versa.
- Headings are for reference only.
- References to writing include electronic communications.
- References to a person include individuals, organisations, and legal entities.
- References to legislation include amendments and replacements.
- Timeframes exclude the day a notice is given.
- Notices will be deemed received:
 - If delivered by hand, at the time of delivery;
 - If sent by post, five Working Days after posting;
 - If by email, upon confirmation of successful sending (barring bounce-back or failure receipt). Singular includes plural, and vice versa. Headings are for reference. Writing includes email or similar digital formats.

2. Club Details

2.1. Name: The name of the society is Hibiscus Coast Cricket Club Incorporated.

2.2. Charitable Status: The Club may register under the Charities Act 2005.

2.3. Contact Person: Appointed by the Committee after each AGM per the Act.

3. Purpose and Powers

3.1. The purposes of the Club are to:

- (a) Promote, develop, and foster cricket for all ages and abilities;
- (b) Provide facilities, coaching, and competitions;
- (c) Uphold values of inclusion, respect, and sportsmanship;
- (d) Affiliate with relevant cricket bodies;

- (e) protect the integrity of cricket and the Club by developing and enforcing standards of conduct, ethical behaviour and implementing good governance;
- (f) support the development of Members, including the relevant training, education and development of the Members, including officials, coaches, team managers and volunteers.

3.2. **Tikanga:** The tikanga, kawa, culture or practice of the Club is as follows:

- (a) the playing of cricket and participation in Club activities shall be in accordance with the Club's code of conduct; and
 - (b) the Club will affiliate with such cricket associations as is required and do all such things as are incidental and conducive to achieving the purpose of the Club,
- and this Constitution must be interpreted having regard to that tikanga, kawa, culture or practice.

3.3. **Capacity and powers:** The Club has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

4. **Members**

4.1. **Membership Categories:** The Club shall have the following categories of membership:

- (a) Playing Members: Individuals who actively participate in cricket or training activities organised by the Club.
- (b) Junior Members: Individuals under the age of 18, represented by a Nominated Member.
- (c) Nominated Members: A parent or guardian of a Junior Member who shall hold the voting rights on behalf of the Junior Member.
- (d) Life Members: Appointed by Special Resolution for outstanding service to the Club.
- (e) Non-playing Members: Individuals who support the Club in a non-playing capacity (e.g., volunteers, supporters).
- (f) Honorary Members or Patrons: Appointed by the Committee in recognition of services or support to the Club; non-voting.

4.2. **Membership Rights and Obligations:**

- (a) Voting Members include Playing Members, Nominated Members, Non-playing Members, and Life Members, unless otherwise stated.
- (b) Members must uphold the Club's Constitution, Bylaws, tikanga, and values.
- (c) Membership does not entitle any Member to ownership or entitlement to any Club property.
- (d) Members are required to provide and keep current their contact details for Club communications.

4.3. Admission and Renewal:

- (a) Application for membership shall be made via the Club's official process, including form submission and fee payment.
- (b) The Committee may accept or decline any application without reason.
- (c) Memberships are annual and expire at the end of each Membership Term unless renewed.

4.4. Suspension and Termination:

- (a) The Committee may suspend or expel a Member for serious misconduct, breach of the Constitution or Bylaws, or behaviour bringing the Club into disrepute.
- (b) Before suspension or expulsion, the Member must be notified in writing and given a reasonable opportunity to respond.
- (c) A decision must be made in accordance with clause 12 (Dispute Resolution) and notified in writing.

4.5. Ceasing Membership:

A Member ceases to be a Member if they resign in writing, die, do not renew, or are removed under clause 4.4.

4.6. Membership Register:

The Club shall maintain a register of Members including their name, membership category, contact details, and date of joining and ceasing. This register shall comply with the Act and the Privacy Act 2020.

4.7. Creation of New Categories:

The Committee may by resolution establish new categories of membership, subject to ratification at the next AGM. Application: Membership is by application via an approved form and payment of any applicable fees. The Committee may reject applications.

4.8. Consent: A person consents to membership by submitting the application and payment.

5. General Meetings

5.1 Annual General Meeting (AGM): An AGM must be held annually within six (6) months of the end of the financial year. The business of the AGM shall include:

- (a) Confirmation of the minutes of the previous AGM and any SGM;
- (b) Receipt and adoption of the Annual Report and financial statements;
- (c) Election of Committee Members;
- (d) Appointment of an auditor (if required);

- (e) Consideration of any motions properly submitted;
- (f) Any other business deemed appropriate by the Chair.

5.2 Notice: Notice of a General Meeting must be provided to all Members at least 28 days prior for an AGM and at least 14 days prior for an SGM. Notice may be given by email or published on the Club's website. Members are responsible for ensuring their Contact Details are up to date.

5.3 Special General Meeting (SGM): An SGM may be called by the Committee or upon a written request signed by at least 10% of Voting Members. The request must state the purpose of the meeting. Only the business specified in the notice may be transacted at the SGM.

5.4 Quorum: The quorum for a General Meeting is ten (10) Voting Members present in person or by electronic means. If a quorum is not reached within 30 minutes, the meeting shall be adjourned to the same time and day in the following week.

5.5 Chairing and Minutes: The Chair of the Club shall preside over all General Meetings. If the Chair is unavailable, another Committee Member chosen by the Committee shall act as Chair. The Secretary shall ensure accurate minutes are kept of all General Meetings.

5.6 Voting:

- (a) Each Voting Member present shall have one (1) vote;
- (b) Voting is by show of hands unless a secret ballot is requested by the Chair or three (3) or more Members;
- (c) Proxy voting is permitted only on matters specified in the notice of meeting and must be received in writing at least 48 hours prior to the meeting;
- (d) Ordinary Resolutions are passed by a simple majority of votes cast; Special Resolutions require 75% of eligible votes cast.

5.7 Written Resolutions: A resolution in writing signed or assented to by all eligible Voting Members shall be as valid as if passed at a General Meeting properly convened.

6. Committee

6.1. Composition: The Committee shall comprise 5 to 9 elected members.

6.2. Role: The Committee is responsible for strategic and operational governance.

6.3. Elections: Committee Members are elected at the AGM. Nominations must be received 14 days prior.

6.4. Term: Committee Members serve 2-year terms, renewable.

6.5. **Portfolios:** The Committee shall allocate officer roles (e.g., Chair, Treasurer, Secretary) from among its members.

6.6. **Removal:** A Member may be removed from the Committee by Special Resolution.

6.7. Officers' Role Descriptions:

- (a) **Chair:** The Chair shall preside over meetings, provide leadership to the Committee, and act as the spokesperson for the Club.
- (b) **Secretary:** The Secretary shall keep minutes, manage correspondence, and maintain records including the membership register.
- (c) **Treasurer:** The Treasurer shall manage the Club's finances, present financial reports, prepare the budget, and ensure financial compliance.

7. Conflict of Interest

7.1. **An Officer is considered** "interested" in a matter if they:

- (a) May gain financial benefit from it,
- (b) Have a close relative who may benefit,
- (c) Hold a governance or ownership role in a related entity,
- (d) Have another conflict as defined under section 62 of the Act.

7.2. **An Officer must disclose** any interest as soon as they are aware of it and must:

- (a) Not vote on the matter,
- (b) Leave the meeting during discussion (unless the Committee resolves otherwise),
- (c) Be recorded in the register of interests.

8. Committee Meetings

8.1. **Frequency:** The Committee shall meet at least quarterly, or more often as required.

8.2. **Notice:** The Secretary shall give at least 7 days' notice of each meeting, unless all Committee Members agree to a shorter notice period.

8.3. **Quorum:** A quorum is 50% of current Committee Members.

8.4. **Voting:** Decisions are made by majority vote of those present. The Chair does not have a casting vote.

8.5. **Attendance:** Meetings may be held in person or by audio/video link, provided all participants can hear and be heard.

8.6. **Records:** The Secretary shall ensure minutes are kept of each meeting and made available to Committee Members.

9. Club Manager

- 9.1. **Appointment:** The Committee may appoint a Club Manager to oversee the day-to-day operations of the Club. The Club Manager may be a volunteer, contractor, or employee as determined by the Committee.
- 9.2. **Delegation and Duties:** The Club Manager shall exercise only those powers delegated by the Committee and must act in accordance with Club values, Bylaws, and policies. Delegations shall be documented in writing.
- 9.3. **Reporting:** The Club Manager shall report regularly to the Committee, providing updates on operations, membership, programmes, and other matters as requested.
- 9.4. **Conduct and Representation:** The Club Manager must not speak on behalf of the Club publicly or enter into contracts without express Committee approval.
- 9.5. **Committee Role:** The Club Manager is not a voting member of the Committee unless separately elected under clause 6.

10. Finances

10.1. Financial Year: The financial year of the Club ends on 31 March each year.

10.2. Financial Management:

- (a) The Committee is responsible for the sound financial management of the Club, including preparing an annual budget, maintaining accurate accounting records, and ensuring the Club's assets are protected.
- (b) All money received shall be paid into a Club bank account approved by the Committee.
- (c) Payments must be authorised by at least two (2) Committee Members or authorised signatories.

10.3. Financial Reporting

- (a) The Treasurer shall prepare a financial report for each Committee meeting and a full annual financial report for the AGM.
- (b) The Club must ensure its financial statements present a true and fair view of its financial position, in accordance with generally accepted accounting practice (GAAP) appropriate to its size.

10.4. Audit or Review:

The Club's financial statements shall be audited or reviewed if:

- (a) Required by the Act;
- (b) Required by a resolution of the AGM; or
- (c) Required by a funding body or the Club's Bylaws.

11. Bylaws

- 11.1. **The Committee may adopt**, amend, or revoke Bylaws to support the effective operation and governance of the Club, including matters relating to property, conduct, competitions, and operational rules.
- 11.2. **Bylaws must not be inconsistent** with this Constitution or the Incorporated Societies Act 2022.
- 11.3. **All Members are bound by the Bylaws**, which shall be made available on the Club's website or on request.
- 11.4. **The Committee shall notify** Members of any material changes to the Bylaws.

12. Dispute Resolution

- 12.1. **Complaints:** Any Member may make a formal complaint in writing to the Secretary regarding:
 - (a) Alleged breaches of this Constitution, Club rules, or Bylaws;
 - (b) Conduct considered prejudicial to the Club.
- 12.2. **Initial Review:** The Committee shall acknowledge receipt within 5 Working Days and determine whether the complaint requires investigation or is frivolous or unfounded.
- 12.3. **Investigation:**
 - (a) If warranted, the Committee shall appoint a panel of at least two (2) impartial persons to investigate and make findings;
 - (b) All parties involved must be given a reasonable opportunity to be heard, respond to evidence, and present their case.
- 12.4. **Outcome:** The Committee may decide to take no further action or impose an outcome, which may include:
 - A warning,
 - Suspension,
 - Expulsion (in accordance with clause 4.4),
 - Referral to mediation or external resolution.
- 12.5. **Appeal:** A Member may appeal the outcome within 10 Working Days. The Committee may reconvene or refer the matter to an independent party for review.
- 12.6. **Mediation:** The Committee may refer any unresolved dispute to independent mediation. All Members shall act in good faith to resolve the matter constructively.
- 12.7. **Natural Justice:** The Club shall follow the principles of natural justice throughout the dispute process.

13. Liquidation

- 13.1. The Club may be placed into liquidation by Special Resolution in accordance with the Incorporated Societies Act 2022.

- 13.2. On liquidation or dissolution, the Committee shall, after payment of all liabilities, distribute any remaining assets to one or more not-for-profit or charitable organisations with similar purposes, preferably involved in cricket or community sport within New Zealand.
- 13.3. No surplus assets may be distributed to any Member or Officer.
- 13.4. If no suitable organisation is identified, the assets may be distributed in accordance with the directions of the Registrar under the Act.
- 13.5. The Club may be liquidated by Special Resolution in accordance with the Act.
- 13.6. Upon winding up, surplus assets shall be distributed to a charitable cricket or sport organisation with similar purposes, as determined by the Committee.

14. Amendments

- 14.1. This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.
- 14.2. No amendment: No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

15. Transition

- 15.1. This Constitution revokes and replaces any previous versions or rules of the Hibiscus Coast Cricket Club Incorporated as of the date of its adoption Transition
- 15.2. All existing Members, Officers, and Committee Members as at the date of adoption shall continue in their respective roles, subject to the provisions of this Constitution.
- 15.3. All rights, obligations, liabilities, delegations, and proceedings existing immediately before the adoption of this Constitution shall continue as if this Constitution had been in force at the time they were created.
- 15.4. Any inconsistencies between past decisions and this Constitution shall be resolved in favour of compliance with the Incorporated Societies Act 2022 and this Constitution.
- 15.5. If this clause 15 is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency and the other clause will not.
- 15.6. For a period of 12 months from the date of adoption, the Committee may amend any administrative requirement or time frame in this Constitution, solely for the purpose of enabling a smooth transition and to correct any unintended consequences of the transition wording. This clause does not permit the Committee to make substantive constitutional changes without following clause 14 (Amendments).

16. Matter Not Provided For

- 16.1. If any matter arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute shall be determined by the Committee.

Any previous rules or constitutions are revoked upon adoption of this document. Existing memberships and Committee roles continue unless replaced.

Adopted: [Insert Date of Adoption]

Signed:

Chair: _____ Date: _____

Secretary: _____ Date: _____