

## **CONSTITUTION OF AUCKLAND UNIVERSITY CRICKET CLUB INCORPORATED**

(Adopted and approved at the Annual General Meeting of the Club on 21 July 2008)

**1. NAME**

The name of the Club is Auckland University Cricket Club Incorporated.

**2. OBJECTS**

To promote, foster, encourage and advance the playing of the game of cricket amongst adults and children in the District, and amongst the students and the staff of the University of Auckland.

**3. COLOURS**

The colours of the Club shall be navy blue, sky blue and white, or such other colours as the Club may decide, from time to time, in consultation with the Association.

**4. MEMBERSHIP AND SUBSCRIPTIONS**

- 4.1 Any person seeking Membership of the Club shall make written application on the form prescribed from time to time for that purpose by the Board.
- 4.2 The Secretary shall table all applications for membership at the next meeting of the Board for approval. The Board may, at its sole discretion, decide whether or not to accept an application for membership, and it may refuse the application, or approve the application on such terms and conditions, if any, as the Board thinks fit.
- 4.3 The subscription, as determined according to clause 17.11 of this Constitution, of every Member shall be due on the commencement date of each playing season, and payable by the date set each year by the Board.
- 4.4 Should a subscription be unpaid by the prescribed time, the Member in question shall forfeit all rights as a Member until such time as the subscription has been paid in full, including all rights to play as a member of a Club team.
- 4.5 If any amount is due or payable by a Member, the name of the Member may be forwarded to the Association as a defaulter.
- 4.6 A Member is not entitled to vote at any meeting of the Club if any amount is due or payable by the Member to the Club.
- 4.7 Membership of the Club shall consist of the following categories:
  - (a) Senior Playing Member;
  - (b) Junior Playing Member;

- (c) Non-Playing Member;
- (d) Life Member.

Subject to clause 4.6, every Member of the Club, except for a Junior Playing Member, is entitled to vote at a General Meeting of the Club.

## **5. NON-PLAYING MEMBER**

- 5.1 Subject to clause 4.6, the first named parent or guardian of a Junior-Playing Member, as recorded on the prescribed form of application for Membership of the Club, shall be a Non-Playing Member of the Club and entitled to vote at a General Meeting of the Club.
- 5.2 Any other person, including in particular, members of the Fingietoads, may apply to become a playing or non-playing member of the Club.
- 5.3 The Club shall maintain a register of Members, in which shall be entered the names and addresses, telephone numbers and email addresses, plus any other information that shall be required by the Club from time to time, of all persons who are Members.

## **6. LIFE MEMBERSHIP**

- 6.1 After not less than 10 years' service with the Club, the distinction of Life Membership may be conferred upon a Member of the Club for special service to the Club. The distinction of Life Membership may only be conferred at an Annual General Meeting by a 75% majority of the Members present and entitled to vote.
- 6.2 Nominations for Life Membership shall be submitted to the Board for approval in writing no later than the date of the Board meeting immediately preceding the Annual General Meeting at which it is proposed that the nomination be considered, and the person proposing the nomination shall provide details of the special service rendered by the nominee to the Club.
- 6.3 Upon election as a Life Member, the Member shall not be liable for payment of any further subscription or fee and shall be entitled to all of the privileges of Membership for life.

## **7. PATRON**

- 7.1 The Club Patron is appointed by special resolution at an Annual General Meeting of the Club. The Club Patron shall have all of the privileges of a Life Member of the Club.

## **8. CANCELLATION OF MEMBERSHIP**

The Membership of any person shall be cancelled if:

- (a) the Member gives the Secretary written notice of their resignation from the Club;

- (b) the Member's subscription remains unpaid twenty (20) days after the due date;
- (c) the Board, by a majority of its members present at a properly constituted meeting, resolves that the Membership of the Member be cancelled because, in the opinion of the Board, he or she, by any action or statement, does or says anything that is or may cause to the Club, harm, injury or disrepute.
- (d) Unless the Board determines otherwise, the cancellation of any Member's Membership of the Club shall not entitle the Member concerned to a refund of any subscription paid to the Club, nor shall such cancellation relieve that Member from liability to pay any subscription which may have fallen due and payable prior to the date of cancellation.

## **9. ANNUAL GENERAL MEETING**

The Annual General Meeting of the Club shall be held prior to the annual general meeting of the Association in each and every year on a date and at a time and place to be fixed by the Board for the following purposes:

- (a) to receive from the Board a report on the activities of the Club during the year;
- (b) to receive from the Treasurer audited financial statements for the Club for the preceding year;
- (c) to elect the Board and Officers of the Club for the next year;
- (d) to determine any business brought to the meeting by the Board;
- (e) to deal with any general business;
- (f) any Member who wishes to have any business considered at an Annual General Meeting as general business must give written notice containing details of such business to the Secretary not less than seven days prior to the date of the annual meeting, unless a resolution to discuss such business is passed by special resolution of those present at the meeting.

## **10. SPECIAL GENERAL MEETING**

The Chairman of the Board, or the President, may at any time for any special purpose, call a Special General Meeting and shall do so forthwith upon a request in writing being lodged with the Secretary, if such request is signed by no fewer than 30 Members of the Club and the written request states the purpose for which the meeting is required.

## **11. NOTICE OF GENERAL MEETINGS**

- 11.1 Notice of a time and place of any Annual General Meeting or Special General Meeting shall be given at least ten days prior to the date of the meeting by email to all Members who have email addresses on the

Register of Members and by including the notice of meeting on the Club's web page.

- 11.2 The notice of any meeting shall state:
- (a) the general nature of the business of the meeting in sufficient detail to enable a member entitled to vote to form a reasoned judgment in relation to it; and
  - (b) the text of any special resolution to be submitted to the meeting.
- 11.3 Any irregularity in the notice of meeting is waived if a 75% majority of all of the Members present at the meeting and entitled to vote agree to waive any such irregularity.

## **12. CONDUCT OF GENERAL MEETINGS**

- 12.1 At all meetings, 15 Members of the Club personally present shall constitute a quorum for the purpose of a General Meeting of the Club, and no business shall be transacted unless a quorum of Members is present within 30 minutes of the appointed time for the meeting.
- 12.2 The President shall take the chair at every meeting or, if the President is not present within 30 minutes after the time appointed for holding such meeting, the Members present and entitled to vote shall choose one of their number to take the chair and he or she shall preside until the conclusion of the meeting.
- 12.3 Every meeting may be adjourned from time to time at the discretion of the chair of such meeting.

## **13. VOTING AT ANNUAL AND SPECIAL MEETINGS**

- 13.1 Subject to clause 4.6, each Member present at a meeting of the Club (other than a Junior Playing Member) shall be entitled to one vote and, unless expressly provided for in this Constitution or by law, resolutions shall be decided by a majority of votes. Voting shall be on the voices or by a show of hands, unless a Member who is present and entitled to vote, demands that a poll be taken. Proxy votes shall not be allowed.
- 13.2 In the event of the equality of votes, the chairman of the meeting shall, in addition, have a casting vote.
- 13.3 Minutes of Annual General Meetings and special meetings shall be kept by the Secretary. Any such minutes signed by the appointed chairman of the meeting shall be received as evidence of the facts therein stated.

## **14. OFFICERS OF THE CLUB**

The office bearers of the Club shall be:

- (a) President;

- (b) Senior Club Captain;
- (c) Junior Club Captain
- (d) Secretary;
- (e) Treasurer.

## **15. BOARD OF MANAGEMENT**

15.1 The Board shall comprise:

- (a) The office bearers of the Club (ex-officio);
- (b) Four other elected Board Members at least one of which shall be a Senior Playing Member of the Club
- (c) One person from the University of Auckland to be appointed annually by the Vice-Chancellor or his nominee who is either a current enrolled student or member of the staff of the University of Auckland.

15.2 The Board may at its discretion co-opt up to two further Board members in order to add special skills to the Board or for succession planning purposes. Co-opted Board Members will serve until the Annual General Meeting following their co-option, but may be co-opted for a further term or terms at the discretion of the incoming Board.

15.3 In the period between the adoption of this Constitution and the next following Annual General Meeting, the Management Committee as duly elected or appointed under the previous Constitution shall be vested with the same powers and authorities as the Board as defined and described in this Constitution.

## **16. ELECTION OF OFFICER HOLDS AND BOARD MEMBERS**

16.1 The above officers of the Club and Board Members shall be elected annually at the Club's Annual General Meeting.

16.2 Office bearers and Members of the Board who seek re-election, shall notify the Secretary to that effect at least seven (7) days before the date of the Annual General Meeting.

16.3 Nominations for candidates for office bearer and for the Board shall be called for from the floor at the Annual General Meeting but such nominations shall not be accepted unless:

- (a) The person nominated for the position is present or has stated in writing that he or she is available to undertake the duties of the position for which he or she has been nominated; and
- (b) The nomination is seconded by a person attending the Annual General Meeting who is entitled to vote.

- 16.4 If, at the Annual General Meeting, it is not possible to fill an office bearer position or all of the Board positions, or if any such vacancies shall occur after the Annual General Meeting, the Board shall have power to second a person to fill any such vacancy. Any Member elected or appointed to fill a vacancy shall remain in office up until the next Annual General Meeting.
- 16.5 Any office bearer or Member of the Board may be removed from his or her office by a resolution passed by not less than 75% of members who attend a special general meeting of the Club for that purpose. At least ten (10) days prior notice must be given to members and to the office bearers concerned of any such meeting and of the matters to be dealt with at the special general meeting.

## **17. POWERS OF THE BOARD**

- 17.1 The Board shall, at its first meeting following the Club's Annual General Meeting, appoint a member of the Board to be the Chair of the Board until the next Annual General Meeting of the Club. Should the Chair of the Board resign (or be removed by the Board part-way through the year) then the Board may appoint another member of the Board to assume the role of Chair until the next Annual General Meeting of the Club.
- 17.2 The Board shall, at its first meeting following the Club's Annual General Meeting, appoint a person (whether or not a current or past member of the Board) to be the Club's delegate on the Eastern District Cricket Association.
- 17.3 The Board shall have full power to direct and manage all of the affairs and business of the Club and in doing so, it may from time to time, as it thinks fit, make, alter or amend any bylaws for the good governance of the Club.
- 17.4 The Board shall meet at least once every month during the cricket season at such date and time as the Secretary shall advise or at such other date and time as the Board may decide. The President, Chair of the Board, or the Senior Club Captain, or the Junior Club Captain may cause a special meeting to be held of the Board at any time by giving the Secretary not less than three (3) days' written notice of the date and the time for holding such a meeting and the purpose of the meeting. The Secretary, on receipt of such a notice, shall cause notice of the special meeting to be given to every member of the Board at least 48 hours prior to the day and hour that the meeting is to be held.
- 17.5 A quorum of a meeting of the Board shall comprise any six (6) members of the Board then present in person.
- 17.6 Voting at Board meetings shall be decided by a majority of votes. Each member present shall have one vote. Proxy votes shall not be allowed. The Chairman of the Board shall also have a casting vote in the event that there is an equality of votes on any particular matter before the Board.
- 17.7 The Board may at any time delegate any of its powers to a sub-committee consisting of such members of the Board as it thinks fit. The Board may, at any time, dissolve any sub-committee, or alter the constitution of that sub-committee.

- 17.8 The Secretary shall keep minutes of meetings of the Board and such minutes, signed by the Chairman of the Board of any meeting of the Board shall be received as evidence of the facts stated therein.
- 17.9 The Board shall have the power, either by itself or jointly with any other sporting club or association, to employ (or to engage as a contractor) any person on such terms and conditions as it thinks fit, to act as a manager, or coach for the Club, or to undertake such other duties as the Board may consider appropriate.
- 17.10 The Board shall control and manage the funds and property of the Club and may raise or borrow money and incur such liabilities for the purposes of the Club as may be necessary and to mortgage or charge the property or assets of the Club to secure the repayment of any moneys raised or borrowed. The power of the Board to borrow money and to charge the property or assets of the Club cannot be delegated to any officer or sub-committee of the Board.
- 17.11 The Board shall fix the amount of every member's subscription at a meeting subsequent to each Annual General Meeting and prior to the commencement of each official playing season. The Board, at its discretion, may fix different subscription amounts for different classes of member and it may agree to discount or waive the payment of a subscription by a member, if it considers it appropriate to do so.
- 17.12 The Board shall enter every year Club teams in the competitions of the Association according to the bylaws of the Association.
- 17.13 The Club and its teams shall comply and abide with the laws of cricket as laid down by the Marylebone Cricket Club, except where such laws shall be amended or superseded by the rules and the bylaws of the Association.

## **18. INDEMNITY OF OFFICERS AND BOARD MEMBERS**

- 18.1 Officers of the Club and members of the Board shall be indemnified by the Club against all losses and expenses incurred by him or her in the discharge of his or her duties, except for any losses or expenses incurred as a result of his or her own dishonest or wilfully negligent act or default.

## **19. CLUB MANAGER AND STAFF**

- 19.1 The professional manager will report to the Board and will have speaking rights at Board meetings, but will not be a voting member of the Board.
- 19.2 The professional manager will be an ex-officio (but non-voting) member of any other sub-committees as determined by the Board.

## **20. FINANCIAL**

- 20.1 The financial year of the Club shall be for the 12-month period 1 June to 31 May of each year, or for such other 12-month period as the Club at its Annual General Meeting may determine from time to time.

- 20.2 The Board shall ensure that an audited balance sheet and income statement is prepared each financial year and made available to the relevant Annual General Meeting, together with the Treasurer's Report.
- 20.3 The Treasurer shall ensure that all moneys received by the Club, whether for registration fees, subscriptions, donations or from any other source, are paid into such bank account or accounts for the Club as the Board may from time to time determine. The Treasurer shall keep an account of all moneys received and disbursed and shall provide a Treasurer's Report to the Board at every Board meeting.
- 20.4 The Treasurer shall have authority to pay Club expenses from the Club's bank account, provided that any payment in excess of \$1,000 (or such larger sum as the Board may delegate in writing to the Treasurer from time to time) may only be made with the prior written consent of any two of the Chairman of the Board, the Senior and/or Junior Club Captains, or the Club Secretary.
- 20.5 The books of account of the Club shall be audited. The auditor shall be a member of the New Zealand Society of Accountants. The auditor shall have power to call for the production of all books, papers, accounts and documents relating to the affairs of the Club at any time. The Board shall have the power to fill any temporary vacancy in the office of auditor.

## **21. NON-PROFIT**

- 21.1 No member or person associated with a member of the Club shall derive any income, benefit or advantage from the Club where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:
- (a) professional services to the Club rendered in the course of business charged at no greater rate than current market rates; or
  - (b) interest on money lent at no greater rate than current market rates.
- 21.2 The provisions and effect of clause 21 shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

## **22. LIQUIDATION**

- 22.1 The Club may be voluntarily wound up in accordance with Section 24 of the Incorporated Societies Act, 1908 (or any legislation passed in substitution for that Act).
- 22.2 If, upon the liquidation of the Club, there remains, after the satisfaction of all its debts and liabilities, any property, it shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other charitable organisation or sporting body having objects similar to the objects of the Club nominated for the purpose by the Auckland Cricket Association.



- 22.3 No addition to or alteration to the objects, personal benefit clause or winding-up clause shall be effected without the written approval of the Inland Revenue Department.
- 22.4 The provisions of this clause 22 shall not be removed from this Constitution and shall be included and applied into any other Constitution replacing this Constitution.

## 23. ALTERATION OF THE CONSTITUTION

- 23.1 Subject to the provisions of the Incorporated Societies Act, 1908, and to clauses 21.2 and 22.4, this Constitution may be amended, rescinded or added to from time to time by special resolution of the members present at an Annual General Meeting or special general meeting held for the purpose.
- 23.2 Notice of any resolution to amend, rescind, or add to, this Constitution shall be circulated to members in the notice of the meeting at which the resolution will be considered.
- 23.3 In order to be effective, a resolution to amend, rescind, or add to, the provisions of this Constitution must be passed by no less than 75% majority of those members present at the general meeting which has been validly convened for the purpose of altering the constitution.

## 24. DAMAGE TO CLUB PROPERTY

Any Member breaking or damaging any property belonging to or being used by the Club shall pay to the Club Treasurer on demand, the necessary cost of replacing that property or repairing the damage, the price to be fixed by the Board, provided however that the Board may in its discretion, waive a Member's liability to reimburse the Club for the cost of replacing or repairing the damaged property.

## 25. AFFILIATION

The Club may affiliate with any body or bodies, including the University of Auckland, the University of Auckland Students' Association, the Auckland Cricket Association, or the Eastern District Cricket Association, as the Board shall from time to time approve.

## 26. DEFINITIONS

In this Constitution, unless the context otherwise requires:

**"Annual Meeting"** means an Annual General Meeting of the Club;

**"Association"** means Auckland Cricket Association Incorporated;

**“Board”** means the Board of the Club as elected and/or appointed according to clause 16 of this Constitution;

**“Chair”** means the Chair of the Board, as elected from within the Board, according to clause 17.1 of this Constitution;

**“Club”** means Auckland University Cricket Club Incorporated;

**“Cricket Season”** means the period 1 September to 31 March of the next year;

**“District”** means the area allotted to the Club by the Association;

**“Fingletoads”** means the association of cricketers know as the Fingletoads (most of whom at some time or another where playing members of the Club)

**“Junior Club Captain”** means the Captain of the Junior Playing Members of the Club, as elected or appointed in accordance with this Constitution;

**“Junior Playing Member”** means a Member of the Club who is registered to play cricket and who is under the age of 18 on 1 September immediately preceding the start of a cricket season;

**“Member”** means a Member of the Club;

**“Non Playing Member”** means a Member who is not registered to play cricket with any team in the Club;

**“Ordinary Resolution”** means a resolution that is approved by a simple majority of the votes of Members entitled to vote;

**“Senior Club Captain”** means the Captain of the senior playing Members of the Club elected or appointed according to this Constitution;

**“Senior Playing Member”** means a Member who is registered to play Senior Grade cricket and who is 18 years of age or older on 1 September immediately preceding the start of a cricket season;

**“Special Resolution”** means a resolution approved by a majority of 75% or more of the votes of Members present at a meeting who are entitled to vote.

----- **Rex Hooton --- President AUCC**

----- **Vince Hurley---Senior Club Captain**

----- **Mark Robson--- Junior Club Captain**