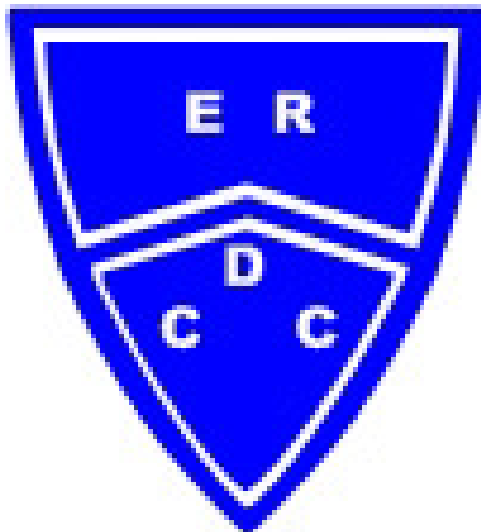


31st May 2016

Rules of the Eden Roskill District Cricket Club (Incorporated)

Under the Incorporated Societies Act 1908

As adopted on 2016



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Rules of Eden Roskill District Cricket Club (Incorporated), (the Rules)

Part I: Objects and Powers

1. Introduction

1.1 Name

- (a) The name of the incorporated society shall be “Eden Roskill District Cricket Club (Incorporated)” (**ERDCC, or the Club**);
- (b) The name of the incorporated society may be changed by resolution of the Club at a General Meeting.

1.2 Registered Office

The registered office of ERDCC shall be the Eden Roskill Cricket Clubrooms, Keith Hay Park, 13 Noton Road, Mt Roskill, Auckland, 1041. Postal Address: PO Box 27-280, Mt Roskill, Auckland, 1440, or places as determined by the Executive Committee and as notified to the Registrar of Incorporated Societies from time to time.

1.3 Status

ERDCC is an incorporated society established under the Incorporated Societies Act 1908 (**the Act**).

1.4 Affiliation

ERDCC is affiliated to Auckland Cricket Association (Incorporated) (ACA) and to New Zealand Cricket (Incorporated) (NZC). ACA is responsible for the administration and delivery of the game within the Auckland region and is one of six Major Associations in New Zealand. NZ Cricket is the governing body for the sport of cricket in New Zealand and is recognised as such by the International Cricket Council, of which NZ Cricket is a full member.

2. Objects and Powers

2.1 Objects

The objects of ERDCC are to:

- (a) control, manage and be responsible for the guardianship, promotion and administration of cricket in the Eden Roskill catchment area in Auckland, New Zealand;
- (b) control, manage and be responsible for all Eden Roskill representative teams playing inside or outside of New Zealand;
- (c) foster, encourage and assist in the participation in, development of and support for cricket played by all players and supporters of the game at all levels the Eden Roskill catchment area, including all schools;
- (d) establish and promulgate rules, playing conditions and regulations for the playing of cricket at ERDCC, and to be bound by the Laws of Cricket published from time to time by ACA, NZC, the International Cricket Council (ICC) and/or the Marylebone Cricket Club (MCC);
- (e) to administer all the assets, rights, privileges and liabilities of ERDCC;

- (f) to assist Auckland Cricket in the promotion and management of cricket matches and tours played within the Eden Roskill catchment area;
- (g) 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 match corruption and performance-enhancing drugs; and
- (h) to 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 ERDCC, **PROVIDED HOWEVER** that these Objects shall in no way limit the rights and powers conferred upon societies incorporated under the Act.

2.2 Powers

ERDCC 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 ERDCC 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 ERDCC and to grant such rights and privileges thereover in such manner as the Executive Committee 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 ERDCC, and to secure the payment thereof by way of mortgage or charge over all or any part of the real or personal property of ERDCC, 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 ERDCC upon such securities and upon such terms and conditions as may from time to time be determined by the Executive Committee;
- (e) invest any of the property, assets and income in a manner appropriate for a professional trustee operating under New Zealand law;
- (f) open and operate in the name of ERDCC such banking accounts as deemed necessary;
- (g) establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of ERDCC in New Zealand or elsewhere and for that purpose, to utilise any of the assets of or held on behalf of ERDCC;
- (h) make, repeal and amend rules for the regulation and control of any competition or matches under its jurisdiction;
- (i) enter into any partnership, joint venture or other agreement for the conduct of any activity and the sharing of surplus resources, and to co-operate with any person or persons or body corporate carrying on or about to carry on any business or transaction;
- (j) enter into any agreement, contract or arrangement in the name of and on behalf of ERDCC for sharing profits, or for mutual assistance with any Member, person or persons or body corporate which it may seem to the Executive Committee is capable of directly or indirectly benefiting ERDCC;
- (k) make regulations and by-laws for the governance, control and management of ERDCC and to establish and maintain an effective management system in order to implement the Objects;

- (l) adopt, make, repeal and amend by-laws and regulations (including a code of conduct) as it thinks expedient for the management of ERDCC 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;
- (m) enter into any arrangements with any Government or local government authority and to obtain from any Government or local government authority, any rights, privileges and concessions and to exercise any such rights, privileges and concessions;
- (n) apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment; and to oppose any bills, proceedings, or applications;
- (o) undertake and execute any trusts and make gifts whether for charitable or benevolent purposes or otherwise;
- (p) 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 ERDCC thinks fit;
- (q) encourage and promote the adoption of modern turf management of playing surfaces of whatever kind used for the playing of cricket in Auckland;
- (r) admit new Members in accordance with the provisions of Rule 5 and to terminate membership in accordance with Rule 3.8;
- (s) in conjunction with Members, define from time to time the responsibilities of the Members; and
- (t) 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 Executive Committee (excluding anti-doping violations), or of refusing to give effect to any resolution passed by the Executive Committee or at any General Meeting.
- (u) represent ERDCC to any external organisation of which the Executive Committee deems to be in the best interests of ERDCC;

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 ERDCC.

2.4 No Pecuniary Profit

Nothing in these Rules shall permit ERDCC to use its funds, or make its funds available, to be used for the private pecuniary profit of any Member or any person associated with any Member. For the avoidance of doubt, the term **Private Pecuniary Profit** does not include remuneration or payments for services which are rendered reasonable and amounts only to what would be paid in an arm's-length transaction (being the open market value).

This Rule 2.4 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.

Part II: Membership and Office Holders

3. Club Membership

3.1 Membership

The membership of ERDCC shall be open to and consist of:

- (a) Playing Members; and
- (b) Non-Playing Members; and

other such categories of members as may from time to time be determined by Special Resolution of the ERDCC at a General Meeting.

3.2 Playing Members

A Playing Member shall be an individual who is registered as such and has paid all relevant fees as required by ERDCC.

3.3 Non-Playing Members

A Non-Playing Member shall be an individual that who is registered as such and has paid all relevant fees as required by ERDCC.

3.4 Affiliated Members

An Affiliated Member shall be a club or organization that wishes to belong to ERDCC with or without teams.

3.5 Membership Applications

Applications for membership of ERDCC as a Playing Member or Non-Playing Member shall be made in accordance with the process laid down by the Executive Committee. Applicants shall supply such particulars as requested by the Chairperson (or his or her nominee).

3.6 Requirements of Members

All Members shall comply with:

- (a) the directives and requirements of the ERDCC Executive Committee insofar as those relate to the administration of cricket within the Eden Roskill area and throughout Auckland; and
- (b) these Rules, together with the Competition Rules, Playing Conditions and Bylaws as laid down by ACA and/or NZ Cricket and the Laws of Cricket as published from time to time by the Marylebone Cricket Club and/or the International Cricket Council.

In addition ERDCC shall amend these Rules if they, or any Rule within them, are inconsistent or in conflict with ACA Rules.

3.7 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 Executive Committee;
- (c) they are subject to the jurisdiction of ERDCC, ACA and NZ 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 ERDCC, ACA, NZ Cricket, its Members and cricket in general; and
- (f) they are entitled to all benefits, advantages, privileges and services of membership as conferred by these Rules.

3.8 Cessation of Membership

Any Member shall cease to be a Member of ERDCC either by resignation by notice in writing to the Chairperson, or through a failure to pay the annual membership fee as defined by the Executive Committee. Any member shall remain liable to ERDCC for all moneys owing and unpaid at the date of resignation.

3.9 Membership Year

The membership year of the Club shall run from 01 September of each year until 31 August of the subsequent year.

3.10 Register of Members

ERDCC shall keep and maintain a register of Members in which shall be entered the names and contact details of the Members, and the dates when they became Members.

4. Life Membership, Honorary Membership, Honorary Cricket Membership and Past Chairpersons

4.1 Life Membership

- (a) The Executive Committee may recommend to a General Meeting any suitable person who has made an outstanding contribution to cricket or cricket administration for ERDCC for election as a **Life Member**.
- (b) Any Member may nominate to the Executive Committee any person for consideration as a Life Member but support for such nominations shall be at the discretion of the Executive Committee.
- (c) The membership of a Life Member may be terminated by a decision of the Executive Committee approved by an Ordinary Resolution in a General Meeting.

4.2 Honorary Membership

- (a) The Executive Committee may appoint any suitable person who has rendered outstanding service in the administration of cricket for ERDCC as an **Honorary Member**.
- (b) The membership of an Honorary Member may be terminated by a decision of the Executive Committee.

4.3 Honorary Cricket Membership

- (a) The Executive Committee may appoint any cricketer who has throughout their career rendered outstanding service to Eden Roskill and Auckland Cricket, and who save in exceptional circumstances, has retired from cricket as an **Honorary Cricket Member**.
- (b) The membership of an Honorary Cricket Member may be terminated by a decision of the Executive Committee.

4.4 Past Chairpersons

Every person who has held the office of Chairperson shall, on and from the date of the expiry of his or her term as Chairperson, be automatically conferred the status of Past Chairperson of the Club.

4.5 Participation at General Meetings

Life Members, Honorary Members, Honorary Cricket Members and Past Chairpersons may attend any General Meeting and take part in any discussion and shall be entitled to move or second motions, and may vote.

5. Officers

5.1 Officers

The Officers of ERDCC shall comprise:

- (a) one Chairperson.
- (b) one Vice-Chairperson
- (c) one Treasurer

A Patron may be elected. See 5.2 below

5.2 Office of Patron

The filling of this role is to be at the discretion of the Executive Committee.

- (a) The Executive Committee may nominate any natural person for consideration as Patron. If a nomination is made then the Executive Committee shall recommend to a General Meeting a person of suitable standing for election as Patron.
- (b) He or she shall hold the role of Patron until he or she vacates the office or until the next Annual General Meeting, whichever occurs first.
- (c) If the office of Patron becomes vacant prior to an Annual General Meeting, the Executive Committee may make a temporary appointment to the office of Patron which office shall be held until the next Annual General Meeting.

5.3 Office of Chairperson

- (a) The Executive Committee and membership may nominate any suitable person for consideration as Chairperson. The Executive Committee shall recommend to an Annual General Meeting a person for election as Chairperson of ERDCC.
- (b) The Chairperson shall be elected at the Annual General Meeting and shall hold office for a single one (1) year term.
- (c) If the office of Chairperson becomes vacant prior to an Annual General Meeting, and if it considers it appropriate to do so, the Executive Committee may make a temporary appointment to the office of Chairperson which shall be held until the next Annual General Meeting and shall allow the nomination and recommendation process of Rule 5.3(a) to take place.

5.4 Office of Vice Chairman

- (a) The Executive Committee and membership may nominate any suitable person for consideration as Vice Chairperson. The Executive Committee shall recommend to an Annual General Meeting a person for election as Vice Chairperson of ERDCC.
- (b) The Vice Chairperson shall be elected at the Annual General Meeting and shall hold office for a single one (1) year term.
- (c) If the office of Vice Chairperson becomes vacant prior to an Annual General Meeting, and if it considers it appropriate to do so, the Executive Committee may make a temporary appointment to the office of Vice Chairperson which shall be held until the next Annual

General Meeting and shall allow the nomination and recommendation process of Rule 5.3(a) to take place.

5.5 Office of Treasurer

- (a) The Executive Committee and membership may nominate any suitable person for consideration as Treasurer. The Executive Committee shall recommend to an Annual General Meeting a person for election as Treasurer of ERDCC.
- (b) The Treasurer shall be elected at the Annual General Meeting and shall hold office for a single one (1) year term.
- (c) If the office of Treasurer becomes vacant prior to an Annual General Meeting, and if it considers it appropriate to do so, the Executive Committee may make a temporary appointment to the office of Treasurer which shall be held until the next Annual General Meeting and shall allow the nomination and recommendation process of Rule 5.3(a) to take place.

5.6 Participation at General Meetings

Office Holders may attend any General Meeting and take part in any discussion, and shall be entitled to move or second motions, and may vote.

Part III: Meetings

6. General Meetings

6.1 Annual General Meetings

The Annual General Meeting of ERDCC shall be held annually at such time and place as the Executive Committee shall decide but not later than the 15 July in each year.

The Chairman, or his or her nominee, shall give at least twenty (20) business days written notice of the meeting to all Membership and Office Holders.

6.2 Attendance

A General Meeting shall consist of:

- (a) Playing members;
- (b) Parents of Junior Playing Members;
- (c) Non-playing members;
- (d) the Officers;
- (e) the Life Members, Honorary Members, Honorary Cricket Members, Past Chairpersons;
- (f) the Chairman;
- (g) any current ERDCC Executive Committee member.
- (h) any invited guests.

The Executive Committee Members shall be eligible to vote as a Member of the ERDCC at any General Meeting.

No one shall be entitled to act as a delegate for any Member at a meeting.

6.3 Voting

Only Members, Officers, Life Members, Honorary Members, Honorary Cricket Members and Past Chairpersons are entitled to vote at a General Meeting.

The voting rights are as follows:

- (a) each Playing Member or the Parent of a Junior Playing Member shall be entitled to one (1) vote; and
- (b) each Non-Playing Member shall be entitled to one (1) vote; and
- (c) each Officer, Life Member, Honorary Member, Honorary Cricket Member and Past Chairperson 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.

6.4 Role of the Chairperson

At all General Meetings the chair will be taken by the Chairperson of the Club or such nominee as approved by the Executive Committee.

6.5 Quorum

At General Meetings a quorum shall be achieved when 20 people are present.

No business may be conducted at a General Meeting if a quorum is not present.

6.6 Order of Business

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

- (a) acknowledge apologies;
- (b) confirm minutes of the last AGM and discuss matters arising;
- (c) receive and adopt the Annual Report;
- (d) receive and adopt the audited Statement of Financial Performance and Statement of Financial Position for the previous financial year;
- (e) elect Officers, Life Members, Honorary Members, Honorary Cricket Members and Past President;
- (f) elect Executive Committee;
- (g) appoint an Auditor;
- (h) may appoint an Honorary Solicitor;
- (i) consider any business or proposed resolution of which notice has been given; and
- (j) transact any general business.

The Chairman (or his or her nominee) shall supply 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 ten (10) business 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 Chairman of such business or such resolution at least ten (10) business days prior to the date of the Annual General Meeting.

6.7 Special General Meetings

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

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

- (a) at the request of the Executive Committee;
- (b) upon receipt of a written request from at least thirty (30) Members; or

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

The Chairman, or his or her nominee, shall give written notice to all Members and Office Holders of all business proposed to be brought before any Special General Meeting at least ten (10) business 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.

Part IV: Executive Committee

7. Executive Committee

7.1 Number

The Executive Committee shall consist of up to seven (7) committee members in total, five (5) of whom are elected pursuant to Rule 7.2 or appointed pursuant to Rule 7.4. The remaining two (2) members will be the Chairperson of the Junior Committee and Chairperson of the Senior Committee.

7.2 Election of Executive Committee

The five (5) elected positions on the executive committee shall be elected by the Members at an Annual General Meeting from candidates nominated by members within the AGM, in accordance with the Order of Business referred to in Rule 6.6.

7.3 Application for election as a Committee Member

The Chairman (or his or her nominee) shall call for nominations for the Executive Committee from Members ten (10) days prior to the AGM and all nominations must be received prior to the meeting to be considered.

Any individual not present at the AGM that is nominated by a Member, must have agreed in writing to such application or nomination.

7.4 Co-opted Committee Member

(a) Subject to Rule 7.4(b), if:

any Executive Committee Member dies, resigns or forfeits their position;

then the Executive Committee may, but shall not be obliged to, appoint a replacement Committee Member
(**Co-opted Committee Member**).

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

7.5 Election of the Chairperson

The Chairperson shall be elected annually at the Annual General Meeting and shall hold office until the next Annual General Meeting, unless the Executive Committee chooses to replace the Chairperson between Annual General Meetings.

7.6 Chairperson to have the casting vote

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

7.7 Forfeit

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

7.8 Quorum

Four (4) Committee members shall form a quorum at meetings of the Executive Committee.

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

7.9 Attendees at Executive Committee Meetings

The Club Manager shall attend and speak at all meetings of the Executive Committee but shall have no vote, but at the request of the Chairperson, the Club Manager shall be required to leave any meeting of the Executive Committee so that it may carry out its business without the Club

Manager being in attendance. There must be a minimum of nine (9) Executive Committee meetings annually.

7.10 Method of meeting

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

- (a) all the Committee Members shall have received notice of the meeting and be entitled to be linked by telephone or such other means of communication for the purposes of such meeting;
- (b) each of the Committee Members taking part in the meeting must throughout the meeting be able to hear or communicate to each of the other Committee Members taking part;
- (c) at the commencement of the meeting each Committee Member must acknowledge his or her presence for the purpose of a meeting of the Executive Committee to all the other Committee Members taking part.

7.11 Written Resolutions

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

7.12 Eligibility

The following persons are disqualified from being appointed or elected as a Committee Member:

- (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.

7.13 Removal of the Executive Committee

The Members can seek the removal of the Executive Committee by requisitioning a Special General Meeting in accordance with Rule 6.7. The Executive Committee can be removed from office by a Special Resolution passed at a requisitioned Special General Meeting. The Chairman must give at least twenty (20) business days notice to the Executive Committee of the meeting at which a motion for removal from the Executive Committee is to be considered.

Any Special Resolution to remove the Executive Committee which is proposed at a Special General Meeting must also propose amendments to allow for the appointment of new Committee

Members to replace the Executive Committee so that at all times there remains a quorate Executive Committee.

8. Duties and Powers of the Executive Committee

8.1 Duties

The Executive Committee shall provide full governance of ERDCC, and shall manage the affairs of ERDCC, and shall control its finances and shall have a duty to:

- (a) appoint a Club Manager of ERDCC and enter into an employment agreement with such remuneration and on such terms and conditions as the Executive Committee shall think fit;
- (b) adopt and regularly review a Strategic Plan for ERDCC which shall include goals, objectives and the strategic direction for cricket, and measures of short term and long term success. Any Strategic Plan for ERDCC shall be circulated to Members for comment, at least twenty (20) business days prior to the meeting of the Executive Committee at which it is to be considered for adoption;
- (c) review annually ERDCC's strategic direction to ensure that issues of significant importance to ERDCC are brought before the Executive Committee 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 Executive Committee should have and update and revise that framework from time to time as deemed reasonably necessary;
- (e) adopt an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
- (f) adopt clearly defined delegations of authority from the Executive Committee to the Club Manager and determine a process for confirming delegations from the Club Manager;
- (g) determine the processes to apply in respect of the appointment of Selectors, Coaches, Managers and Captains of Premier teams;
- (h) ensure that ERDCC meets its ACA obligations;
- (i) ensure that ERDCC has in place all the necessary internal reporting systems and controls together with the means of monitoring its performance and results;
- (j) regularly agree performance indicators and standards within management;
- (k) review its own processes and effectiveness; and
- (l) 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.

8.2 Powers of the Executive Committee

The Executive Committee 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 Sub-committees from within its own number, or otherwise, and to delegate to them such powers and responsibilities as it shall determine. The Sub-committees shall report as directed by the Executive Committee. The Chairperson or a Committee Member nominated by him or her may attend any meeting of any Sub-committee. These Sub-committees may include, but not be limited to:

- (i) Senior Cricket Advisory Committee;
 - (ii) Junior Cricket Advisory Committee;
- (b) hold an inquiry or appoint a person or persons to hold an inquiry 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 ERDCC or for such other reason as the Executive Committee shall decide. For the purposes of such inquiry to summon witnesses to appear and give evidence and in the event of failure or refusal to attend to impose such penalty as the Executive Committee may consider fit;
 - (c) fill any vacancy on the Executive Committee which may occur by death, resignation or otherwise of a Committee Member in accordance with Rule 7.4;
 - (d) call Special General Meetings.

If any case should occur which is not, or which in the opinion of the Executive Committee is not, provided for by these Rules, it shall be determined by the Executive Committee 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.

8.3 Disputes

- (a) 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 Executive Committee, whose decision shall be final and binding.
- (b) If the dispute or matter in Rule 8.3(a) is between the Executive Committee and a Member, or between any one (1) or more Committee Members, ("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; or failing agreement at such mediation,
 - (iii) by referring the dispute or matter to the ACA in accordance with its rules and/or as directed by ACA.
 - (iv) 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.

Part V: Sub-Committees

9. Role of the Senior and Junior Cricket Advisory Committees

9.1 Senior Cricket Advisory Committee

- (a) The role of the Senior Cricket Advisory Committee is to organize and control the running of the Club's adult programme.
- (b) The Senior Cricket Committee shall comprise of not less than six (6) persons. The names of the appointed members shall be notified to the Club Manager at least seven (7) days prior to the Annual General Meeting.
- (c) The Senior Cricket Advisory Committee shall elect from within its number a Chairperson and Secretary.
- (d) A quorum of the Senior Cricket Advisory Committee shall consist of five (5) members physically present. No proxies shall be accepted.
- (e) The Club Manager may attend Senior Committee meetings but will not have any voting rights at the meeting.
- (f) Any member of the Senior Cricket Advisory Committee who (having had notice) absents himself from three consecutive meetings without reasonable cause being shown to the satisfaction of the Committee may be removed from the Committee by majority vote on a motion to that effect. In such circumstances a casual vacancy shall be deemed to have been created.
- (g) Casual vacancies shall be filled by majority vote of the committee.

9.2 Junior Cricket Advisory Committee

- (a) The role of the Junior Cricket Advisory Committee is to organise and control the running of the Club's pre-adult programme.
- (b) The Junior Cricket Advisory Committee shall comprise of not less than six (6) elected members.
- (c) The Junior Cricket Advisory Committee shall elect from within its number a Chairperson and Secretary.
- (d) A quorum of the Junior Cricket Advisory Committee shall consist of five (5) members physically present. No proxies will be accepted.
- (e) The Club Manager may attend Junior Cricket Advisory Committee meetings but will not have any voting rights at the meeting.
- (f) Any member of the Junior Cricket Advisory Committee who (having had notice) absents himself from three consecutive meetings without reasonable cause being shown to the satisfaction of the Committee may be removed from the Committee by majority vote on a motion to that effect. In such circumstances a casual vacancy shall be deemed to have been created.
- (g) Casual vacancies shall be filled by majority vote of the committee.

Part VI: Administration and Miscellaneous

10. Player Administration

- (a) No player who has been reported to the Executive Committee as having been suspended or disqualified by any Club, by ACA, by New Zealand Cricket, or 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 ERDCC, or of any Member, without the consent of the Executive Committee or until such suspension or disqualification is removed.

11. Finance, Annual Report and Audit

- (a) The financial year of ERDCC shall end on the 30th day of April 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 Executive Committee 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.

12. Alteration of the Rules

No alteration, addition or rescission, (hereinafter referred to as alteration) of the Rules of the Club shall be made except by Resolution of a General Meeting. Notice of any proposed alteration shall be given to the Secretary of the Management Committee at least seven days prior to the General Meeting at which proposed alterations to the Rules should take place. No Rule alteration shall be valid until accepted by the Registrar of Incorporated Societies. No Rule alteration shall be valid if it affects Clause 2.4 or Clause 14.

13. Indemnity

13.1 Indemnity

ERDCC shall indemnify its Committee Members, Officers, and employees against all damages and costs (including legal costs) for which any such Committee Member, 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 Committee Member or Officer, performed or made whilst acting on behalf of and with the authority, express or implied, of the Executive Committee; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by ERDCC.

13.2 Insurance

ERDCC may effect and/or procure insurance for itself and each Committee Member, Officer and employee of ERDCC (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 Committee Member, Officer, employee of ERDCC or otherwise, as the Executive Committee may determine.

14. Winding Up

The Club may only be wound up voluntarily if, at a General Meeting of its members, it passes a resolution requiring the Club to be wound up, and that resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed.

Should the Club be wound up then any surplus assets of the Club are to be sold and the proceeds donated to Charity.

15. Administration

15.1 Common Seal

The Common Seal of ERDCC shall be held in the custody of the Chairperson and shall be affixed only by resolution of the Executive Committee and attested by one Committee Member and either the Chairperson or another Committee Member, and details of every use of the Common Seal shall be entered by the Chairperson in a register kept for such purpose.

15.2 Colours

The colours of ERDCC shall be White, Oxford blue (Pantone 557C), Cambridge Blue (Pantone 282C) and Sky blue (Pantone 2717C) and shall be worn by all players representing ERDCC. The Executive Committee may approve other colours to be worn by players representing ERDCC.

16. Definitions and interpretation

16.1 Definitions and interpretation

In these Rules, unless the context otherwise requires:

ACA means the Auckland Cricket Association Inc.

Act means the *Incorporated Societies Act 1908*.

Affiliates means Officers, Committee Members, Life Members, Honorary Members, Honorary Cricket Members and Past Chairpersons.

Annual General Meeting means the annual general meeting held pursuant to Rule 6.1.

Annual Report means the Annual Report of ERDCC (Incorporated) containing information about the activities, operations, personnel and finances of ERDCC in the previous year, together with information about ERDCC teams and cricket competitions involving ERDCC in the previous year.

Auckland means the area governed and administered by the Auckland Council.

Auckland Cricket means Auckland Cricket (Incorporated) and includes its Officers, employees, Directors and agents.

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 day 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, 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 Executive Committee, elected under Rule 7.5.

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 ACA and/or New Zealand Cricket and/or the International Cricket Council from time to time and each individual term shall have its corresponding meaning.

Co-opted Committee Member means a Committee Member appointed under Rule 7.4.

Executive Committee means the current Committee Members including any Co-opted Committee Members.

Executive Committee Member means a member of the Executive Committee.

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

Honorary Cricket Member has the meaning set out in Rule 4.3(a).

Honorary Member has the meaning set out in Rule 4.2(a).

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.

Life Member has the meaning set out in Rule 4.1(a).

Membership has the meaning set out in Rule 3.1.

Month means a calendar month.

Non-playing Member has the meaning set out in Rule 3.3.

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

Objects means the objects of ERDCC stipulated in Rule 2.1.

Officer has the meaning set out in Rule 5.1.

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.

Past Chairperson means a person who has previously served a term as Chairperson of ERDCC.

Patron means the person appointed or elected as the patron of ERDCC from time to time pursuant to Rule 5.2.

Playing Member has the meaning set out in Rule 3.2.

Rules means the Rules of ERDCC, as defined by this document, 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 Executive Committee or upon receipt of a written requisition by Members.

Special Resolution means a resolution of Members approved by a majority of 60% 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.

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.

Statement of Financial Performance means the statement of the revenue and expenditure of ERDCC for the 12 months ending on 30 April in any year.

Statement of Financial Position means the statement of the assets and liabilities of ERDCC as at 30 April in any year.

Sub-Committee means a sub-committee of the Executive Committee established pursuant to Rule 8.2(a).

16.2 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; and
- (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.

Schedule 1 – Executive Committee Skills and Competencies Framework

Skills and Competencies Framework for ERDCC Executive Committee Members

The framework is currently in draft form and will be reviewed and amended by the ERDCC Executive Committee, after consulting with its Members.

This framework sets out in Part 1, the types of skills and experience needed for effective governance of cricket in the Eden Roskill area, and in Part 2, it outlines the ideal mix of functional strengths considered most likely to deliver outstanding leadership of the sport for Eden Roskill Cricket Club.

This skills and competencies framework is intended to guide and assist the Members in their assessment of applicants and nominees. This is not to be used as inflexible criteria but as a framework to assist and guide to decision making.

Part 1: Ideal Skills and Experiences – Each Executive Committee Member

Ideally, each ERDCC Executive Committee Member shall have a **majority** of the following skills and experiences:

1. Cricket Knowledge

- a. A strong understanding of amateur cricket, preferably as a volunteer or administrator, at club, or district level.
- b. Playing and / or coaching experience and knowledge at a professional level, preferably Premier or domestic.
- c. A strong understanding of the regional drivers impacting on cricket in New Zealand.

2. Strategic thinking

- a. **Change awareness:** The ability to be alert and responsive to changes within cricket, internationally and domestically and a willingness to support new initiatives and to implement new policies, structures and practices to meet that need for change.
- b. **Contribution:** Ability to think strategically and to help develop key ideas and initiatives that will enable ERDCC to advance the interests of cricket in the Eden Roskill area.
- c. **Organisational awareness:** An understanding of the position of ERDCC and cricket in Auckland in the eyes of its stakeholders and the current opportunities and threats.
- d. **Perspective and vision:** The ability to see the wider picture and future opportunities and risks for cricket in the Eden Roskill area and within Auckland.
- e. **Strategic Alignment:** The ability to ensure that strategies, budgets and business plans are realistic and compatible with ERDCC's vision and mission.

3. Governance skills and experience

- a. **A good understanding of the difference between governance and management:** Able to distinguish between Executive Committee and executive management issues and not get directly involved in management matters.
- b. **Adding value:** Has an ability to add value to Executive Committee meetings and discussions so that the right decisions are made at the right time and in the right way.
- c. **Compliance and conformance:** Has a strong understanding of compliance and conformance in relation to employment law, health and safety regulations, external financial reporting, collective agreements, general ethics etc.
- d. **Conflicts of interest:** Can identify and declare conflicts of interest on any issue coming before

the Executive Committee.

- e. **Has an outcome focus:** Is focused on the achievement of results.
- f. **Holding the Club Manager to account:** An ability to hold the Club Manager to account once the strategic plan and objectives and goals have been agreed to.
- g. **Regional and National role:** Understands that the role of an ERDCC Executive Committee member is a local and regional one rather than a representative one and that the Director must always act in the best interests of cricket in Auckland.
- h. **Previous club cricket governance experience:** Has previously had several years serving in a governance role at a cricket club.
- i. **Requirements:** Understands legal, fiduciary and ethical requirements of Executive Committee Members.
- j. **Risk mitigation:** Knowledge and experience in the management of risk – financial, contractual, reputational.
- k. **Strategic planning:** Has a strong understanding of strategic planning processes particularly in relation to Sporting and / or Not for Profit Organisations.
- l. **Strong stewardship orientation:** Understands the importance of growing Member value and the role of a Executive Committee member to care for and grow the tangible and intangible assets of ERDCC.

4. Business acumen

- a. **Broad business experience:** Has proven experience in effectively leading a business at a senior level.
- b. **Building performance:** Knowledge and experience of how to build organisational performance through strong leadership.
- c. **Critical faculty:** The ability to probe the facts and challenge assumptions, identifies the advantages or drawbacks of a proposal, provide counter-arguments and ensure discussions are penetrating and constructive. Sound decision-making.
- d. **Financial literacy:** The ability to interpret financial statements and statistical information such as balance sheets, profit and loss accounts and cash flow statements, and to understand foreign exchange.
- e. **Information-oriented:** The confidence to ask for information on matters of significance and relevance and ensure it is available to enable informed judgments/assessments to be made.
- f. **Informed business judgement:** The ability and intelligence to make sensible, astute, business decisions and recommendations based on reasonable assumptions and factual information, including the ability to deal with uncertainty, risk, incomplete information and complexity, both in the present and reaching out several years.
- g. **Strong fan focus:** Is committed to the ERDCC being an organisation that provides services that are useful and relevant for its existing and potential members, that aims to find out what is important to members and tries to meet and, where possible, exceed their expectations.
- h. **Values:** Alignment with, and an understanding of, the need for strong institutional values that underpin behaviours and performance.

5. Personal character and skills

- a. **Adaptable:** The ability to adopt a flexible approach in team interactions and to alter stances when appropriate.
- b. **Analytical:** Analytical, critical reasoning and problem solving skills.
- c. **Commitment:** The energy, commitment, motivation and the time to properly meet the Executive Committee's requirements and discharge its responsibilities. Must have a commitment to excellence, both personally and for the organisation as a whole.
- d. **Courage:** The strength of character and boldness to pursue one's own convictions, and to probe, penetrate and achieve full understanding in the face of adversity.
- e. **Interpersonal and communication skills:** Must have strong interpersonal skills, including the ability to interact and communicate with people from a wide variety of backgrounds. A proven

- leader in working with others.
- f. **Honesty and integrity:** Must be able to demonstrate honesty, independence and integrity at all times without compromise of moral principle, and show a willingness to act now and remain accountable for Executive Committee decisions.
 - g. **Stakeholder empathy:** Ability to understand and relate to the stakeholders of ERDCC, including ERDCC's significant relationship with Auckland Cricket.
 - h. **Style:** A personal style that does not detract from a Executive Committee culture of capability, candour, trust and professionalism.
 - i. **Team player:** Can work harmoniously within the group, to recognise and value contributions from others, to be diplomatic, supportive and accept majority Executive Committee decisions.
 - j. **Verbal skills:** Able to articulate opinions clearly, logically and concisely with courtesy, respect and a sense of humour, and the confidence to state those opinions when needed.

Part 2: Ideal Skills and Experiences – The Executive Committee Mix

Ideally, each ERDCC Executive Committee Member shall have a particular strength in one or more of the following key functional areas. It is not expected that each applicant or nominee will possess every attribute identified, or that every attribute will always be present around the Executive Committee table as a number competencies are capable of being contracted in, if needed. However, ideally the Executive Committee, as a whole, will possess the mix and balance of many of the skills, experience and expertise identified below:

1. **Amateur (grassroots) cricket:** Has a strong understanding of amateur and community cricket at club and school level. Both at the Junior and Senior cricket levels.
2. **Entrepreneurial:** Has an entrepreneurial talent for contributing to the creation, not merely the preservation, of member value.
3. **Finance:** Has specialist financial skills and relevant experience critical to the performance of ERDCC.
4. **High performance sport:** Has a demonstrable knowledge of high performance sport (cricket or otherwise), including best practice.
5. **HR / organisational development:** Has specialist human resources and organisational development skills and relevant experience critical to the performance of ERDCC.
6. **Local and National relationships and representation:** Has the capability and credibility to promote the interests of ERDCC on the local (including council) and regional stage.
7. **Legal:** Has strong legal and analytical skills, and a high level of legal experience in those areas critical to the performance of ERDCC.
8. **Marketing/Media:** Has specialist marketing and/or media skills and relevant business experience critical to the performance of ERDCC.
9. **Representative Cricket:** Has playing and/or coaching experience at Premier and regional level, preferably with a contemporary understanding of cricket.
10. **Sponsorship:** Has the knowledge and networks to improve the level of sponsorship revenues generated by ERDCC.