

1 **Date:** 18 June 2019

2 **Name:**

2.1 The name of the Club is THE HAMILTON OLD BOYS CRICKET CLUB INCORPORATED.

3 **Interpretation:**

3.1 In this constitution the following terms shall, unless the context otherwise requires, have the meanings assigned to them as follows:

- (a) "MEMBER" means a current financial senior player.
- (b) "AFFILIATE MEMBER" means non-playing financial person.
- (c) "BOARD" means the BOARD established by this constitution.
- (d) "CLUB" means THE HAMILTON OLD BOYS CRICKET CLUB INCORPORATED

4 **Registered Office:**

4.1 The registered office of the club shall be the address of the secretary or such other place as may from time to time be determined by the Board.

5 **Objects and Powers:**

5.1 The objects of the CLUB shall be to promote amateur cricket and manage the affairs of the CLUB in the member's interests.

5.2 To assist in the development of its members.

6 **Membership:**

6.1 Any person may apply to the BOARD to become a MEMBER.

6.2 Applications must be made in the manner prescribed from time to time by the BOARD.

6.3 The BOARD may accept (with or without conditions) or decline the application.

6.4 Membership shall cease when:

- (a) The MEMBER resigns or
- (b) The BOARD cancels the membership by reason of non – payment of fees or breach by the MEMBER of any standards or conditions set from time to time by the BOARD.

7 Life members:

- 7.1 The CLUB shall have power to elect Life members at the Annual General Meeting.
- 7.2 Life members of the CLUB as at the date of the adoption of this constitution will continue as Life members.

8 Board:

- 8.1 The secretary shall, when giving notice of the Annual General Meeting, advertise the meeting via any social media, for example email, website and Facebook, and, without limiting the generality of the advertisement, so invite members to nominate suitable candidates to fill any vacant positions available and to record their vote.
- 8.2 The BOARD shall comprise a maximum of eight (8) persons and a minimum of five (5) persons.
- 8.3 The BOARD shall be rotated with one (1) Board Member retiring from the Board at each Annual General Meeting, provided however if there are no vacancies through prior resignations, retirements, or removals then that person shall not be obligated to rotate.
- 8.4 The Board will by vote determine who the retiring Board Member shall be.
- 8.5 The Board shall be determined by the Annual General Meeting by the election of a member or members by a majority of votes from the nominee, except for those non-rotating members.
- 8.6 The BOARD shall have the power to coopt further persons to fill vacancies that occur or for specific roles. Persons coopted to fill vacancies shall have voting rights and persons co-opted for specific roles shall not have voting rights.
- 8.7 At all BOARD meetings a majority of the BOARD shall constitute a quorum.
- 8.8 Each member of the BOARD shall have one vote.
- 8.9 The BOARD shall have full power to manage and direct the affairs of the CLUB subject to any resolution of the CLUB in Annual or Special General Meetings.
- 8.10 In particular the BOARD shall have the power to:
- (a) Regulate and control the conduct and behaviour of all officials and players while under the jurisdiction of the CLUB and to apply such penalties as it thinks fit.
 - (b) Determine all questions relating to membership of the CLUB.
 - (c) Employ staff and delegate to employees any of the CLUBS functions.
 - (d) Buy, sell and lease property, invest funds and borrow monies.

9 Officers:

9.1 The officers of the CLUB shall consist of the following:

- (a) Patron
- (b) President
- (c) Secretary
- (d) Treasurer
- (e) Club Captain

Who shall be elected at the Annual General Meeting of the CLUB in each year.

9.2 The CLUB may resolve at any Annual general meeting to combine the offices of secretary and treasurer.

10 Annual General Meeting:

10.1 The Annual General Meeting of the CLUB shall be held no later than the last week of August, each year.

10.2 The President shall preside at all Annual or Special General Meetings of the CLUB.

10.3 The Secretary shall give fourteen (14) days' notice in writing of the time and date of the Annual General Meeting to each MEMBER and AFFILIATE MEMBER, to each officer of the CLUB and to all others entitled to vote including life members.

10.4 The business to be dealt with at an Annual General Meeting shall be:

- (a) The receiving of the BOARDS report and statement of accounts for the previous year.
- (b) The election of officers and BOARD for the next year.
- (c) Such other business as shall have been notified in writing to the secretary on or prior to the date of the Annual General Meeting.

10.5 The Annual General meeting shall comprise of the officers of the CLUB, MEMBERS, AFFILIATE MEMBERS and life members.



10.6 The following shall be entitled to vote:

- (a) The President;
- (b) The Secretary;
- (c) The Treasurer;
- (d) The Club Captain;
- (e) Life members;
- (f) MEMBERS.

11 Special General Meetings:

11.1 Special General Meetings of the CLUB may be convened by the BOARD at any time.

11.2 A Special General Meeting shall be convened upon a requisition being lodged with the secretary and signed by a majority of the BOARD setting out the subject matter to be discussed.

11.3 Upon receipt of the requisition the secretary shall give notice to All MEMBERS, AFFILIATE MEMBERS, officers and Life members of a Special General Meeting.

11.4 The secretary shall in the notice state that subject matter to be considered at the Special General Meeting. The Special General Meeting shall be held not less than seven (7) days nor more than twenty-eight (28) days after the date on which the secretary received the requisition.

11.5 Clauses 10.5 and 10.6 relating to who is entitled to attend and vote shall apply to Special General Meetings.

12 General Provisions as to Meetings:

12.1 Voting at all meetings of the CLUB shall be by voice or a show of hands unless a poll is demanded by the President.

12.2 No person shall be entitled to more than one (1) vote except the President who shall be entitled to a casting vote.

12.3 At all General Meetings of the CLUB ten (10) persons entitled to vote shall constitute a quorum.

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13 Alteration to Constitution:

- 13.1** This constitution may be altered, added to or rescinded by a resolution of the majority of those present and entitled to vote at an Annual or Special General Meeting where the notice of meeting sets out the proposed alteration, addition or recession.
- 13.2** No addition to or alteration to the aims, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 13.3** Duplicate copies of every alteration, addition or recession shall be delivered to the Registrar in accordance with the Incorporated Societies Act.

14 Common Seal:

- 14.1** The common seal of the CLUB shall be that adopted by the BOARD.
- 14.2** The BOARD shall be responsible for the safe custody and control of the common seal.
- 14.3** Whenever the common seal of the CLUB is required to be affixed to a deed or other instrument the seal shall be affixed pursuant to a resolution of the BOARD.
- 14.4** The affixing of the seal shall be witnessed by any two members of the BOARD.

15 Financial Provisions:

- 15.1** All money received by or on behalf of the CLUB shall be paid to the credit of the CLUB in such bank account(s) as the BOARD may determine.
- 15.2** All cheques or withdrawal slips or online bank transactions drawn on the account shall be signed or approved by any two members of the BOARD authorised to by resolution of the BOARD.
- 15.3** 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 professional services to the club rendered in the course of business, charged at no greater rate than current market rates.
- 15.4** No part of the funds of the promoter is used or available to be used for the private pecuniary profit of any member, proprietor, shareholder, beneficiary or associate of any of them.
- 15.5** The end of year financial date shall the 30th April.
- 15.6** The clubs affairs shall be subject to an annual review but not a full audit.

16 Dissolution:

16.1 If upon the winding up or dissolution of the CLUB there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the CLUB but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the CLUB, or for some other charitable purpose within New Zealand.

THIS IS THE REPLACEMENT CONSTITUTION MARKED "UNDERLINED AND IN BOLD TYPE" REFERRED IN THE ANNEXED DECLARATION OF Rupert Lewis Clive Hodgson made this day of 18 June 2019 before me:



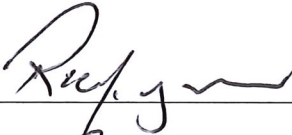
Solicitor of the High Court of New Zealand

D.E.S. NIELSEN



JAKE HARVEY

PRESIDENT



RUPERT HODGSON

SECRETARY



JANICE FRASER

BOARD MEMBER