

24th July 2023

Rules of New Zealand Cricket (Incorporated)

Under the Incorporated Societies Act 1908

As adopted on 24th July 2023



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Rules of New Zealand Cricket (Incorporated)

Part I: Objects and Powers

1. Introduction

1.1 Name

The name of the incorporated society shall be “New Zealand Cricket (Incorporated)” (**NZ Cricket**).

1.2 Registered Office

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

1.3 Status

NZ Cricket is an incorporated society established under the Act.

1.4 Affiliation

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 NZ Cricket are to:

- (a) control, manage and be responsible for the guardianship, promotion and administration of cricket in New Zealand;
- (b) control all New Zealand representative teams playing inside or outside of New Zealand and to arrange visits of overseas cricket teams to New Zealand;
- (c) foster, encourage and assist in the development of cricket played between Major Associations and District Associations;
- (d) establish and promulgate rules, playing conditions and regulations for the playing of cricket in New Zealand, including rules for the conduct and regulation of the game under the management and control of the Members and to be bound by the Laws of Cricket published from time to time by the International Cricket Council and/or the Marylebone Cricket Club;
- (e) foster and encourage participation in and support for cricket by all players and supporters of the game at all levels in New Zealand;
- (f) arrange and participate in International Cricket matches and tours both within New Zealand and overseas;
- (g) represent NZ Cricket on the International Cricket Council and to affiliate with and be bound by the rules of the International Cricket Council and its respective successors and/or any other international cricket organisation the membership of which the Board deems to be in the best interests of NZ Cricket;
- (h) encourage and promote cricket as an activity which promotes the health and safety of all participants, including one which respects the principles of fair play and is free from performance-enhancing drugs;

- (i) to promote and manage compliance with the Sports Anti-Doping Rules made by Drug Free Sport New Zealand, and any amendments to or replacements of those Rules; and
- (j) 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 NZ Cricket **PROVIDED HOWEVER** that these Objects shall in no way limit the rights and powers conferred upon societies incorporated under the Act.

2.2 Powers

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

- (a) purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges which NZ Cricket may think necessary for the attainment of any of its Objects or generally promoting, carrying on and fostering the game of cricket;
- (b) sell, lease, mortgage, charge or otherwise dispose of any of the property of NZ Cricket and to grant such rights and privileges thereover in such manner as the Board may from time to time deem necessary and proper;
- (c) control and raise money, including the power to borrow money by way of bank overdraft or otherwise for the purposes of NZ Cricket, and to secure the payment thereof by way of mortgage or charge over all or any part of the real or personal property of NZ Cricket, or by debenture or bonds payable to bearer or otherwise, and either secured by mortgage in favour of trustees or otherwise;
- (d) raise money by subscriptions, levies, gate charges or otherwise and to invest the funds of NZ Cricket upon such securities and upon such terms and conditions as may from time to time be determined by the Board;
- (e) make regulations and by-laws for the governance, control and management of NZ Cricket and to establish and maintain an effective management system in order to implement the Objects;
- (f) adopt, make, repeal and amend by-laws and regulations (including a code of conduct) as it thinks expedient for the management of NZ Cricket or for the furtherance of the Objects, including rules and regulations to govern and/or restrict anti-doping violations or the use of any drugs or other substances;
- (g) invest any of the property, assets and income in a manner appropriate for a professional trustee operating under New Zealand law;
- (h) open and operate in the name of NZ Cricket such banking accounts as deemed necessary;
- (i) establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of NZ Cricket in New Zealand or elsewhere and for that purpose, to utilise any of the assets of or held on behalf of NZ Cricket;
- (j) make, repeal and amend rules for the regulation and control of any competition or matches under its jurisdiction;
- (k) enter into any partnership, joint venture or other agreement for the conduct of any activity and the sharing of 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;
- (l) enter into any agreement, contract or arrangement in the name of and on behalf of NZ Cricket for sharing profits, or for mutual assistance with any Member, person or persons

or body corporate which it may seem to the Board is capable of directly or indirectly benefiting NZ Cricket;

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

2.3 Independent Construction

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

2.4 Amateur Cricket

NZ Cricket is incorporated for the purpose of governing and promoting amateur cricket for the recreation or entertainment of the general public of New Zealand. The capacity of NZ Cricket to carry on any business or activity, do any act, or enter into any transaction, is restricted to any business, activity, act or transaction carried on, undertaken, done or entered into in accordance with, or in seeking to achieve, this purpose, or which is conducive or incidental to this purpose.

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

NZ Cricket's capacity to carry on any business or activity, do any act and enter into any transactions outlined in Rule 2.4, includes the capacity to:

- (a) undertake cricket activities and competitions in which paid players and paid officials participate;

- (b) solicit licensing of brands; and
- (c) seek sponsorship.

2.6 No Pecuniary Profit

Nothing in these Rules shall permit NZ Cricket 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 2.6 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. Membership

3.1 Members

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

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

3.2 Major Associations

The cricket associations of Auckland, Northern Districts, Central Districts, Wellington, Canterbury, Otago and any other cricket association that is subsequently approved at a General Meeting shall each be classified as a **Major Association**.

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

3.3 District Associations

Each cricket association which is neither a Major Association nor an Associate Organisation and is:

- (a) recognised by NZ Cricket as a District Association as at the date of these Rules; or
- (b) a member of a Major Association and the Board subsequently approves as a District Association,

shall be classified as a **District Association**.

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

3.4 Membership Applications

Applications for membership of NZ Cricket as a District Association shall be made in writing to NZ Cricket. Applicants shall supply such particulars as are requested by the Chief Executive (or his or her nominee). All conforming applications shall be submitted to the Board which must consult with the Major Association within whose area the prospective District Association is situated, following which the Board may in its discretion accept or refuse any such application for membership.

Any applicant for membership as a District Association shall give a copy of its application to the Major Association within whose area it is situated within five (5) Business Days of submitting its application to NZ Cricket.

Any merger of District Associations shall be treated as a new application for membership as a single District Association. On Board approval of such application, the register of Members shall be updated to reflect the new District Association and the pre-merger District Associations shall be removed. If the District Associations merging are within the areas of two separate Major Associations, the notification requirements in the paragraph above shall apply to each Major Association within whose area the merged District Association would be situated.

Should any District Association apply to become classified as a Major Association, such application shall be referred by the Board with its recommendation to a General Meeting for approval.

3.5 Requirements of Members

All Members shall comply with:

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

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

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

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

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

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

3.6 Acknowledgements by Members

Members acknowledge and agree that:

- (a) they are bound by these Rules;
- (b) they shall comply with and observe these Rules and any determination, resolution or policy which may be made or passed by the Board;
- (c) they are subject to the jurisdiction of 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 NZ Cricket, its Members and cricket; and
- (f) they are entitled to all benefits, advantages, privileges and services of membership as conferred by these Rules.

3.7 Cessation of Membership

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

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

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

If in advance of the Annual General Meeting the affected Member is unable to provide sufficient notice of its appeal to comply with the notification of requirements of Rule 7.7, the Member may

appeal the decision to a Special General Meeting requisitioned by it within sixty (60) Business Days of the Board's original decision. Failing this, the Member's right of appeal shall be exhausted.

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

3.8 Register of Members

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

4. Associate Organisations

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

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

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

Associate Organisations as at the date of these Rules are as set out in Part C of Schedule 1.

5. Life Membership and Honorary Membership

5.1 Life Membership

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

5.2 Honorary Membership

- (a) The Board may appoint any natural person who has rendered outstanding services to cricket in New Zealand as an Honorary Member.
- (b) The membership of an Honorary Member may be terminated by a decision of the Board.

5.3 Participation at General Meetings

Life Members and Honorary Members may attend any General Meeting and take part in any discussion but shall not be entitled to move or second motions or to vote.

6. Officers

6.1 Officers

The Officers of NZ Cricket shall comprise:

- (a) a Patron; and
- (b) a President,

(each an **Officer**, together **Officers**).

6.2 Office of Patron

- (a) The Patron shall be the current Governor-General of New Zealand unless the Governor-General of New Zealand declines to act in the role of Patron, in which case the Patron shall be elected on the basis stipulated in Rule 6.2(b).
- (b) If the Governor-General of New Zealand is not Patron, any Member may nominate any natural person to the Board for consideration as Patron. The Board shall consider such nominations and will recommend to a General Meeting a person of suitable standing for election as Patron.
- (c) If the Patron is the Governor-General of New Zealand, he or she shall hold the role of Patron until he or she vacates the office of Governor-General of New Zealand or resigns as Patron, otherwise the Patron shall hold office for a period of three (3) years or until a new Governor-General of New Zealand is appointed who accepts to act in the role of Patron, whichever occurs first.
- (d) If the office of Patron is not held by the then current Governor-General of New Zealand or declined by the then current Governor-General of New Zealand and becomes vacant prior to an Annual General Meeting, the Board may make a temporary appointment to the office of Patron which office shall be held until the next Annual General Meeting and shall allow the process in Rule 6.2(b) to take place.

6.3 Office of President

- (a) Any Member may nominate to the Board any natural person for consideration as President. The Board shall consider such nominations and recommend to an Annual General Meeting a person for election as President of NZ Cricket.
- (b) The President shall be elected at the Annual General Meeting and, subject to Rule 6.3(c), shall hold office for a single three (3) year term.
- (c) Presidents shall be eligible for re-election for one further term of three (3) years, but only where it is considered to be in the best interests of NZ Cricket that the individual holding the position of President should continue in that role for a further term.
- (d) If the office of President becomes vacant prior to an Annual General Meeting, if it considers it appropriate to do so, the Board may make a temporary appointment to the office of President which office shall be held until the next Annual General Meeting and shall allow the nomination and recommendation process of Rule 6.3(a) to take place.

6.4 Office of Vice President

- (a) The Board may recommend to Members at the Annual General Meeting any natural person for consideration as Vice President.
- (b) The role of Vice President is not considered a mandatory position to be filled.
- (c) The Vice President may be elected in the final year of the term of the current President and shall hold office for one year before becoming eligible for nomination to the role of President.
- (d) The Vice President may attend and speak at Board meetings but shall have no vote.

Part III: Meetings

7. General Meetings

7.1 Annual General Meetings

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

The Chief Executive or his or her nominee shall give at least thirty (30) Business Days written notice of the meeting to all Members and Affiliates.

If an Annual General Meeting follows within three (3) months of the First General Meeting, neither Rule 8.2 nor Rule 8.3 shall apply to that Annual General Meeting.

7.2 Special General Meetings

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

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

- (a) at the request of the Board;
- (b) upon receipt of a written requisition by three Major Associations; or
- (c) upon the written requisition of the affected Member, if the third paragraph of Rule 3.7 applies.

Such requisition shall set forth the purpose of the proposed Special General Meeting. Subject to paragraph (b)(i) of Schedule 3, the relevant Special General Meeting shall be held within twenty (20) Business Days of receipt by the Chief Executive of the request or requisition.

The Chief Executive or his or her nominee shall give written notice to all Members and Affiliates of all business proposed to be brought before any Special General Meeting at least fifteen (15) 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.

7.3 Attendance

A General Meeting shall consist of:

- (a) two (2) delegates appointed by each Major Association;
- (b) one (1) delegate appointed by each District Association;
- (c) the Officers;
- (d) the Life Members, Honorary Members, and the Chief Executive together with such members of the senior management team of NZ Cricket as the Chief Executive may require;
- (e) one (1) delegate appointed by each Associate Organisation; and
- (f) any Director.

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

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

Members and Associate Organisations shall advise the Chief Executive of the names of the delegates representing them prior to the commencement of any General Meeting.

7.4 Voting

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

The voting rights are as follows:

- (a) each District Association shall be entitled to one (1) vote; and
- (b) each Major Association shall be entitled to twenty (20) votes **LESS** the number of District Associations within its area.

For clarity, the two (2) delegates from each Major Association must exercise their voting rights consistently.

Each Major Association shall be entitled to exercise the voting rights of any District Association from within its area if that District Association is not represented at the General Meeting.

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

7.5 Role of the Chairperson

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

7.6 Quorum

At General Meetings a quorum shall be achieved when the delegates present have the power to exercise 55% of the total number of votes able to be cast.

At the date of these Rules, the total number of votes able to be cast is one hundred and twenty (120) and, accordingly, the number of votes required from delegates present to achieve a quorum is sixty-six (66).

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

7.7 Order of Business

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

- (a) receive and adopt the Annual Report;
- (b) receive and adopt the audited Statement of Financial Performance and Statement of Financial Position for the previous financial year;
- (c) elect Officers and Life Members;
- (d) elect Directors;
- (e) appoint an Auditor;
- (f) consider/approve the Appointments Panel's recommendation as to the maximum annual amount of remuneration of Directors;
- (g) consider any business or proposed resolution of which notice has been given; and
- (h) transact any general business.

The Chief Executive 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 fifteen (15) 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 Chief Executive of such business or such resolution at least twenty (20) Business Days prior to the date of the Annual General Meeting.

7.8 Expenses of General Meetings

NZ Cricket shall pay the reasonable expenses of all delegates of Members, the President, Life Members, and Honorary Members who attend any General Meeting, which shall include reasonable return travel costs (within New Zealand only) incurred by the relevant delegate in attending the General Meeting.

Part IV: Board

8. Board of Directors

8.1 Number

The Board shall consist of up to nine (9) Directors elected pursuant to Rule 8.2 or appointed pursuant to Rule 8.5.

8.2 Election of Directors

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

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

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

Directors elected or re-elected after the date of these Rules shall hold office for a term of three (3) years. Directors shall be eligible for re-election for up to two (2) further terms.

No Director may serve for more than nine (9) consecutive years from the date of these Rules, unless:

- (a) there are exceptional circumstances which warrant the re-election of the Director for a further term or terms, including where the relevant Director has been appointed an officer of the International Cricket Council; and
- (b) such exceptional circumstances are notified to the Appointments Panel at the time re-election for any such further term is sought and, if the relevant Director is recommended by the Appointments Panel, also notified to Members at the Annual General Meeting where any resolution to re-elect the relevant Director for such further term is to be an order of business.

8.3 Application for election as a Director

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

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

at least fifty (50) Business Days prior to the date of the Annual General Meeting.

Any such nomination or application shall be made in writing and shall be received by the Chief Executive (or his or her nominee) at least thirty (30) Business Days prior to the date of the Annual General Meeting.

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

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

8.4 Appointments Panel

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

8.5 Co-opted Director

- (a) Subject to Rule 8.5(b), if:
- (i) any Director dies, resigns or forfeits their position; or
 - (ii) the Appointments Panel does not recommend a candidate for election to fill a Board vacancy; or
 - (iii) the Members do not elect as a Director any candidate recommended by the Appointments Panel,
- then the Board may, but shall not be obliged to, appoint a replacement Director (**Co-opted Director**).
- (b) The term of office for any Co-opted Director shall automatically expire at the conclusion of the next Annual General Meeting unless the third paragraph of Rule 7.1 applies, in which case the term of office for any Co-opted Director shall extend until the subsequent Annual General Meeting.
- (c) With the Co-opted Director's prior agreement, he or she shall be considered as a nominee by the Appointments Panel for the next round of Board recommendations in accordance with Rule 8.4.

8.6 Election of the Chairperson

The Chairperson shall be elected annually by the Board immediately after the Annual General Meeting and shall hold office until the first meeting of the Board after the next Annual General Meeting, unless the Board chooses to replace the Chairperson between Annual General Meetings.

8.7 Chairperson to have the casting vote

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

8.8 Forfeit

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

8.9 Quorum

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

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

8.10 Attendees at Board Meetings

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

8.11 Expenses

The expenses of all Directors attending meetings of the Board shall be paid by NZ Cricket.

8.12 Remuneration of Directors

The maximum annual amount of remuneration for Directors must be approved at the Annual General Meeting pursuant to Rule 7.7 following the recommendation of the Appointments Panel pursuant to clause 8 of Schedule 2.

Subject to the approved maximum annual amount determined in accordance with these Rules, the Board may authorise:

- (a) the payment of remuneration or the provision of other benefits by NZ Cricket to a Director for services as a Director; and
- (b) NZ Cricket may enter into any contract to do so.

8.13 Method of meeting

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

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

8.14 Written Resolutions

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

8.15 Eligibility

No Director can hold the position of director, employee or contractor of a Member, and the following persons are disqualified from being appointed or elected as a Director:

- (a) a person who is under eighteen (18) years of age;
- (b) an undischarged bankrupt;
- (c) a person who has been convicted of any offence and has been sentenced to a term of imprisonment of three (3) months or more unless that person has obtained a pardon or has served the sentence or otherwise suffered the sentence imposed upon that person;

- (d) a person who is prohibited from being a director of, or being concerned with or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Securities Act 1978, the Securities Markets Act 1988 or the Takeovers Act 1993;
- (e) a person who is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988; or
- (f) a person who is mentally incapable as defined in the Protection of Personal and Property Rights Act 1988.

8.16 Removal of the Board

The Members can seek the removal of the Board by requisitioning a Special General Meeting in accordance with Rule 7.2. The Board can be removed from office by a Special Resolution passed at a requisitioned Special General Meeting. The Chief Executive must give at least twenty (20) Business Days' notice to the Board of the meeting at which a motion for removal from the Board is to be considered.

Any Special Resolution to remove the Board which is proposed at a Special General Meeting must also propose amendments to the transitional provisions in Schedule 3 of these Rules to allow for the appointment of new Directors to replace the Board so that at all times there remains a quorate Board.

9. Duties and Powers of the Board

9.1 Duties

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

- (a) appoint a Chief Executive of NZ Cricket and enter into an employment contract with such remuneration and on such terms and conditions as the Board shall think fit;
- (b) adopt and regularly review a Strategic Plan for NZ Cricket which shall include goals, objectives and the strategic direction for cricket, and measures of short term and long-term success. Any Strategic Plan for NZ Cricket shall be circulated to Members for comment, at least twenty (20) Business Days prior to the meeting of the Board at which it is to be considered for adoption;
- (c) review annually NZ Cricket's strategic direction to ensure that issues of significant importance to NZ Cricket are brought before the Board on a regular and scheduled basis;
- (d) develop, in consultation with the Members, a skills and competencies framework highlighting the range of skills, competencies and experience the Board should have and update and revise that framework from time to time as deemed reasonably necessary;
- (e) develop, adopt and regularly review an Appointments Panel Conflicts Protocol;
- (f) adopt an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
- (g) adopt clearly defined delegations of authority from the Board to the Chief Executive and determine a process for confirming delegations from the Chief Executive;
- (h) determine the processes to apply in respect of the appointment of Selectors, Managers, Captains and Vice-Captains of New Zealand teams;
- (i) ensure that NZ Cricket meets its international obligations;

- (j) ensure that NZ Cricket has in place all the necessary internal reporting systems and controls together with the means of monitoring its performance and results;
- (k) regularly agree performance indicators and standards within management;
- (l) review its own processes and effectiveness; and
- (m) generally, carry out any activity that furthers and advances the purposes and Objects and in this regard to deal with any matter not specifically provided for in these Rules.

9.2 Powers of the Board

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

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

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

9.3 Board consent required for certain matches

- (a) Without the consent of the Board no competitive match shall be played whether in New Zealand or overseas by any Member against any association which is not a Member.
- (b) Subject to the overriding discretion of the Board, no Member shall be entitled to select for any competitive match under the control or jurisdiction of NZ Cricket or of any Member, any cricketer who is precluded from playing in a Test Match, One Day International Match or T20 International Match on the grounds set out in Rule 10.1 by reason of the fact that during the two (2) years immediately preceding the match in question he or she has

played or made himself or herself available to play in a match previously disapproved of by the International Cricket Council.

9.4 Disputes

- (a) Subject to Rule 9.4(b), if any dispute arises out of the interpretation of these Rules or any matter arises which is not provided for in these Rules, then such dispute or matter shall be referred in writing to the Board, whose decision shall be final and binding.
- (b) If the dispute or matter in Rule 9.4(a) is between the Board and a Member, or between any one (1) or more Directors, ("the parties") the dispute or matter shall be resolved by the following process:
 - (i) by the parties acting in good faith to seek an agreement; or failing such agreement,
 - (ii) by a party or the parties appointing an independent third person to mediate between them; or failing agreement at such mediation,
 - (iii) by referring the dispute or matter to the Sports Tribunal of New Zealand in accordance with its rules and/or as directed by such Tribunal.

Part V: Administration and Miscellaneous

10. Player Administration

10.1 Player Disqualification

- (a) No player who has been reported to the Board as having been suspended or disqualified by any Member, by the Sports Tribunal of New Zealand or during the term of any disqualification by any anti-doping authority of competent jurisdiction, shall be selected for any match under the jurisdiction of NZ Cricket or of any Member without the consent of the Board or until such suspension or disqualification is removed.
- (b) In addition to any other penalty provided for by these Rules, a Member which commits a breach of this Rule shall, if the Board so decides, be liable to forfeit all matches in which a suspended or disqualified player takes part.

10.2 Eligibility for New Zealand representative teams

No player shall be eligible to play for a New Zealand representative team while he or she is precluded from playing in a Test Match, One Day International Match or Twenty20 International Match by reason of the Qualification Rules of the International Cricket Council.

11. Finance, Annual Report and Audit

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

12. Alteration of the Rules

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

13. Indemnity

13.1 Indemnity

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

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

13.2 Insurance

NZ Cricket may effect and/or procure insurance for itself and each Director, Officer and employee of NZ Cricket (whether past or present) in respect of any cost, claim, expense, loss or

liability incurred in connection with any act or omission in his or her capacity as a Director, Officer, employee of NZ Cricket or otherwise, as the Board may determine.

14. Winding Up

NZ Cricket shall not be dissolved except upon a motion passed by a 75% majority of the votes recorded at a General Meeting called in the manner provided in these Rules. Upon a dissolution any surplus funds available after the payment of all liabilities of NZ Cricket shall be distributed to the Members in such proportions as the Members may resolve at the General Meeting which passes the resolution dissolving NZ Cricket provided however that no part of the income or other funds of NZ Cricket shall be used for the private pecuniary profit of any individual person.

15. Administration

15.1 Common Seal

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

15.2 Colours

The colours of NZ Cricket shall be black and either white or silver with fern leaf badge, and shall be worn by all players representing New Zealand. The Board may approve other colours to be worn by players representing New Zealand.

16. Transitional Provisions

On the adoption of these Rules, the transitional provisions set out in Schedule 3 shall apply until the conclusion of the First General Meeting.

17. Anti-Doping Regulations

- 17.1** The regulations of NZ Cricket for anti-doping shall be the Sports Anti-Doping Rules made by Drug Free Sport New Zealand under the Sports Anti-Doping Act, as amended from time to time.

18. Definitions and interpretation

18.1 Definitions and interpretation

In these Rules, unless the context otherwise requires:

Act means the *Incorporated Societies Act 1908*.

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

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

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

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

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

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

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

Business Day means a day of the week other than:

- (a) Saturday, Sunday, Good Friday, Easter Monday, Anzac Day, the Sovereign's Birthday, Labour Day, and Waitangi Day;
- (b) a day in the period commencing with the 25th 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 Board, elected under Rule 8.6.

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

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

Convenor means the convenor of the Appointments Panel.

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

Current Directors has the meaning set out in paragraph (a) of Schedule 3.

Director means a member of the Board.

District Associations has the meaning set out in Rule 3.3.

Drug Free Sport New Zealand means the government entity established under the Sports Anti-Doping Act with the responsibility to implement and apply the World Anti-Doping Code in New Zealand.

First General Meeting means the first Special General Meeting following the adoption of these Rules called pursuant to paragraph (b) of Schedule 3.

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

Honorary Member has the meaning set out in Rule 5.2.

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

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

Life Member has the meaning set out in Rule 5.1.

Major Association has the meaning set out in Rule 3.2.

Member has the meaning set out in Rule 3.1.

month means a calendar month.

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

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

Officer has the meaning set out in Rule 6.1.

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

Patron means the person appointed or elected as the patron of NZ Cricket from time to time pursuant to Rule 6.2.

President means the person elected as the president of NZ Cricket from time to time pursuant to Rule 6.3.

Rules means the Rules of NZ Cricket and all amendments to them from time to time.

Special General Meeting means any meeting (other than an Annual General Meeting) of Members entitled to vote on an issue, called at any time at the request of the Board or upon receipt of a written requisition by three Major Associations.

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 Anti-Doping Act means the Sports Anti-Doping Act 2006.

Sports Anti-Doping Rules means the rules made by Drug Free Sport New Zealand pursuant to the Sports Anti-Doping Act 2006, and any amendments to or replacements of those rules.

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 NZ Cricket for the 12 months ending on 31 July in any year.

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

Sub-Committee means a sub-committee of the Board established pursuant to Rule 9.2(a).

18.2 Interpretation

In these Rules, unless the context otherwise requires:

- (a) the singular in all cases includes the plural and vice versa;
- (b) references to Rules and Schedules are references to rules of and schedules in these Rules unless expressly specified otherwise;
- (c) a reference to a person includes a company, other corporations and also a body of persons (corporate or incorporate);

- (d) where words or expressions are defined, other parts of speech and grammatical forms of that word or expression have corresponding meanings;
- (e) the words “includes”, “including” or “include” must be read and interpreted without limitation;
- (f) any reference to any statute or regulations is a reference to that statute or those regulations as amended or replaced; 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.

Original Date Adopted: 31 July 1996

Latest Date revised: 24 July 2023

The Auckland Cricket Association Incorporated

Northern Districts Cricket Association Incorporated

The Central Districts Cricket Association Incorporated

Cricket Wellington Incorporated

Canterbury Cricket Association Incorporated

Otago Cricket Association Incorporated

District Association

Name:

District Association

Name:

District Association

Name:

Schedule 1 – Members (Rule 3)

Part A – Major Associations

- The Auckland Cricket Association Incorporated
- Northern Districts Cricket Association Incorporated
- The Central Districts Cricket Association Incorporated
- Cricket Wellington Incorporated
- Canterbury Cricket Association Incorporated
- Otago Cricket Association Incorporated

Part B – District Associations

- Northland Cricket Association Incorporated
- Counties Manukau Cricket Association Incorporated
- Hamilton Cricket Association Incorporated
- Waikato Valley Cricket Association Incorporated
- The Bay of Plenty Cricket Association Incorporated
- Poverty Bay Cricket Association Incorporated
- Hawkes Bay Cricket Association Incorporated
- Taranaki Cricket Association Incorporated
- Wanganui Cricket Association Incorporated
- Manawatu Cricket Association Incorporated
- Wairarapa Cricket Association Incorporated
- Horowhenua Kapiti Cricket Association Incorporated
- Nelson Cricket Association Incorporated
- Marlborough Cricket Association Incorporated
- Buller Cricket Association Incorporated
- West Coast Cricket Association Incorporated
- Canterbury Country Cricket Association Incorporated
- The Mid Canterbury Cricket Association Incorporated
- The South Canterbury District Cricket Association Incorporated
- North Otago Cricket Association Incorporated
- Otago Country Cricket Association Incorporated
- Southland Cricket Association Incorporated

Part C – Associate Organisations

- New Zealand Cricket Umpires & Scorers Association

Schedule 2 – Appointments Panel (Rule 8.4)

1. Formation of Appointments Panel:

Unless paragraph (j)(i) of Schedule 3 applies, the Appointments Panel:

- (a) must be constituted at least sixty (60) Business Days prior to the date of the relevant General Meeting; and
- (b) holds office until the formation of the new Appointments Panel prior to the next Annual General Meeting.

2. Composition

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

- (a) one (1) member to be appointed by the Board being either:
 - (i) a Board Member who is not seeking re-election; or
 - (ii) any other nominee of the Board.
- (b) three (3) Major Association chairpersons selected from the following Major Associations:
 - (i) one (1) from either Auckland or Wellington;
 - (ii) one (1) from either Northern Districts or Central Districts; and
 - (iii) one (1) from either Canterbury or Otago.

If a Major Association chairperson is genuinely unavailable, then that Major Association may instead appoint one of its current board members to sit on the Appointment Panel in lieu of their chairperson.

In respect of the first-constituted Appointment Panel, the current chairpersons of both Members of each group noted above shall agree who shall sit. If agreement is unable to be reached after two separate attempts (however constituted), the relevant chairpersons shall without delay, draw lots to determine which Major Association has the first right of appointment.

Unless it specifically declines to do so in advance, the Major Association not represented from each of the above groupings in a current Appointment Panel shall automatically have its chairperson (or appointed board representative) sit on the next Appointment Panel.

- (c) one (1) representative nominated by Sport NZ.

3. Convenor

The Appointments Panel member appointed by the Board shall act as the Convenor and shall have a deliberative vote, but no casting vote.

4. Quorum

A quorum for a meeting of the Appointments Panel is four (4) members. No business may be transacted by the Appointments Panel if a quorum is not present.

5. Purpose

The purpose of the Appointments Panel shall be:

- (a) to consider each nominee and applicant as a Director and to recommend to the Annual General Meeting, those individuals it considers appropriate for election to the Board as a Director in accordance with Rule 8.2; and
- (b) to consider the maximum annual amount of remuneration of Directors and provide its recommendation in this regard for consideration by the Annual General Meeting pursuant to Rule 7.7 and clause 8 of this Schedule 2.

6. Director Recommendation Process

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

- (a) complete nominations and applications validly received pursuant to Rule 8.3 or paragraph (g) of Schedule 3 without delay following their receipt; and
- (b) the number of Board positions in respect of which such nominees and applicants are to be considered.

Appointments Panel meeting(s) shall be convened by the Convenor each year with sufficient time to consider and evaluate all nominees and applicants as a Director, and to provide its recommendations in this regard to the Chief Executive (or his or her nominee) at least fifteen (15) Business Days prior to the relevant Annual General Meeting.

The Chief Executive (or his or her nominee) shall, at least ten (10) Business Days prior to the date of the relevant Annual General Meeting, advise all Members of the names of the individuals recommended by the Appointments Panel for election as a Director.

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

Any resolution to elect to the Board a candidate recommended by the Appointments Panel must be passed by an Ordinary Resolution.

Other than as may be required to discharge its obligations to NZ Cricket, each member of the Appointments Panel shall treat the information, conduct, proceedings and deliberations of the Appointments Panel as confidential and, subject to clause 11 of this Schedule 2, shall not disclose to any third-party details of applicants and nominees it does not recommend for appointment.

7. Relevant Considerations for the Director Recommendation Process

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

- (a) the skills and competencies framework developed by the Board in consultation with Members pursuant to Rule 9.1(d);
- (b) the importance of gender and cultural diversity in the performance of the Board; and
- (c) the merits of having representation from both the North Island and the South Island on the Board,

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

8. Remuneration Recommendation

The Appointments Panel shall, on an annual basis, seek submissions from NZ Cricket, and any other party it considers relevant, to determine whether to recommend that remuneration should be paid to Directors and Officers of NZ Cricket and if so, the maximum amount that should be paid.

The Appointments Panel shall provide its recommendation in this regard to the Chief Executive (or his or her nominee) at least fifteen (15) Business Days prior to the date of the Annual General Meeting.

9. Conflicts of interest

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

10. Procedure

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

11. Specialist Assistance

At the expense of NZ Cricket, the Appointments Panel may seek and obtain assistance and advice from a specialist executive or governance search/recruitment firm, but only to the extent necessary for that firm to:

- (a) conduct an initial assessment of Director nominees and applicants, and provide to the Appointments Panel a short list of candidates; and
- (b) provide relevant remuneration benchmarking information for the purposes of clause 8 of this Schedule 2.

12. Expenses

NZ Cricket shall pay the reasonable travel expenses of all members of the Appointments Panel in attending meetings of the Appointments Panel.

Schedule 3 – Transitional Provisions (Rule 16)

First General Meeting - Business

- (a) Notwithstanding any Rule other than Rule 8.16, the Directors comprising the Board as at the date of these Rules (**Current Directors**) shall continue in office until the First General Meeting whereupon they shall resign or be elected in accordance with paragraph (c)(iii) of this Schedule 3.
- (b) The First General Meeting shall:
 - (i) take place on a date set by the Board, being at least forty (40) Business Days and no more than fifty (50) Business Days from the date of these Rules; and
 - (ii) be brought in relation to the business of the election of eight (8) Directors to form a quorate Board pursuant to these Rules.
- (c) The order of business for the First General Meeting shall be as follows:
 - (i) the Board will nominate the President to take the chair for the First General Meeting;
 - (ii) vote to appoint the President as the chairperson for the First General Meeting; and
 - (iii) separate resolutions to elect each of the eight (8) Directors recommended by the Appointments Panel to form a quorate Board.
- (d) The Current Directors will resign with effect from the start of the First General Meeting, conditional on the Members electing a new and quorate Board at the First General Meeting. If a Current Director is successfully re-elected, the prior resignation will be withdrawn and voided.
- (e) As soon as practicable after the date for the First General Meeting has been set by the Board, the Chief Executive (or his or her nominee) shall notify all Members and Affiliates of the matters set out in paragraph (b) of this Schedule 3. For the avoidance of any doubt, the Chief Executive (or his or her nominee) may supplement this notice with further information relating to paragraphs (b)(ii) and (c)(iii) of this Schedule 3 (in particular, details of prospective Directors) when relevant information is received from the Appointments Panel.

First General Meeting – Application for election as a Director

- (f) To facilitate the business of the First General Meeting, the Chief Executive (or his or her nominee) shall:
 - (i) call for nominations for Directors from Members; and
 - (ii) commence public advertising for applications as a Director, at least forty (40) Business Days prior to the date of the First General Meeting.
- (g) Any such nomination or application received pursuant to paragraph (f) of this Schedule 3 shall be made in writing and shall be received by the Chief Executive (or his or her nominee) at least twenty-four (24) Business Days prior to the date of the First General Meeting.
- (h) The Chief Executive (or his or her nominee) shall treat all nominations and applications as confidential and shall not review or disclose the details of such nominations or applications other than as may be required to facilitate the operation of the Appointments Panel pursuant to these Rules.
- (i) Where an individual is nominated by a Member or an application is submitted by someone other than the individual, the individual must have consented in writing to such application or nomination before it may be considered by the Appointments Panel.

First General Meeting – Appointments Panel

- (j) Following the date of these Rules, the Appointments Panel shall be constituted without delay and shall operate in accordance with Schedule 2, except that:
- (i) the Appointments Panel may be constituted less than sixty (60) Business Days before the date of the First General Meeting and in this case shall continue to hold office until the Annual General Meeting following the First General Meeting;
 - (ii) the Board shall only exercise its right of appointment under clause 2(a)(ii) of Schedule 2 and such appointee shall act as Convenor;
 - (iii) the first purpose of the Appointments Panel shall be to consider each nominee and applicant as a Director and to recommend to the First General Meeting the individuals the Appointment Panel considers appropriate for election to the Board as a Director in accordance with clauses 6 and 7 of Schedule 2, except that the Appointments Panel shall provide such recommendations to the Chief Executive (or his or her nominee) at least seven (7) Business Days prior to the First General Meeting; and
 - (iv) the Chief Executive (or his or her nominee) shall, at least five (5) Business Days prior to the date of the First General Meeting, advise all Members of the names of the individuals recommended by the Appointments Panel for election as a Director; and
 - (v) the Appointments Panel shall only consider the maximum annual amount of remuneration of Directors in accordance with clauses 5(b) and 8 of Schedule 2 after the First General Meeting and prior to the next Annual General Meeting.
- (k) For the avoidance of any doubt, the Chief Executive (or his or her nominee) shall advise the Appointments Panel that for the purposes of the First General Meeting, the Appointments Panel is required to consider candidates for all eight (8) Director positions.