

Constitution of New Zealand Cricket (Incorporated)

Under the Incorporated Societies Act 2022

As adopted on 19 November 2025



Signed for and on behalf of Cricket Wellington Incorporated

 [David Howman \(Dec 24, 2025 13:18:39 GMT+11\)](#)

Authorised Signatory: David Howman - Chair

24/12/2025

Date

Signed for and on behalf of Central Districts Cricket Association Incorporated



[Reuben Levermore \(Dec 12, 2025 16:31:35 GMT+13\)](#)

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12/12/2025

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Signed for and on behalf of North Otago Cricket Association Incorporated



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20/01/2026

Date

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Constitution of New Zealand Cricket (Incorporated)

1. Introduction

1.1 Name

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

1.2 Registered Office

The registered office of New Zealand Cricket shall be at such place as determined by the Board and as notified to the Registrar.

1.3 Status

New Zealand Cricket is an incorporated society established under the Act.

1.4 Affiliation

New Zealand 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 New Zealand Cricket is a full member.

2. Purposes

2.1 Purposes

The purposes of New Zealand 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 New Zealand 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 New Zealand 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; and

- (i) 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 purposes of New Zealand Cricket **PROVIDED HOWEVER** that these Purposes shall in no way limit the rights and powers conferred upon societies incorporated under the Act.

2.2 Powers

New Zealand Cricket has, both within and outside New Zealand, the full capacity, rights, powers and privileges to carry on or undertake any activity, do any act or enter into any transaction.

2.3 Independent Construction

The Purposes are to be constructed independently and are not to be limited by reference to any other purposes recorded in this Constitution. Each of the Purposes are independent Purposes of New Zealand Cricket.

2.4 Amateur Cricket

New Zealand 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 New Zealand 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

New Zealand Cricket's capacity to carry on any business or activity, do any act and enter into any transactions outlined in clause 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 Personal Benefit

The Officers and Members may not receive any distributions of profit or income from New Zealand Cricket. This does not prevent Officers or Members:

- (a) receiving reimbursement of actual and reasonable expenses incurred, or
- (b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,

provided no Officer or Member is allowed to influence any such decision made by New Zealand Cricket in respect of payments or transactions between it and them, their direct family or any associated entity.

3. Membership

3.1 Members

The members of New Zealand Cricket are:

- (a) Major Associations;
- (b) District Associations;

- (c) Life Members;
 - (d) Honorary Members; and
 - (e) any other category of member determined by the Board,
- (each a **Member** and together, **Members**).

The Major Association and District Association Members as at the date of this Constitution are as set out in Schedule 2.

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**.

3.3 District Associations

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

- (a) recognised by New Zealand Cricket as a District Association as at the date of this Constitution; or
- (b) a member of a Major Association and the Board subsequently approve as a District Association,

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

3.4 District Association Membership Applications

Applications for membership of New Zealand Cricket as a District Association shall be made in writing to New Zealand Cricket. Consent to becoming a Member is given by submitting an application. Applicants shall supply such particulars as are requested by the Chief Executive (or their 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 application shall be referred by the Board with recommendation to a General Meeting for approval and then to New Zealand Cricket for approval.

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 New Zealand 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 Major Association and District Association Members

All Major Association and District Association 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) this Constitution and the Bylaws, together with the Competition Rules, Playing

Conditions and Regulations (if any) as laid down by New Zealand 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 Major Association and District Association shall amend its constitution if it, or any rule within them, are inconsistent or in conflict with this Constitution or Bylaws.

Upon request, all Major Association and District Association Members shall supply to New Zealand Cricket a copy of their:

- (c) constitution and any amendments made to it; and
- (d) register of members.

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

- (e) be an incorporated society registered under the Incorporated Societies Act 1908 until 4 April 2026 or the Act; or
- (f) be 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; and
- (g) not be insolvent (as defined in the Act); and
- (h) comply with (a) and (b) above.

3.6 Acknowledgements by Members

Members acknowledge and agree that:

- (a) they are bound by this Constitution;
- (b) they shall comply with and observe this Constitution and any determination, resolution or policy which may be made or passed by the Board;
- (c) they are subject to the jurisdiction of New Zealand Cricket;
- (d) this Constitution is necessary and reasonable for promoting the Objects;
- (e) this Constitution is made in the pursuit of a common purpose, namely the mutual and collective benefit of New Zealand Cricket, its Members and cricket and they must not do anything to bring New Zealand Cricket into disrepute; and
- (f) they are entitled to all the rights of membership as conferred by this Constitution, provided that they meet all member requirements set out in this Constitution and the Bylaws.

3.7 Cessation of Membership

Any Member shall cease to be a Member of New Zealand Cricket by:

- (a) resignation by notice in writing to the Chief Executive, but shall remain liable to New Zealand Cricket for all moneys owing and unpaid at the date of resignation; or
- (b) in relation to a Major Association or District Association Member only, by decision of the Board where it is satisfied after reasonable enquiry that the Member is unable to comply with clause 3.5 (e), (f) or (g);
- (c) if an individual, on death; or
- (d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

Any Member who ceases to be a member of New Zealand Cricket following a decision of the Board under clause 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 clause 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

New Zealand Cricket must keep and maintain a register of Members which contains the names and Contact Details of the Members, and the dates when they became Members. The register of Members will be updated as soon as practicable after the Board becomes aware of changes of the information recorded in the register of Members. The Board will keep a record of those who have ceased to be a Member within the previous 7 years and the date on which they ceased to be a Member.

4. Associate Organisations

Any cricket organisation other than a Major Association or District Association may apply to New Zealand Cricket to be recognised as an **Associate Organisation**. Consent to becoming an Associate Organisation is given by submitting an application.

Applications for recognition as an Associate Organisation shall be made in writing to New Zealand 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.

An organisation recognised as an Associate Organisation may have that recognition removed by a decision of the Board.

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) A nominee consents to becoming a Life Member upon acceptance of their life membership.
- (d) The membership of a Life Member may be terminated by a decision of the Board approved by an Ordinary Resolution in a General Meeting provided that the Life Member who is the subject of the motion must be afforded natural justice.

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) A person consents to becoming an Honorary Member upon acceptance of their honorary membership.

- (c) The membership of an Honorary Member may be terminated by a decision of the Board provided that the affected Honorary Member must be afforded natural justice.

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. Patron, President and Vice-President

6.1 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 clause 6.1(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, they shall hold the role of Patron until they vacate the office of Governor-General of New Zealand or resigns as Patron, otherwise the Patron shall hold the role 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 role 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 leave the position vacant until the next Annual General Meeting or make a temporary appointment to the role of Patron which shall be held until the next Annual General Meeting and shall allow the process in clause 6.1(b) to take place.
- (e) The role of a Patron is set by the Board and unless otherwise stated is to attend matches and New Zealand Cricket functions during home BLACKCAPS and WHITE FERNS international series and attend International Cricket Council events hosted by New Zealand Cricket.

6.2 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 New Zealand Cricket.
- (b) The President shall be elected at the Annual General Meeting and, subject to clause 6.2(c), shall hold the role 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 New Zealand Cricket that the individual holding the position of President should continue in that role for a further term.
- (d) If the role of President becomes vacant prior to an Annual General Meeting, if it considers it appropriate to do so, the Board leave the position vacant until the next Annual General Meeting or 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 clause 6.2(a) to take place.

- (e) The role of the President is to engage in activities agreed with the Board which may include activities to promote New Zealand Cricket, to promote good relations and communications between Members, to promote the reputation and best interests of New Zealand Cricket, and to preside at New Zealand Cricket events.

6.3 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 the role 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.
- (e) The role of the Vice President is to engage in activities agreed with the Board which may include activities to promote New Zealand Cricket, to promote good relations and communications between Members, to promote the reputation and best interests of New Zealand Cricket, and to preside at New Zealand Cricket events.

6.4 Removal

The Patron, President or Vice President may be removed from their role by a decision of the Board approved by an Ordinary Resolution of New Zealand Cricket at a General Meeting, provided that the person who is the subject of the motion must be afforded natural justice.

7. General Meetings

7.1 Annual General Meetings

The Annual General Meeting of New Zealand Cricket shall be held annually at such time and place (including by means of audio link, audio-visual link or other electronic communication) as the Board shall decide but not later than the 30th of November in each year.

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

Minutes must be kept of all General Meetings.

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 their 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 clause 3.7 applies.

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 Chief Executive of the request or requisition. Special General Meetings may be held by means of audio link, audio-visual link or other electronic communication.

The Chief Executive or their 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 unless the Board, in its discretion, decides that the nature of the Special General Meeting business is of such urgency that a shorter period of notice is to be given to Members. No business other than that notified pursuant to this clause may be brought before or transacted at a Special General Meeting. Minutes must be kept of all Special General Meetings.

All the clauses applicable to the Annual General Meeting shall, where not inconsistent, apply to a Special General Meeting.

7.3 Attendance

The people entitled to attend 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 Patron, President and Vice-President;
- (d) the Life Members, Honorary Members, and the Chief Executive together with such members of the senior management team of New Zealand Cricket as the Chief Executive may require;
- (e) one (1) delegate appointed by each Associate Organisation;
- (f) any Director; and
- (g) such other person invited to attend the General Meeting by the Board.

The Patron, President, Vice President, Directors, Chief Executive and any member of the senior management team of New Zealand 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 Major Association and District Association Members are entitled to vote at a General Meeting. Those listed in clause 7.3(c)-(g) 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.

Voting will generally be conducted by voices or by a show of hands as determined by the Chair of the General Meeting unless a secret ballot is called for and approved by Ordinary Resolution, or the Chair determines voting will be undertaken via electronic means.

Written resolutions may not be passed in lieu of a General Meeting.

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.

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.

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

If a quorum is not reached within 30 minutes of the scheduled start time of an Annual General Meeting, the Annual General Meeting will be adjourned to a day, time, and place determined by the Chair. If no quorum is achieved at the further Annual General Meeting, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the scheduled start time of that further Annual General Meeting are deemed to constitute a valid quorum.

If a quorum is not reached within 30 minutes of the scheduled start time of a Special General Meeting, the Special General Meeting is cancelled.

7.7 Order of Business

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

- (a) confirm minutes of the previous Annual General Meeting;
- (b) receive and adopt the Annual Report;
- (c) receive and adopt the audited Financial Statements for the previous financial year and the qualified auditor's report to Members on the audited Financial Statements;
- (d) give notice of any disclosures of conflicts of interest made by Directors, including a brief summary of the Matters, or types of Matters, to which those disclosures all relate;
- (e) elect Patron, President, Vice-President and Life Members;
- (f) elect Directors;
- (g) appoint an Auditor;
- (h) consider/approve the Appointments Panel's recommendation as to the maximum annual amount of remuneration of Directors;
- (i) consider any business or proposed resolution of which notice has been given; and
- (j) transact any general business that has been properly submitted for consideration at the Annual General Meeting.

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 Financial Statements 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 Irregularities

- (a) An accidental omission to give notice of a General Meeting to, or a failure to receive notice of a General Meeting by, a Member does not invalidate the proceedings at that General Meeting.

- (b) Subject to subclause (a), any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting will not invalidate the General Meeting nor prevent the General Meeting from considering the business of the meeting if:
 - (i) the Chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and
 - (ii) a motion to proceed is put to the General Meeting and such motion is passed by a Special Resolution.

7.9 Expenses of General Meetings

New Zealand Cricket shall pay the reasonable expenses of all delegates of Members, the President, Life Members, Honorary Members and Honorary Cricket 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.

8. Board of Directors

8.1 Number

The Board shall consist of a minimum of five (5) Directors and a maximum of nine (9) Directors, elected pursuant to clause 8.2 or appointed pursuant to clause 8.5 and a majority of the Board may be made up of Directors who are not Members, or representatives of bodies corporate that are Members.

8.2 Election of Directors

Directors shall be elected by the Members at an Annual General Meeting from candidates recommended by the Appointments Panel in accordance with clause 8.4. Any resolution to elect to the Board a candidate recommended by the Appointments Panel must be passed by an Ordinary Resolution.

At each Annual General Meeting at least two (2) of the existing Directors (together with any Co-opted Director appointed under clause 8.5) shall retire by rotation but shall be eligible for nomination and re-election in accordance with this Constitution. Those to retire shall be those who have been longest in office since they were last elected or re-elected. Where no two (2) existing Directors have been in office longer than other Directors, since they were last elected or re-elected, 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 since they were first elected as Directors 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 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, 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 their 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 their nominee) at least thirty (30) Business Days prior to the date of the Annual General Meeting.

The Chief Executive (and/or their 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 this Constitution.

Every individual who is nominated or submits an application must provide, in writing, their consent to be an Officer and a certification that they are not disqualified from being elected, appointed, or holding office as a Director by this Constitution or under section 47(3) of Act.

8.4 Appointments Panel

The Appointments Panel shall be convened and administered in accordance with Schedule 1.

8.5 Co-opted Director

- (a) Subject to clause 8.5(b), if:
 - (i) any Director dies, resigns is removed 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.
- (c) With the Co-opted Director's prior agreement, they shall be considered as a nominee by the Appointments Panel for the next round of Board recommendations in accordance with clause 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 Calling meetings

Board meetings may be called at any time by the Chair or by two Directors, but generally the Board meets bi-monthly.

8.10 Meeting procedure

Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure.

8.11 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.

8.12 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.

8.13 Expenses

The reasonable expenses of all Directors attending meetings of the Board shall be paid by New Zealand Cricket.

8.14 Remuneration of Directors

The maximum annual amount of remuneration (if any) for Directors must be approved at the Annual General Meeting pursuant to clause 7.7 following the recommendation of the Appointments Panel pursuant to clause 8 of Schedule 1.

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

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

8.15 Method of meeting

A meeting of the Board may be held by a quorum of Directors:

- (a) being assembled together at the time and place appointed for the meeting;
- (b) participating in the meeting by means of audio link, audio-visual link or other electronic communication; or
- (c) by a combination of both of the methods described in (a) and (b).

8.16 Written Resolutions

A resolution in writing, signed or consented to by email, 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 or consented to by one or more Directors.

8.17 Eligibility

No Director can hold the position of director, employee or contractor of a Member.

A person is disqualified from holding the position of Director if any of the circumstances in section 47(3) of the Act apply.

8.18 Removal of a Director

The Board may, by Special Resolution of the Board, remove any Director from the Board before the expiry of their term of office if the Board considers that the Director has been charged with a criminal offence, bankrupted, seriously breached duties under this Constitution or the Act, or is no longer suitable to be a Director. The Director who is the subject of the motion will be counted for the purpose of reaching a quorum and will not participate in the vote on the motion.

Before considering a motion for removal, the Director affected by the motion must be given:

- (a) written notice that a Board meeting is to be held to discuss the motion to remove them and the basis for the motion; and
- (b) adequate time to prepare a response; and
- (c) the opportunity prior to the Board meeting to make written submissions; and
- (d) the opportunity to be heard at the Board meeting.

A person ceases to be a Director if:

- (e) the person resigns by delivering a written notice of resignation to the Board;
- (f) the person is removed from office under this Constitution;
- (g) the person becomes disqualified from being an officer under section 47(3) of the Act;
- (h) the person fails to attend two (2) consecutive meetings of the Board without leave of absence; or
- (i) the person dies.

If any of the circumstances listed in sub-clause (g) occur to an existing Director, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.

8.19 Removal of the Board

The Members can seek the removal of the Board by requisitioning a Special General Meeting in accordance with clause 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.

9. Duties and Powers of the Board

9.1 Duties

The Officers owe duties to New Zealand Cricket as set out in sections 54 to 59 of the Act.

9.2 Powers of the Board

Subject to the Act and this Constitution, the Board has all the powers necessary for governing, managing, and for directing and supervising the management of, the operation and affairs of New Zealand Cricket.

If any case should occur which is not, or which in the opinion of the Board is not, provided for by this Constitution or any Bylaw, or if any disputes arises out of the interpretation of this Constitution or the Bylaws, 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 New Zealand 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 clause 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.

10. Player Administration

10.1 Player Disqualification

- (a) No player who has been reported to the Board as having been suspended or disqualified by New Zealand Cricket, any Member, by the Sports Tribunal of New Zealand, by the Sport Integrity Commission 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 New Zealand 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 this Constitution, a Member which commits a breach of this clause 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. Contact Person

The Board must appoint at least one, and a maximum of three, persons to be New Zealand Cricket's Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

12. Finance, Annual Report and Audit

- (a) The financial year of New Zealand 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 the Financial Statements shall be prepared by the Board for presentation to the Annual General Meeting.
- (c) The Financial Statements shall be audited prior to the Annual General Meeting.
- (d) The Auditor shall be a practising qualified auditor.

13. Amendment to Constitution

This Constitution may be amended, repealed or replaced by a Special Resolution (of which

notice has been given in accordance with this Constitution) passed at a General Meeting.

No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

14. Indemnity and Insurance

New Zealand Cricket may indemnify its current and former Directors, Members and employees as permitted by section 96 of the Act.

With the prior approval of its Board, New Zealand Cricket may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.

New Zealand Cricket is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:

- (a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and
- (b) costs incurred by the Officer for any claim or proceeding relating to that liability.

15. Liquidation or removal from register

15.1 Notice

The Board must give notice to all Members of at least 20 Business Days of a proposed motion:

- (a) to appoint a liquidator;
- (b) to remove New Zealand Cricket from the Register of Incorporated Societies; or
- (c) for the distribution of New Zealand Cricket's surplus assets.

The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

Any resolution for a motion set out in clauses 15.1(a) to (c) must be passed by a 75% majority of the votes recorded at a General Meeting.

15.2 Surplus assets

Any surplus assets available after the payment of all liabilities of New Zealand Cricket shall be distributed to the Members who are not-for-profit entities in such proportions as the Members may resolve at the General Meeting which passes the resolution appointing a liquidator or authorising a Member to request New Zealand Cricket's removal from the Register provided however that no part of the income or other funds of New Zealand Cricket shall be used for the private pecuniary profit of any individual person.

16. Administration

16.1 Colours

The colours of New Zealand 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.

17. Bylaws and Integrity

17.1 Bylaws

The Board may make and amend Bylaws for the conduct and control of New Zealand Cricket's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with this Constitution, the Purposes, the Act and any other laws. All Bylaws are binding on New Zealand Cricket and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

17.2 Definition

In this clause 17, **Integrity Code** means the Code of Integrity for Sport and Recreation issued by the Sport Integrity Commission under section 19 of the Integrity Sport and Recreation Act 2023.

17.3 Integrity Code binding

If New Zealand Cricket adopts an Integrity Code, the Members of New Zealand Cricket are bound by the Integrity Code.

17.4 Application to Members

All Major Association Members and District Association Members must include in their constitution that if New Zealand Cricket adopts an Integrity Code the Major Association Members and District Association Members agree to the application of the Integrity Code to them and agree to be bound by it and must require that their members include a similar clause in their constitutions.

18. Disputes

18.1 Definitions

In this clause 18:

- (a) **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and New Zealand Cricket, that relates to an allegation that:
 - (i) a Member or an Officer has engaged in misconduct; or
 - (ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (iii) New Zealand Cricket has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (iv) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged;
- (b) **Disputes Procedure** means the procedure for resolving a Dispute set out in this clause 18;
- (c) a **Member** is a reference to a Member acting in their capacity as a Member; and
- (d) an **Officer** is a reference to an Officer acting in their capacity as an Officer.

18.2 Application of other legislation to a Dispute

The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

18.3 Application of other procedures under this Constitution or in a Bylaw

- (a) If the Dispute is dealt with by a separate procedure under this Constitution or in a Bylaw (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Board in its discretion so that the Other Procedure is consistent with the rules of natural justice.
- (b) If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.

18.4 Application of the Disputes Procedure

If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

18.5 Disputes Procedure

- (a) **Raising a complaint**
 - (i) A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Board setting out:
 - (1) the allegation to which the dispute relates and who the allegation is against; and
 - (2) any other information reasonably required by New Zealand Cricket.
 - (ii) New Zealand Cricket may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.
 - (iii) The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (b) **Investigating and determining Disputes**
 - (i) Unless otherwise provided, New Zealand Cricket must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined.
 - (ii) Disputes must be dealt with in a fair, efficient, and effective manner.
- (c) **Decision to not proceed with a matter**
 - (i) Despite the contents of the Disputes Procedure, New Zealand Cricket may decide not to proceed with a matter if:
 - (1) the Complaint is trivial; or
 - (2) the Complaint does not appear to disclose or involve any allegation of the following kind;
 - (i) any material misconduct;
 - (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act;
 - (iii) any material damage to a Member's rights or interests of Members' rights or interests generally; or
 - (3) the Complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (4) the person who makes the Complaint has an insignificant interest in the matter; or

- (5) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or
 - (6) there has been an undue delay in making the Complaint; or
 - (7) the Complaint involves two Members who are also members of an organisation (**Organisation X**) which is also a Member of New Zealand Cricket and the Complaint has either been dealt with by Organisation X or is required to be, pursuant to the dispute resolution procedures of Organisation X.
- (d) **Complaint may be referred**
 - (i) New Zealand Cricket may refer a Complaint to:
 - (1) a hearing body or person authorised, delegated or appointed by the Board to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**); or
 - (2) a subcommittee or an external person to investigate and report; or
 - (3) any type of consensual dispute resolution with the consent of all parties to the Complaint.
- (e) **Hearing Body**
The Board may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Board to resolve, or assist to resolve, Complaints.
- (f) **Bias**
An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Board or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:
 - (i) impartial; or
 - (ii) able to consider the matter without a predetermined view.
- (g) **Complainant's right to be heard**
 - (i) The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If New Zealand Cricket makes a Complaint, New Zealand Cricket has a right to be heard before the Complaint is resolved or any outcome is determined, and a Board Member may exercise that right on behalf of New Zealand Cricket.
 - (ii) A Member or Officer or New Zealand Cricket must be taken to have been given the right if:
 - (1) the Member or Officer or New Zealand Cricket has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
 - (2) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
 - (3) an oral hearing, if any, is held before the Hearing Body; and
 - (4) the Member's or Officer's or New Zealand Cricket's written statement or submission, if any, are considered by the Hearing Body.
- (h) **Respondent's right to be heard**
 - (i) The Member or Officer who, or New Zealand Cricket which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is New Zealand Cricket, a Board Member may exercise the right on behalf of New Zealand Cricket. A Respondent must be taken to have been given the right if:
 - (1) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and

- (2) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
- (3) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
- (4) an oral hearing, if any, is held before the Hearing Body; and
- (5) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

18.6 Appeals

There is no right of appeal or right of review of a decision unless specified.

19. Definitions and interpretation

19.1 Definitions and interpretation

In this Constitution, unless the context otherwise requires:

Act means the *Incorporated Societies Act 2022*.

Affiliates means Patron, President, Vice-President, Directors, Associate Organisations, Life Members and Honorary Members.

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

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

Appointments Panel means the panel convened pursuant to clause 8.4 to consider and make recommendations to Members in relation to Board appointments and Board remuneration, in accordance with Schedule 1.

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 clause 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, Matariki, 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.

Bylaws means the bylaws of New Zealand Cricket as may be amended from time to time in accordance with this Constitution.

Chairperson means the Chairperson of the Board, elected under clause 8.6.

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

Constitution means the Constitution of New Zealand Cricket and all amendments to them from time to time.

Contact Details means: (a) a physical or electronic address; and (b) a telephone number.

Contact Person means a person holding the position of contact person for New Zealand Cricket being the person whom the Registrar can contact when needed.

Convenor means the convenor of the Appointments Panel.

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

Director means a member of the Board.

District Association has the meaning set out in clause 3.3.

Financial Statements has the same meaning as in section 6 of the Financial Reporting Act 2013.

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

Honorary Member has the meaning set out in clause 5.2.

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 clause 5.1.

Major Association has the meaning set out in clause 3.2.

Matter has the meaning set out in section 62(4) of the Act.

Member has the meaning set out in clause 3.1.

Month means a calendar month.

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

Officer has the meaning set out in the Act.

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

Patron means the person appointed or elected as the patron of New Zealand Cricket from time to time pursuant to clause 6.1.

President means the person elected as the president of New Zealand Cricket from time to time pursuant to clause 6.2.

Purposes means the purposes of New Zealand Cricket stipulated in clause 2.1.

Register means the Register of Incorporated Societies.

Registrar means the Registrar of Incorporated Societies.

Special General Meeting means any meeting (other than an Annual General Meeting) held under clause 7.2.

Special Resolution means a resolution of persons approved by a majority of 60% of the votes

cast on behalf of Members entitled to vote and voting on the question.

Vice-President means the person elected as the vice-president of New Zealand Cricket under clause 6.3.

19.2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) the singular in all cases includes the plural and vice versa;
- (b) references to clauses and Schedules are references to clause of and schedules in this Constitution 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 legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation;
- (g) headings are for convenience of reference only and shall not in any way affect the construction or interpretation of this Constitution; and
- (h) all periods of time or notice exclude the days on which they are given.

19.3 Notices

Subject to any other notice requirements in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

- (a) a Member if sent to the address set out in their Contact Details;
- (b) New Zealand Cricket if sent to legal@nzc.nz or by post to New Zealand Cricket’s registered office set out on the Register of Incorporated Societies.

19.4 Receipt of Notices

A notice is deemed to have been received:

- (a) if given by post, when left at the address of that party or five Business Days after being put in the post; or
- (b) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt),

provided that any notice or communication received or deemed received after 5pm on a Business Day, or on a day which is not a Business Day, will be deemed not to have been received until the next Business Day.

Schedule 1 – Appointments Panel (Clause 8.4)

1. Formation of Appointments Panel

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 1:

- (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.

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 clause 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 clause 7.7 and clause 8 of this Schedule 1.

6. Director Recommendation Process

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

- (a) complete nominations and applications validly received pursuant to clause 8.3 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 their nominee) at least fifteen (15) Business Days prior to the relevant Annual General Meeting.

The Chief Executive (or their 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 their nominee), unless it concludes that there are insufficient candidates with the requisite skills and experience to meet the needs of New Zealand Cricket, in which case the Board may choose to fill any vacancy pursuant to clause 8.5.

Other than as may be required to discharge its obligations to New Zealand 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 1, 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;
- (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 New Zealand Cricket has the best possible Board available.

8. Remuneration Recommendation

The Appointments Panel shall, on an annual basis, seek submissions from New Zealand Cricket,

and any other party it considers relevant, to determine whether to recommend that remuneration should be paid to Directors, Patron, President and Vice-President of New Zealand 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 this Constitution, the Appointments Panel will regulate its own procedure.

11. Specialist Assistance

At the expense of New Zealand 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 1.

12. Expenses

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

Schedule 2 – Members (Clause 3.1)

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