



# Constitution of the Tokyo Cricket Association

Current as at June 16, 2017

## [Abstract](#)

The Constitution was adopted by the meeting held on the 8th of June 2017 by the member clubs of the Association.

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## **PART 1. INTRODUCTION**

### 1. NAME

The name of the Association is "Tokyo Cricket Association" or "Tokyo Cricket 協会" (TCA).

### 2. OBJECTS AND POWERS

#### 2.1 Objects of the Association

The objects of the Association are:

- (a) To promote, develop and provide leadership of cricket in Greater Tokyo and Kanto Region of Japan, including:
  - i. to control and manage cricket matches played between the Clubs of the Association, representative matches involving playing members of those Clubs, Interstate, International and first class matches and other matches conducted under the auspices of the Association
  - ii. the provision of leadership to, and encouragement of, relationships with Affiliated Associations, local Cricket Clubs and all other persons, groups and associations involved in the playing or administration of cricket in Tokyo and Kanto;
  - iii. to participate in the promotion and conduct of sports, recreation, entertainment, amusements or other events (other than cricket) held at any ground(s) that the Association has a right to use.
  - iv. to participate in the control, management, improvement, promotion, maintenance and maximisation of the use of any ground(s) that the Association has a right to use.
- (b) to control, manage, improve and promote, to the greatest extent possible, the use of the grounds to provide facilities for cricket and sports of all other descriptions for the benefit of Members and the public at large; and
- (c) to obtain and continue the affiliation of the Association with, and its representation on, Japan Cricket Association(JCA) and with such other body or bodies as may be thought fit and to support the objects, functions and undertakings of Japan Cricket Association.
- (d) help member clubs with sports equipment, training in various activities such as umpiring, junior cricket development, women's cricket development and coaching;
- (e) to develop a short-term action plan to identify approaches that will address long term goals for access to TCA-managed cricket grounds;
- (f) cooperate with other regional associations to identify opportunities and possible locations throughout Japan for cricket grounds to undertake their programs;
- (g) provide technical and material assistance to member clubs with regard to the development of educational materials and a comprehensive communication network to the extent possible;
- (h) advise member clubs of education programs concerning safety, stewardship, and responsible environmental behavior;
- (i) work collaboratively with both the JCA member clubs and other regional associations to promote cooperation, understanding, and exchange of information (including best practices), while striving to eliminate racial, ethnic and gender discrimination and promote equality of opportunity for all.

#### 2.2 Powers of the Association

The Association shall have:

- (a) The power to surrender or relinquish any proprietary or contractual interest, including a leasehold interest relating to any property owned or leased by the Association and

- (b) the power to do all such acts and things as the Board considers incidental or conducive to the attainment of all or any of the objects set out in Rule 3.1.

### 2.3 Application of Association's Property

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members except in good faith in the promotion of those objects.

### 2.4 Distribution or Dissolution

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association which has similar objects and which is not carried out for the purposes of profit or gain to its individual members and which association shall be determined by resolution of the Members.

## 3. CONSTITUTION

The Association shall consist of the Committees of Management and all Members of the Association.

## 4. GOVERNANCE

The Association shall be governed by an Executive Board (“EB” or simply the “Board”)

## 5. PATRON AND VICE-PATRON

The Board may from time to time appoint a Patron and a Vice-Patron of the Association on such terms and conditions as the Board sees fit.

## **PART 2. MEMBERSHIP**

## 6. MEMBERSHIP

### 6.1 Classes of Membership Page | 2

- (a) Members shall be divided into the following classes, namely:
- i. Honorary Life Member;
  - ii. Junior Member;
  - iii. Lifetime Member;
  - iv. Club Membership and Club Playing Member;
  - v. National Team Member; and
  - vi. any other class of Member as determined by the Board from time to time.
- (b) Subject to these Rules:
- i. the classes of Membership;
  - ii. Membership qualifications for each class;
  - iii. the entrance fees and subscriptions payable in respect of each class of Membership;
  - iv. the numbers of members in each class;
  - v. the benefits and privileges attaching to Membership of any class;

- vi. the terms and conditions applying to Membership of any class;
- vii. requirements relating to applications for Membership, entry and election; and
- viii. procedures relating to waiting lists for any class of Membership;

shall be as determined from time to time by the Board of Management("Membership By-Laws").

- (c) Every Member shall hold Membership subject to this Constitution, any By-laws and Regulations made under this Constitution and to any Act of Parliament and By-Laws or Regulations made under any applicable Act of Parliament.
- (d) Persons will not be admitted to Full Membership until they have reached 18 years of age.
- (e) A Junior Member must be under 18 years of age. For the Membership Year during which the Member attains the age of 18 years, the Member shall be eligible to continue as a Junior Member until the expiration of such Membership Year, when the Member will be eligible without further application to continue Membership as a Full Member.
- (f) Members who hold Membership in the Association only by virtue of their membership of a Committee of Management shall cease to be Members on expiry of their term as a member of that Committee.

## 6.2 Constitution Binding

This Constitution and Membership By-Laws shall be binding on the Members.

# 7. MEMBERSHIP QUALIFICATIONS

## 7.1 Honorary Life Members

- (a) A person may be nominated by the Board as an Honorary Life Member in consideration of special service by that person rendered to the Association or in the advancement of cricket.
- (b) A person so nominated shall become an Honorary Life Member if the nomination is approved at the Annual General Meeting held next after such nomination.
- (c) Honorary Life Members during their lifetime shall be entitled to all the rights and privileges of Membership and be exempt from the payment of the Entrance Fee and Subscriptions.

## 7.2 Junior Members

- (a) Persons aged under 18 years of age may be elected Junior Members.
- (b) Junior Members shall not participate in the management of the Association, or be entitled to a vote, but on election shall be entitled to all the other rights and privileges of Membership.
- (c) On attaining the age of 18 years and on payment of the appropriate Subscription, the Junior Member shall be entitled to all the rights and privileges of Membership.

## 7.3 Lifetime Members

- (a) The Board may elect such persons or corporations not exceeding 10 at any one time to be Lifetime Members.
- (b) Lifetime Members shall be entitled to exercise all the rights and privileges of Membership.
- (c) Lifetime Membership determines upon the death of the Lifetime Member if a natural person, or after the expiration of 10 years from the date of election in the case of a corporate Lifetime Member.

## 7.4 Club Membership and Club Playing Members

(a) Any person who is a financial member of either a Cricket Club or a Community Cricket Club and who holds the office of Club President or Secretary in that cricket club, may hold Club Membership for so long as that person holds such office and shall be entitled to all the rights and privileges of Membership. A Club is defined as an entity that has:

- i. at least 12 paying members
- ii. has a constitution and
- iii. a governing structure

(b) Any person who is a financial playing member of either a Cricket Club or a Community Cricket Club may be elected a Club Playing Member and shall be entitled to all the rights and privileges of Membership.

## 7.5 National Team Members

Any person who has played cricket for Japan as a playing member of a selected national team or umpired (other than in the capacity of a "third" or emergency umpire) in matches classified by the ICC as international matches so long as that person remains part of the Japanese national team or part of such umpire's panel and shall be entitled to all the rights and privileges of Membership.

# 8. ENTRANCE FEES AND SUBSCRIPTIONS

## 8.1 Entrance Fees

Every Applicant shall pay to the Association an Entrance Fee as determined by the Board. However, the following members and personnel are exempted from paying the Entrance Fee:

- (a) Honorary Life Membership or Lifetime Membership; or
- (b) National Team Members

## 8.2 Annual Subscriptions

(a) Every Member other than an Honorary Life Member and Lifetime Member must pay the Subscription as determined by the Board for each Membership Year, by no later than 30 March to continue to enjoy the rights and privileges of Membership for the following year.

(b) A Member who is required as a condition of Membership to pay the Subscription may not enjoy or benefit from any Membership rights or privileges or vote on an election by ballot of Candidates or vote at any Meeting, unless in the case of an election or a Meeting held in the Membership Year, the Member has paid the Subscription for that Membership Year.

## 8.3 Tournament Fees

The Association may charge a separate fee for various tournaments it conducts. These fees shall be applicable for all Clubs that wish to participate in those tournaments.

## 8.4 Board Powers regarding Entrance Fees and Subscriptions

The Board may in its absolute discretion:

- (a) increase the Entrance Fee, and Subscription from time to time by any amount not exceeding 30% thereof in any one Membership Year;
- (b) exempt any Applicant from payment of the whole or any part of the Entrance Fee; and
- (c) exempt any Member from payment of the whole or any part of the Subscription and allow that Member to retain Membership for such period as is determined by the Board.

## 8.5 Register of Members

- (a) The Association shall maintain a register of Members in accordance with the Act at the Association's registered office or at such other place as the Board determines, in which the name and address of each Member shall be entered.
- (b) The Association Secretary shall cause the name of a Member who dies or who otherwise for any reason ceases to be a Member, to be removed from the register.
- (c) Upon request to the Association Secretary a Member may inspect the register of Members in accordance with the Act.

# 9. VOTING RIGHTS OF MEMBERS

Subject to Rule 8.2, all Members (other than Junior Members or any Members of a class which does not entitle its Members to vote) shall be entitled to vote and take part in any Meeting.

# 10. MEMBERS' RIGHTS

## 10.1 Membership Entitlements

Subject to Rule 8.2 and compliance with this Constitution and the By-Laws, all Members:

- (a) shall be issued with a Member Identity as described in the Membership By-Laws which confers on the Member rights and privileges for admission to the Association's premises or grounds controlled by it:
  - (i) during the conduct of cricket matches played under the auspices of the Association; and
  - (ii) at other times and upon payment of an entry fee as the Board may determine from time to time;
- (b) may exercise all other rights and privileges pertaining to the relevant class of Membership from time to time; and
- (c) may upon reasonable request to the Association Secretary inspect the records and documents of the Association provided that in the Board's reasonable opinion such records and documents are not confidential.

## 10.2 Right of Review

A Member who is expelled or suspended from the Association or otherwise penalised by the Board by reason of that Member's misconduct or misbehaviour may object to that decision and seek a review of that decision by the



Members in General Meeting, or at the Annual General Meeting next following the Board's decision. The Board's decision shall have full force and effect pending the outcome of the Members' review.

### 10.3 Rejected Application

Any applicant whose Membership application is rejected by the Board of Management may appeal, for election, to the Annual General Meeting of the Association next following the date of such rejection provided that written notice of such intention to appeal is lodged by the rejected applicant with the Chief Executive no later than the

## 11. AFFILIATED ASSOCIATIONS

### 11.1 Affiliation

The Association may from time to time enter into Affiliation Agreements with bodies corporate that represent a group of cricket clubs within the Greater Kanto Region or with bodies corporate that are involved in or associated with cricket within Japan and may vary, extend or amend the Affiliation Agreement, and upon execution of such an Affiliation Agreement, such bodies shall thereupon become affiliated with the Association.

### 11.2 Disaffiliation

- (a) The procedure for the disaffiliation of an Affiliated Association from the Association shall be if either:
  - (i) the Disciplinary Committee by three-quarters majority vote recommends disaffiliation and the Board by three-quarters majority vote accepts that recommendation; or
  - (ii) the Board, by three-quarters majority vote, resolves that the conduct of the relevant Affiliated Association has been detrimental to cricket in Tokyo, then, within ten(10) business days of the Board's resolution, a written statement specifying the grounds upon which the relevant Affiliated Association has been disaffiliated from the Association shall be sent to the President of the relevant Affiliated Association at its registered address for the service of notices as stated in its Affiliation Agreement with the Association.
  
- (b) An Affiliated Association may voluntarily dis-affiliate from the Association by giving written notice to the Chairman for the time being and disaffiliation shall take effect on acceptance of that notice by the Board.

## **PART 3. MANAGEMENT**

## 12. QUALIFICATIONS

### 12.1 Management

No person may be a Board member or a Committee member or otherwise take part in any aspect of the administration or direction of the Association in any capacity (other than as an employee of the Association) unless that person is a Member.

## 12.2 Committees of Management

The affairs of the Association shall be governed by the Committees of Management as provided in this Constitution (which may be standing or ad hoc) and delegate to such Committees such functions, powers, authorities and responsibilities as the Board from time to time determines.

- (a) Committees may comprise (in such numbers as the Board determines from time to time) Board members, one of whom shall be its chairman, and non-Board members.
- (b) The power and authority of the Board at all times prevails over any power and authority vested with any Committee.
- (c) The Association shall have the following Committees for the administration of the Association and enhancement of cricket and playing facilities.
  - i. Finance Committee
  - ii. Advisory Committee
  - iii. Tournament Committee
  - iv. Disciplinary Committee
- (d) Each Committee shall consist of a minimum of three members and a maximum of five members.
- (e) The Committees shall be appointed for the first term and elected by the member clubs of the Association for subsequent terms.
- (f) In the Advisory Committee, at least two members shall be external members such as former cricketers or umpires or international officials or people of high eminence. The others will be local members who are not involved in active cricket.

## 13. THE BOARD

### 13.1 Role of the Board

- (a) The business and affairs of the Association shall be governed and directed by the Board.
- (b) The Board shall have the ultimate responsibility for organisational matters and for the strategic planning of the Association.
- (c) The Board shall appoint such management as may be required to properly administer the business and affairs of the Association.
- (d) To the extent that it is practicable to do so, all funds of the Association shall be held in one or more bank accounts in the name of the Association controlled by the Board, which shall nominate from time to time the persons authorised to operate those accounts and the manner of their operation.
- (e) The Board shall provide for the custody of records, books, documents and securities of the Association which shall be held at the registered office of the Association or such other place as the Board determines.

### 13.2 Membership of Board of Management

The Board of Management shall consist of not less than 7 and not more than 11 Members of the Association being Full Members elected by the Members of the Association

### 13.3 Composition of the Board

The Board shall consist of:

- i. President
- ii. Vice President
- iii. General Secretary
- iv. Head of Finance Committee
- v. Head of Advisory Committee
- vi. Head of Tournament Committee
- vii. Head of Disciplinary Committee

The Board members shall be appointed for the first term and elected by the member clubs of the Association for subsequent terms.

#### 13.4 President

- (g) The President shall be elected for a term of 2 years by the Members at the Annual General Meeting and is eligible for re-election
- (h) The President shall preside at all Meetings and shall represent the Association on ceremonial occasions. In the absence of the President, the Vice-President or, if the Vice- President is not in attendance, the most senior Board member present, shall act for the President.

#### 13.5 Vice-President

The Vice-President shall be elected for a term of 2 years by the Members at the Annual General Meeting and is eligible for re-election.

#### 13.6 General Secretary

The General Secretary shall be elected for a term of 2 years by the Members at the Annual General Meeting and is eligible for re-election. General Secretary shall be responsible for, including but not limited to, supporting the Board and Committees at their respective meetings, and the President at Meetings.

#### 13.7 Board Meetings

The Board shall meet regularly and as required to transact the business of the Association. These meetings shall be held at least two times in a calendar year.

- (a) A meeting of the Board must be called by the President upon receipt of a requisition signed by at least fifty percent of the current Board members, which describes the business to be considered at the requested meeting.
- (b) To constitute a quorum at any Board meeting, there shall be at least fifty percent of the Board members present in person. No business may be conducted by the Board unless a quorum is present within 30 minutes of the time appointed for the start of the meeting.
- (c) Questions arising at any Board meeting will be determined by a majority of votes and will be decided by show of hands unless a ballot is demanded, in which case the matter will be decided by ballot in the manner prescribed by the President presiding at the meeting. The President shall have both a deliberative and a casting vote.
- (d) The Association Secretary shall minute proceedings and resolutions of all Board meetings in an appropriate manner.
- (e) Should all, or so many, of the Board at any time have died, resigned or been removed so that it is impossible to obtain a quorum for a Board meeting, the Chief Executive Officer shall immediately convene a General Meeting to which Rule 14 shall apply.

### 13.8 Proxies

- (a) A member of the Board of Management may appoint another member of the Board as proxy by lodging the instrument appointing the proxy with the President or Chief Executive no later than 24 hours before the time of the Board of Management meeting at which the Board of Management member named in the proxy instrument proposes to vote.
- (b) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution, and where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

## 14. APPOINTMENTS BY BOARD

Board members appointed by the Board shall be appointed for a term of two years and be eligible for re-appointment.

### 14.1 Casual Vacancy on the Board

- (a) A casual vacancy occurring on the Board as a result of the death, retirement, removal or resignation of a Board member may be filled by an appointment made by the Board, if the vacancy is for a Board position elected by the Members or appointed by the Board.
- (b) Where the person appointed by the Board under Rule 12.9(a)(i) has filled the position of a Board member elected by the Members, that person must retire at the next Annual General Meeting immediately following the appointment made by the Board, but is eligible for re-election.

### 14.2 Chief Executive Officer

The Board may opt to appoint a Chief Executive Officer. If a Chief Executive Officer is appointed, that shall be responsible for the day to day management of the business and affairs of the Association and shall have the powers and undertake the responsibilities as determined and in the manner determined, from time to time by the Board. The Chief Executive Officer will not become a member of the Board.

#### 14.2.1 Duties of Chief Executive Officer

The Chief Executive who shall act as the Secretary, in the absence of General Secretary, and Public Officer of the Association and:

- (a) shall be responsible for the day to day management of the affairs of the Association and shall undertake the powers as determined and in the manner determined from time to time by the Board of Management;
- (b) may with the approval of the Board of Management delegate responsibilities to managers and administration officers of the Association, appointed to administer specific functions;
- (c) shall co-ordinate the development and implementation of strategic plans and annual operational plans formulated by the Board of Management including budgets for the Committees of Management and the various administrative sections of the Association;
- (d) shall keep all books, records, and other documents of the Association; and
- (e) shall conduct the business of the Association, as directed by the Board of Management, at the meetings of the Association and the Board of Management as Secretary.

#### 14.2.2 Remuneration of Chief Executive Officer

The Chief Executive shall be paid such salary as the Board of Management shall from time to time determine unless the Chief Executive intimates the Board in writing that he/she shall hold the position in a voluntary manner

without any salary.

## 15. RETIREMENT BY ROTATION

- (a) The 3 Members of the Board of Management who were elected by the Members of the Association and have held office for the longest continuous period since the date of their election or last re-election (whichever is the later), and whose term has expired shall retire at the date of the Annual General Meeting of the Association in each year, but shall be eligible for re-election.
- (b) As between Members elected or re-elected at the same time, and falling due for retirement at the same time pursuant to Rule 19.1, the Members' Representatives to retire for the purposes of Rule 19.1 shall be the Members' Representatives who have held office for the longest continuous period since the date of their initial election to the Board of Management and, where any such Members' Representatives have held office for identical continuous periods, those to retire shall be determined by agreement among themselves or, failing such agreement, by lot.

## 16. GENERAL DUTIES AND POWERS

### 16.1 Board Powers, Duties and Responsibilities

Without limiting Rule 13.1, the Board is entrusted with the following functions, powers, duties and responsibilities:

- (a) to act at all times in a prudent and responsible manner and in the best interests of the Association, the Members, Cricket Clubs, Community Cricket Clubs and cricket in Greater Tokyo and Kanto Region;
- (b) to elect Members in accordance with the By-Laws;
- (c) in such manner and on such terms as the Board thinks fit on behalf of the Association:
  - i. to borrow, raise and/or secure the payment of money and mortgage and charge the assets of the Association;
  - ii. to sell, lease, let, hire and dispose of any real and personal property of the Association and grant rights and privileges thereover; and
  - iii. to purchase, take on lease or otherwise acquire any real or personal property,

provided that the Board shall not:

- iv. mortgage, charge, pledge or encumber by way of security by any means whatsoever or howsoever the assets owned by the Association or the income of the Association;
- v. dispose of any real property of the Association; or
- vi. acquire any real property for the Association, without the approval of Members in General Meeting.
- (d) to do all things and make and perform all contracts which in the Board's judgement are necessary or desirable for the purpose of carrying into effect the objects of the Association referred to in Rule 3;
- (e) to exercise all functions and powers as may be exercised by the Association other than those that are required by this Constitution to be exercised by a Meeting;
- (f) to promote, develop and lead cricket in Tokyo and Greater Kanto Region;
- (g) to perform all acts and do all such things which in the Board's judgement are necessary or desirable for the proper management of the Association.

## 16.2 By-Laws and Regulations

- (a) The Board of Management may from time to time make such By-laws and Regulations not inconsistent with these Rules as it thinks fit for carrying out and giving effect to the Rules of the Association, and any By-laws and Regulations lawfully made by the Board of Management shall have the same force and effect as if they were Rules of the Association, and were embodied in this Constitution. The Board of Management may from time to time alter, vary or rescind any By-laws or Regulations made by it.
- (b) The Board shall within a reasonable period of time notify the Members of the Membership By-Laws and of any alteration, variation or rescission of those By-Laws.

## 16.3 Membership Sanctions

The Board of Management or any authorised delegate of the Board of Management may expel, fine, reprimand, and/or suspend for any time any Member if the Board of Management or the authorised delegate as the case may be is satisfied at its discretion that the Member has:

- (a) infringed any of the Rules of the Association, or any By-law or Regulation made under this Constitution; or
- (b) infringed any Act of Parliament, or any By-law or Regulation made under an Act of Parliament in using any ground(s) used or controlled by the Association.

### 16.3.1 Grounds on which Office becomes Vacant

- (a) The Board may remove a Board member from office if that member:
  - i. becomes of unsound mind or physically or mentally incapable of performing the functions of a Board member;
  - ii. fails to attend 3 consecutive Board meetings, without leave of absence from the Board; or
  - iii. in the opinion of the Board has engaged in conduct detrimental to the interests of the Association, including a breach of this Constitution or any By-Law.
- (b) The Board shall remove a Board member from office if that member:
  - i. becomes an insolvent under administration;
  - ii. resigns by notice in writing to the President or Association Secretary; or
  - iii. ceases to hold any qualification which was a condition of that Member's membership.

## 16.4 SPECIFIC AREAS OF CONTROL

Without prejudice to the generality of the powers and duties set out in this Constitution, the Board shall have the full control and management of:

- (a) the affairs of the Association and of its Members and Membership classes;
- (b) the finances of the Association including all expenditure and disbursements and the drawing of cheques;
- (c) the Association's rights with respect to any grounds used or controlled by the Association, and of the admission or non-admission and ejection or removal of all persons;
- (d) the appointment and dismissal of paid officers, employees and contractors of the Association and the appointment of coaches and managers of Interstate teams;
- (e) the formation and implementation of strategic goals, objectives and policies of the Association;
- (f) the adoption and monitoring of periodical operating budgets and financial plans;

- (g) ensuring that all assets and undertakings of the Association are adequately insured;
- (h) ensuring that all activities of the Association are undertaken in accordance with applicable laws;
- (i) the administration and protection of all assets of the Association; and
- (j) the delegation of its powers and duties to such persons and/or sub-committees as it sees fit.

## 16.5 Indemnity

The Board shall not be obliged to effect an insurance policy if it considers that no suitable policy is available on terms or at a cost which the Board in its absolute discretion considers reasonable; and no officer shall be entitled to bring an action against the Association or the Board by reason of the failure of the Association to effect a policy of insurance pursuant.

### **PART 3. ANNUAL GENERAL MEETING AND ELECTION OF BOARD MEMBERS**

## 17. ANNUAL GENERAL MEETING

The election of the President, the Vice-President and General Secretary to the Board shall be conducted at the Annual General Meeting of the Association. The Annual General Meeting shall be held no later than February of each year and in addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Extraordinary General Meeting held since that Meeting if the relevant Meeting did not authorise the Board of Management to confirm those minutes;
- (b) to receive from the Committees reports on the activities of the Association during the last preceding financial year;
- (c) to receive a report on the financial statements;
- (d) to elect various Committee members
- (e) to declare the elected Members' Representatives to the Board of Management; and
- (f) to authorise the Board of Management to confirm the Minutes of Meeting.

### 17.1 Board to Establish Election Protocol

If and only if the Board sees fit, a reasonable time before the Annual General Meeting the Board may:

- (a) appoint two suitably credentialed persons independent of the Association, one of whom shall act as Returning Officer, the other of whom shall act in that role should the first-named be unavailable at any time for any reason, to carry out any of the functions or responsibilities of that office, assisted by the Association Secretary;
- (b) set a date and hour up to which nominations for office may be received ("Closing Time"), such date being at least 14 days prior to the date of the Annual General Meeting; and
- (c) require the Returning Officer to notify all members in writing of the request for nominations at least 7 days prior to the Closing Time. Notification shall be given in the manner described in Rule 17.3(c).

- (d) The Association General Secretary shall act as the Returning Officer if the Board did not appoint a specific Returning Officer.

## 17.2 Nominations

- (a) To be eligible for nomination as a Candidate and to remain an eligible Candidate, an individual must be a Member, and if as a condition of Membership the Member is required to pay the Subscription, the Member must have paid the Subscription for the Membership Year in which they are being nominated.
- (b) All nominations for office:
  - i. shall be made in writing signed by (or in the case of email, having scanned-in signatures of) 2 Members of the Association, being Members entitled to vote and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - ii. shall be received by the General Secretary or the Returning Officer, care of the Association Secretary prior to the Closing Time.
- (c) If the number of candidates nominated is equal to or less than the number of vacancies to be filled, the Chairperson at the Annual General Meeting shall declare such candidates to be duly elected.
- (d) A candidate may withdraw his/her nomination at any time prior to the commencement of the Annual General Meeting.
- (e) Any vacancy caused by a lack of nominations, by the withdrawal of a nomination or by the death of a candidate shall be deemed to be a casual vacancy and shall be filled by the Members of the Board of Management then in office.
- (f) If the number of candidates nominated exceeds the number of vacancies to be filled, a ballot shall be held in accordance with these Rules. The following provisions shall apply to the ballot:
  - i. For the purpose of conducting a ballot the General Secretary shall supply to the Returning Officer a certified list of Members who are entitled to vote.
  - ii. After the close of the ballot the Returning Officer shall certify the number of votes received by each candidate. Successful candidates will be declared elected by the Chairperson of the Annual General Meeting.
  - iii. In case of an equality of votes, the Chairperson, if not a candidate, shall have a casting vote. If he/she is a candidate he/she shall vacate the Chair at a convenient time during the meeting and the meeting shall elect in his/her place another Chairperson who shall exercise the casting vote.
- (g) The decision of the Returning Officer as to:
  - i. the validity of any vote;
  - ii. the right of any member to vote;
  - iii. which votes shall be counted; and
  - iv. generally as to the conduct of the ballot and the scrutiny;shall be final.
- (h) The Returning Officer shall appoint such assistants as he/she deems necessary for the conduct of the ballot.



### 17.3 Voting at the Meeting

- (a) Only Members with voting rights will be competent or entitled to vote or take part in any proceedings of the Association.
- (b) Subject to Rule 9.3, no Member (other than a Member who is not required to pay any subscription) will be competent to vote on any occasion or be entitled to any membership privileges unless the Member has paid his/her subscription for the current Membership Year.
- (c) Any Member holding Membership at the end of any financial year will not be prevented by Rule 9.2 from voting at an election held in conjunction with the Annual General Meeting immediately following the end of the financial year.
- (d) Every resolution put to a vote at a Meeting shall in the first instance be determined by a show of hands.
- (e) In the event that the Chairman of the Meeting or any Member present at the Meeting is not satisfied with the accuracy of the outcome of the resolution on a show of hands and a request for a poll is received from either the Chairman or a Member present, then such a request for a poll must be granted.
- (f) the result of the poll, as disclosed by the Chairman of the Meeting at which the result is declared, is a resolution of the Meeting at which the poll is demanded;
- (g) A Member entitled to vote at a Meeting may appoint another Member who is entitled to vote as the first-named Member's proxy to attend and vote at that Meeting on his or her behalf.
- (h) A Member, including the Chairman, may not be the proxy for more than one Member.
- (i) The instrument of proxy shall be in writing under the hand of the appointing Member and must be received by the Association Secretary not less than 48 hours prior to the time fixed for the commencement of the Meeting to which the proxy relates.
- (j) The Chairman shall declare to the Meeting the number of valid proxy votes that have been received prior to the determination of any resolution and at his discretion may further declare the aggregate number of those proxy votes for, against and unstated, in respect to a resolution for decision.

### 17.4 Advertisements of Meetings

- (a) At least 30 days' written notice of the time and place of any Annual or Extraordinary General Meeting shall be given to Members by advertisements:
  - i. sent via email to the email address for each Member (if any) set out in the register of Members; or
  - ii. published on the website;
- (b) If a Member does not provide an email address to the Association, the Member will be deemed to have notice of the Annual or Extraordinary General Meeting at the date and time the Association publishes the advertisement on the website.
- (c) The objects of any Annual or Extraordinary General Meeting, including the subject matter of any resolutions sought to be passed, shall be informed to all Members at least 14 days before such meeting, and shall be open to the inspection of all Members during that period.
- (d) Any Member must give written notice to the General Secretary of a proposed resolution to be voted on or a motion to be moved at the Annual General Meeting by the 15th day of January preceding the Annual General Meeting or such later date as the Chairperson of the Board of Management shall allow in his/her absolute discretion. The written notice shall be delivered to the General Secretary by hand, post, email or other means determined by the Board of Management from time to time.

- (e) The accidental omission to give notice of a Meeting to, or the non receipt of notice of a Meeting by, a Member entitled to receive that notice does not invalidate any resolution passed at that Meeting.
- (f) The Board may, by notice postpone or cancel any Meeting called.

## 17.5 Conduct of Meetings

- (a) Where the Board of Management has appointed a Chairperson of its meetings, the appointee will preside as Chairperson at every Annual and Extraordinary General Meeting during the terms of that appointment.
- (b) Where an Annual General Meeting or Extraordinary General Meeting is held and the Board of Management has not appointed a Chairperson or the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or vacates the chair for any reason, those Members present (in person or by proxy) who are entitled to vote at the meeting will elect one of their number to be Chairperson of the meeting.
- (c) At all Annual and Extraordinary General Meetings fifty percent of Members (present in person or by proxy) shall constitute a quorum.
- (d) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (e) If a quorum of Members is not present within 30 minutes after the time appointed for commencement, the Meeting shall stand adjourned to such day (being within 14 to 30 days), time and place as the Chairman shall nominate and announce at the Meeting. If at the adjourned Meeting a quorum is not present within 30 minutes after the appointed time for the commencement of the Meeting, those Members then present in person or by proxy and entitled to vote at the Meeting shall constitute a quorum.
- (f) The Chairman of a Meeting at which a quorum is present:
  - i. may with the consent of a majority of the Members present and entitled to vote; and
  - ii. must, if so directed by a majority of the Members present and entitled to vote, adjourn the Meeting from time to time and from place to place.
- (g) The only business which an adjourned Meeting may deal with is business which was left unfinished from the Meeting which was adjourned.

## 18. QUORUM IMPOSSIBLE

### 18.1 Board of Management

Should all or so many of the Board of Management at any time resign such that it is impossible to obtain a quorum at a meeting of the Board, the Chief Executive of the Association shall convene a Extraordinary General Meeting at which nominations shall be received and the vacancies filled.

### 18.2 Other Committees of Management

If, for any reason, it becomes impossible for the Grade Cricket Committee to obtain a quorum, the Board of Management may exercise and discharge all or any of the powers vested under this Constitution in the Grade Cricket Committee until such time as the Grade Cricket Committee can duly discharge its duties.

### 18.3 Absent Members

A member of any Committee who is absent from 3 consecutive Committee meetings, without leave from the Committee may, at the discretion of the remaining Committee members, be removed from Committee

membership. The Committee member may be reinstated by a special resolution of such Committee. At least 7 days' notice in writing must be given to each member of the Committee of the business to be transacted at the meeting.

#### 18.4 Committee Meetings

- (a) Each Committee shall meet for the dispatch of business as required by law and otherwise as determined by the Board of Management from time to time.
- (b) Oral or written notice of a meeting of a Committee shall be given by the Chief Executive of the Board of Management, General Secretary of the Board in the absence of a Chief Executive, or the Chairperson of the relevant Committee (as the case may be) to each Committee member at least 7 days (or such other period as may be unanimously agreed upon by the Committee members) before the time appointed for the holding of the meeting.
- (c) The Chairperson of each Committee shall have both a deliberative vote and a casting vote.

#### 18.5 Minutes

Minutes of proceedings at a Committee meeting will be recorded, confirmed by resolution of the relevant Committee and signed by the Chairperson of the meeting at which they are confirmed.

### 19. EXTRAORDINARY GENERAL MEETING

The Chairperson of the Board of Management or the General Secretary or Chief Executive of the Association, following resolution by the Board of Management, or on the written request of at least half(50%) of the Members, shall call an Extraordinary General Meeting(EGM) of the Association.

- (a) The objects of such Meeting and the subject matter of any resolution sought to be passed shall be expressed in such resolution or requisition.
- (b) Such EGM shall be held not later than 30 days after the receipt of the application. Members wishing to call an EGM to appeal the result of a regulatory decision by a Committee or the Board must do so within one month of that decision being given.

#### **PART 4. ACCOUNTS**

### 20. ACCOUNTS

An account shall be kept in the name of the Association at a bank approved by the committee, into which all moneys received shall be paid by the Treasurer or Committee member.

#### 20.1 Funds Usage and Reporting

The head of the Finance Committee shall keep the bankbook and bank card, if any, and be authorised to use the bank account only for approved purposes.

- (a) The head of the Finance Committee shall prepare a financial report of the accounts and shall be presented to the Annual General Meeting.
- (b) Funds will be used to cover the costs of running the competition and improving playing conditions for all players. Likely costs include provision of tournament expenses such as cricket balls, cost of ground hire, communication costs, traveling costs, umpire fees, equipment costs and trophy costs.
- (c) Anyone found to be misusing the funds will be severely dealt with by the Board and, where appropriate, legal remedies will be sought.

## 20.2 Funding of the Association

The funds of the Association shall be derived from such sources as the Board of Management determines.

## **PART 5. GENERAL**

## 21. GENERAL PROVISIONS

### 21.1 Common Seal

The Association shall have a Common Seal which may on the authority of the Board, be affixed to any deed, agreement, instrument or other document and shall be signed by any 2 duly authorised members of the Board witnessed by the Chief Executive Officer or Association Secretary or other person duly authorised by the Board. Any deed, agreement or instrument so executed shall be deemed to be duly executed by the Association.

### 21.2 Alteration of Rules

No Rule of the Association shall be suspended, varied, altered, added to, or repealed, nor shall any new Rule be added, except by a special resolution of the Annual or Extraordinary General Meeting.

### 21.3 Reciprocal Arrangements

The Board may enter into reciprocal arrangements with the controlling authorities of cricket grounds in other sports associations or government or private organisations of Japan and elsewhere which will provide for Members having the right of entrance to the grounds of such ground authorities.

## 22. DISPUTES AND RESOLUTION

Any dispute or objection as to the meaning or interpretation of the Constitution shall be settled or determined by the Board, such decision shall be final and binding on all Members.

### 22.1 Priority

The Board may, in its absolute discretion, give priority for election to any application made by a person on any ground which it deems just and equitable.

### 22.2 Rejected Application

Any applicant whose Membership application is rejected by the Board of Management may appeal, for election, to the Annual General Meeting of the Association next following the date of such rejection provided that written notice of such intention to appeal is lodged by the rejected applicant with the Chief Executive no later than the

### 22.3 Powers of Expulsion

Members of a Committee may, by special resolution, expel from the Committee any Committee member. Such resolution shall be intimated to the Board within seven(7) business days of the resolution. The Board shall take a decision on the resolution within twenty one(21) business days after such resolution was referred to it. The decision shall become in effect only after the approval of the Board.

#### 22.4 Disputes Between and Among the Committees

Any difference or dispute occurring between the Committees of Management or among the Members of a Committee as to their respective rights or duties, or upon any matter whatsoever connected with the affairs of the Association, which, in the opinion of the head of such Committees cannot be resolved by negotiation, shall be referred to the Board. The Board shall take a final decision on its own or may appoint a new committee to resolve the matter. The members of this committee may be chosen from:

- (a) the Members of the Association; or
- (b) outside the Association; or
- (c) a combination of the above thereof.

such determination shall be final and binding on each of the Committees.