

BYLAWS  
OF  
THE CANADIAN CRICKET ASSOCIATION

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1. THE SEAL

The Seal of the Corporation shall be in such form as shall be prescribed by the Board of Directors of the Corporation, and shall have the words THE CANADIAN CRICKET ASSOCIATION endorsed thereon. (The Corporation shall be referred to herein as the "Association").

2. OBJECTIVE

The Association shall endeavour to foster the growth and development of cricket throughout Canada. It shall provide participants the opportunity to compete at their level of competence.

3. OFFICES

a) HEAD OFFICE

The Head Office of the Association shall be located in the Municipality of Metropolitan Toronto, in the Province of Ontario, Canada, at the place thereat where the business of the Association may from time to time be carried out.

b) OTHER OFFICES

The Association may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by Resolution.

4. MEMBERSHIP

a) GENERAL MEMBER

Any Provincial Cricket Association that demonstrates effective control of organised competitive cricket within the Province concerned, and whose application for admission to the Association has received the approval of the Board of Directors, shall be considered a General Member with full voting privileges at all meetings of the Association.

b) ASSOCIATE MEMBER

Any individual or group interested in the objectives of the Association may, on application to the Board of Directors, be admitted as an Associate Member. An Associate Member may attend open meetings of the Association but shall not be entitled to a vote thereat.

c) HONORARY LIFE MEMBERS

The Board of Directors may appoint individuals who have given eminent service to the Association or to the furtherance of cricket anywhere in the world, as Honorary Life Members. Honorary Life Members may attend open meetings of the Association but shall not be entitled to a vote thereat.

5. FEES

a) GENERAL MEMBERS

Fees for membership in the Association shall be of such amount and on such basis, as may be fixed from time to time by the Board of Directors, and shall be payable at such date as the Board of Directors determines; PROVIDED THAT any changes to membership fees are approved by the members at a General Meeting of Members.

b) ASSOCIATE MEMBERS

An Associate Member shall pay such fees as may be fixed from time to time by the Board of Directors, and payable at such date as the Board of Directors determines; the Board of Directors may waive any fee for an Associate Member in lieu of a donation made by such a member to the Association.

6. WITHDRAWAL

a) VOLUNTARY

Any General, Associate or Honorary Life Member, may voluntarily withdraw from the Association by delivering a written notice of resignation to the Secretary and paying any amount owing to the Association.

b) INVOLUNTARY

Any General, Associate or Honorary Life Member, may be required to withdraw as a Member by a vote of two-thirds of Members present at a meeting of the Association.

7. RE-INSTATEMENT

a) Any General, Associate or Honorary Life Member, having voluntarily withdrawn from the Association, may apply in writing for re-instatement of membership at any time; such application must receive a vote of two-thirds majority approval of the Board of Directors and the applicant must not be in arrears of fees owing to the Association.

b) Any General, Associate or Honorary Life Member, having been required to withdraw, may apply in writing for re-instatement of membership. The Board of Directors must, by a vote of two-thirds majority approve such re-instatement of membership, provided that the initial cause of involuntary withdrawal has been rectified and that such applicant is not in arrears of fees owing to the Association.

## 8. BOARD OF DIRECTORS

The property and business of the Association shall be managed and conducted by:

- a) a Council of Provincial Directors comprising one representative\* from each General Member plus an additional representative from the Province of Ontario\*\*.
- b) The Executive Council as defined in Clause 13.
- c) The Provincial representatives as referred to in 8 a) above and the members of the Executive Council as described in Clause 13 shall all be deemed Directors and together constitute the Board of Directors of the Association.

\*Each General Member shall, in writing, appoint one representative to be its Director on the Board of Directors.

\*\*Where it has been agreed that this General Member shall be represented by more than one Director and that its Provincial Association shall appoint two representatives to serve as its Directors on the Board.

These individuals, once appointed as representatives, shall be the Directors until their appointment is revoked in writing by the General Member that they represent and a new representative is appointed in his place. (See Clause 9).

A General Member may appoint, at any time, an alternate individual, who shall serve as its representative with full voting power at meetings of both the General Members and of the Board of Directors. This appointment shall be confirmed in writing and it shall be received by the President or the Secretary of the Association before the relevant meetings.

The Executive Council shall be elected at an Annual Meeting of the Council of Provincial Directors. They shall remain in office until their successors are elected. All incumbents shall be eligible for re-election.

A simple majority of the Council of Provincial Directors and the Executive Council shall constitute a quorum for a meeting of the Board of Directors. Proxies are not permitted for any member of the Board of Directors.

Service of any notice of any meeting on the representatives shall be deemed service on the General Members.

## 9. VACANCY

The office of a Director of the Board shall be automatically vacated if:

- a) he should resign by delivery of a written resignation to the Secretary of the Association;
- b) he is found to be a lunatic or has become of unsound mind;
- c) he becomes bankrupt or suspends payments or compounds with his creditors;
- d) he should die;
- e) at a Special General Meeting of Members called for the purpose, a resolution is passed by two-thirds of the General Members present at that meeting that he be removed from office.

PROVIDED THAT, if any vacancy occurs for any reason, the Board of Directors may by Resolution fill the vacancy; AND PROVIDED ALWAYS that, if the vacancy is that of a Director who is a representative of a General Member, that Body (Provincial Association) is allowed a period of thirty days in which to nominate a person to serve as its representative and the person so nominated shall be appointed as Director to fill the vacancy.

## 10. MEETINGS

Meetings of the Board of Directors may be held at any time and place to be determined by the President, PROVIDED THAT at least fifteen days notice of such meeting is sent in writing to each Director and the Secretary of each Provincial Cricket Association. No formal notice shall be necessary if all Directors are present at a meeting or waive notice thereof in writing.

At any meeting of the Board of Directors each Director shall have only ONE vote.

## 11. POWERS

The Directors may exercise all such powers of the Association as are not by the Canadian Corporations Act or by these By-laws required to be exercised by the Members at general meetings.

a) AGENTS AND EMPLOYEES

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointments. The remuneration of such agents and employees shall be fixed by the Board of Directors by resolution.

b) EXPENDITURES

The Board of Directors shall have the power to authorize expenditures on behalf of the Association from time to time and, may delegate by Resolution to an Officer or Officers of the Association, the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the Association.

12. EXPENSES

Directors, as such, shall receive no remuneration for their services, but by resolution of the Board of Directors, reimbursement of expenses for their attendance may be allowed at each regular or special meeting of the Board of Directors, or for their attendance elsewhere on the business of the Association.

13. THE EXECUTIVE COUNCIL

The Executive Council of the Association shall comprise the following officers:

- |                         |                        |
|-------------------------|------------------------|
| i) President            | ii) 1st Vice-President |
| iii) 2nd Vice-President | iv) 3rd Vice-President |
| iv) General Secretary   | v) Treasurer           |

a) PATRON

There may also be the Honorary Office of Patron, who may be appointed at an Annual Meeting of the Board of Directors.

b) PRESIDENT EMERITUS

There may also be the Honorary Office of President Emeritus; any past President of the Association may be appointed President Emeritus at an Annual Meeting of the Board of Directors.

#### 14. ELECTION OF OFFICERS

The Executive Council shall be elected by the Council of Provincial Directors at an Annual Meeting of the General Members. The newly elected Executive Council together with the Council of Provincial Directors shall elect the members of the various Committees (See Clause 23) for their term of office.

A list of nominees for the positions of the Officers of the Executive Council shall be presented and received at a meeting of the Council of Provincial Directors. It shall also be possible at these meetings to receive nominees from the floor for the various positions. (See Clause 23 b).

#### 15. TENURE OF OFFICERS

Any officer of the Executive Council:

- i) shall hold office for two financial years and until a successor is elected or appointed in his stead;
- ii) may receive remuneration as shall be fixed by the Board of Directors from time to time;
- iii) will automatically vacate his position if:
  - a) he should resign by delivery of a written resignation to the Secretary or President of the Association;
  - b) he is found to be a lunatic or has become of unsound mind;
  - c) he becomes bankrupt or suspends payments or compounds with his creditors;
  - d) he should die;
  - e) at a meeting of the Council of Provincial Directors called for the purpose, and a resolution is passed by a majority present at that meeting, that he be removed from office.

## 16. DUTIES OF OFFICERS

### a) PRESIDENT

The President shall be the Chief Executive Officer of the Association. He shall preside at all meetings of the:

- a) General Members
- b) Board of Directors
- c) Executive Committee

and shall be entitled to either a vote or a casting vote only at these meetings (See Clause 20). He shall have the general and active management of the business of the Association, subject to the instructions of the Board of Directors and the Executive Committee. He shall see that all orders and resolutions of the Board of Directors are carried into effect.

### b) VICE-PRESIDENTS

The 1st Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. In addition, the 1st Vice-President along with the 2nd and 3rd Vice-Presidents shall perform such duties as shall, from time to time, be imposed upon them by the Board of Directors. The President may, from time to time appoint any Director to act as President in his and the 1st Vice-President's absence.

### c) TREASURER

The Treasurer shall have the custody of the Association's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and securities in the name and to the credit of the Association and in such depositories as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board of Directors or whenever they may require it, an account of all his transactions as Treasurer and of the financial position of the Association. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

### d) SECRETARY

The Secretary shall attend all sessions of the Board of Directors and all meetings of the Members and act as Secretary thereof, and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given, notice of all meetings of the Members and of the Board of Directors and shall perform

such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall be custodian of the seal of the Association, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution; **PROVIDED ALWAYS** that the Secretary, even if he be a Director and notwithstanding Clause 12 hereof, may be paid an honorarium for his services, in such sum as the Board of Directors may, from time to time, determine.

#### 17. MEETINGS OF GENERAL MEMBERS

The Annual Meeting of the General Members of the Association and that of the Council of Provincial Directors shall be held within 60 days of the start of a new financial year, either at the Head Office or elsewhere in Canada, as the Board of Directors may designate, on a date to be fixed by the Board of Directors.

#### 18. ANNUAL MEETING

At the Annual Meeting, the General Members shall:

- a) receive a report of the Board of Directors
- b) receive an Auditor's report
- c) receive a Financial Statement for the preceding year, and a Budget for the ensuing year
- d) elect members of the Executive Council biennially
- e) appoint an Auditor for the ensuing year.

#### 19. NOTICE OF MEETINGS

At least fifteen days prior, written notice shall be given to each General Member of any Annual or Special General Meeting of Members. Service of any notice of any meeting on the representatives shall be deemed service on the General Members. A majority of General Members, whose representatives must be present in person at the meeting, shall constitute a quorum. A Special General Meeting of Members shall be called by the Secretary at the request of a majority of General Members. No formal notice for such meeting shall be necessary if all Members are present at a meeting or waive notice thereof in writing.

#### 20. VOTING

At all meetings of the General Members of the Association or of the Board of Directors or of the Executive Committee or of any other Committee, every question shall be determined by a majority of votes unless otherwise specifically provided by the Canada Corporations Act or by these By-laws.

Each General Member\* shall have one vote at any Annual or Special General Meeting of the Members or at a Board of Directors Meeting.

\*Where it has been agreed that a General Member shall be represented by more than one Director, that Provincial Association (General Member) shall be entitled to one vote for each of its Directors present at all Members Meetings.

The President shall have a casting vote only at all meetings of the Board of Directors, the Executive Committee and of the General Members. The other members of the Executive Council shall each have one vote at all meetings of the Board of Directors and of the Executive Committee.

## 21. BY-LAWS

The By-Laws of the Association may be enacted, repealed or amended by a majority of the Directors at a meeting of the Board of Directors and confirmed by a vote of at least two-thirds of the General Members at a meeting duly called for the purpose of considering the said By-law or repeal or amendment of By-law, PROVIDED THAT the enactment, repeal or amendment of such By-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

## 22. RESOLUTIONS

A resolution, in writing, signed by all the General Members shall be as effective as a resolution passed at a meeting of General Members duly convened and held except where:

- a) an amendment of By-laws is in question;
- b) The Canadian Corporations Act prescribes the holding of a meeting of Members.

## 23. COMMITTEES

At a meeting following the Annual Meeting of the Council of Provincial Directors, the newly elected Executive Council together with the Council of Provincial Directors shall elect the new Standing Committees and any other discretionary committees as may be necessary for the conduct of the business of the Association, provided that the terms of office of these committees shall be similar to those of the Executive Council.

A list of nominees for the various positions on the different committees shall be presented at the meeting of the Board of Directors by the Nominations Committee. It shall also be possible to receive nominations from the floor during this meeting, for the various positions on the committees. A

member wishing to serve on any committee is not required to be an Officer of the Association nor a member of the Board of Directors.

The Chairman of a Committee shall have a casting vote only at meetings of the Committee.

Some or all members of a Committee may be eligible to receive remuneration for their service, an amount that shall be fixed by the Board of Directors.

The Board of Directors may, by a resolution passed by a majority, disband any Committee at any time or alter or change the composition of any Committee at any time.

a) THE EXECUTIVE COMMITTEE

The Executive Committee shall comprise the Executive Council as well as the members of the Standing and Discretionary Committees and shall be responsible for the general and active management of the Association; it shall execute all orders and resolutions of the Board of Directors; it shall deal with the correspondence and arrangements of events sponsored by the Association, making such decisions as are necessary for the operation of the Association; and it shall keep minutes of all meetings and shall report to the Board of Directors as and when required.

b) STANDING AND DISCRETIONARY COMMITTEES

A Nominations Committee, Selection Committees, an Athlete Development Committee, a Resources and Events Development Committee, a Promotion and Fund Raising Committee and any other committee(s), as deemed necessary by the Board of Directors, shall represent the Standing Committees of the Association. Discretionary Committees for specific tasks shall be determined and appointed by the Executive Council.

c) NOMINATIONS COMMITTEE

The Nominations Committee shall seek nominees for positions on the Executive Council, the Standing and Discretionary Committees as well as for other positions, such as Auditor. The list of nominees for the positions of the Executive Council shall be presented to the Council of Provincial Directors at their Annual Meeting; the list of nominees for all the other positions shall be presented to the Board of Directors at their Annual Meeting. (See Clause 14).

d) SELECTION COMMITTEES

The Selection Committees shall be responsible for the selection of teams and/or individuals to represent the Association, in accordance with the terms of reference issued by the Board of Directors.

e) **ATHLETE DEVELOPMENT COMMITTEE**

This Committee shall comprise a chairman, the Senior and Junior Coordinators, the Coordinator for Women's cricket and the personnel for Coaching and Regional Development. This Committee will implement all programmes approved by the Board of Directors, to whom it shall be responsible.

f) **RESOURCES AND EVENTS DEVELOPMENT COMMITTEE**

This Committee shall consist of a chairman and the Association's Coordinators for umpiring, scoring and cricketing events (national and international). It shall be responsible to the Board of Directors, implementing all programmes approved by the Board.

g) **PROMOTION AND FUND RAISING COMMITTEE**

This Committee shall comprise a chairman and the Association's Coordinators for Public Relations, Promotions/Publicity, and Publications/Printing. It shall be responsible for implementing all programmes approved by the Board of Directors.

**24. ACTS**

All acts by any meeting of the Board of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director(s) as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

**25. INDEMNITY**

The Association hereby consents that each and every Director of the Association shall be deemed to have assumed office on the express understanding and agreement, and condition that every Director of the Association and his heirs, executors, and administrators and estate and effects respectively shall, from time to time, and at all times be indemnified and save harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever that such Director sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office and also from and against all other costs, charges and expenses that he sustains or incurs in or about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

**26. LIABILITY**

No Director, Auditor, Secretary, Manager or other Officer for the time being of the Association, shall be liable for the

acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipts of acts for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person, firm, or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever that may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful neglect or default.

#### 27. AUDITORS

The General Members shall at each Annual Meeting appoint an Auditor to audit the accounts of the Association and to hold office until the next Annual Meeting, PROVIDED THAT the Directors may fill any casual vacancy in the office of Auditor. The remuneration of the Auditor shall be fixed by the Board of Directors.

#### 28. FINANCIAL YEAR

The financial year of the Association shall run from the 1st day of October to the 30th day of September.

#### 29. SIGNATURE & CERTIFICATION OF DOCUMENTS & CHEQUES

Contracts, documents or any instrument in writing requiring the signature of Association shall be signed by any two of the President, Vice-Presidents, Secretary or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further

authorization or formality. The Board of Directors shall have power from time to time by by-law, to appoint an Officer or Officers on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. Cheques shall be jointly signed by the Treasurer together with either the President or the 1st Vice-President. In the absence of the above cheque signatories, the Board of Directors may appoint their replacements from the Officers of the Association, by a resolution at a properly constituted meeting of the Board of Directors.

The Seal of the Association, when required, may be affixed to contracts, documents and instruments in writing by the Officers signing as aforesaid or by an Officer or Officers appointed by Resolution of the Board of Directors.