

THE BERMUDA CRICKET BOARD

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Schedule 1

INTERPRETATION

Capitalized terms not otherwise defined herein have the respective meanings set forth in the Constitution.

In these Bye-Laws unless the context otherwise requires:-

“Act” means the Bermuda Cricket Board of Control Act 1995”

“Bermuda” means the Islands of Bermuda;

“Board” means the Board of Directors of the Bermuda Cricket Board appointed or elected pursuant to these Bye-laws and acting by resolution in accordance with the Act and these Bye-laws or the Directors present at a meeting of Directors at which there is a quorum.

“Board Year” means the time between Annual General Meetings

“Company” means the Bermuda Cricket Board, a company incorporated under the Act

“Cricket Club” shall mean each of the individual recognised cricket clubs named in schedule 1 to the Bye Laws

“Executive Committee” shall have the same meaning as the Council referred to in the Act

“Registered Office” means such place in Bermuda as the Board shall from time to time appoint as such

“Members” means the persons or entities entered into the Register of Members as a member of the Company

“Notice” means written notice as further described in these Bye-laws unless otherwise specifically stated

“Secretary” means the person appointed to perform any or all of the duties of the secretary of the Company and includes any deputy or assistant secretary

“Treasurer” means the person appointed to perform any or all of the duties of treasurer of the company and includes any deputy or assistant treasurer

“Representative” means such individual duly appointed by Member of the Board to attend a Board meeting in such appointers place. Any such appointment must be in writing, signed by the appointer and delivered to the Secretary, either by handing it to him in person or by delivering it to the Registered Office addressed

to the Secretary before the start of the relevant meeting. The representative need not be a member of the Board.

In these Bye-laws, where not consistent with the context:-

Words importing the singular number only include the plural number and vice versa

Words importing the masculine gender only include the feminine and neuter genders respectively;

Any words or expressions defined in the Companies Act in force at the date when these Bye-Laws or any part thereof are adopted shall bear the same meaning in these Bye-Laws or such part (as the case may be).

The word “may” shall be construed as permissive and “shall” will be construed as imperative

Unless otherwise provided herein words or expressions defined in the Act shall bear the same meaning in these Bye-laws.

Expressions referring to writing or written shall unless contrary intentions appear include facsimile, printing, electronic mail and other modes representing words in a visible form.

1. MANAGEMENT OF THE COMPANY

The affairs of the Company shall be managed and conducted by the Board

- (1) In the managing of the Company, the Board may exercise all such powers of the Company as are not, by statute or by these Bye-laws, required to be exercised by the Company in general meeting subject , nevertheless, to these Bye-laws, the provision of any statute and to such directions as may be prescribed by the Company in general meeting.
- (2) No regulation or alteration to these Bye-laws made by the Company in general meetings shall invalidate any prior act of the Board which would have been valid if that regulation nor alteration had not been made. The Board may produce that the Company pays all expenses incurred in promoting and incorporating the Company
- (3) The Board may from time to time appoint an Executive Director of the Company who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the company.

- (4) The Board may delegate any of its powers to a committee appointed by the Board which may consist partly or entirely of members of the Executive Committee and every such committee shall conform to such directions as the Board shall impose upon it
- (5) The Board shall cause to be minutes to be duly entered in books provided for the purpose;
 - a) Of all elections and appointments of Executive Committee Officers
 - b) Of all names of the members present at each meeting of the board and of any committees appointed by the board.
 - c) Of all resolutions and proceedings of general meetings of members, meetings of the Board and meetings of committees appointed by the Board.

Minutes prepared in accordance with these Bye-laws and the Companies Act 1981 shall be kept by the Secretary at the Registered Office of the Company together with a Register of all Members of the Board.

2. MEMBERSHIP AND REPRESENTATION

- (1) The company may establish the criteria for membership to the Board as it sees fit and may vary the terms of membership from time to time.
- (2) All Executive Committee Officers duly elected to the Board shall have one (1) vote wherever a vote is taken at a Board meeting except on a motion for the election of Officers. The President shall not vote except where the vote shall be tied when he shall exercise the casting vote unless in the case of the election of the President, where the Returning Officer shall exercise the casting vote.
- (3) All Clubs shall have the power of one (1) vote wherever a vote is taken at a Board meeting.
- (4) At any Board meeting any member of the Board who is entitled to be present and vote may appoint a Representative to attend and speak at the meeting but such Representatives shall not be permitted to vote.
- (5) The application from any organization to become a recognised Member of the Board shall constitute a letter of commitment to cricket and recognition that the Bermuda Cricket Board is the ultimate authority for the game in Bermuda. The application shall be accompanied by a copy of the Constitution and Bye-Laws of the prospective cricket club and by an indication of the extent of that body's involvement in cricket locally. Admittance to membership of the Board shall be subject to a majority vote of the Members of the Board present at a meeting of the Board and the payment of the appropriate fee.

(6) All Clubs shall furnish the Company with:

- a) A copy of their Constitution and Bye-Laws and any subsequent amendments to the same;
- b) The names and addresses of their principal officers as elected annually and that of the person responsible for liaising with the Board;
- c) The names, addresses and telephone numbers of the individuals elected to serve on the Board as the member club's official such information to be entered in the Register.

(7) No Clubs shall act on behalf of the Company or commit the Company to any policy or expenditure of funds without the specific authority of the Board's Executive Committee.

(8) The Board is empowered to establish differing categories of Ex Officio Membership specifically to recognize the contribution of former players or administrators to the development of the game of cricket in Bermuda and to encourage their continuing participation, as well as to involve any person whose association with the Company is considered to be especially desirable.

Such membership shall be by invitation and at the discretion of the Board. Those persons affiliated in this way shall be afforded such rights and privileges as the Board may from time to time determine.

3. TERMINATION OR SUSPENSION OF MEMBERSHIP

- (1) Any Club may resign from membership by giving notice in writing to that effect to the Secretary at any time in any calendar year.
- (2) The membership of any Club whose annual subscription remains unpaid for the two months following notice in writing of such may be subject to suspension or termination. The Board shall have the discretionary power to re-admit any terminated member under such conditions as it sees fit to impose.
- (3) Any Club infringing the Constitution or these Bye-Laws of the Bermuda Cricket Board shall be liable to reprimand, fine, suspension or expulsion. Any such action shall be taken only on the recommendation of Board's Executive Committee and shall be subject to a confirming vote of the Board. At such a Board meeting a resolution to expel a Board member or a Club, in order to be passed, shall require a vote in favour of not less than two-thirds of the Members of the Board present and voting.

A reprimand, fine and/or suspension shall require a majority vote. Any suspended Club shall have the right to apply to the Board for a review of the matter but only after half the time period of the suspension has been served.

4. ANNUAL AFFILIATION FEE

- (1) All Clubs shall pay to the Company an annual affiliation fee (the “Annual Affiliation Fee”) on or before the Annual General Meeting. This Annual Affiliation Fee may be amended yearly depending on the administrative structure and the level of activity of the Company’s activities but shall be not less than \$1,000 p/a each.
- (2) All Clubs in default of payment of the Annual Affiliation Fee shall be subject to such sanctions as the Board may deem fit, including suspension or termination of membership. Any such action shall be taken only on the recommendation of Board’s Executive Committee and shall be subject to a confirming vote of the Board.
- (3) The Annual Affiliation Fee paid by any Club that is subsequently suspended or terminated from the Company shall not be refunded.
- (4) Any Club that has not paid its annual affiliation fee shall not be entitled to vote at any meeting of the Board until such time as the Club is in good financial standing.

5. AUDIT

- (1) Subject to Section 88 of the Act, at the general meeting or at subsequent special general meetings in each year, an independent representative of the members shall be appointed by them as Auditor of the accounts of the Company. Such Auditor may be a member but no Director, Officer or employee of the Company shall, during his or her continuance in office, be eligible to act as Auditor of the Company
- (2) The Remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.
- (3) If the office of Auditor become vacant by the resignation or death of the Auditor, or by the Auditor becoming incapable of acting by reason of illness or other disability at a time when the Auditor’s services are required, the Board shall, as soon as practicable, convene a special general meeting to fill the vacancy hereby created.
- (4) The Auditor shall at all reasonable times have access to all books kept by the company and to all accounts and vouchers relating thereto, and the Auditor may call on the Directors or Officers of the Company for any information in their possession relating to the books or affairs of the Company.
- (5) Subject to any rights to waive laying of accounts or appointment of an Auditor pursuant to Section 88 of the Act, the accounts of the company shall be audited at least once every year.

- (6) The financial statements provided for by the Bye-laws shall be audited by the Auditor in accordance with generally accepted auditing standards. The Auditor shall make written report thereon in accordance with generally accepted auditing standards and the report of the Auditor shall be submitted to the Members in general meeting.
- (7) The generally accepted auditing standards referred to in subparagraph (6) in this Bye-law may be those of a country or jurisdiction other than Bermuda. If so, the financial statements and the report of the auditor must disclose this fact and name such country or jurisdiction.
- (8) The Financial Year end of the Company may be determined by resolution of the Board and failing such resolution shall be 31st December in each year.
- (9) Subject to any rights to waive laying of accounts pursuant to Section 88 of the Companies Act 1981, financial statements as required there under shall be laid before members in general meeting

6. EXECUTIVE COMMITTEE OFFICERS

- (1) The Executive Committee Officers shall consist of the President, the 1st and 2nd Vice Presidents, the Secretary, the Treasurer, the Assistant Treasurer/Secretary, the Fund Development Chair, and (3) Club Representatives duly elected by the Club Officials.
- (2) The Executive Committee Officers shall constitute the Executive Committee of the Board. They shall also serve as Chairmen of the relevant sub-committees of the Board.

7. DUTIES OF EXECUTIVE COMMITTEE OFFICERS AND TENURE

- (1) There shall be three classes of Executive Committee Officers, with various terms of office, with the result that there shall be a rotating Executive Committee. The classes of Executive Committee shall be known as Class 1, Class 2 and Class 3. The Classes shall be as follows:
 - Class 1 shall be comprised of the President and the Treasurer
 - Class 2 shall be comprised of 2nd Vice-President and the Assistant Treasurer/Secretary
 - Class 3 shall be comprised of the 1st Vice-President ,the Secretary and the Fund Development Chair

- The Club Representatives shall not form part of any of the Classes.

The Executive Committee Officers, with the exception of the Club Representatives, shall serve in office as follows. Class 1 shall retire at the Annual General Meeting in 2011. Class 2 shall retire at the Annual General Meeting in 2012, and Class 3 shall retire at the Annual General Meeting in 2013. Each class of Executive Committee Officer shall be eligible for re-election at the Annual General Meeting at which such Class shall retire, to hold office for three years or until its successors are elected or appointed. The Board shall determine which class each of the Executive Committee Officers shall fall in as required.

The Club Representative shall hold office for one Board Year commencing with the close of the Annual General Meeting.

- (2) **The President** shall, unless unable to attend, act as the Chairman of all Board Meetings (including the Annual General Meeting) and all meetings of the Executive Committee and;

The President shall see that the other Executive Committee Officers and the Executive Director properly carry out the duties allotted to them. He shall not vote on any motion put to a meeting at which he is presiding unless such vote shall be tied when he shall exercise the casting vote.

- (3) **The 1st and 2nd Vice Presidents** In the absence of the President from any properly constituted meeting of the Board, the 1st Vice President shall act in his stead and the 2nd Vice President shall act in the absence of the 1st Vice president where both he and the President are absent.

- (4) **The Secretary** shall conduct all correspondence of the Board and maintain the accuracy and completeness of all minutes and corporate records for and on behalf of the Board.

The Secretary shall maintain oversight of due process and ensure that all points of order related to Board governance are adhered to in Board processes.

When there is a staff secretary/ administrative assistant available, the Board Secretary shall assure that staff secretary fulfils these duties.

- (5) **The Treasurer** shall be responsible for supervising the Executive Director related to the effective management of the Company's funds, for maintaining a true record of all financial transactions conducted on behalf of the Board, and for the preparation and presentation of the Annual Accounts to the Board at the Annual General Meeting. The Treasurer shall act as Chairman of the Board's Finance Committee.

- (6) **The Assistant Treasurer/Secretary** shall deputize for the Treasurer/Secretary as required in their absence.

- (7) **The Fund Development Chair** shall act as Chairman of the Board's Fund Development Committee. As such, he will oversee the development, maintenance, and execution of a development plan that identifies the resources required to carry out the objectives of the Company and the strategies for securing those resources. The Fund Development Chair will work with the Executive Director to ensure that those strategies are implemented in the most effective manner for the success of the Company's mission and goals.
- (8) **The Club Representative** shall be elected from among the individuals representing the Clubs and shall be the Clubs' representative on the Executive Committee. The Club Representatives shall serve on various Board Committees.
- (9) In the event of the position of any Executive Committee Officer becoming vacant for whatever reason, the Executive Committee shall appoint a replacement Executive Committee Officer who will serve in the appropriate capacity until the next Annual General Meeting. The Executive Committee will seek to appoint someone from the Board if an appropriately skilled and experienced person should exist within the Company.
- (10) No Executive Committee Officer or Member of the Board can be a paid employee of the Company or immediate family member of a paid employee of the Company.

8. ELECTION OF OFFICERS AND THE STRUCTURE OF THE BOARD

- (1) A Nomination Committee shall be appointed by the Executive Committee to solicit and receive nominations for the Executive Committee Officers positions of the Board. The Nomination Committee shall meet prior to the Annual General Meeting and put forward these nominations to the Board at the Annual General Meeting.
 - i. All nominations must be sent to the Registered Office marked for the attention of the Chairman of the Nominating Committee. The Nominating Committee may omit a nomination if it is not received by the Chairman of the Nominating Committee within the timeframe specified by Notice issued by the chairman of the Nominating Committee.
 - ii. No nominations will be accepted on the floor of the Annual General meeting unless the majority of the members of the Board present agree to same.
 - iii. The Nominations Committee shall certify that persons nominated meet the position's qualifications prior to the Annual General Meeting.
 - iv. The appointment of Club Officials and their alternate must be confirmed in writing to the Secretary of the Board by the President of the respective Club prior to the Annual General Meeting. Club Officials shall serve for a period of one (1) Board Year.

All nominations shall be confirmed in writing by the signed acceptance of the nominee.

Following the election of the Principal Executive Committee Officers', the Clubs shall elect the Club Representatives.

If nominated as a group, a slate of Officers may be elected en bloc. Elected Officers may assume their positions and responsibilities immediately after the close of the Annual General Meeting.

If an Officer or member is unable to attend a meeting they shall be entitled to appoint a proxy to attend in their place on condition that the person is a duly authorised representative of the member's association (in the case of Club Officials) and the identity of that person is communicated to the Secretary not less than one working day prior to the meeting.

9. PROCEEDINGS AT MEETINGS OF THE BOARD

- (1) No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business but the absence of a quorum shall not preclude the appointment, choice or election of a chairman which shall be treated as part of the business of the meeting.
- (2) The annual general meeting of the Company shall be held in each year other than the year of incorporation at such time and place as the President and the Secretary of the Board shall appoint. At least fourteen (14) days notice of such a meeting shall be given to each Member stating the date, place and time at which the meeting is to be held, that the election of Executive Committee Officers will take place thereat, and as far as practicable, the other business to be conducted at the meeting.
- (3) The President or any two Executive Committee members and the Secretary of the Board may convene a special general meeting of the company whenever in their judgment such a meeting is necessary, upon not less than five days' notice which shall state the time, place and the general nature of the business to be considered at the meeting.
- (4) The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- (5) A general meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these Bye-laws, be deemed to have been properly called if it is so agreed by (i) all Members in the case of an

- annual general meeting, and (ii) by not less than 80% of the Members in the case of a special general meeting.
- (6) The Secretary may postpone any general meetings called in accordance with the provisions of these Bye-laws provided that notice of the postponement is given to each Member before the time for such meeting. Fresh notice of the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of these Bye-laws.
 - (7) The quorum for Annual General Meetings shall be twelve (12) Board members including at least three (3) Executive Committee members and at least six (6) Clubs Officials.
 - (8) The quorum for Executive Meetings shall be three (3) Executive Committee Officers.
 - (9) The quorum for meetings of any committee of the Board shall be not less than two (2) appointed members plus the committee Chairman.
 - (10) It is the expectation that all Board Members will attend all of the meetings of the Board and that all Executive Committee Officers will attend all of the Executive Committee meetings and all meetings of the Board. Any absence from meetings must be notified prior to the scheduled meeting by contacting either the Executive Director or the Secretary.
 - (11) If a Club Official fails to perform adequately on behalf of his Club, the Board or Executive Committee can request that the Club replace their Official. The Board or Executive Committee can remove a member of the Executive Committee for his failure to perform his Executive Committee duties adequately. This shall require a 2/3 vote of the full Board or Executive Committee. Policies and procedures regarding the process shall be approved prior to any action and shall be complied with.
 - (12) The absence of any Board Member, without reasonable excuse, from three consecutive meetings may result in a reprimand and/or termination from the Board.

10. STANDING AND SUB-COMMITTEES

At the beginning of each Board Year, the President shall appoint a Finance Committee, Audit Committee, Disciplinary Committee, Technical/Cricket and Development Committee. In addition, the President can approve the establishment of other Sub-Committees to support the Company's strategic plan as required.

11. INDEMNITY

Subject to the proviso below, every Member of the Board, and any member of a committee constituted under these Bye-Laws shall be indemnified out of the funds of the Company against all civil liabilities loss damage or expense (including but not limited to liabilities under contract, tort and statute or any applicable foreign law or regulation and all reasonable legal and other costs and expenses properly payable) incurred or suffered by him as such Member of the Board, officer or committee member and the indemnity contained in this Bye-Law shall extend to any person acting as a Member of the Board, officer or committee member in the reasonable belief that he has been so appointed or elected notwithstanding any defect in such appointment or election PROVIDED ALWAYS that the indemnity contained in this Bye-Law shall not extend to any matter which would render it void pursuant to any legislation under the laws of Bermuda.

Every Member of the Board, officer and member of a committee duly constituted under these Bye-Laws shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Member of the Board, officer or committee member in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under the Companies Act in which relief from liability is granted to him by the court.

To the extent that any Member of the Board, officer or member of a committee duly constituted under these Bye-Laws is entitled to claim an indemnity pursuant to these Bye-Laws in respect of amounts paid or discharged by him, the relative indemnity shall take effect as an obligation of the Company to reimburse the person making such payment or effecting such discharge.

12. FINALITY OF BOARD DECISIONS

Decisions of the Board in all matters under its jurisdiction shall be final and binding on all Clubs, including all persons affected by any Board ruling.

13. MATTERS NOT PROVIDED FOR

The Board shall have the power to deal with any matter which is of interest to the Company and of relevance in that it may affect the game of cricket in Bermuda or the sustainable viability of the Company in any way but which may not be provided for in these Bye-Laws.

14. INTERPRETATION OF BYE-LAWS

- a. The Board, through its Executive Committee, shall have the power to decide all questions arising in respect of the interpretation of these Bye-Laws.

- b. The headings and sub-sections in the document are inserted for convenience only and shall not affect the construction of these Bye-Laws.

15. ALTERATIONS AND AMENDMENTS

No alterations, additions or amendments shall be made to these Bye-Laws unless the same shall have been previously submitted for inclusion on the agenda of and subsequently approved at a meeting of the Board.

16. EQUAL OPPORTUNITY COMMITMENT

The Bermuda Cricket Board has a commitment to inclusion. The Bermuda Cricket Board does not discriminate on the basis of race, colour, gender, sexual orientation, age, religion, national or ethnic origin, or disability. The Company actively seeks to collaborate with any agency or group whose mandate supports the Company's Mission and aims or any other area as prescribed under the laws of Bermuda.

Schedule 1

List of Individual Recognised Cricket Clubs

Somerset Cricket Club
St. Georges Cricket Club
St. David's County Cricket Club
Bailey's Bay Cricket Club
Cleveland County Cricket Club
Flatts Victoria Recreation Club
Devonshire Recreation Club
Young Men's Social Club
Western Stars Sports Club
Police Recreation Club
Legtrappers Cricket Club
Pembroke Hamilton Club
Warwick Workmen's Club
Southampton Rangers Sports Club
Somerset Bridge Recreation Club
Willow Cuts Cricket Club