

# *Cricket Administrator Programme (CAP)*

*Club and National Cricket  
Association Governance Course*

*Learner Guide*



*International Cricket Council*

# Acknowledgement

The International Cricket Council warmly thanks the Oceania Sport Education Programme (OSEP) for granting us permission to use their materials and resources in the development of this Training Module.

## ***Disclaimer clause***

Whilst all care has been taken in the development of this resource; the International Cricket Council (ICC) takes no responsibility for errors, omissions or inaccuracies. This resource is designed to assist ICC Members to educate their administrative staff and volunteers in relation to administration; however it cannot identify all possible risks or strategies and does not purport to provide legal advice. Any legal matters, insurance or liability issues arising from information outlined in this resource should be referred to a qualified legal expert.

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# Introduction

Welcome to the ICC's Cricket Administrator Programme.


I have been a cricket administrator for over 40 years and I have served my local club, my province, my country and the ICC. All of this time I have not stopped listening and learning and this has helped me become a better administrator.

Cricket is a growing sport and we want it to grow stronger. This will only happen if we increase the number of excellent cricket administrators in our world.

We have introduced the CAP to provide a learning opportunity for all cricket administrators.

As an administrator I am sure you are always trying to find ways of improving the on-field performance of your team. Please don't forget to take time to improve your own performance as well.

Ambitious cricket players have aspired to earn their cap for over a century. I am pleased that we have now introduced a 'CAP' for administrators as well.

A handwritten signature in black ink that reads "David Morgan". The signature is written in a cursive style with a long horizontal stroke at the end.

**David Morgan**  
ICC President

November 2009

# Welcome

The ICC's Cricket Administrator Programme (CAP) is a collection of resources targeted at improving the knowledge, skills and performance of cricket administrators around the world.

Whether you work for a club, a region or a country; as a paid employee or volunteer, it is essential that you understand the principles of effective sports administration.

The CAP Module on Club and National Cricket Association governance provides an introduction to the policies, structures and processes that contribute to the effective governance of a sporting body.

At the end of this Module, participants will be able to:

- Understand governance systems and how to use these in their Club/National Cricket Federations
- Understand effective Club/National Cricket Association structures
- Understand basic constitutional issues relating to their Club/National Cricket Federations.

Please refer to Appendix A for the CAP Governance module Learning Outcomes.

## **Stakeholder engagement**

Individuals that complete this course should be in a position to recommend improvements to the governance structures and processes of their Club/National Cricket Association. To provide a link between learning and action it is suggested that Presenters encourage participants to discuss their plan to attend the course with their stakeholders in advance. This will enable them to tie in the learning to the issues that are relevant to their own circumstances and prepare the ground for their applicability to their Club/National Cricket Association.

## **Assessment**

This course has no formal assessment process, however, in-class activities will give participants the opportunity to apply and demonstrate their competency.

# About this guide

## Activities

The following activity icon appears next to all course learning activities:



Additional activities are also included within Appendix B of this course. A participant may choose to submit these additional activities at the end of the course. They are not compulsory activities, but completion of the tasks will enhance understanding of the course.



# Glossary of terms

Term	Meaning
Board	The group given the responsibility of setting a Club/National Cricket Association's direction and strategic goals and monitoring its performance against these goals. The Board may also be referred to as the Executive or Committee members depending on the size of the association or Club officials.
By-laws	Found in a constitution, by-laws (also called regulations) cover operational issues and can be changed by the Board.
CEO	Chief Executive Officer – the paid staff member who manages other staff and volunteers and is required to achieve the goals in the strategic plan. A CEO leads the management team.
Constitution	This is a basic set of rules for the running of the Club/National Cricket Association. The Constitution (and local legislation) will determine which rules can be changed by Board, Management and Members respectively. For example, some rules can be changed only by a general meeting of the Members (e.g. Annual General Meeting)
Director	A member of the Board (voted in by the members) to fulfil a specific governance role.
Fiduciary	The relationship of one person to another where the former is bound to exercise rights and powers in good faith for the benefit of the latter. For example, this means the Board and Management must act in good faith for the benefit of the Members at all time. Such fiduciary duties may be regulatory, statutory in nature or originate under common law principles.
Governance	The structures and processes used to develop strategic goals and direction; to monitor performance against these goals; and to ensure that the Board acts in the best interests of the Members.
Management	The group given the responsibility of implementing the direction and strategic goals set by the Board.
Members	The actual members of the Club/National Cricket Association whether they be players, regions or clubs depending on the size of the association.

# Programme Outline

Section	Suggested duration*	Module Delivery	Core Knowledge / skills area
1. Best Practice governance principles	2 hours	Face to face, practical delivery	<ul style="list-style-type: none"> <li>• What is governance?</li> <li>• Legal obligations of the Board</li> <li>• Roles of the Board</li> <li>• Clear separation of governance versus management roles</li> <li>• Board Structures</li> <li>• Effective governance controls</li> <li>• Governance improvement tips</li> </ul>
2. Club/National Cricket Association structures	1 hour	As above	<ul style="list-style-type: none"> <li>• Club/National Cricket Association structures</li> </ul>
3. Constitutional issues	1 hour	As above	<ul style="list-style-type: none"> <li>• What is a constitution?</li> <li>• How detailed does a constitution need to be?</li> <li>• What to avoid</li> </ul>

\* These times are only suggested. How long you spend on each section should be determined by the existing knowledge and skills of your participants.

# Section One

## Best practice governance principles

### *This section will cover:*

- What is governance?
- Legal obligations of the Board
- Roles of the Board
- Clear separation of governance versus management roles
- Board structures
- Effective governance controls
- Governance improvement tips

### *What is governance?*

Governance refers to the way Clubs/National Cricket Federations are strategically directed. It is the system by which a Club/National Cricket Association is controlled and directed. It is about ensuring that the Club/National Cricket Association's direction is managed, by the Board, not the way they are managed by the staff and volunteers. Governance focuses on Boards setting strategic directions that the staff and volunteers then carry out.

Governance refers to the structures and processes organisations use to:

- Develop objectives, strategic goals and direction
- Monitor performance against these goals
- Ensure that the Board is accountable and acts in the best interests of the members.

The quality of the governance structures in place can have a significant impact on the running of any cricket club or association. These structures are also subject to high levels of scrutiny. This makes it very important for those involved in governance and management of Clubs/National Cricket Federations to develop their governance skills.





## Roles of the Board

The roles of the Board are to:

- Set objectives, define policy and develop broad strategy
- Interpret culture and ethical standards
- Specify the authorities of the Chair, Directors and the Chief Executive Officer (CEO)
- Make certain that the CEO, or management committee provides satisfactory leadership and planning
- Monitor the performance of senior management/the management committee
- Monitor the performance of the Club/National Cricket Association against agreed goals/objectives – the strategic plan
- Manage risk by developing an understanding of the nature of risks that might prevent the Club/National Cricket Association from achieving its objectives
- Clearly define the Board and management/volunteer responsibilities
- Ensure compliance with policies, laws and regulations
- Focus on long-term goals
- Keep themselves informed about the activities of the Club/National Cricket Association
- Undertake regular reviews of the body’s financial statements
- Write and distribute an annual report.



### Activity 1.4

**Now that you have a broad understanding of the types of roles that a Board has in a Club/ National Cricket Association, how does this differ from your understanding of governance before reading this section?**

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## Board meetings

In order to fulfil its roles the Board will need to meet regularly. The Board should document its meeting process, which would normally include:

- Legal requirements (such as quorum, notice for calling a meeting, etc, as specified in the constitution)
- Decision-making approach (consensus versus voting) and voting rights of attendees
- Protocol(s) for conducting a meeting and director/committee member behaviour
- Logistical details, such as meeting frequency, meeting location, timing of meetings, attendees, etc
- The preparation of an agenda for each meeting – it is the Board’s responsibility to agree upon how the agenda will be developed and the items for regular inclusion
- Appropriate documentation – this means issues submitted to the Board should be in an appropriate and agreed format and be circulated sufficiently in advance of the meeting
- Maintaining a clear record of decisions made through an appropriate and agreed minuting process

The Board should be provided with all relevant information on an issue to enable proper execution of its duties.



### Activity 1.5

Have you ever attended a Board meeting? If so, which meeting processes discussed were used?

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### Clear separation of governance versus management roles

Different Clubs/National Cricket Federations operate under different governance structures. The CAP does not advocate adopting any specific governance model, but it does advocate that all structures should be documented. There should be a clear separation of powers and responsibilities between each person involved. Also, it is important that there is no overlap in the powers of any two individuals in a governance structure.

Decisions on the Club/National Cricket Association's direction and strategic goals should rest with the Board which is given the authority to make all major decisions, except those that the constitution requires to be exercised in a general meeting.

The governance structure should also feature a clear separation of powers and responsibilities between the Board (the 'mind' of the Club/National Cricket Association) and the CEO (or similar) and his/her staff/volunteers (the 'hands' of Club/National Cricket Association).

The governance structure should also recognise that individual Directors, the CEO (or similar), staff/volunteers, or Management Committees hold no authority to act on behalf of the Club/National Cricket Association by virtue of their position alone. Authority rests with the Board and they delegate authority to any person or committee. Each such delegation should be clearly documented. Normally there are significant delegations to the CEO and his/her Management Committee/staff. However, irrespective of whether an individual has, in fact, been expressly authorised to act on behalf of a Club or National Federation, the individual may be implied to have authority by virtue of what he says and the position he holds.

It is recognised that in many smaller Clubs/National Federations, the separation of governance and management roles are often blurred, as many Board Members may feel as though they must also take a hands-on operational role in addition to their governance role on a Board in order for work to be completed.

Whatever specific governance model is used, responsibilities for Board Members and Staff/volunteers should be clearly documented. Wherever possible, Staff/volunteers should be responsible for managerial and operational tasks, whilst the Board should be responsible for the planning and strategic direction of the Club or National Federation.







### Activity 1.8

**How does the structure of your Club/National Cricket Association Board compare with the recommendations above?**

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### Effective governance controls

Each Board should determine the process by which it will measure their performance and therefore the Club/National Cricket Association.

Some effective ways for Boards to measure their performance are:

- Each Board should have in place an effective monitoring and evaluation system. This will include financial and non-financial monitoring. In particular, each Board should monitor the outcomes of the Club/National Cricket Association's strategic plan as the basis for the evaluation of overall performance and reporting to members
- Each Board should have in place an effective risk management plan. This will require the Board to identify key risks facing the organisation, ensure that risk management strategies are developed and actioned and appropriate insurance arrangements are in place
- Each Board should also implement an effective compliance system to ensure:
  - The organisation complies with all relevant statutes, regulations and other requirements placed on it by external bodies
  - That effective internal controls exist and that there is full and accurate reporting to the Board in all areas of compliance
  - The organisation is financially secure and is able to meet all its financial obligations when they fall due, in the normal process of business.
- Each Board should develop and document a regular (annual/six-monthly) performance review process for the CEO
- Each Board should ensure an effective audit process is in place. The audit may involve internal and external auditors. For large organisations, an audit committee of the Board may be appropriate. An audit committee will only comprise persons who are not directly involved in management of the organisation
- Since all decision-making power rests with the Board, each Board should clearly document all delegations of authority to the CEO and other individuals, committees or groups. This document, or Delegations Register, should be regularly reviewed and updated. It should be the subject of a formal Board resolution.



# Section Two

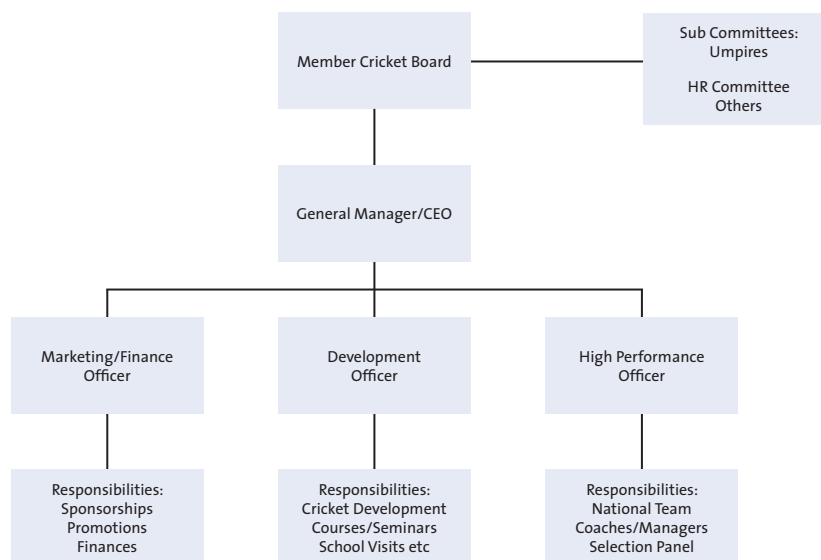
## Club/National Cricket Association structures

The governance structure of a Club/National Cricket Association will vary, depending on its size, functions, goals, location, etc. Although this is the case, the key to an effective Club/National Cricket Association structure is that the Board, sub-committees and staff (CEO and Management Committee) have specifically designed purpose statements and the right people involved in them.

Below are two examples for participants to review. The structures that work for one organisation may be very different to those that work for another. When you are reviewing your governance structure to determine if it is effective you should consider the following questions:

- Is it a voluntary organisation?
- Is it clear what each part of the organisation is responsible for?
- Are there unnecessary overlapping areas?
- Are there clear lines between the Board and management?
- Are there too many layers in the decision-making process?
- Have we got enough quality people to fill the roles we have set out?

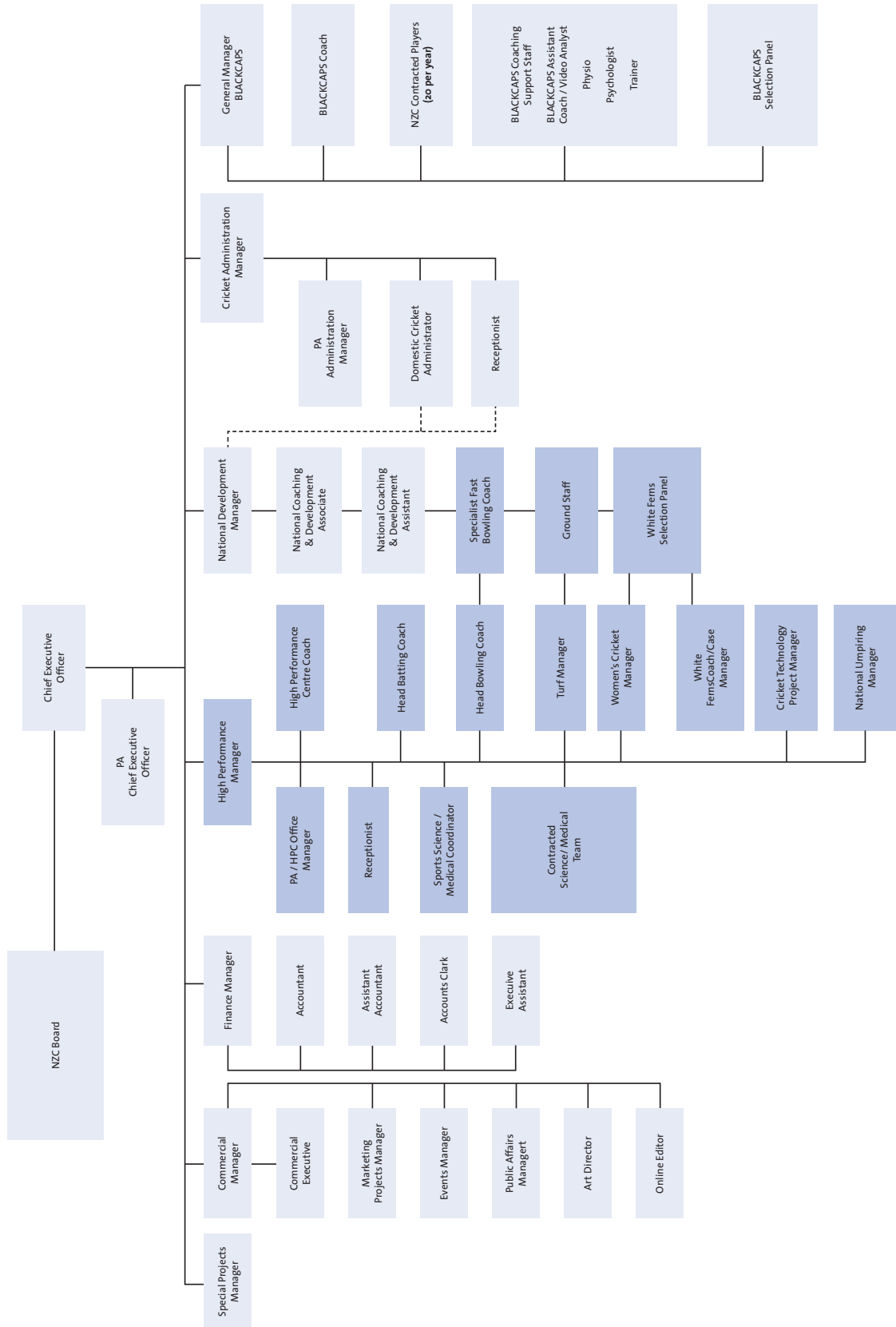
**Figure 1.1 – Typical Club or small National Cricket Association structure**



This organisational structure was drafted by the ICC and does not necessarily represent the organisational structure of any ICC Member

Figure 1.2 – An example of a large National Cricket Association structure

NEW ZEALAND CRICKET ORGANISATION CHART 2007  
NZC Staffing Structure



This organisational structure was provided by New Zealand Cricket











### Activity 3.5

#### Developing a draft Constitution

You are to develop a draft constitution for an imaginary Club/National Cricket Association on the template below. Feel free to focus on certain areas of the draft constitution, and not necessarily complete the whole template.

*Note: If your Club/National Cricket Association does not currently have a Constitution, develop a draft / skeletal Constitution for it.*

#### Draft Constitution

##### NAME

The name of the Club/National Cricket Association is \_\_\_\_\_ (Inc.) hereinafter referred to as the “Cricket Association”

##### OBJECTS

The objects of the Cricket Association are:

(List as many as necessary to cover the purposes of the Cricket Association)

To: \_\_\_\_\_  
\_\_\_\_\_

To: \_\_\_\_\_  
\_\_\_\_\_

To: \_\_\_\_\_  
\_\_\_\_\_

To: \_\_\_\_\_  
\_\_\_\_\_

To: \_\_\_\_\_  
\_\_\_\_\_

##### ATTAINING OBJECTS

The Cricket Association shall be empowered to do all things necessary which are incidental to, and necessary for, the attainment of the objects of the Association.

##### PROPERTY OF THE CRICKET ASSOCIATION

The Cricket Association must apply all property and income towards the promotion of the objects or purposes of the association and no part of that property or income is to be paid or otherwise distributed, directly or indirectly, to members of the Cricket Association, except in good faith in the promotion of those objects or purposes.



The Board shall have the power to suspend or expel any member of the Cricket Association for:

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Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

**BOARD**

Direction and Strategic Management of the Cricket Association shall be vested in the Board, who are elected by the members at the Annual General Meeting and consisting of:

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**POWERS OF THE BOARD**

The Board shall carry out the day-to-day running of the Cricket Association and shall have the power to:

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**ANNUAL GENERAL MEETING:**

The agenda for an Annual General Meeting shall be:

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**VOTING**

Voting powers at the Annual General Meeting and General Meetings:

- The President shall be entitled to a deliberate vote and, in the event of a tied vote; the \_\_\_\_\_ shall exercise a casting vote.
- Each individual \_\_\_\_\_ member present shall have one (1) vote.

**FINANCE**

- All funds of the Cricket Association shall be deposited \_\_\_\_\_.
- All accounts due by the Cricket Association shall be paid by cheque after having being passed for payment at the \_\_\_\_\_ and when immediate payment is necessary, account(s) shall be paid and the action endorsed at the next Management Committee Meeting.
- The Secretary shall not spend more than a set amount of Petty Cash without the consent of the \_\_\_\_\_, and shall keep a record of such expenditure in a \_\_\_\_\_.
- A statement showing the financial position of the Cricket Association shall be tabled at each Board Meeting by the \_\_\_\_\_.
- A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the \_\_\_\_\_. The auditor's report shall be attached to such financial report.
- The financial year of the Cricket Association shall commence on \_\_\_\_\_ (date) each year. The accounts, books and all financial records of the Association shall be audited each year.
- The signatories to the Cricket Association's account/s will be the Treasurer and any one (1) from the following;
  - \_\_\_\_\_
  - \_\_\_\_\_
  - \_\_\_\_\_
- All property and income of the Cricket Association will apply solely to the promotion of the \_\_\_\_\_ of the Cricket Association and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects

**COMMON SEAL**

*(A rubber stamp on which is engraved the Cricket Association's name).*

The common seal of the Cricket Association shall be kept in the care of the \_\_\_\_\_.

The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Board and in the presence of at least the President and two members of the Board, both of whom shall subscribe their names as witnesses.

**ALTERNATIONS TO THE CONSTITUTION AND BY-LAWS**

No alteration, repeal or addition shall be made to the Constitution except at the \_\_\_\_\_, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.

The \_\_\_\_\_ shall forward such notices of motion to each Board member at least \_\_\_\_\_ days prior to the Annual General Meeting or \_\_\_\_\_ days prior to a General Meeting.

Alterations to the By-laws can be made only at Board Meetings provided notice of the proposed alteration/s has been duly notified to \_\_\_\_\_.

Such motions, or any part thereof, shall be of no effect unless passed by a \_\_\_\_\_ % majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or Board Meeting, as the case may be.

**DISSOLUTION:**

If, on the winding up of the Cricket Association, any property of the Cricket Association remains after satisfaction of the debts and liabilities of the Cricket Association and the costs, charges and expenses of that winding up, that property shall be distributed to:

- Another incorporated Cricket Association having objects similar to those of the Cricket Association; or
- For charitable purposes, as determined by resolution of the members.

# Appendix A

## *Learning Outcomes*

On completion of the Governance module of the Cricket Administrator Programme (CAP), participants should be able to:

- Understand governance systems and how to use these in their Club/National Cricket Federations
- Understand effective Club/National Cricket Association structures
- Understand basic constitutional issues relating to their Club/National Cricket Federations.



# Appendix C

## Code of Conduct for Board Members (Example)

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. Board members must represent unconflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as interest groups and membership on other Boards or staffs. It also supersedes that personal interest of any Board member acting as a consumer of the organisation's services
2. Board members must avoid conflict of interest with respect to their fiduciary responsibility
  - a. There must be no self-dealing or any conduct of private business or personal services between Board members and the organisation except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information
  - b. When the Board is to decide upon a commercial issue about which a member has a direct unavoidable conflict of interest, that member shall absent herself or himself without comment from, not only the vote, but also the deliberation
  - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign
3. Board members shall not attempt to exercise individual authority over the organisation except as explicitly set forth in Board policies
  - a. Board member interaction with the CEO or with staff must recognise the lack of authority vested in individuals, except when explicitly Board-authorized
  - b. Board members' interactions with public, press, or other entities must recognise the limitation in 3a. above, and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions
  - c. Board members will give no consequence or voice to individual judgments of CEO or staff performance
  - d. Board members will respect the confidentiality appropriate to issues of a sensitive nature

Note: Further to the above items you may also want to include details/policies on specific subjects including Gifts, Betting, Gaming and Gambling and respect for the Spirit of Cricket. Several of these areas are covered in the ICC's Code of Ethics which is available for download from the official ICC website: [http://icc-cricket.yahoo.net/rules\\_and\\_regulations.php](http://icc-cricket.yahoo.net/rules_and_regulations.php)

# Appendix D

## **Board–CEO expectations (Example)**

### **Board-CEO linkage – Accountability of the CEO**

The CEO is the Board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CEO.

Accordingly:

- The Board will never give instructions to persons who report directly or indirectly to the CEO.
- The Board will refrain from evaluating, either formally or informally, any staff other than the CEO.
- The Board will view CEO performance as identical to organisational performance, so that organisational accomplishment of Board-stated Ends, and avoidance of Board-proscribed means, will be viewed as successful CEO performance.

### **Board-CEO linkage – Delegation to the CEO**

The Board will instruct the CEO through written policies that prescribe the organisational Ends to be achieved and describe organisational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

Accordingly:

- The Board will develop policies instructing the CEO to achieve certain results, for certain recipients, at a specified cost, over a specified time period. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
- The Board will develop policies that limit the latitude the CEO may exercise in choosing the organisational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive limitations policies.
- As long as the CEO uses any reasonable interpretation of the Board’s Ends and Executive Limitations policies, the CEO is authorised to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
- The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice given to the CEO. As long as any particular delegation is in place, however, the Board will respect the choices of the CEO.

# Appendix E

## Club Constitution contents page (Example)

1. Interpretation
2. Name
3. Objects
4. Powers
5. Application of income and property
6. Classes of members
7. Grant of life and honorary membership
8. Applications for membership
9. Membership fees
10. Admission and rejection of members
11. When membership ends
12. Appeal against rejection or termination of membership
13. Discipline of members
14. Notification of discipline
15. Appeals against discipline
16. Register of members
17. Membership of board
18. Electing the board
19. Resignation or removal from office of board member
20. Vacancies on board
21. Functions of board
22. Meetings of board
23. Delegation of board powers
24. Acts not affected by defects or disqualifications
25. Resolutions of board without meeting
26. First general meeting
27. First annual general meeting
28. Subsequent annual general meetings
29. Business to be conducted at annual general meeting
30. General meetings
31. Special general meeting
32. Notice of general meeting
33. Quorum for, and adjournment of, general meeting
34. Procedure at general meeting
35. By-laws
36. Alteration of this constitution
37. Common seal
38. Funds and accounts
39. Documents
40. Financial year
41. Distribution of surplus assets to another entity
42. Transitional provisions

# Appendix F

## Club Cricket Association Constitution (Example)

### Club Constitution – example

#### NAME

The name of the club is \_\_\_\_\_ (Inc.) hereinafter referred to as the “Club”.

#### OBJECTS

The objects of the Club are:-

To: \_\_\_\_\_

To: \_\_\_\_\_

To: \_\_\_\_\_

To: \_\_\_\_\_

To: \_\_\_\_\_

List as necessary to cover the purposes of the club.

#### ATTAINING OBJECTS

The club shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the club

#### PROPERTY OF THE CLUB

The club must apply all property and income of the club towards the promotion of the objects or purposes of the club and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the club, except in good faith in the promotion of those objects or purposes.

#### POWERS OF THE CLUB

- To acquire, hold, deal with, and dispose of any real or personal property;
- To open and operate bank accounts;
- To invest its money –
  - In any security in which trust moneys may be invested
  - In any other manner authorised by the rules of the club

- To borrow money upon such terms and conditions as the club thinks fit
- To give such security for the discharge of liabilities incurred by the club as the club thinks fit
- To appoint agents and employees to transact any business of the club on its behalf for reward or otherwise
- To build, construct, erect, maintain, alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by the club
- Accept donations and gifts in accordance with the objects of the club
- Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the club
- Provide gifts and prizes in accordance with the objects of the club; Organise social events for Members and the promotion of the club; and to enter into any other contract the club considers necessary or desirable.

## **MEMBERSHIP**

Membership shall be open to any person who wishes to further the interests of the club

Any person seeking membership shall make application to the Management Committee, and the Management Committee shall determine whether the application is successful or not

Each person admitted to membership shall be:

- Bound by the Constitution and By-laws of the club
- Come liable for such fees and subscriptions as may be fixed by the club
- Entitled to all advantages and privileges of membership.

## **MEMBERSHIP CATEGORIES**

### **Ordinary Member**

Any person who is a financial member of the club is entitled to hold any office and enjoy the privileges of the club.

### **Social Member**

Persons other than ordinary members who are interested in promoting the club, but who do not wish to participate in the playing activities of the club, may become a Social Member.

### **Junior Member**

Any person under the age of 18 years may become a Junior Member. Junior Members shall have no voting rights nor be entitled to hold any office.

### **Life Member**

The Management Committee may elect as a Life Member any member who has given outstanding service to the club. Any member may nominate a person to the Management Committee for consideration for Life Membership.

### **Patron**

The club may, at its discretion, elect a patron(s) or vice patron(s) of the club for such period as may be deemed necessary. Such patron(s) or vice patron(s) shall not be eligible to vote unless they are current members of the club under another category of membership.

### **Affiliated Clubs or Teams**

A club or team desirous of becoming an affiliated club or team must take application in accordance with the by-laws of the club. Such application must be lodged with the club Secretary on or before a date as determined by

the Management Committee of the club. All affiliated clubs or teams shall be entitled to participate in elections of delegates to serve as their representative in meetings of the Management Committee. The Management Committee shall appoint a member of the Management Committee to maintain an up to date register of members of the club. A member may at any reasonable time inspect the records and documents of the club.

### **SUBSCRIPTIONS**

*(to be paid by different classes as and when they are due)*

### **MANAGEMENT COMMITTEE**

Committee persons are sometimes referred to as Office Bearers.

The main Office Bearers are often referred to as The Executive.

Management of the club shall be vested in the Management Committee elected by the members at the Annual General Meeting and consisting of;

- President
- Vice President
- Secretary
- Treasurer
- \_\_\_\_\_ Committee Members (Number to be nominated)

### **CLUB OR TEAM DELEGATES**

No person shall hold more than one position on the Management Committee at any one time. A person shall cease to be a member of the Management Committee at the conclusion of the Annual General Meeting which follows his/her election and he/she will be eligible for re-election.

A quorum of the Management Committee shall be half of its members plus one. If the President or Vice President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.

A member of the Management Committee may lose his or her seat on the committee for either of the following:

- Absence from three or more meetings without leave of absence
- Found not to be a financial member

### **POWERS OF THE MANAGEMENT COMMITTEE**

- Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account
- Fix the manner in which such banking accounts shall be operated upon, providing the Management Committee passes all payments
- Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof
- Adjudicate on all matters brought before it which in any way affect the club
- Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members
- Make, amend and rescind rulings and By-laws
- Have the power to form and appoint any subcommittee/s as required for specific purposes

- May at their discretion employ a person or persons to carry out certain duties required by the club, at salaries or remunerations for such period of time, as may be deemed necessary
- Should a vacancy occur on the Management Committee during the season, the Management Committee shall appoint a successor until the next Annual General Meeting
- Appoint officer(s) or agent(s) of the Management Committee to have custody of the club's records, documents and securities

### **AUDITOR**

The Annual General Meeting shall elect or appoint an Auditor or Auditors

The Auditor(s) shall examine and audit all the books and accounts of the club annually, and have the power to call for all books, papers, accounts, receipts etc., of the club and report thereon to the Annual General Meeting

### **GENERAL MEETINGS**

#### **Annual General Meeting**

The Annual General Meeting of the club must be held within four months of the end of the club's financial year. The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting, to members. All financial members may attend the Annual General Meeting.

The quorum at the Annual General Meeting shall be a minimum of \_\_\_\_\_ members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

The agenda for an Annual General Meeting shall be;

- Opening of Meeting
- Apologies
- Confirmation of Minutes of previous Annual General Meeting
- Presentation of Annual Report
- Adoption of Annual Report
- Presentation of Treasurer's statement
- Election of New Executive and appointment of Auditor
- Vote of thanks to outgoing Executive
- Determination of Annual Membership Fee
- Notice(s) of Motion
- Urgent general business
- Closure

#### **General Meetings**

General Meetings may be called by the Management Committee or at the request of the President and Secretary or on the written request of \_\_\_\_\_ members of the club.

The Secretary shall give at least seven (7) days notice, in writing, of the date of the General Meeting to the members. Notice of General Meetings shall set out clearly the business for which the meeting has been called.

No other business shall be dealt with at that General Meeting.

The quorum at the General Meeting shall be a minimum of \_\_\_\_\_ members.

### **VOTING**

Voting powers at the Annual General Meeting and General Meetings:

The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.

Each individual financial member present shall have one (1) vote.

### **FINANCE**

All funds of the club shall be deposited into the club's accounts at such bank or recognised financial institution as the Management Committee may determine.

All accounts due by the club shall be paid by cheque after having being passed for payment at the Management Committee Meeting and when immediate payment is necessary, account(s) shall be paid and the action endorsed at the next Management Committee Meeting.

The Secretary shall not spend more than a set amount Petty Cash without the consent of the Management Committee, and shall keep a record of such expenditure in a Petty Cash Book.

A statement showing the financial position of the club shall be tabled at each Management Committee Meeting by the Treasurer.

A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report. The financial year of the club shall commence on \_\_\_\_\_ (date) each year. The accounts, books and all financial records of the club shall be audited each year. The signatories to the club's account(s) will be the Treasurer and any one (1) from the following;

- President
- Vice President
- Secretary
- Treasurer

All property and income of the club will apply solely to the promotion of the objects of the club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.

### **COMMON SEAL**

*(A rubber stamp on which is engraved the club's name)*

The common seal of the club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Management Committee and in the presence of at least the President and two members of the Committee, both of whom shall subscribe their names as witnesses.

### **ALTERNATIONS TO THE CONSTITUTION AND BY-LAWS**

No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.

The Secretary shall forward such notices of motion to each Management Committee member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.

Alterations to the By-laws can be made only at Management Committee Meetings provided notice of the proposed alteration(s) has been duly notified to Committee Members.

Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or Management Committee Meeting, as the case may be.

Within one month of the passing of a Special Resolution, the Secretary shall notify the appropriate stakeholders, including any relevant government agencies, of the amendment.

### **DISSOLUTION**

If, on the winding up of the club, any property of the club remains after satisfaction of the debts and liabilities of the club and the costs, charges and expenses of that winding up, that property shall be distributed to another incorporated club having objects similar to those of the club; or for charitable or benevolent purposes, which incorporated club or purposes, as the case requires, shall be determined by resolution of the members.

NOTE: a club that does not have paid staff or a Chief Executive may be governed by a Management Committee such as the one outlined in the above constitution rather than a Board.

# Appendix G

## National Cricket Association Constitution (Example)

### Constitution of the Finnish Cricket Association (FCA)

#### Association's name, domicile and aim:

- 1 The name of the Association shall be the Finnish Cricket Association and it shall be based in the city of Helsinki
- 2 The aim of the Association shall be to introduce, advance and monitor the development of the game in Finland to as wide a section as possible of the Finnish and foreign communities alike, whilst acting as an organising body for its member clubs, both present and future
- 3 This aim shall be achieved by the following measures:
  - a. General cricket enlightenment and training in Finland
  - b. Assisting with the formation of new clubs
  - c. Organising national cricket competitions at all levels and co-ordinating international participation in competitions/festivals
  - d. Preparing and upholding in all FCA-organised competitions the rules of cricket and maintenance of a clear code of conduct, as well as being the body for settlement of any disputes
  - e. Publishing and funding of cricket material/media, representing its members abroad and contacting foreign cricketing bodies
  - f. Supervise the general good of cricket in Finland and that the rules and regulations of cricket according to MCC are maintained at all times
  - g. To support its activities FCA will organise permitted fund-raising activities and events and actively seek sponsorship

#### Membership and annual fees

- 4 Full Membership of the Association shall only be open to registered organisations or other such legally incorporated corporations, who undertake to follow the playing-rules and regulations as laid down by the Association, whilst operating within the limitations of any other association to which such an organisation/corporation may itself belong

New membership can only be approved by the Association Committee. Membership applications must be filed in written form with the Association Committee, and must include such organisation's rules and proof of registration

The Association may have as supporting members, private persons or registered organisations that pay the annual membership fee as confirmed at the Autumn General Meeting of the Association. Such members, either private persons or organisations having paid the membership fee, and who wish to support the Association's activities, may become lifetime members

Supporting-, lifetime- and honorary-members do not have voting rights at Association meetings

- 5 A member may withdraw from the Association by informing in writing to the Committee or President or as indicated in the minutes of the Association's meeting. Such withdrawal will come into force at the end of the calendar year in which the withdrawal has been presented

- 6 The Association Committee may withdraw membership from such a member that does not follow the Association rules or does not abide by Association decisions, or that operates in contradiction to the general principles of the Association in a damaging manner. Notice of withdrawal is deemed to have been received by the member following five (5) days from postage by registered mail. Appeal against the decision must be presented in writing to the General Meeting of the Association. The written appeal must be presented to the Committee within thirty (30) days of the member receiving the withdrawal notice

The Committee may withdraw membership and deny playing rights from such a member that has not completed its annual obligations according to the general rules of the Association by the end of March in the following year. Before this the member should reserve the possibility of appeal in such a case

- 7 Persons who have continuously worked over an extended period of time to advance the aims of the Association or otherwise for the general good, may be appointed at the Association General Meeting as Honorary Members, Honorary President or receive a badge of merit. Such badges are granted by the Association Committee. The Honorary President may only be one person at any one time
- 8 The annual membership fee will be decided on at the Association Autumn General Meeting for the following year for each member group. Honorary President or Member will not be obliged to pay the membership fee

#### **Association administration**

- 9 The Association's administrative bodies will be the bi-annual General Meeting and Committee. The Association's term will be the calendar year

#### **Association General Meeting**

- 10 Invitations to the Association General Meetings must be sent by the Committee in writing at least three (3) weeks before the Meeting

Full members, who wish to present an issue at the Meeting, must send such a proposal to the Committee in writing at least two (2) weeks before the Meeting

- 11 In Association Meetings all full members, or their duly appointed representative, may use one vote

Voting rights will not be granted to such a member that has not fulfilled its annual obligations in accordance with the rules by the end of March of the following year

- 12 Decisions of the Association Committee meetings are made following proposals that receive more than half of the available votes. Should a vote be equal, the proposal will be verified by the casting vote of the President

- 13 Annually there will be two General Meetings of the Association Committee. The Spring Meeting will be held between March-May and the Autumn Meeting between October-November

Extraordinary General Meetings of the Committee may be held following such a decision of a General Meeting, the decision of the Committee or should at least 1/10 of the voting members so request from the Committee in writing. In such a case, invitations to the Meeting must be sent within three (3) weeks from the date the Committee receives the request

Association Meeting agenda must be sent to the members at least one (1) week in advance of the Meeting.

The Association Meeting represents a quorum when the Meeting has been called in accordance with the Association constitution rules

- 14 At the Spring General Meeting:

- a. Opening of the Meeting,
- b. Appoint on the Chairman of the Meeting
- c. Appoint a Secretary for the Meeting, two (2) persons to approve the minutes, and two (2) persons to count votes

- d. Declare the Meeting has been correctly called and represents a quorum
- e. Present the annual report of the Association from the previous term
- f. Present the Association accounts from the previous term along with the auditor's note of approval, and decide on the discharge of liability for the Association Committee
- g. Treat other items on the Agenda
- h. Should the Meeting decide, items outside of the presented Agenda may be considered, excluding however issues as stated under paragraph 24 of the Constitution

**At the Autumn General Meeting:**

- a. Opening of the Meeting
- b. Appoint the Chairman of the Meeting
- c. Appoint a Secretary for the Meeting, two (2) persons to approve the minutes, and two (2) persons to count votes
- d. Declare the Meeting has been correctly called and represents a quorum
- e. Decide on the basis of possible reimbursement of costs for the Association Committee
- f. Decide on any costs to be paid to the auditors
- g. Appoint the Association President and Vice-President
- h. Decide on the number of members in the Association Committee
- i. Chose other members of the Association Committee
- j. Chose two (2) auditors and two (2) deputy auditors
- k. Decide on the annual activity plan and confirm the annual budget based on the presentation from the Association Committee, and decide on the Association's medium- and long-term development plan based on the presentation of the Committee
- l. Decide on the size of the membership fee
- m. Treat other items on the Agenda
- n. Should the Meeting decide, items outside of the presented Agenda may be considered, excluding however issues as stated under paragraph 24 of the Constitution

15 The Association General Meeting confirms competition rules and award schemes

**Association Committee**

16 The Association Committee shall consist of a President and Vice-President as agreed on at the Autumn General Meeting, as well as at least one (1) but no more than five (5) other members

Should a Committee member resign or be prevented either temporarily or permanently from completing his/her duties, a replacement member will be chosen at the next General Meeting

17 The Association Committee will meet at the request of the President or Vice-President. Invitation to a meeting must be sent to all members at least one (1) week in advance of such a meeting. The meeting will be competent to make decisions should the President and/or Vice-President be present along with at least a half of the full Committee membership

In the Association Committee proposals will be confirmed after receiving over half of the votes cast. In Association Committee meetings each Committee member shall have one (1) vote. Should the votes cast be counted even, then the casting vote shall be that of the Committee President

- 18 The Association Committee acts as the executive body of the Association in all matters legal, and acts in accordance with its rules and General Meeting decisions. In particular the Committee's duties include:
- a. Call meetings of the Association and prepare issues to be presented therein
  - b. Supervise the routine business of the Association
  - c. Approve and dismiss Association members and maintain a membership register
  - d. Authorise Association representatives at international meetings and other events
  - e. Manage the assets of the Association and as necessary decide on the sale, exchange or pledge of such assets, prepare the accounts and annual reports
  - f. Manage Association expenses and publishing activities
  - g. Supervise the organisation of the annual Finnish Cricket League
  - h. Organise and approve its members participation in national and/or international cricket tournaments
  - i. Prepare competition rules to be confirmed at Association General Meeting
  - j. Ensure that playing rules are adhered to in accordance with MCC stipulations
  - k. Settle and adjudge penalties for violations of playing regulations
  - l. Appoint other executive bodies to organise Association activities as necessary
  - m. Actively follow the development of cricket both in Finland and abroad, whilst supervising that all cricketing activities are carried out in accordance with MCC rules and regulations
- 19 Penalties and disciplinary actions necessary following the violation of competition rules will be taken in accordance with the regulations as confirmed in the Association General Meeting. Appeal against any such Committee decision can be made with the sports legal protection committee, in such cases where this is separately provided for
- 20 Authorised signatories for the Association shall be the President and vice-President together, or either along with another Committee member

#### **Accounts and audit**

- 21 Association accounts will be prepared per calendar year and will be presented to the auditors along with the annual report, meeting minutes and any other necessary documents no later than twenty-one (21) days before the Spring General Meeting. The auditors will present the audited accounts and report to the Association Committee no later than fourteen (14) days before the Spring General Meeting

#### **General regulations**

- 22 Changes to any rules in the Constitution will come into force only if at least three quarters (3/4) of the voting rights at the General Meetings have been cast in favour of such action
- 23 Dissolution of the Association can only be made following two consecutive Association meetings, held at least one month after the other, and at which meetings both votes cast in favour of such action achieve at least three-quarters (3/4) of the total votes cast
- 24 If it is decided to dissolve the Association, the remaining assets will be distributed in accordance with the final Association meeting decision in a manner to most assist with the development of cricket in Finland

#### **Transitional regulations**

- 25 In its establishing meeting the Association Committee will be chosen for 1999 and will continue also for the calendar year 2000

# *Thank you!*

***Thank you for completing the ICC CAP Governance module.***

For enquiries on other ICC education programs please contact your National Cricket Board or email the ICC at [enquiry@icc-cricket.com](mailto:enquiry@icc-cricket.com)