

## **Peterborough Cricket Association – Constitution**

**Mission:** To promote, educate and reestablish the game of Cricket in Peterborough and Kawartha region.

### **Objectives:**

1. To develop a long term plan to increase awareness of cricket as an alternative sport to students, youth and the larger community in Peterborough and Kawartha region.
2. To arrange and regulate cricket which includes organizing recreational games, leagues and friendly matches within teams in the City and those outside of it.
3. To be available to provide advice and guidance to the City of Peterborough (here after referred to as “the City” ) on matters related to establishing and preparation of cricket fields and practice facilities including issue of permits to teams and or clubs.
4. To apply for grants, raise funds and collect donations in kind to improve easy and affordable access to the game for members of the community from all walks of life and from all ethnic backgrounds.

### **Peterborough Cricket Association Bylaws:**

#### **Article 1 – Name:**

1.01 This bylaw relates to the general conduct of the affairs of Peterborough Cricket Association, incorporated under the Ontario Business Corporation and hereafter referred to as PCA in these Bylaws.

#### **Article 2 - Head Office:**

2.01 The head office of PCA will be situated within the City of Peterborough in Kawartha region of the province of Ontario, Canada.

#### **Article 3 - Fiscal Year:**

3.01 The fiscal year of PCA will be 01 January to 31 December.

#### **Article 4 – Membership:**

4.01 A “Member” means a full-fee paying individual members of the Association as described under Article 18. Other types of memberships are covered under Article 18 of this Bylaw.

4.02 All members shall uphold, observe and conform to the Bylaws of the PCA and such rules and regulations as set forth from time to time by the Board of Directors.

4.03 Memberships are non – transferable. Membership fees are non-refundable unless membership is withdrawn before the start of the playing season.

## **Article 5 – Meetings of Members**

5.01 Meetings of members will include the AGM and two General Meetings.

5.02 The AGM will be held each year within 6 months from the end of the fiscal year.

5.03 Each member will be provided notice, via email, 30 days in advance, stating the date, time, location and order of business of the AGM.

5.04 A General Meeting may be called by the President of PCA. Each member will be given notice, 14 days in advance, stating the date, time, location and order of business of the General Meeting. The meeting will only transact business as stated in the notice for the meeting, unless there is unanimous consent of the voting members present to conduct other business.

5.05 A General Meeting may also be called by the Board of Directors upon receiving written requisition signed by those members representing at least 33% of the total member votes. The meeting must be held within 30 days of receiving such requisition and will only transact business as stated in the notice of the meeting.

5.06 To vote on any business of PCA, members must have on file with the Board a completed and approved membership information form and must have paid in full for the current membership year 30 days prior to such vote and must have attained the age of 19 years at the time of voting

5.07 Each Member in the Individual category will have one vote. Honorary members do not have voting rights. For all member categories, no proxies will be permitted.

5.09 Individual members may not designate an alternative representative.

5.10 Members present will constitute a quorum and, except for changes to the Constitution, a simple majority will carry any motion.

5.11 A meeting of Members may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the original meeting.

5.12 Meeting of Members will be conducted according to the Robert's Rules of Parliamentary Procedures ([www.robertrules.org](http://www.robertrules.org)).

5.13 Unless specified otherwise, resolutions at meetings of Members will be decided by a majority vote; where there is a tie vote the Chair will cast a vote to break the tie. Voting will be by a show of hands unless a majority of Members approve a secret ballot.

## **Article 6 – Board of Directors:**

### **6.01 Composition of Board:**

a) The business of PCA will be conducted by a Board of Directors comprising a minimum of 5 and not exceeding 7 members, who will be elected as Directors – at – Large by the Members. One person among the elected Board Members shall be nominated by rest of the Board Members as the Chair of the Board. This shall be by a simple majority voting.

b) Where the position of an elected Director becomes vacant for whatever reason, the Board may appoint a qualified individual member to fill the vacancy until such time as a Director is elected in accordance with these Bylaws.

c) A Director may resign from the Board at any time by presenting a notice of resignation to PCA. This resignation will become effective on the date the Board approves the request.

#### **6.02 Election:**

a) To be eligible for nomination for election as a Director, an individual must be 21 years of age or older, a resident of Peterborough area, a Member in good standing for a minimum period of 3 years and must have the power under law to contract.

b) The election of Directors will take place at the Annual General Meeting by those Members present and eligible to vote. A Member who wishes to be elected as a Director will have to be nominated by a member in good standing and then be seconded by another member in good standing before the AGM votes. In case of several persons contesting, the election will be done by secret ballot.

#### **6.03 Powers of the Board:**

a) Except as otherwise provided in the Act or these Bylaws, the Board has the powers of PCA and may delegate any of its powers, duties and functions to committees.

b) The Board may make policies and procedures for managing the affairs of PCA in accordance with the Act and these Bylaws.

c) The Board may make policies and procedures relating to the management of disputes within PCA and all disputes will be dealt with in accordance with such policies and procedures.

d) The Board may employ or engage under contract such individuals as it deems necessary to carry out the work of PCA.

e) The Board has the powers to create, amend, and delete rules as specified in PCA's Rules and Waivers document in the larger interest of PCA.

#### **6.04 Tenure:**

The tenure of each Director will be for 2 years and is eligible for re-election.

#### **6.05 Meetings of the Board:**

a) The Board will meet no less than 2 times per year.

b) The meetings of the Board will be at the call of the Chair or any 3 Directors

c) Written notice of Board Meetings will be given to all Directors at least seven ( 7 ) days prior to the Meeting.

d) At meetings of the Board, each Director will have one vote. Unless specified otherwise, resolutions at Board meetings will be decided by a majority vote. Where there is a tie, the chair will cast a vote to break the tie.

e) Quorum for a meeting of Directors is those Directors present.

f) A meeting of the Board may be held in person or by telephone on a conference call or by means of other telecommunication technologies including Skype, as determined by the Chair and accepted by majority of Directors.

## **Article 7 – Officers**

7.01 The officers of PCA are the President, the Vice President, the Secretary, the Treasurer and the Communications Officer. Officers are appointed by the Board at the Board’s first meeting following the AGM.

The Officers of the PCA form the Executive Committee (E.C). The E.C reports to the Board regarding all affairs of the PCA. In case of dispute within the E.C, the Board may decide to dissolve the E.C and appoint new Officers.

The Board, at its discretion, may appoint two other Members to the E.C designated as “ Ex Officio “, who will have no voting rights. Ex Officio members shall primarily be “ advisors “ to the E.C on matters related to governments, funding institutions and regulatory bodies and shall guide the E.C on specific matters of the Association within their domain expertise and professional knowledge. Ex Officio Members shall generally be chosen from past Officers of the PCA, but this is not mandatory. Ex Officio Members will not have voting rights in the E.C, though will be given all opportunities to state their positions in the aim of obtaining a balanced and studied point of opinion to facilitate a healthy decision by the E.C safeguarding the Association’s interest.

The E.C shall have full powers of managing and administering the affairs of the Association including taking disciplinary actions, as it sees fit, against individual members or member clubs for contravening and/or violating any Articles of the Constitution and/or its By laws or any resolutions passed by the Association at its General Meetings or for indulging in or for promoting any activity that is detrimental to the objectives of the Association or to the larger interest of the game in the region. The E.C shall refer all its decisions to the Board.

The E.C shall be the sole judge in the organization of leagues and any match (es) that are either competitive or recreational in nature.

The E.C, under certain conditions, may appoint an appropriate person ( s ) of outstanding professional credentials and/or integrity to represent the Association at public events or at larger public cricketing forums to protect and further the interest of the Association and the cause of the game in the Peterborough region.

7.02 The duties of the Officers are as follows:

a) The President will be responsible for the general supervision of the affairs and operations of PCA, will preside at the AGM and Special General Meetings of PCA and at the meetings of the Board. The President will also perform such other duties as may from time to time be established by the Board.

b) The Vice President will support and assist the President in all duties and exercise the powers of the President in the absence or disability of the President and will perform such other duties as may from time to time be established by the Board. In the event of the President resigning before completion of the term, the Vice President will assume the title of “Acting President “until a new President is appointed at the next Board Meeting.

c) The Treasurer will cause to keep proper accounting and financial records as required by the Act, shall supervise the deposits, management and disbursement of funds of PCA. When required, the Treasurer will provide the Board with an account of financial transactions and the financial position of PCA.

d) The Secretary will be responsible for the documentation of all amendments to PCA's Bylaws and will ensure that all official documents and records of PCA are properly kept and will perform such other duties as may from time to time be established by the Board.

e) The Communication Officer will be responsible for all communication, related to information and updates to playing schedules, to members. He shall perform the role of the Public Relations Officer of PCA and will perform such other duties as may from time to time be established by the Board.

#### **Article 8 - Committees:**

8.01 The Board may appoint such other committees as it deems necessary for managing the affairs of PCA and may appoint members of committees, may prescribe the duties of Committees and may delegate to any committee any of its powers, duties and functions except where prohibited by the Act or these Bylaws.

8.02 Procedures for all Committees

a) The Board will provide written terms of reference for all committees

b) The Board will appoint the Chair for each committee.

c) A quorum for any committee will be the majority of its members.

d) When a vacancy occurs in any committee, the Board may appoint an individual to fill the vacancy for the remainder of the committee's term, provided this individual satisfies all qualifications as specified by these Bylaws or PCA's policies and procedures.

#### **Article 9 – Audit and Annual Reports**

9.01 Appointment of auditors will be approved by the membership at the AGM

9.02 The Officers will present to the membership at each AGM a written report of their activities in the previous fiscal year.

9.03 The Treasurer will present the financial statements of PCA at the AGM.

#### **Article 10 – Borrowing Powers**

The Board of Directors may from time to time borrow money on credit of PCA.

#### **Article 11 – Financial Policies**

11.01 The banking business of PCA, or any part thereof, will be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time.

11.02 The Board may make policies to designate who shall have signing authority and in what amounts for all financial transactions, contracts and documents conducted in the name of PCA.

## **Article 12 – Indemnification**

12.01 PCA will indemnify and hold harmless out of its funds each Director and Officer from and against any and all claims, demands, actions, or costs that may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

12.02 PCA will not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty or bad faith.

12.03 PCA will purchase and maintain, or arrange through a third umbrella organization like Sports Kawartha, insurance for the benefit of its Directors and Officers.

12.04 Legitimate expenses, incurred for the sole purpose of discharging the duties in official capacity by a Director or Officer, when approved will be accepted.

## **Article 13 – Conflict of Interest**

A Director or member of a committee who has an interest or who may be perceived as having an interest in a proposed contract or transaction with PCA, will disclose fully and promptly the nature and extent of such interest other Board or Committee, as the case may be and will refrain from voting or speaking in a debate on such a contract or transaction; will also refrain from influencing the decision on such a contract or transaction and will otherwise comply with the requirements of the ACT regarding conflict of interest.

## **Article 14 – Notice**

14.01 In these Bylaws, written notice will mean notice that is hand delivered, faxed, emailed or provide by mail or courier to the address of record of PCA, the Director or the Member as the case may be.

14.02 Date of notice will be the date on which receipt of the notice is confirmed to have been hand delivered, electronically where the notice is faxed or emailed or in writing where the notice is couriered. In the case of notice by mail, five days after the date the mail is post marked, the notice is deemed to have been delivered.

14.03 The accidental omission to give notice of a Meeting of the Directors or Members, the failure of any Director or Member to receive notice, or an error in any notice that does not affect its substance will not invalidate any action taken at the Meeting.

## **Article 15 – Amendments**

Once the Constitution is accepted in the first AGM, the Constitution of PCA may be amended, revised, repealed or added to only by a majority resolution of the Board of Directors and affirmed by a 2/3 majority- vote of the Members present in person at an AGM or General Meeting duly called for such a purpose.

Where such amendments are to be made, details of the proposed resolution to change the Constitution must be included. Any amendment must be proposed first by a member in good standing or by the E.C as a whole. Copies of the proposed amendment must be first sent out to the Secretary at least 30 days prior to the AGM/Special meeting date. Notification of the amendment must be sent out by the

Secretary to all members at least 15 days before the scheduled date of the AGM/ Special meeting date to be held for that purpose.

#### **Article 16 – Dissolution**

Upon the dissolution of PCA and after payment or making provisions for the payment of all debts or liabilities, a majority resolution of the Director members will dispose off the remaining assets and property to an organization or organizations whose objects closely coincide with those of PCA.

#### **Article 17 – Interpretation**

Except as provided in the Act, the Board will have the sole authority to interpret any provisions of these Bylaws that is contradictory, ambiguous or unclear, provided such interpretation is consistent with the Act and the objects of the Corporation.

#### **Article 18 - Policies and Procedures:**

##### **Item 1 – Membership criteria:**

- 1.1) Individual (Full) Member – Open to any resident of the Peterborough area and Kawartha region, who is 19 years of age or older with an interest to play or promote or administer the sport of cricket in the Peterborough and Kawartha region. Membership shall commence on payment of fees and approval of application for membership. A Member must be an individual of good character. A Member in “good standing” is defined as one who has his/her dues or fees paid up in full and no outstanding disciplinary action either under review or in effect.
- 1.2) Student – Individuals who are studying either part time or full time in primary, secondary or post-secondary institutions can apply as Student Members. Student Members pay reduced membership fees (as decided by the Board) and do not have the voting rights of full members.
- 1.3) Club – The Board reserves the right to define Member Clubs and Club Memberships at a later date.
- 1.4) Honorary – Individuals who are elected to the membership in recognition of their present and or past services to the Association and of their efforts to promote the sport in the Peterborough. These individuals may also be advisors to the Board on matters related to government and regulatory bodies, funding institutions, sport industry associations at the municipal, provincial and the federal levels. Honorary members will not have voting rights, will be elected at a general meeting from membership nominations and have their term of membership determined by the Board of Directors.
- 1.5) Fees: Individual and member club, will pay the seasonal membership fee (seasonal/annual) as determined by the E.C and ratified by the Board. Honorary members and Ex Officio members are exempted from paying any fees.
  - a) Individual Full : \$ 100- or as determined by the Board
  - b) Individual Student- \$ 50 or as determined by the Board

- c) Club: As determined by the Board
- d) Honorary: Free.
- e) Fees are to be paid by cash or cheque within two weeks of the commencement of the playing season. Under special circumstances and upon a special request from the member, the President may authorize a time extension. In case of failure to pay by the due date or extended due date as the case may be, the member will be deemed to be in default and will not be permitted to play either at the practice facility or at any other PCA arranged facility.
- f) The Board has the right to set and collect additional fees to cover playing costs within and outside of Peterborough area, which will be advised from time to time.

### **Item 2: Termination of Membership:**

2.1 Any membership terminates if the member ceases to meet the eligibility requirements of the Membership criteria as set out in Article 4.

2.2 Any member who resigns shall submit their resignation in writing to the Secretary. The Secretary shall submit the resignation to the Board of Directors at the next meeting and it shall be effective from the date of writing.

### **Item 3: Suspension and Expulsion:**

The Board of Directors shall have full authority to manage all internal processes affecting the members. The Board shall have the power to reprimand, suspend or expel from membership any member who has been found to be in breach of the bylaws or any other policies adopted by PCA from time to time, after providing the member with a full and procedurally fair opportunity to respond to any complaint, including right of appeal.

### **Item 4: Appeals**

The Board of Directors shall delegate to an individual or committee the authority to determine if Appeals brought by members are properly within PCA's mandate and if so, may delegate to that individual or committee, the authority to appoint Appeals Panel. Decisions by the Appeals Panel are final.

### **Item 5: Playing Rules**

Where specific playing rules have not been laid out, the Laws of Cricket as formulated by the MCC, Lords, England will be deemed to be applicable.

### **Item 6: Bank accounts operation and financial instrument signing powers :**

6.1) All cheques will be jointly signed by the Treasurer and by the President.

6.2) In the absence of any one signatory or all the above signatories, the Vice President and / or the Secretary shall be the other authorized signatories as the case may be.

6.3) All other financial instruments will be jointly signed by the Treasurer and the President. In the event of the President resigning within the term, the Vice President will be the acting President and will jointly sign the documents with the Treasurer.

6.4 ) Contracts up to \$ 250 can be signed by the Secretary, while contracts above \$ 251 should be jointly signed by the Treasurer and the Secretary. In the event of the Treasurer or Secretary being unavailable, the President and / or the Vice President can be the joint signatory.

**Item 7: Sports Kawartha**

7.1 PCA will maintain an annual membership with Sports Kawartha. PCA will also support within reasonableness, various activities of Sports Kawartha.

~~~~~

Revision Control:

|       |                                                                                                                                     |              |                 |
|-------|-------------------------------------------------------------------------------------------------------------------------------------|--------------|-----------------|
|       |                                                                                                                                     |              |                 |
|       |                                                                                                                                     |              |                 |
|       |                                                                                                                                     |              |                 |
| Rev 0 | First AGM Approved PCA Constitution with Amendment of CL 7.01 to remove "Only elected Directors are eligible to serve as Officers". | Feb 14, 2013 | Sanjoy Upadhyay |