**Manitoba Cricket Association Inc.**

**Incorporated October 18, 1972**

**Constitution and By-Laws**

**LAST REVISED - NOVEMBER, 2009**

**FURTHER REVISED AND updated at the AGM 2014 (December 2014)**

**with amendments to Clause 8 (elections),**

**clause 20 (calling AGM)**

**and Clause 22 (fiscal year)MANITOBA CRICKET ASSOCIATION INC.**

**CONSTITUTION**

Revised September - 2004

**CONSTITUTION**

1. The **name** of the Association is Manitoba Cricket Association Inc.

2. The **head office** of the Association shall be located in the city of Winnipeg, in the province of Manitoba.

3. The **purposes** of the Association are:

a) To enable, enhance and encourage cricket in Manitoba;

b) To seek support from and work cooperatively with organizations, agencies, groups and individuals having aims and objectives which are consistent with those of the Association;

c) To develop athletes, coaches and officials to represent Manitoba at regional, national and international competitions;

d) To affiliate with and represent Manitoba to the national governing body for the sport of cricket in Canada;

e) To uphold and administer within Manitoba the directives of Cricket Canada and the directives of any international governing bodies with which Cricket Canada is affiliated;

f) To act as the sole authority governing the sport of cricket in Manitoba by making, maintaining and enforcing rules consistent with the rules of Cricket Canada and any international governing body with which Cricket Canada is affiliated;

g) To raise, use, invest and reinvest funds to support these purposes.

h) To seek and accept donations, gifts, legacies and bequests for the purposes of furthering its objectives

4. The activities of the Association shall be carried out without purpose of gain for its members, and any profits earned by the Association shall be used for promoting its purposes.

5. The Directors shall serve as such without any remuneration, and no Director shall directly or indirectly receive any profit from his position as such: provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

6. The Association celebrates its diversity of membership and does not favor any particular ethnic or religious group over any other such group.

7. Upon **dissolution** of the Association, the assets which remain after satisfying all debts and liabilities shall be distributed to a charitable organization or organizations within Canada having purposes similar to those of the Association, as determined by the Association prior to dissolution.

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INTRODUCTION

Note: In these by-laws any reference to an individual in the male gender refers equally to the female gender. It should be understood that this expression is not discriminatory and is used only for the sake of brevity and expediency.

1. The affairs of the Association shall be governed by the following By-Laws, which may be amended as considered necessary by the Association, but only with the consent of the membership at an Annual General Meeting or at a Special General Meeting. The following procedure for the amendment of the By-Laws shall be observed in every case:

	1. Proposals by Members who are defined in (2) and (3) herein [“Members”] for changes in the By-Laws must be filed with the Executive Committee in writing and signed by at least fifteen (15) Members in good standing and representing at least 50 % of the affiliated clubs with a maximum of two (2) from each of the clubs.
	2. Upon receipt of such a proposal, the Executive shall call a General Meeting within 28 days and shall give written notice of the proposed amendment to all Members at least seven days before the meeting.
	3. In all cases, a simple majority of those Members at the meeting shall carry the proposal. In the event of a tied vote, the Chairman shall have a deciding vote.
	4. If no date is set for the amendment(s) to become effective, it (they) shall be deemed effective at the close of the meeting which adopts the amendment(s).
	5. Each Member shall be given at least seven days notice in writing of any General Meeting.
	6. All notices and ballots required to be given Members shall be deemed to have been delivered if mailed, prepaid, at Winnipeg, within the time specified to the last address received by the Association from the Member.
	7. In an emergency, the By-Laws may be suspended with agreement from two-thirds of the Executive and two-thirds of the affiliated clubs.
	8. If the By-laws are suspended the President and two members of the Executive/Board will look after the affairs of the Association.
2. **MEMBERSHIP CATEGORIES**

Membership in the Association may be made available to any individual or group that subscribes to the objectives of the Association, as described in the letters patent and /or the Constitution.

 There shall be seven (7) categories of membership, as defined hereunder:

**Individuals**

* + 1. Officer
		2. Honorary Life Member
		3. Club Member
		4. Independent Member
		5. Advisory Member

 **Groups**

 f. Club/Organization

g. Associate Organization

**3. QUALIFICATIONS FOR MEMBERSHIP**

 **Individuals**

 **a) Officer** – A Club Member or an Independent Member in good standing is eligible to be elected or appointed as an Officer.

 **b) Honorary Life Member -** An honorary life membership may be granted after due consideration by the Executive Committee.

 **c) Club Member** – An individual belonging to a Club/Organization which has, as its primary purpose serving the sport and the needs of cricket in Manitoba, and which has memberships comprised primarily of cricketers and individuals who support and assist persons with cricket.

**d) Independent Member** – An individual who supports the purposes of the Association but does not belong to a Club/Organization (as defined in 3c above).

 **e) Advisory Member** – An individual who has specific expertise which can broaden the capability of the Association and who is nominated by a Member is eligible to be appointed by the Board as an Advisory Member. An Advisory Member shall be appointed for a term not exceeding two years. At no time shall the Association have more than three Advisory Members.

Groups

1. **Club/Organization –** A Club/Organization referred to in 3c) above.

**g) Associate Organization – A**n organization (including a group or corporation) other than one defined in 3c) that supports the purposes of the Association.

**4. ADMISSION OF MEMBERS**

 No individual or group shall be admitted as a member unless:

i) The individual or group has made written application to the Executive/Board in the form prescribed by the Executive/Board, which application shall be re-submitted annually.

ii) The individual or group has been approved as a Member by the Executive/Board.

iii) The individual or group has paid membership dues as determined by the Executive/Board.

iv) In the case of an Officer, the individual has been elected or appointed as an Officer in accordance with these By-Laws; and

v) In the case of an Advisory Member, the individual has been appointed by the Executive/Board for a two-year term.

**5. MEMBERSHIP DUES**

i) **Year** – unless otherwise determined by the Executive/Board, the membership year of the Association shall be the calendar year i.e. January 1 to December 31.

**ii) Dues** – Membership dues for each category of membership, [***except*** for the Special Leagues – Outdoor, Indoor, Schools etc. which depend on number of teams and the preparation of a budget] - shall be determined by ordinary resolution of the Executive committee/Board for the next membership year.

**iii) Deadline** – The Executive/Board shall determine the deadline date by which membership dues, where levied, must be paid. Late payments will be subject to a mandatory fine.

**6. WITHDRAWAL, SUSPENSION AND TERMINATION of MEMBERSHIP**

i) **Resignation** – A Member may resign from the Association by giving written notice to the Executive/Board, except as stated in Clause ii) below.

ii) **May not resign** – A Member may not resign from the Association when the member is subject to a disciplinary investigation or action of the Association.

iii) **Arrears** – A Member may be suspended from the Association for failing to pay membership dues, where levied, by the deadline date prescribed by the Executive/Board. Should membership dues remain unpaid for an additional 90 days, the member may be expelled from the Association.

**iv) Discipline** – In addition to suspension or expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association’s policies and procedures relating to discipline of members.

**v) Cease to be a Member** – Any Member which is not an individual – i.e. a club or organization - shall cease to be a member upon its [i.e. the club or organization] dissolution or winding up of affairs. Any officer shall cease to be a Member when his successor is elected in accordance with the By-Laws and any Advisory Member shall cease to be a member when his two-year term is completed and he is not re-appointed by the Executive/Board for another term.

 vi) A Member will be deemed to be in good standing with the Association provided that the Member:

* Owes no outstanding membership dues or other debts to the Association;
* Has not ceased to be a Member;
* Has not been suspended or expelled from membership;
* Has complied with the Bylaws, policies and rules of the Association;
* Is not subject to a disciplinary action or investigation of the Association, or if subject to disciplinary action or investigation of Association previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of Association;
* If a Club Member, is a member in good standing with his Club/Organization; and
* If an Independent Member, is a member in good standing with any sport organizations with which he is associated.

Members who cease to be in good standing with the Association will not be entitled to the benefits and privileges of membership, including the right to vote at meetings of Members.

A Member may be restored to good standing upon meeting the definition of good standing set out in this Bylaw, to the satisfaction of the Board.”

**7. GOVERNANCE / MANAGEMENT**

**i) Composition of the Board/Executive Committee**

The Board of Directors of the Association shall be the President, Vice-President, General/Executive Secretary, and Treasurer. The Executive Committee shall be comprised of the Board of Directors plus The League Chairman, the League Secretary, a Director-at-Large or Directors-at-Large and the immediate Past Present who as an *ex officio* member will have non-voting rights.

**ii) Powers of the Board**

**a. Managing the Affairs of the Association** – The day-to-day affairs of the Association shall be the responsibility of the Executive Committee and the Board of Directors who may delegate responsibilities to the Executive Director as they deem necessary. The Executive/Board may make policies and procedures for managing the affairs of the Association in accordance with the Constitution and By-Laws.

b. Ultimate responsibility for the management of the affairs of the Association shall rest with the Board of Directors – The President, Vice President, Secretary and Treasurer.

1. Except as otherwise provided in the Constitution and these By-Laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.
2. The Board may make policies and procedures for managing the affairs of the Association in accordance with the Constitution and these By-Laws.

**i) Disciplinary Policies** – The Executive/Board may make policies and procedures relating to discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.

**ii) Dispute Resolution** – The Executive/Board may make policies and procedures relating to management of disputes within the Association and all disputes shall be dealt with in accordance with such policies and procedures.

 **iii) Employment of Individuals** - The Executive/Board may employ such individuals as it deems necessary to carry out the work of the Association.

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**8. ELECTIONS AND APPOINTMENT OF DIRECTORS**

i) By mid June in an election year a Nominations/Elections Committee comprised of 3 members appointed by the Executive, shall be formed to seek nominations for the Executive Committee.

* 1. With the exception of the Past President who shall be an *ex-officio* member of the Executive for a two year term, an Executive Committee comprised of six (6) from Winnipeg and one from each of the [at present 2] regions - shall be elected every two years by mail-in ballot, which shall be sent to a Returning Officer who is a Commissioner of Oaths.

iii) a) In the elections for members to the MCA Executive a CLUB with one team shall be allowed to run one candidate and CLUBS with two or more teams shall be allowed to run a maximum of two (2) candidates.

b) Nomination of candidates for the Executive Committee, countersigned by the nominee, shall be submitted in writing on the appropriate form to the Association Office for attention “Nominating Committee” not later than the first Saturday in August. After receiving nominations the Nominations Committee will circulate a list of nominees with a brief [maximum 10 lines] description of priorities, prepared by each candidate to all voting members.

 iv) The Nominating/Elections Committee must mail ballot forms to each registered member in good standing by the fourth [i.e. last] Saturday in August. Ballots will be mailed to the most recent [i.e. up-to-date] address of the member on record as at August 1.

v) If nominations equaling the respective numbers of Executive Committee members defined in 8. ii), or less than those numbers, are received by the first Saturday in August, these candidates will be considered elected by acclamation. Nominations for the remaining places will be received from the floor at the Annual General Meeting. The Chairman shall then conduct a secret ballot amongst the Members present for these remaining places. A returning officer for the ballot shall be elected by the majority of the Members present.

 vi) Ballots, to be valid, must reach the Returning Officer [RO] not later than September 30. The Returning Officer, appointed by the Executive shall be a Commissioner of Oaths who shall not be a member of the Association.

vii) The candidates obtaining the highest number of votes [6 from Winnipeg and one from each of the other regions] shall be deemed to have been elected. In the event of a tie for the final position [either in Winnipeg or the Regions], there shall be a run-off election between the candidates among the Members present.

viii) Results of the election shall be announced as the last item of business at the Annual General Meeting. The new Executive Committee shall take office at the close of the annual meeting.

**9. ADVISORY MEETINGS**

i) The Executive Committee shall meet at least once a year with an Advisory Committee comprising one voting representative from each category of membership plus one from each of the Umpires, Coaches, and female groups. The Executive Committee members shall not vote at an Advisory Meeting. The Advisory Committee may present proposals for Executive and Board consideration. These meetings shall be open to all Members.

ii) A quorum at Advisory Meetings shall be a majority of the Executive Committee and a majority of the other representatives. Failure to obtain a quorum will result in the abandonment of that meeting.

iii) The Executive Committee shall be required to call additional Advisory Committee meetings at the written request of a majority of the non-Executive representatives, such meetings to be held within 28 days of receipt of the requests.

1. **BOARD OF DIRECTORS/EXECUTIVE COMMITTEE – FUNCTIONS**

i) The Executive Committee shall elect from amongst themselves four (4) members to serve as the Board of Directors in the capacities of President, Vice-President, Executive Secretary, and Treasurer. The Board of Directors must be drawn from the elected Executive. Co-opted members will not be eligible for the Board.

ii) The Executive Committee shall also elect from amongst themselves, a Chairman and Secretary for the League Competition Committee, and two Directors-at-Large.

* 1. Each elected Executive Member [though voluntary] must accept one of the prior listed positions listed in 10. i) and 10. ii). Failure to do so will be considered as that member’s immediate resignation.

iv) The immediate P***ast President*** of the Association shall continue as an *ex-officio* member of the Executive Committee for two years immediately following the expiry of his term of office as President.

1. An Executive Member shall be deemed to have resigned if he/she has been absent from three (3) consecutive Executive Meetings of any four (4) meetings without the consent of the Executive Committee. Any vacancy may be filled by the Executive Committee.
2. Any vacancy on the Executive Committee except Board Members may be filled by the Committee by co-opting an eligible member to fill the required vacancy.
3. No member of the Executive Committee shall receive an annual salary for services to cricket. However, an Executive Member may be reimbursed for reasonable out-of-pocket expenses incurred on behalf of the Association.

**viii) Length of Term** - Each Board or Executive Committee Member shall be elected for a two-year term. He/She will be eligible to serve additional terms if elected.

**11. AUDITOR**

The Association’s official Auditor shall be a Corporate Accountant, to be appointed by the Directors [Executive/Board] and approved by the membership at a General Meeting.

 **12. DUTIES/ RESPONSIBILITIES OF EXECUTIVE/BOARD**

**i) The President** shall be responsible for the general supervision and operations of the affairs of the Association, shall preside at the Meetings of the Members, and at meetings of the Board and the Executive Committee, and shall perform such duties as set out in the Policy Manual/Guidelines of the Association or such other duties as may from time to time be established by the Board.

**ii) The Vice President** shall perform the duties and exercise the powers of the President in the absence of the President, and shall perform such duties as set out in the Policy Manual/Guidelines of the Association or such other duties as may from time to time be established by the Board.

**iii) The Executive/General Secretary** shall keep or cause to be kept proper Minutes of the meetings of Members, the Board and the Executive Committee, other records of the Association and shall perform such duties as set out in the Policy Manual/Guidelines of the Association or such other duties as may from time to time be established by the Board.

 **iv) The Treasurer** shall keep or cause to be kept a record of the financial transactions of the Association, and shall perform such duties as set out in the Policy Manual/Guidelines of the Association or such other duties as may from time to time be established by the Board.

v) **The League Chairman** shall perform such duties as set out in the Policy Manual/Guidelines of the Association or such other duties as may from time to time be established by the Board

vi) **The League Secretary** shall perform such duties as set out in the Policy Manual/Guidelines of the Association or such other duties as may from time to time be established by the Board

vii) **The Directors at Large** shall perform such duties as set out in the Policy Manual/Guidelines of the Association or such other duties as may from time to time be established by the Board

**viii) The Executive Director** shall be a paid employee or a contract employee of the Association and shall, according to the terms and conditions of his employment/contract support the Executive/Board in carrying out its duties.

 ix) **The Past President** shall perform such duties as may from time to time be established by the Board.

1. **REMOVAL** – OF EXECUTIVE/BOARD MEMBERS

 Any Board or Executive Committee Member may be removed by Special Resolution of the Members present at a General Meeting, provided that he/she has been given notice of, and the opportunity to be present and to speak at, such a Meeting.

**14. QUORUM** – A quorum for any Committee shall be a majority of its voting members.

**15. VACANCY** - When a vacancy occurs on any Committee, the Executive/Board may appoint or co-opt a qualified person to fill the vacancy for the remainder of the Committee’s term.

**16. REMOVAL** – The Executive/Board may remove any member whom it has appointed to any Committee.

**17. REMUNERATION** – All Directors, [Board and Executive Members] and members of committees shall serve their term of office without remuneration except for reimbursement of reasonable expenses in accordance with policies approved by the Board.

**18. CONFLICT OF INTEREST - DISCLOSURE** – A Director, [Board and Executive Member] 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 the Association shall disclose fully and promptly the nature of such interest to the Board or Committee, as the case may be; shall refrain from voting or speaking in debate on such a contract or transaction; shall refrain from influencing the decision on such a contract or transaction; and shall otherwise comply with the requirements of the Association regarding conflict of interest.

**19** **MEETINGS OF THE EXECUTIVE/BOARD**

i) The Executive/Board shall hold at least 6 meetings per year.

The meetings of the Executive/Board shall be at the call of the Chair or at the call of the Executive Director if 60 percent of Executive Committee Members make a written request to the Executive Secretary to call a Meeting.

ii) Written notice of Executive/Board Meetings shall be given to all Executive Committee members [Directors] at least 7 days prior to the date of the meeting.

**iii) Quorum** - A quorum shall be 60 percent of Executive Committee members other than the Executive Director.

**iv) Chair** - If the Chair is absent from the meeting, the Vice-Chair shall preside over the meeting. If the Vice-Chair is also absent from the meeting, the Board shall appoint from among its members a Director to preside over the Meeting.

**v) Voting** – Unless specified otherwise, questions shall be decided by majority vote, where the Chair carries a vote, and where a tie the vote shall fail. Voting shall be by a show off hands unless a majority of the Executive Committee members approve a secret ballot.

**20. CALLING GENERAL MEETINGS**

1. The Annual General Meeting of the Association shall be held within 3 months after the close of the fiscal year [i.e. by March 31]. At the discretion of the Executive/Board a Special General Meeting may be held at any time in a given year.
2. The Executive Committee shall be required to call a Special General Meeting at the written request of fifteen (15) Members in good standing, representing at least 50% of the affiliated clubs with a maximum of 2 from each club.
3. A Special General Meeting shall be held within 28 days of receipt of a properly executed request.
4. Each member shall be given at least seven (7) days notice in writing of any General Meeting. All Members in good standing shall be eligible to vote at any General Meeting.

**21. GENERAL MEETINGS: QUORUM AND VOTING**

1. At any General Meeting, fifteen (15) Members in good standing shall constitute a quorum. Failure to obtain a quorum at a General Meeting shall result in the abandonment of that meeting.
2. Failure to obtain a quorum at the Annual General Meeting after forty five (45) minutes will result in the abandonment of that meeting, after receiving all written reports and the announcement of the election results.

1. **Voting** – Unless specified otherwise, questions shall be decided by majority vote, where the Chair carries a vote, and where a tie the vote shall fail. Voting shall be by a show off hands unless a majority of the ~~Executive Committee~~ members approve a secret ballot.
2. **FINANCES**
	1. The finances of the Association shall be the exclusive responsibility of the Board of Directors, viz. President, Vice-President, Secretary and Treasurer. The Association’s financial year shall be January 1 to December 31.
	2. The funds of the Association shall be administered by the Treasurer, who shall keep and maintain the record and books of accounts.
	3. The signing officers shall be any two of the four Directors on the Board.
	4. A budget of estimated operating revenue and expenses for the League Competition Program for the coming year shall be presented not later than the second League Meeting for discussion and/or approval.
	5. A budget of estimated revenue and expenses for all other programs run by the Association shall be presented by the Treasurer or the Executive Director to the Executive/Board prior to the start of each program or event. A post-event Report shall be presented to the Executive/Board within 15 days of the end of a program/event.
	6. An Auditor’s report of all separate programs shall be presented annually at the Annual General Meeting or within one month after the Meeting.

**23. APPOINTEES AND COMMITTEES**

i) The Association shall maintain an affiliation with Cricket Canada [formerly the Canadian Cricket Association], and shall elect a representative to its [the Canadian Cricket Association] Board of Directors.

ii) The Association shall maintain liaison, at the discretion of the Executive Committee, with Sport Manitoba, with civic and provincial government authorities in Winnipeg and Manitoba, and with other organizations as dictated by the interests of the Association.

iii) The Executive Committee shall have power to appoint any special committee it may consider necessary.

iv) Except for the Executive Committee any individual [in good standing] may be appointed to any committee, and once appointed shall be a voting member of the committee, except where expressly prohibited by the Board or where the individual so appointed to the committee is a staff person and thus a non-voting member of the committee.

1. **LEAGUE COMPETITION COMMITTEE**
	1. Each club shall appoint a delegate to a committee to be known as the League Competition Committee. The Executive Committee shall appoint, from the Executive, the Chairman and the Secretary of the Competition Committee. Members of the Executive, except the Competition League Chairman and the League Secretary, shall not serve on the League Committee. The Chairman and League Secretary shall not propose or second any motion, nor vote on any motion, except in the event of a tie vote, when, despite the provision of clause 19 v) the Chairman may cast a deciding vote.
	2. The League Committee shall arrange the schedule of matches, and decide upon Rules of play locally, except in the case of designated representative matches. The designated representative matches shall be the responsibility of the Executive Committee.
	3. The League Committee or a quorum of this Committee shall arbitrate in all matters pertaining to league competitions.
	4. Decisions made by the League Committee shall be reported to the Executive for ratification. In particular, the League Committee shall report to the Executive not later than April 30th, their proposed Schedule of matches and local Rules of play.
	5. A quorum of the League Committee shall be one member from each of a minimum of two thirds of the registered clubs.
2. **SENIOR SELECTION COMMITTEE**
	1. In any game designated “representative match” by the Executive, the Selection Committee will select the team.
	2. The Selection Committee shall comprise the coach to be named by the Executive, and two other Members to be named by the League Committee. The two members named by the League Committee shall not be eligible for selection on the team in their year of office.
	3. The Selection Committee, who shall appoint the Captain, shall serve for two years.
	4. In the case of out-of-province matches, the Selection Committee shall select the touring party. The Captain and Coach and one other [to be appointed by the Executive] shall select the side for the match.
	5. The Selection Committee shall be responsible for nominating candidates from Manitoba for Canadian representative teams.
	6. The Executive Committee shall name a Manager at the same time as the Captain for all representative matches.
	7. The Selection Committee shall name the Vice-Captain.

**26. JUNIOR SELECTION COMMITTEE**

i) In any game designated “representative match” by the Executive, within or outside the province, the Selection Committee will select the team.

ii) The Selection Committee shall comprise the Coach and two others to be named by the Executive.

iii) The Selection Committee shall serve for two years.

iv) The Selection Committee shall be responsible for nominating candidates from Manitoba for Canadian representative teams.

v) The Executive Committee shall name a Manager at the same time as the Captain for all representative matches.

vi) The Selection Committee shall name the Vice-Captain.

1. **UMPIRES’ COMMITTEE**
	1. The Executive Committee shall appoint or approve, a Chairman of the Manitoba Association of Cricket Umpires [MACU] on a yearly basis. The Chairman will then be responsible for forming a committee to manage the affairs of the Umpires Association.
	2. The Umpires Committee shall arbitrate in all matters pertaining to queries concerning the Laws of Cricket, and decisions of members of the Umpiring fraternity.
2. **DISCIPLINARY PROCEDURE FOR LEAGUE COMPETITION**

 i) Disciplinary matters that come to the attention of the Association will be handled by an **Adjudicator** who will have the power to summon witnesses and request/receive reports from witnesses or anyone who could contribute useful information on the case.

ii) An **Adjudicator** must seek submission or representations from the parties involved in a disciplinary action.

1. “An **Adjudicator** cannot be chosen from a club or the clubs involved in the disciplinary action nor can he/she be chosen from the Executive.”

iv) An **Adjudicator** shall make recommendations to the Executive Committee for ratification. The player(s) involved shall be duly notified.

1. An Appeal against a decision of an **Adjudicator** must be made in writing to the Executive Committee within 14 days of notification of the **Adjudicator’s** findings.
2. The results of an appeal to the Executive Committee are final and not subject to further appeal.
3. If an appeal is unsuccessful, The Executive Committee shall accept and enforce the recommendation of an **Adjudicator**, except in cases where such recommendation is in conflict with the civil rights of a Member, or where the MCA’s constitution is breached.

viii) All members of the Manitoba Cricket Association are governed by the MCA Code of Conduct and the various policies of the Association as well as the ICC Code of Conduct.

 ix) Penalties for offenses shall be at the discretion of the Executive or as laid out in the MCA Code of Conduct and by using as guidelines the penalties set down in the ICC Code of Conduct.

**29. INDEMNIFICATION**

**i) Shall indemnify** - The Association shall indemnify and hold harmless out of the funds of the Association each Director and Officer from and against any and all claims, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer. This should also apply to Umpires including umpires of “Recreational” games, or anyone acting in an official capacity on behalf of the Association

**ii) Shall not indemnify** - The Association shall not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty, or bad faith.

**30. INSURANCE**

The Association may purchase and maintain additional insurance for the benefit of its Directors, Members and Officers, as the Executive/Board may determine.

**31. NOTICE**

i) In these By-Laws, written notice shall mean notice that is hand-delivered, faxed, or provided by mail [including e-mail] or courier to the address of record of the Association, Director or Member, as the case may be.

ii) In these By-Laws, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.

**32. ERROR IN NOTICE** – The accidental omission to give notice of a meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance shall not invalidate any action taken at the Meeting.

**33**. **ADOPTION OF BY-LAWS**

**i) Ratification by Members** – These By-Laws are [to be] ratified by a Special Resolution of the Members on …. [???]

**ii) Repeal of Prior By-laws** -- In ratifying these By-Laws, the Members of the Association repeal all prior By-Laws of the Association provided that such repeal does not impair the validity of any action taken pursuant to the repealed By-Laws.

**iii) Enactment of By-Laws** -- These By-Laws are hereby enacted and shall come into force upon their acceptance by the Registrar.