

**MANITOBA CRICKET ASSOCIATION INC.**

**INCORPORATED OCTOBER 18, 1972**

**CONSTITUTION AND BY-LAWS**

# MANITOBA CRICKET ASSOCIATION INC. CONSTITUTION

## 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 purpose 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 their position as such: provided that a Director may be paid reasonable expenses incurred by them in the performance of their 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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## **DEFINITIONS**

The following terms have these meanings in these By-laws:

- i. Act – the Manitoba Corporations Act (C.C.S.M. c. C225), as amended.
- ii. Articles – the Corporation’s Articles of Incorporation filed with the Registrar.
- iii. Auditor – an individual appointed by the Members at the Annual Meeting of the Members to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting. The Auditor will not be an Employee or a Director of the Corporation. The appointed auditor shall not be related to an Employee or Director of the corporation and must have a valid Chartered Professional Accountant designation.
- iv. Executive Committee – Comprises of the President, Vice President, Executive Secretary and Treasurer.
- v. Board of Directors – the Board of Directors of the Corporation. This includes the Executive Committee, League Chairperson, League Secretary and one Director at Large.
- vi. Fees – Money that must be paid to the MCA to take part in activities as outlined in these By Laws
- vii. Delegate – an individual empowered to have voting rights at general meetings on behalf of a Member Team.
- viii. Director/ Director at Large – an individual elected to serve on the Board pursuant to these By-laws.
- ix. Executive Committee - consists of the Officers of the Corporation.

- x. Election Committee – consists of a minimum of three individuals tasked with overseeing the election of Officers and Directors and who are not standing for an elected office.
- xi. Head Office – The head office of the Corporation will be located at an address in Manitoba as specified in the Articles.
- xii. Member – all categories of membership pursuant to these By-laws.
- xiii. Officer – A Director elected to a specific office such as President, Vice President, Secretary & Treasurer
- xiv. Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution.
- xv. Registrar – the Manitoba Registrar of Companies, or any successor or replacement agency.
- xvi. Special Resolution--- a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting members entitled to vote on that resolution.
- xvii. Team – A team will consist of a minimum of 11 registered playing members. A team may be affiliated with a club, but a club has no voting rights.
- xviii. Quorum – The minimum number of members required at the AGM to constitute a meeting.
- xix. Registrant – An individual who pays a fee to be part of the Cricket Association and must abide by all the Policies and guidelines as per these By Laws
- xx. Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of five percent (5%) or more of the voting Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition
- xxi. New Team – Any team that has not completed 365 days as a member of the MCA at the time of voting.

# **BY- LAWS**

## **1. INTRODUCTION**

- a) 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 Meeting or at a Special Meeting of the Members. The following procedure for the amendment of the By-Laws shall be observed in every case:
  - i. Proposals by Members for changes in the By-Laws must be filed with the Executive Committee in writing and signed by at least fifteen (15) Voting Members in good standing and representing at least 50 % of the affiliated Teams.
  - ii. Upon receipt of such a proposal, the Executive Committee shall call a Meeting of the Members within 28 days and shall give written notice of the proposed amendment to all Members at least seven days before the meeting.
  - iii. In all cases, a simple majority of those Members at the meeting shall carry the proposal. In the event of a tied vote, the proposal fails. Any fundamental change, defined by the Act, will require a Special Resolution to carry the proposal.
  - iv. 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).
  - v. Each Member shall be given at least twenty-one days' notice in writing of any Meeting of Members. In addition to notice via email, the notice will be posted on the ASSOCIATION website as well as social media.
  - vi. All notices required to be given to 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.

## **2. MEMBERSHIP CATEGORIES**

- a) There shall be three (3) categories of membership, as defined hereunder:

- i. **Voting Members**
  - a. Teams
  
- ii. **Non-Voting Members - Individuals**
  - a. Officer
  - b. Honorary Life Member
  - c. Club Member
  - d. Independent Member
  - e. A new Team in the League for less than one year
  - f. Advisory Member
  
- iii. **Non-Voting Members - Groups**
  - a. Club/Organization
  - b. Associate Organization

### 3. **QUALIFICATIONS FOR MEMBERSHIP**

- a) **Voting Members**
  - i. **Team** - A group of registered players that participates with a Club/Organization. Teams must have at least 13 registered players and in good standing with the ASSOCIATION,
  
- b) **Non-Voting Members - Individuals**
  - i. **Officer** – A Club Member or an Independent Member in good standing is eligible to be elected or appointed as an Officer.
  
  - ii. **Honorary Life Member** - An honorary life membership may be granted after due consideration and resolution by the Executive Committee.
  
  - iii. **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.
  
  - iv. **Independent Member** – An individual who supports the purposes of the Association but does not belong to a Club/Organization.
  
- c) **Non-Voting Members - Groups**
  - i. **Club/Organization** – A Club/Organization that has its primary objective the betterment of cricket in Manitoba.
  
  - ii. **Associate Organization** – An organization (including a group or corporation) other than a Club/Organization that supports the purposes of the Association.



#### **4. ADMISSION OF MEMBERS**

- a) No individual or group shall be admitted as a member unless:
  - i. The individual or group has made written application to the Executive Committee /Board in the form prescribed by the Executive Committee/Board, which application shall be re-submitted annually.
  - ii. The individual or group has been approved as a Member by the Executive Committee/Board.
  - iii. The individual or group has paid membership dues as determined by the Executive Committee/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 Committee/Board for a two-year term.

#### **5. MEMBERSHIP DUES**

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

- a) **Resignation** – A Member may resign from the Association by giving written notice to the Executive Committee/Board, except as stated in Clause 6(b) below.
- b) **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.

- c) **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 Committee/Board. Should membership dues remain unpaid for an additional 90 days, the member may be expelled from the Association.
- d) **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.
- e) **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 their successor is elected in accordance with the By-Laws and any Advisory Member shall cease to be a member when their two-year term is completed, and he is not re-appointed by the Executive Committee/Board for another term.
- f) A Member will be deemed to be in good standing with the Association provided that the Member:
  - i. Owes no outstanding membership dues or other debts to the Association.
  - ii. Has not ceased to be a Member.
  - iii. Has not been suspended or expelled from membership.
  - iv. Has complied with the Bylaws, policies, and rules of the Association.
  - v. It 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.
  - vi. If a Club Member, is a member in good standing with their Club/Organization; and
  - vii. If an Independent Member, is a member in good standing with any sport organizations with which he is associated.
- g) 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.
- h) Members may be restored to good standing upon meeting the definition of good standing set out in these By-laws, to the satisfaction of the Board.

## 7. **REGISTRANTS**

- a) The Association has the following categories of Registrants, who are not necessarily Members, but who must register with the Association and pay fees as

- determined by the Executive Committee/Board (or, if the Registrant is younger than 18 years old, who must have a parent/guardian register and pay fees on behalf of the Registrant):
- i. Registered Player – An individual who participates with the Association as a player.
  - ii. Coach – An individual who participates with the Association as a coach. The coach is appointed by the Board and the term is one year starting October 1 to September 30 the following year of the appointment
  - iii. Official – An individual who umpires games with the Association.
- b) **Year** - Unless otherwise determined by the Executive Committee/Board, the registration term of Registrants begins on the date the Executive Committee/Board accepts the Registrant's registration and ends on December 31<sup>st</sup> or when the Registrant resigns or is terminated from registration.
- c) **Fees** – Registrant fees will be determined annually by the Executive Committee/Board.
- d) **Deadline** – Registrants will be notified in writing of the fees payable, and if they are not paid within sixty (60) days of a date specified by the Executive Committee/Board, the Registrant in default will automatically cease to be a Registrant with the Association.
- e) **Discipline** – A Registrant may be suspended or expelled from the Association in accordance with the Association's By-laws, policies, and procedures relating to discipline of Registrants.
- f) **May Not Resign** – A Registrant may not resign from the Association if the Registrant is subject to disciplinary investigation or action.
- g) **Expulsion and Resignation** – A Registrant ceases to be a Registrant if:
- i. The Registrant fails to maintain any of the qualifications or conditions of being a Registrant described in Section 7i.
  - ii. The Registrant resigns from the Association by giving written notice to the Association in which case the resignation becomes effective on the date specified in the resignation. The Registrant will be responsible for all fees payable until the actual withdrawal becomes effective.
  - iii. The Registrant fails to pay fees owed to the Association by the deadline dates prescribed in Section 7iv.
  - iv. The Registrant fails to comply with Association's registration policies or applicable policies.
  - v. The Registrant's term of registration expires; or
  - vi. The Association is liquidated.
- h) **Definition** – A Registrant with the Association will be in good standing provided that the Registrant:

- i. Has not ceased to be a Registrant.
  - ii. Has not been suspended, resigned, or been expelled, or had other restrictions or sanctions imposed.
  - iii. Has completed and remitted all documents as required by the Association.
  - iv. Has complied with the By-laws, policies, procedures, rules, and regulations of the Association.
  - v. Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Executive Committee/Board; and
  - vi. Has paid all required fees to the Association.
- i) **Cease to be in Good Standing** – Registrants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Executive Committee/Board is satisfied that the Registrant has met the definition of good standing.

## **8. GOVERNANCE / MANAGEMENT**

### **Composition of the Board/Executive Committee**

- a) The Executive Committee will consist of:
  - i. President
  - ii. Vice President
  - iii. Treasurer
  - iv. Executive Secretary
- b) The Board of Directors will consist of:
  - i. The Executive Committee
  - ii. League Secretary
  - iii. League Chairperson
  - iv. One (1) Director-at-Large residing in one of the regions outside of Winnipeg and not affiliated with any clubs in Winnipeg to represent the other regions of Manitoba
- c) Directors are elected to their position directly by the voting Members. The Members will elect the President, Vice President, Treasurer, Executive Secretary, League Secretary, League Chairperson, and one (1) Director-at-Large.
- d) The Past President of the Association may be invited to serve as an ex-officio and non-voting member of the Board. The Past President will attend meetings of the Board in a non-voting capacity provided this individual is interested in serving in the position.

- e) Following their election into their position by the Members, Directors may be additionally appointed by the Board into various portfolios related to the operations of the Corporation (e.g., Convenor, Equipment Manager, Social Media Manager, etc.). Directors may have more than one portfolio.

### **Powers of the Board**

- f) **Managing the Affairs of the Association** – The day-to-day affairs of the Association shall be the responsibility of the Board of Directors who may delegate responsibilities to the Executive Director as they deem necessary. The Executive Committee/Board may make policies and procedures for managing the affairs of the Association in accordance with the Constitution and By-Laws.
- g) Ultimate responsibility for the management of the affairs of the Association shall rest with the Board of Directors.
- h) 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.
- i) The Board may make policies and procedures for managing the affairs of the Association in accordance with the Constitution and these By-Laws.
- j) No member of the Board will serve on the Team Selection Panel, Umpire Committee, Disciplinary Committee
- k) No member of the Board will serve in the role of the Umpire Chairman
- l) **Disciplinary Policies** – The 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.
- m) **Dispute Resolution** – The 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.
- n) **Employment of Individuals** - The Board may employ such individuals as it is necessary to carry out the work of the Association.

## **9. ELECTIONS AND APPOINTMENT OF DIRECTORS**

- a) For nominations and elections, the Province of Manitoba shall be divided into Regions. Teams (the voting members of the Association) belong to only one (1) Region. Regions are defined as:
  - i. Winnipeg
  - ii. Outside Winnipeg
- b) Six (6) weeks prior to an election, a Nominations/Elections Committee comprised of a minimum of two (2) and a maximum of four (4) people will be appointed by the Board of Directors to seek nominations for the Board.
- c) Each nominee for a position on the Executive Committee must be nominated by thirty (30) Members in good standing with the Association. To be eligible for election, an individual must be a Member in good standing.
- d) Nominations from the floor are not permitted unless a position is vacant and there are no nominees.
- e) Nomination of candidates for the Board, countersigned by the nominee, shall be submitted by email on the appropriate form to the Association Office for attention "Nominations/Elections Committee" not later than three (3) weeks prior to elections and include a short bio which will be reviewed by the Nominating Committee and disclosed to voting members, and the position the candidate is seeking.
- f) If nominations equaling the respective numbers of Board members up for election or less than those numbers are received by the deadline date, these candidates will be considered elected by ordinary resolution of the members. The Chairman shall then conduct a secret ballot amongst the voting Members present for the remaining positions, if any.
- g) Notwithstanding any of the above sections, the Director-at-Large may only be nominated by a Region outside of the Winnipeg Region at the Annual Meeting of Member or meeting where voting will take place.
- h) The candidates obtaining the highest number of votes and an ordinary resolution shall be deemed to have been elected. In the event of a tie for the final position, there shall be a run-off election between the tied candidates among the voting Members present.

- i) Results of the election shall be announced as the last item of business at the Special General Meeting usually scheduled for October. The new Board shall take office at the close of the Annual Meeting of Members.
- j) Elections will be conducted by secret ballot.

#### **10. BOARD OF DIRECTORS/EXECUTIVE COMMITTEE – FUNCTIONS**

- a) The immediate *Past President* of the Association shall continue as an *ex-officio* and non-voting member of the Executive Committee immediately following the expiry of their term of office as President.
- b) An Executive Committee Member shall be deemed to have resigned if they have been absent from three (3) consecutive Executive Committee Meetings of any four (4) meetings without the consent of the Executive Committee. Any vacancy may be filled by the Board.
- c) Any vacancy on the Executive Committee may be filled by the Board by appointing an eligible member to fill the required vacancy.
- d) No member of the Board will receive an annual salary for services to the Association. However, the Director may be reimbursed for reasonable out-of-pocket expenses incurred on behalf of the Association.
- e) **Length of Term** - Each Board or Executive Committee Member shall be elected for a two-year term. They will be eligible to serve additional terms if elected. A Director will only be eligible to serve two consecutive terms as a Director and will be re-eligible for election as a Director after a two-year absence from being a Director.

#### **11. AUDITOR**

- a) The Association's official Auditor shall be a Corporate Accountant, to be appointed by the Directors [Executive/Board] and approved by the voting Members at a Meeting of Members. This auditor cannot be a Director.

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

- a) **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.

- b) **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.
- c) **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.
- d) **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.
- e) **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
- f) **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
- g) **The Director 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
- h) **The Executive Director** shall be a paid employee or a contract employee of the Association and shall, according to the terms and conditions of their employment/contract, support the Executive/Board in carrying out its duties.
- i) **The Past President** shall perform such duties as may from time to time be established by the Board.

### **13. REMOVAL – OF EXECUTIVE/BOARD MEMBERS**

- a) Any Board or Executive Committee Member may be removed by ordinary resolution of the voting Members present at a Meeting of Members, provided that they have 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**

- a) The Executive/Board shall hold at least eight (8) meetings per year. Five (5) of these meetings to be held from April 1 to September 30. 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.
- b) Written notice of Executive/Board Meetings shall be given to all Executive Committee members [Directors] at least seven (7) days prior to the date of the meeting.
- c) **Quorum** - A quorum shall be 50 percent plus 1 of Executive Committee members other than the Executive Director.
- d) **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, no meeting will be held without the Chair or Vice Chair.
- e) **Voting** – Unless specified otherwise, questions shall be decided by majority vote, where the Chair carries a vote, and in case of a tie, the motion is defeated. Voting

shall be by show of hand unless a majority of the Executive Committee members approve a secret ballot.

## **20. CALLING GENERAL MEETINGS**

- a) The Annual Meeting of Members 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 each year.
- b) The Executive Committee shall be required to call a Special General Meeting at the written request of five percent (5%) of the voting Members in good standing.
- c) A Special General Meeting shall be held within 28 days of receipt of a properly executed request.
- d) Each member shall be given at least twenty-one (21) days' notice in writing of any Meeting of Members. All voting Members in good standing shall be eligible to vote at any Meeting of Member.

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

- a) At any General Meeting, fifteen (15) Teams in good standing shall constitute a quorum. Failure to obtain a quorum at a General Meeting shall result in the abandonment of that meeting.
- b) 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.
- c) The only persons entitled to attend a meeting of the Members are the individual members, one Delegate representing a member that is a group, the Directors, the auditors of the Corporation, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.
- d) Each Member that is a group (not an individual), whether voting or non-voting, will appoint in writing (inclusive of electronic notice) to the Association, seven (7) days prior to the meeting of Members, the name of a Delegate(s) to represent the Member. Delegates must be at least 18 years of age, of sound mind, and be

acting as the Member's representative. Delegates have only one vote and may not vote by proxy.

- e) Each category of Member has the following voting rights at meetings of the Members:
  - i. Teams – one vote each, to be exercised by the Team's Delegate
  - ii. Officer – do not have a vote
  - iii. Honorary Life Member – do not have a vote
  - iv. Club Member - do not have a vote
  - v. Independent Member - do not have a vote
  - vi. A new Team – do not have a vote
  - vii. Advisory Member - do not have a vote
  - viii. Club/Organization - do not have a vote
  - ix. Associate Organization - do not have a vote
  - x. Non-voting and voting Teams on probation do not have a vote
- f) Each voting member may vote on every issue. Except as otherwise provided in these By-laws, a majority vote will decide each issue. In the case of a tie, the issue is defeated.

## **22. FINANCES**

- a) The finances of the Association shall be the exclusive responsibility of the Executive, President, Vice-President, Secretary and Treasurer. The Association's financial year shall be January 1 to December 31.
- b) The funds of the Association shall be administered by the Treasurer, who shall keep and maintain the record and books of accounts.
- c) A Qualified Bookkeeper will be retained to perform financial transactions for the Association. They will report to the Treasurer. The Bookkeeper cannot be an Executive member. Compensation of the Bookkeeper will be agreed upon at the start of each year. Compensation must be reasonable in comparison with the budget of the Association
- d) An updated quarterly Financial Statement of the Association must be presented at Board meetings at the appropriate times.
- e) The signing officers shall be any two of the Executive Committee.
- f) 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.

- g) 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.
- h) An Independent Auditor's report of all separate programs shall be presented annually at the Annual Meeting of Members or within one month after the Meeting.

### **23. APPOINTEES AND COMMITTEES**

- a) Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.
- b) The Association shall maintain an affiliation with Cricket Canada.
- c) 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.
- d) The Executive Committee shall have the power to appoint any special committee it may consider necessary.
- e) 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 that committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff person and thus a non-voting member of the committee.

### **24. INDEMNIFICATION**

- a) **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

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

## 25. **INSURANCE**

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

## 26. **NOTICE**

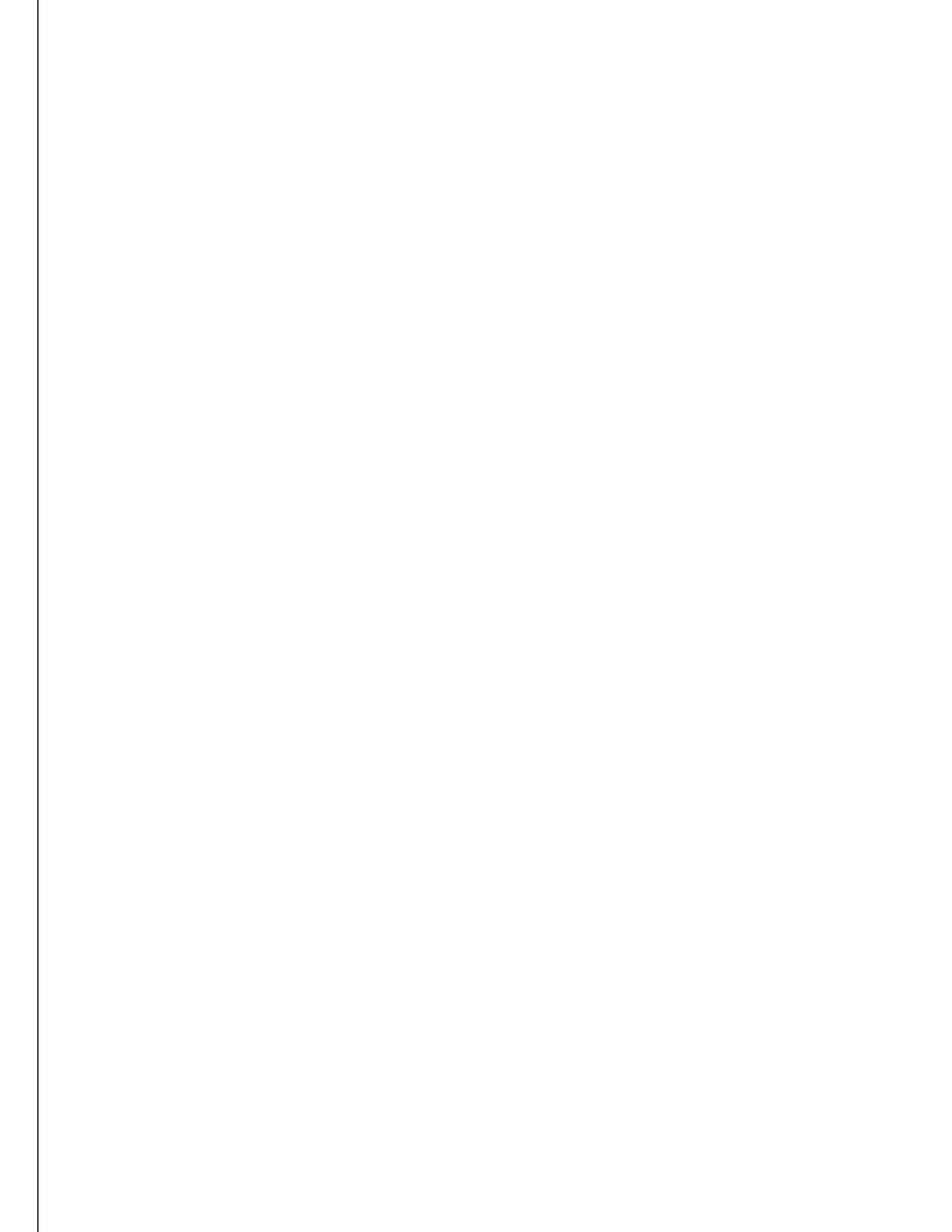
- c) In these By-Laws, written notice shall mean notice that is hand-delivered, faxed, or provided by mail [including e-mail] or courier to the address of record of the Association, Director or Member, as the case may be.
- d) In these By-Laws, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.

## 28. **ERROR IN NOTICE**

- a) 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.

## 29. **ADOPTION OF BY-LAWS**

- a) **Ratification by Members** – These By-Laws are [to be] ratified by a Special Resolution of the Members on
- b) **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.
- c) **Enactment of By-Laws** -- These By-Laws are hereby enacted and shall come into force upon their acceptance by the Registrar.



## **By-law #2**

### **BY-LAW #2 – BOARD TRANSITION**

1. Board Transition – This By-law #2 is enacted and the sections of the Corporation's By-laws relating to elections will be temporarily repealed and replaced per below.
2. The current Directors holding office will cease to hold office at the 2025 Special Meeting of Members in first week of December 2025.
3. Elections at Annual Meetings – The following elections will occur at the first week of December 2025 Special Meetings of the Corporation:
  - a) Two (2) Year Term:
    - i. President
    - ii. Treasurer
    - iii. League Secretary
    - iv. Director-at-large
  - b) One (1) Year Term:
    - i. Vice - President
    - ii. Executive Secretary
    - iii. League Chairman
4. Elections at Annual Meetings – The following elections will occur at the 4<sup>th</sup> week of November every year in the Special Meetings of the Corporation:
  - c) Two (2) Year Term:
    - i. Vice - President
    - ii. Executive Secretary
    - iii. League Chairman
5. Repeal of this By-law #2 – After the elections at the 2025 Annual Meeting, the Board transition period will have completed, and this By-law #2 will be repealed.