

Cricket New Brunswick

Constitution & Bylaws

I. Name

The name of the Association, Cricket New Brunswick Incorporated here in after shall be referred to as “CNB”.

II. Office

The Head Office of CNB shall be in the Province of New Brunswick.

III. Membership

CNB will recognize and approve one competitive Cricket organization per region, for the 8 regions as defined by Sports and Recreation branch in New Brunswick; with the exception of existing members already in good standing as per Bylaw X.a.iv.g. CNB has five types of memberships as follows:

a) Full membership

- a. A cricket club in the province of New Brunswick who in the recently concluded cricket season was in good standing as per Bylaw X.a.iv.g as a full member. A club must consist of at least one competitive cricket team.
- b. Full member, who is a competitive Cricket organization of a region, can have more than one team with the approval of CNB executives with payment of applicable fees.
- c. Unless explicitly allowed by CNB executives due to reasonable reason as per exemption policy, if a Full member Club does not compete in a season, they will be automatically downgraded to associate membership and lose their regional competitive team spot.
 - i. Upon granting relief authorized by CNB executives, the concerned member club will not have voting rights during the season.
- d. Full members can attend CNB Annual and Special General meetings, will have a vote therein and a guaranteed spot in New Brunswick Cricket League Tournaments.
- e. **Club Representative:** A member club in good standing as per Bylaw X.a.iv.g will appoint 1 individual from their club membership to

represent their club for any matters related to Cricket New Brunswick business. That individual should be in good standing with the association as per Bylaw X.a.iv.g at the same time should not represent any other club for any matters related to Cricket New Brunswick business.

b) Associate membership

- a. Any cricket organization located in the province of New Brunswick and interested in the objectives of Cricket New Brunswick, can complete, and send an application package listed in Bylaw III.b.i to CNB Executives with applicable fees. An affiliated organization can apply for Associate membership after 1 calendar year.
- b. Unless explicitly allowed by CNB executives due to reasonable basis as per exemption policy, if an Associate member Club does not compete in a season, they will be automatically downgraded to affiliated membership and lose their regional competitive team spot.
- c. A Competitive cricket organization of an associate membership in good standing as per Bylaw X.a.iv.g from a region will be elected to play in a competitive league with 75% vote at an Annual General meeting as per Bylaw X.a.iv.

(i) Membership application process:

Any not for profit cricket organization, who has been in good standing listed in Bylaw X.a.iv.g with CNB and has not been expelled from CNB in the past, can apply for associate membership to the CNB executives by completing the following requirements as per application deadlines determined during Annual General Meeting.

- governing document (Constitution/Bylaws)
- last 3 months of Bank Statements of the organization
- list of leadership team
- proof of not-for-profit status
- list of players (minimum 15)
- proof of residence of players

(Acceptable proof of New Brunswick residency is as per Government of New Brunswick address proof requirement – Only 1 required)

- application fee (as fixed by CNB executives during the current year)

In addition to all the listed above requirements, the board can request further supporting document.

Approval of the application requires 75% vote at the Annual General Meeting as per Bylaw X.a.iv. Upon approval of the organization as an associate member, payment of registration fee to CNB will be due every year to get insurance coverage. There will be no guarantee to play in the CNB competitive league but if there is a vacancy in NBCL schedule then with the 75% vote at the Annual General Meeting as per bylaw X.a.iv. an associate member will be given an opportunity to play in competitive league's pursuant a written request is submitted. The association will provide a window of consideration for such written request every year. Unsuccessful associate member will continue to get playing opportunities in the non-competitive league. Associate member can attend the CNB General meetings but will not have any vote therein. Associate member must be in good standing as per Bylaw X.a.iv.g, failure to do so will forfeit the membership with no refund of any monies paid.

(ii) Pathway to become full member:

Any associate member, who has been participating in CNB Competitive league for consecutive two years preceding the application and has been in good standing as per Bylaw X.a.iv.g will be eligible to apply for full membership. The Associate member will participate and work to grow cricket in their region under different programs of Cricket New Brunswick, can apply to CNB executives for full membership by following the same process as described under in Bylaw III.b.i . Approval of the application requires 75% vote at the Annual General Meeting as per Bylaw X.a.iv.

c) Affiliate membership:

Any corporate individual or group seeking affiliation with CNB, can apply with supporting documents as per CNB application procedures followed with due diligence conducted by the board. Approved organizations can run CNB sanction programs and play recreational cricket. Affiliate members will have to pay their dues to CNB every year and stay in good standing as per Bylaw X.a.iv.g to be affiliated with CNB. Affiliated members can only attend CNB's open meetings but shall not have any vote therein. If there is a vacancy in NBCL schedule, then with 75% vote at the Annual General Meeting as per Bylaw X.a.iv an Affiliate member will be given an opportunity to play in CNB's one or more competitive leagues pursuant to a written request. The association will provide a window of consideration for such written request every year.

d) Honorary Life Members

CNB Executives may appoint individuals who have given eminent service to CNB or to the furtherance of cricket anywhere in the world, as Honorary Life Members. Nominations may be submitted by any bona-fide member of any of the provincial associations. Honorary Life Members may attend open meetings of CNB but shall not be entitled to a vote thereat.

d) Cricket New Brunswick League player pool

Any individual who is not already part of current full or associate member club and wishes to play the sport of cricket may apply for a Cricket New Brunswick League player pool membership. This membership will grant the individual an opportunity to play (but no guarantee) and insurance coverage for the season for any CNB team, at the team captain's discretion. This membership also makes the player eligible for selection to represent CNB teams in interprovincial matches and tournaments subject to meeting all the below criteria:

1. Have played in 1/5th of the current or previous season's either NBCL's T20 or T40 completed matches.
2. If currently registered for a club, has obtained NO Objection Certificate from their respective club's executive leadership.
3. Paid the CNB player pool fees in full as fixed by CNB Executives. Also, any other past debts
4. Must be in Good Standing as per Bylaw X.a.iv.g with CNB
5. Has no voting privileges during any CNB meetings and can only attend open/public session of CNB Annual and General meetings.

IV. Fees

Fees for Membership in CNB shall be of such an amount and on such basis, as may be fixed from time to time by CNB Executives, after consultation with full members.

V. Withdrawal

a) Voluntary

Any (Full or Associate) Member may at any time voluntarily withdraw as a member from CNB by delivering a written notice of resignation to the Secretary.

b) Involuntary

Any (Full or Associate) Member may be required to withdraw as a Member from CNB upon a vote of 75% at a meeting of the Membership.

VI. Reinstatement

- a) Any (Full or Associate) Member having voluntarily withdrawn as a member from CNB may re-apply following the application process set forth by the CNB Executives.
- b) Any (Full or Associate) Member who had been required to withdraw as a member from CNB may apply again considering the CNB Executives considers that the cause for the involuntary withdrawal has been rectified. If the CNB Executives believes the cause has been rectified the application process begins anew.

VII. CNB Executives

CNB business shall be conducted in accordance with these By-Laws, by the CNB Executives, which shall be comprised as follows:

The CNB Executives shall consist of the following positions:

- i. President
- ii. Vice President
- iii. Secretary
- iv. Treasurer
- v. Four (4) CNB Directors

a) Executives Terms and Election

All CNB Executives shall be elected at a CNB Annual General Membership Meeting. The terms of office for each CNB Executive shall be as follows:

- i. The President shall be elected for a two (2) year term, in even numbered years.
- ii. The Vice President shall be elected for a two (2) year term, in odd numbered years.
- iii. The Secretary shall be elected for a two (2) year term, in odd numbered years.
- iv. The Treasurer shall be elected for a two (2) year term, in even numbered years.
- v. Two directors shall be elected for a two (2) year term, in even numbered years.
- vi. Two directors shall be elected for a two (2) year term, in odd numbered years.

b) Members of CNB Executives shall;

- i. Be responsible for framework of the policies, which guides the day-to-day operations of CNB.
- ii. Attend all general and CNB Executives meetings.
- iii. Represent CNB at all meetings of the committee(s) to which they are appointed chair.

c) Eligibility of CNB Executives

Any individual, who is eighteen (18) years of age or older, who is a resident of New Brunswick, Canada as defined in the *Income Tax Act*, who has the power under the law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt, may be nominated for election or appointment as a CNB Executive. Who has not been suspended, voluntarily resigned, or removed in the last 2 years preceding to the concerned elections.

VIII. Suspension, Resignation and Removal of Executives

- a. Resignation – An Executive may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Executive who is subject to a disciplinary investigation or action of the Corporation resigns, that Executive will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- b. Vacate Office – The office of any Executive will be vacated automatically if the Executive:
 - a) Is found by a court to be of unsound mind
 - b) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
 - c) Is charged and/or convicted of any criminal offence related to the position;
 - d) Changes their permanent residence outside of New Brunswick, Canada; or
 - e) Upon the Executive's death.
- c. Removal – An Executive may be removed by the Ordinary Resolution, i.e. 51% or more of the voting Members as per Bylaw X.a.iv at any General Meeting, provided the Executive has been given notice of and the opportunity to be heard at such a meeting. If the Executive is removed and holds a position as

an Officer, the Executive will automatically and simultaneously be removed from his position as an Officer with a simple majority vote or more i.e. 51%.

- d. Suspension – A Executive may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation’s policies related to discipline, by Special Resolution of the Board at a Board meeting, provided the Executive has been given notice of and the opportunity to be heard at such meeting.
- e. Vacancy – Where the position of an Executive becomes vacant and there is still a quorum of Board Members. That role will be taken over and shared by all the CNB Executives until the next AGM.

IX. Duties & Responsibilities of the Board of Executives

a) President:

1. The President will be responsible for the general supervision of the affair operations of CNB, subject to the instruction of the CNB Executives;
2. Preside over Annual and Special meetings and meetings of the Board of Directors;
3. Be the official spokesperson for CNB;
4. Represent CNB at regional, national and international levels, as deemed appropriate by the CNB Executives; and
5. Be one of the signing authorities of CNB.
6. Be ex-officio member of all committees.
7. The President ensures that structures and procedures are in place for effective recruitment, training, and evaluation of board members.

b) Vice President:

1. In the absence or disability of the president, The Vice President shall assume the responsibilities and powers of the President’s role;
2. Be one of the signing authorities for CNB;
3. Supervise the general and active management of the business of CNB, subject to the will of the President and the CNB Executive.
4. Oversee the affairs of the committees and ensure that periodical reporting is made to the President and CNB Executive.

c) Treasurer:

1. Keep proper accounting records for CNB, subject to the powers and duties of the Board;
2. Cause all monies received by CNB to be deposited into the CNB bank account;

3. Supervise the management and disbursement of funds of CNB;
 4. When required provide the Board with an account of financial transactions and the financial position of CNB; and
 5. Prepare annual budgets.
 6. Act as a chair of the Sub-Committee of finance.
- d) **Secretary:**
1. Attend all CNB Executives meetings, including all Annual and Special General Meetings, where she/he will also be the secretary.
 2. Responsible for the documentation of all amendments to CNB's Bylaws;
 3. Ensure that the documents and records of CNB are properly kept;
 4. Record the minutes for any meetings of CNB including meetings of the CNB Executives and Member Meetings;
 5. Prepare a report of CNB's activities to be submitted for each meeting; and Give proper notice of all meetings.
- e) **CNB Directors:**
1. The duties of directors will be assigned as required by the CNB Executives and shall include, but not be limited to programs such as; high performance, women's cricket, youth/high school, umpiring, coaching, development etc.
- f) Each CNB Executive may be required to fulfill duties or responsibilities beyond those outlined above at the subject or will of the CNB Executives or a Meeting of the Members.
- g) Any executive can run for any new open position during their term, they will resume in the current role if they fail in the elections.
1. If election results make the current CNB executive to leave their current role. That role will be taken over and shared by all the CNB Executives until the next AGM.

X. Meetings

a) Annual General Meeting

An Annual General Meeting (AGM) of the Membership shall be held within ninety (90) days of the start of a new financial year. The meeting will be held on a rotational basis in each city the league has club membership. The hosting city will be responsible for costs associated in setting up the AGM. Unless, otherwise specified by the CNB Executives it will be held at the Head office.

i. The Business of the AGM

At the AGM the Membership shall:

1. Receive the Accountant's notice to Reader report;
2. Receive the financial statement for the proceeding year, and approve a budget for the upcoming year;
3. Receive updates on the various Membership lists as well as a list of the Executives; and
4. Appoint/confirm an accountant for the upcoming year.
5. Conduct business in two different parts; 1. Closed 2. Open
 - a Closed: Representative of member clubs in good standing as per Bylaw X.a.iv.g and 8 CNB Executives can attend.
 - b Open: Its open to the public interested.

ii. **Notice of AGM**

At least thirty (30) days written notice must be given to the Membership announcing an AGM.

iii. **Quorum**

10% voting member shall constitute quorum at an AGM.

iv. **Voting**

- a. Those qualified to vote and to take part at CNB General Meeting shall be appointed club representatives in good standing as defined in point X.a.iv.g, and CNB Executives.
- b. Each full club member in good standing as per Bylaw X.a.iv (regardless of the number of teams) shall be entitled to three (3) votes at all Annual General Meetings, Special General Meetings, and elections.
- c. CNB Executives combined shall be entitled to one vote at all Annual General Meetings, Special General Meetings, and elections.
- d. CNB Executives and representatives must be physically present to exercise their rights to vote (no proxy votes are permitted).
- e. Honorary members in good standing have a voice, but no vote at the General Meeting.
- f. Only the President (or Vice-President when President is being elected) shall have a tie-breaking vote.
- g. Definition of Member club in good standing:
 1. Has not been suspended or expelled.
 2. Owes no current or other debts to the association

- i If there is debt, the member club will be demoted to the next membership. Full member will be associate, and associate will become affiliate.
- 3. Has not ceased to be a member of Cricket New Brunswick
- 4. Does not have any disciplinary action charges pending
- 5. Has been compliant with all the bylaws, policies, and not compete in another non-affiliated league in the province of New Brunswick, and rules of the association
- 6. The club did not opt out of the prior season without an official exemption from the board.
- 7. Has met the definition of good standing set out, complied with the code of conduct and to the satisfaction of the CNB Executives, after their membership was changed, suspended or expelled.

b) Meeting of the CNB Executives

- i. CNB Executives shall meet not less than on a quarterly basis.
- ii. During the interval between meetings of the CNB Executives, the officers shall;
 - a. Possess and may exercise the powers of CNB Executives in the management and directions of the affairs of CNB; and
 - b. Meet at the call of the President.
 - c. A majority of the voting members of CNB Executives shall form a quorum at all meetings.
- iv. The President shall preside at all meetings of CNB Executives and he/she shall have a casting vote only and he/she shall have any duties as prescribed by the CNB Executives.

c) Special General Meeting

A Special General Meeting may be called by the Secretary at the request of the Membership by a majority vote at any time or by CNB Executives.

i. Notice and Quorum

Time to time, depending on circumstance, CNB executives can seek the waiver of notification period and call a Special General Meeting as required, provided a 1 week notice is given to all member clubs.

XI Accidental Omission to give Notice

The accidental omission to give notice of a meeting or to send an agenda in connection with a meeting, or the non-receipt of such notice or agenda by any

Member or other person entitled to receive such notice or agenda, shall not invalidate the proceedings of the Meeting.

XII. Bylaws

Any proposed changes to the Bylaws of CNB must first be approved by a majority vote of the CNB Executives. Following approval of the CNB Executives, the proposal must be presented at the next scheduled Annual General or Special General Meeting. Bylaws amendment requires 75% vote at any General Meeting as per Bylaw X.a.iv to be adopted.

XIII. Committees

a) Standing Committees

A Nominations Committee shall represent the Standing Committees of CNB. These committees are appointed and directed by the CNB Executives.

i. Nominations Committee

The Nominations committee shall seek nominations for positions on the Standing Committees or any Discretionary Committee formed by CNB Executives as well as other positions, such as Accountant. CNB Executives shall be the final approval for these nominations.

b) Discretionary Committees

CNB Executives can strike and appoint members to a Discretionary Committee at any time to deal with a specific issue or task.

c) Committee Membership Terms

- i. The term of any member of a Standing Committee shall be one calendar year from the time of his or her appointment. Members are eligible for re-appointment by the Board.
- ii. The term of any member of a Discretionary Board shall be one calendar year from the time of his or her appointment with the ability to be reappointed or for as long as the Board deems the Discretionary Committee necessary.

XIV. Conflict of Interest

Any Executive who wish to transact business with CNB must do so at arm's length and in a transparent manner to avoid a conflict of interest. If a Executive has an interest in any business undertaking of CNB he or she must declare such interest and then remove himself or herself from any debate or vote on the subject, and must not in any way act, or seek to influence the decision or outcome.

XV. Indemnity

CNB hereby consents that each and every Executive of CNB shall be deemed to have assumed office on the expressed understanding and agreement, and condition that every Executive of CNB and his or her heirs, executors, and administrators and estate and effects respectively shall, from time to time, and at all times be indemnified and save harmless out of funds of CNB from and against costs, charges and expenses whatsoever that such Executive sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of duties of his or her office and also from and against all other costs, charges and expenses that he or she sustains or incurs in or about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

XVI. Liability

No Executive, Accountant, Secretary, Manager or other Officer for the time being of CNB, shall be liable for the acts, receipts, neglects or defaults of any other Executive or Officer or employee or for joining in any receipts of acts for conformity or for any loss, damage or expense happening to CNB through insufficiency or deficiency of title to any property acquired by CNB Executive for or on behalf of CNB or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to CNB shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person, firm, or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever that may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful neglect or default.

XVII. Accountant

The General Members shall at each Annual General Meeting appoint an Accountant to prepare Notice to Reader and to hold office until the next Annual General Meeting, provided that the Directors may fill any casual vacancy in the office of Accountant. The remuneration of the Accountant shall be fixed by CNB Executives.

XVIII. Financial Year

The financial year of CNB shall run from January 1st to December 31st.

XIX. Signature and Certification of Documents and Cheques

a) Contracts and Documents

Contracts, documents or any other instrument in writing requiring the signature of CNB shall be signed by any two of the President, Vice President, Treasurer or General Secretary and all contracts, documents and instruments in writing so signed shall be binding upon CNB without any further authorization or formality. CNB Executives shall have power, from time to time, to appoint an Officer or Officers on behalf of CNB either to sign contracts, documents and instruments in writing generally.

b) Cheques

Cheques shall be signed by the Treasurer along with one of the President, Vice President or the General Secretary.

c) Online Banking

Online banking access and electronic disbursements of funds will solely be with the Treasurer unless assistance needed to fulfil if the Treasurer is incapacitated for any reason.

XX. Rules and Regulations

CNB Executives may prescribe such rules and regulations not inconsistent with these Bylaws, relating to the management and operation of CNB, as it deems expedient. The prescribed rules and regulations shall be contained in the Guidelines and Practices Manual of CNB. The basis for disciplinary action against those acting on behalf of CNB as well as the procedures for recourse and/or appeal shall be delineated in the Guidelines and Practices Manual of CNB.

XXI Disputes

If any dispute arises concerning the interpretation of the Constitution or the bylaws that has been passed, CNB Executives will have final say on its interpretation.

Date Adopted: March 27th, 2022