



WESTERN PROVINCE CRICKET ASSOCIATION

CONSTITUTION

AP

WESTERN PROVINCE CRICKET ASSOCIATION

CONSTITUTION

1. DEFINITIONS

- 1.1 "Ad Hoc Committee" shall mean a Committee established by the Executive Committee in terms of clause 10.2.5.
- 1.2 "Affiliates" shall mean a cricket club admitted as a member of the Association in terms of clause 9.
- 1.3 "Amateur Management Board" shall mean the Management Board constituted in terms of clause 23.1.
- 1.4 "Annual General Meeting" or "AGM" shall mean the Annual General Meeting of the Association.
- 1.5 "Appeals Board" shall mean the Standing Committee referred to in clause 23.8.
- 1.6 "Appeals Committee" shall mean a committee constituted in terms of clause 23.8.
- 1.7 "Associate" shall mean an affiliated body admitted as a member of the Association in terms of clause 9.1.2.
- 1.8 "Association" shall mean the Western Province Cricket Association as constituted hereby.
- 1.9 "Audit and Risk Committee" shall mean the Standing Committee referred to in clause 23.7.
- 1.10 "Board" or "the Board of Directors" shall mean the board of directors of the Company.
- 1.11 "By-Laws" shall mean the By-Laws of the Association as determined by Council from time to time in terms of clause 13.2.
- 1.12 "Cape Cobras" shall mean the cricket team representing Western Cape Cricket (Pty) Ltd.

Two handwritten signatures in black ink, one appearing to be a stylized 'A' and the other a more complex signature.

- 1.13 "Cape Cobras Franchise" or such other team name utilised from time to time shall mean the professional team that the Association owns, part owns and/or operates in the CSA professional cricket structure.
- 1.14 "CSA" shall mean Cricket South Africa of which the Association is a member.
- 1.15 "Chief Executive Officer" shall mean the Chief Executive Officer of the Association.
- 1.16 "Code of Behaviour" shall mean the Code of Behaviour of the Association as determined by Council from time to time in terms of clause 13.2.
- 1.17 "Company" shall mean any unlisted limited liability company in which the Association holds directly shares.
- 1.18 "Council" shall mean the General Council of the Association constituted in terms of clause 12.
- 1.19 "Division", "League" and "Section" shall mean the structure for the playing of club cricket within the Association as determined in the By-Laws from time to time.
- 1.20 "Executive Committee" shall mean the Executive Committee constituted in terms of clause 10.1.
- 1.21 "General Manager of Amateur Cricket" shall mean the employee of the Association who reports to the Chief Executive Officer in respect of Amateur Cricket.
- 1.22 "General Meeting" shall mean a meeting of the Council of the Association.
- 1.23 "Honorary Life-Members" shall mean persons elected as such in terms of clause 16.7.
- 1.24 "Honorary Life-President" shall mean a person elected as such in terms of clause 16.7.
- 1.25 "Income Tax Act" shall mean the Income Tax Act, No. 58 of 1962.
- 1.26 "Member" shall mean an Affiliate and/or an Associate.
- 1.27 "Property" shall mean movable and/or immovable property.



- 1.28 "Remuneration Committee" shall mean the Standing Committee referred to in terms of clause 23.5.
- 1.29 "Special General Meeting" shall mean a meeting of the Council in terms of clause 17.
- 1.30 "Standing Committee" shall mean a Committee referred to in terms of clause 23.
- 1.31 "Term" shall be a period from the Annual General Meeting in a calendar year until the Annual General Meeting in the following calendar year.
- 1.32 "Western Province Amateur Team" shall mean the team selected by the Selection Panel as provided for in terms of clause 23.4.

2. INTERPRETATION CLAUSE

In this Constitution:

- 2.1 Any reference to the singular includes the plural and *vice versa*.
- 2.2 An expression which denotes any gender includes the other genders.
- 2.3 Any reference to "provincial cricket" or "provincial matches" shall mean cricket played by the Cape Cobras and Western Province Amateur Team in competitions organised under the auspices of CSA.
- 2.4 If there is any conflict between the provisions of this Constitution and the provisions of the Association's By-Laws or Code of Behaviour, then the provisions of this Constitution shall prevail.

3. NAME AND STATUS

- 3.1 The body shall be called the Western Province Cricket Association.
- 3.2 The Association is a juristic person, capable of suing and being sued in its own name and of performing all such acts as are necessary for the purpose of exercising its powers and carrying out its duties.



4. LAWS OF CRICKET

The Laws of Cricket as adopted by CSA from time to time, together with the authorised interpretations and decisions thereon, shall bind the Association as if they were specifically adopted by the Association.

5. HEADQUARTERS & BOUNDARIES

The Headquarters of the Association shall be at Sahara Park Newlands, Cape Town, and the boundaries of the Association shall, from time to time, be determined by CSA.

6. COLOURS AND EMBLEM

The colours of the Association shall be royal blue and white. The emblem shall be the Protea with laurel leaves and may include the name of the sponsor/s of the Association from time to time.

7. PRINCIPLES

The Association is founded on the following principles:

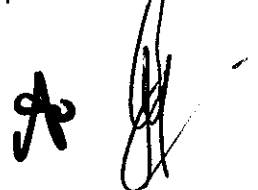
- 7.1 the participation of all inhabitants of South Africa in cricket without distinction based on colour, race, creed, religion, disability or gender;
- 7.2 mutual respect for Members of the Association;
- 7.3 strict adherence to the principle of non-racialism and the opposition to discrimination of any sort;
- 7.4 strict adherence to the principle of democracy and accountability;
- 7.5 the active addressing of the imbalances in cricket by developing, administering and providing opportunities for all who wish to play cricket.

8. POWERS AND DUTIES

The Association has all the powers and duties necessary to enable it to promote cricket in its area of jurisdiction and, without limiting the generality of the foregoing, has the following powers and duties:

Two handwritten signatures in black ink, one appearing to be 'A' and the other 'J'.

- 8.1 to promote, control, encourage, advance and generally assist and protect the interests of the Game of Cricket in the area of jurisdiction of the Association as a public benefit organisation in terms of section 30 of the Income Tax Act;
- 8.2 to govern and to make, alter and repeal rules governing, regulating and controlling the Game of Cricket in the area of jurisdiction of the Association;
- 8.3 to formulate, control, add to, repeal and amend conditions under which all competitions in all Divisions under the control of the Association are conducted and to regulate the conditions under which trophies offered to and accepted by the Association are competed for;
- 8.4 to originate and promote improvements in the By-Laws and Playing Conditions affecting cricket and to support or oppose proposed alterations thereto;
- 8.5 to encourage and assist with the dissemination of literature and information which may further the aims of the Association;
- 8.6 to subscribe, grant subsidies, loans and make donations out of and administer and invest the funds of the Association for purposes calculated to promote the interests and attain the objects of the Association;
- 8.7 to control and invest the funds of the Association to best advantage upon fixed deposit or other security as may be considered advisable;
- 8.8 to borrow and raise money for the purposes of the Association and to pledge as security for the repayment of such monies all or any of the Property or assets of the Association;
- 8.9 to purchase or otherwise acquire any Property deemed requisite for the purpose of the Association and sell or otherwise dispose of same in the interests of the Association;
- 8.10 to accept, refuse and cancel membership of the Association;
- 8.11 to establish, if deemed necessary, a Trust or Trusts for the carrying out of any of the objectives of the Association and to donate assets and/or Property to the Trust or Trusts as deemed necessary;
- 8.12 to acquire and hold shares in any company and sell or otherwise dispose of such shares in the interests of the Association;

Handwritten signatures in black ink, appearing to be initials or names, located at the bottom right of the page.

- 8.13 to transfer in any manner, but subject to clause 29.2, assets to a Company referred to in clause 8.12, to make loans with or without security to such company, to lease any of the Association's Property to such Company, and to allow such Company to use the Association's logo, colours, emblems and other assets on such terms as may be agreed by the Association and such Company.

9. MEMBERSHIP

9.1 GENERAL

The Association consists of the following Members:

- 9.1.1 Affiliated Clubs;

- 9.1.2 Duly affiliated bodies (hereinafter "Associates") which have received sanction from the General Council to operate under the control of the Association upon such conditions as may from time to time be approved by the Association. These are:

Western Province Youth Cricket Association;
Western Province Cricket Umpires Association;
Western Province Women's Cricket Association;
Western Province Tertiary Cricket;
Western Province Coaches' Association;
Western Province Disabilities Cricket Association.

9.2 APPLICATION FOR MEMBERSHIP

- 9.2.1 Applications for membership supported by a copy of a Constitution, list of officials and such further information as may from time to time be deemed necessary or advisable by Council, shall be lodged with the Chief Executive Officer in writing and such applications shall be decided by the Council. Notice of any application for membership shall be given in writing to all Members at least seven (7) days prior to the date upon which application is to be considered by Council.

- 9.2.2 A representative or *bona fide* member of any Affiliate or Associate may appear before Council in order to object to the membership application of any Affiliate or Associate and Council may require a duly authorised

representative of the applicant to appear before it to answer any question bearing upon the application.

9.3 **CRITERIA FOR ADMISSION OF NEW CLUBS AS AFFILIATES**

Council shall not admit any new clubs unless:

- 9.3.1 such new club serves a new area which is physically separated from an area served by an existing club; or
- 9.3.2 such new club is located on the periphery of or in a developing section of the region where such proposed club could extend and promote the game over a wider area; or
- 9.3.3 the existing neighbouring club or clubs have reached a size which, in the opinion of Council, is an optimum for that club or clubs; or
- 9.3.4 such new club would not, in the opinion of Council, adversely affect the interests of any existing affiliated club or body.

Notwithstanding the above, which shall ordinarily apply, Council shall retain discretion in relation to all matters relating to the admission of new clubs.

9.4 **NAME OR CHANGE OF NAME OF CLUBS TO BE APPROVED**

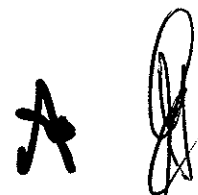
When considering applications for membership or change of name of Affiliates, the name or change of name of the applicant must be approved by Council.

9.5 **REGISTRATION OF CLUB COLOURS**

Each club shall register its colours and emblem with the Association.

9.6 **CONSTITUTION, BY-LAWS AND CODE OF BEHAVIOUR**

- 9.6.1 Members of the Association shall be bound by the Association's Constitution, By-Laws and Code of Behaviour.
- 9.6.2 Members shall be required at all times to be in possession of up to date copies of the Constitution, By-Laws and Code of Behaviour.



9.7 ANNUAL FINANCIAL STATEMENTS

Annual financial statements, compliant with the Association's minimum reporting requirements as advised from time to time, shall be submitted by all Members to the Association by no later than 31 July of each year.

9.8 SPONSORSHIP

No Member of the Association shall, without the consent of the Executive Committee, approach an individual or company in connection with sponsorship of any competition under the jurisdiction of the Association.

9.9 TERMINATION OR SUSPENSION OF MEMBERSHIP

9.9.1 Council may suspend or terminate the membership of any Affiliate or Associate on application brought on at least fourteen (14) days' written notice to Council:

9.9.1.1 at the written request of such Associate or Affiliate, which request shall be accompanied by such supporting documentation as the Chief Executive Officer may reasonably require;

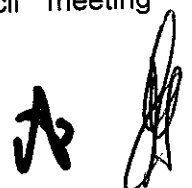
9.9.1.2 by the Chief Executive Officer upon receipt of proof of the dissolution of any Affiliate or Associate accompanied by such supporting documentation as the Association may reasonably require;

9.9.1.3 by the Chief Executive Officer in the event of any Affiliate or Associate ceasing to function;

9.9.1.4 by any other Member if, after due consideration, Council reasonably deems it in the best interests of the Association to do so.

9.9.2 Any application brought in terms of clause 9.9.1 shall clearly set out the reasons why such suspension or termination is sought and the applicant's interest in the matter.

9.9.3 Any Associate or Affiliate whose membership is being sought to be suspended or terminated, or any other party which has a legitimate interest in such termination or suspension or the opposition thereto, may make written submissions seven (7) days prior to the Council meeting contemplated in clause 9.9.1.



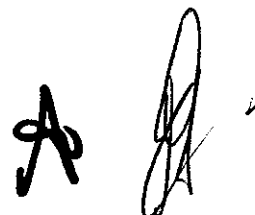
- 9.9.4 Any suspension or termination shall take effect fourteen (14) days after Council's decision to suspend or terminate such membership.
- 9.9.5 Any Affiliate or Associate whose membership has been suspended or terminated or any other party which has a legitimate interest in such termination or suspension may, within fourteen (14) days of Council's decision, appeal to the Appeals Committee, whose decision shall be final subject to the dispute resolution clauses of this Constitution. The effect of such an appeal is to hold in abeyance any such suspension or termination pending the finalisation of the appeal.
- 9.9.6 Any Affiliate or Associate whose membership has been suspended may apply to Council to have such suspension lifted on fourteen (14) days' written notice. Any party which has a legitimate interest in such application or the opposition thereto, may make written submissions to Council seven (7) days prior to the Council meeting contemplated in clause 9.9.1.
- 9.9.7 Any Affiliate or Associate whose membership has been terminated may re-apply for membership of the Association in terms of clause 9.2 of this Constitution and such application shall be considered as if it is a new application for membership.

10. ADMINISTRATION OF THE ASSOCIATION

The affairs of the Association shall be administered by the Executive Committee and its appointed sub-committees and ancillary companies in terms of the delegation of authorities by Council, subject to the control of Council.

10.1 THE EXECUTIVE COMMITTEE

- 10.1.1 The Executive Committee shall comprise:
- 10.1.1.1 the President;
 - 10.1.1.2 the Deputy President;
 - 10.1.1.3 the Vice-President;
 - 10.1.1.4 the Treasurer;
 - 10.1.1.5 (eight) 8 additional persons.

Two handwritten signatures in black ink, one appearing to be 'A' and the other a more complex signature.

10.1.2 The Executive Committee shall meet as often as may be necessary, but in any event not fewer than four (4) times per term.

10.1.3 The quorum at Executive Committee meetings shall be six (6) persons.

10.1.4 All members of the Executive Committee shall be elected at the Annual General Meeting of the Association. Nominations for the positions of President, Vice-President, Treasurer and the eight (8) additional members of the Executive Committee shall be received by the Chief Executive Officer at least fourteen (14) days prior to the Annual General Meeting. Such nominations shall be in writing and may be made by any Member (including Honorary Life-Members) of Council.

10.1.5 If a vacancy on the Executive Committee or any other Standing Committee occurs during any term of office, such vacancy shall be filled at the Council meeting following the meeting of the Executive Committee or Standing Committee at which the vacancy is recorded; provided that the period between the Council meeting at which the vacancy is fulfilled and the following Annual General Meeting shall not be taken into consideration for purposes of determining the period of four (4) consecutive terms as set out in clause 16.5. The provisions of clause 16.4 apply with the necessary changes to the filling of any vacancy in terms of this clause 10.1.5.

10.1.6 Any member of the Executive Committee who absents himself from any two (2) consecutive meetings of such Committee without submitting an acceptable reason in writing shall automatically vacate his seat.

10.2 **POWERS AND FUNCTIONS OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall have the following powers and functions:

10.2.1 to determine the policies of the Association, subject to the provisions of this Constitution and any decisions of Council;

10.2.2 to be responsible for the administration of club cricket, youth cricket, umpiring, scoring, women's cricket and amateur coaching, at all times subject to the policies of the Association;

10.2.3 to appoint the Chief Executive Officer and the General Manager of the Association;


Handwritten signatures in black ink, appearing to be initials or names, located at the bottom right of the page.

- 10.2.4 to appoint Selectors in terms of clause 23.4.1.3 of this Constitution;
- 10.2.5 to establish such *Ad Hoc* committees as it deems necessary to achieve the objects of the Association and to appoint the Convenor and members of such *Ad Hoc* Committees;
- 10.2.6 to appoint Disciplinary Committees in terms of clause 26 of this Constitution;
- 10.2.7 to nominate delegates to CSA;
- 10.2.8 to represent the Association in all its dealings with the Company, provided that the Executive Committee shall not dispose of any of the Association's shares in the Company without the approval of Council;
- 10.2.9 to delegate any of its powers or functions, either generally or specifically;
- 10.2.10 to nominate its members to represent the Executive Committee on the Standing Committees where representation of the Executive Committee is required in terms of this Constitution;
- 10.2.11 generally to do all such things as may be necessary to achieve the objects of the Association.

11. THE COMPANY

11.1 It is recorded that –

- 11.1.1 by virtue of its ownership of shares in companies, the Association is entitled to appoint directors to the boards of these companies;
- 11.1.2 the objects of these companies include the following:
 - 11.1.2.1 conduct the commercial interests of the Association, including the administration and operation of Sahara Park, Newlands;
 - 11.1.2.2 manage all the activities relating to professional cricket of which the Association forms part;
 - 11.1.2.3 organise and conduct multi-purpose events;
 - 11.1.2.4 fulfil such other functions and deal with such other matters as they may agree to perform in consultation with the Executive Committee;



11.1.2.5 hold shares in any subsidiary companies which include among their powers and functions any of the powers and functions listed in this clause 11, and to delegate to such subsidiary companies responsibility for the fulfilment of any of the aforementioned powers and functions.

11.2 Directors of these companies, or any other company established by the Association, shall be appointed by the Executive Committee from time to time, subject to the memorandum and articles of association of the relevant companies.

12. COUNCIL OF THE ASSOCIATION

12.1 Council of the Association shall comprise:

12.1.1 the Executive Committee as referred to in clause 10.1;

12.1.2 the Honorary Life-President and Honorary Life-Members;

12.1.3 two (2) representatives of each affiliated club having four (4) or more Senior Men's teams;

12.1.4 one (1) representative of each club having fewer than four (4) Senior Men's teams;

12.1.5 two (2) representatives of each of the following:

Western Province Cricket Umpires Association;

Western Province Youth Cricket Association.

one (1) representative of each of the following:

Western Province Women's Cricket Association;

Western Province Coaches' Association;

Western Province Disabilities Cricket Association;

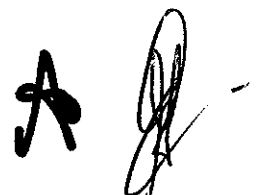
Western Province Tertiary Cricket.

12.2 Council shall meet no fewer than four (4) times per year, calculated from one AGM to the next.

13. POWERS OF COUNCIL

Council shall have the following powers in addition to any other powers conferred on it elsewhere in this Constitution:

13.1 to summon General Meetings of the Association;



- 13.2 to make, vary and repeal By-Laws and the Code of Behaviour for the regulation of the affairs of the Association. The Chief Executive Officer shall notify the Secretary of each Member of the making, variation or repeal of any By-Law and Code of Behaviour and the terms thereof, and such By-Laws and Code of Behaviour shall be binding unless set aside by a Special General Meeting called for that purpose;
- 13.3 to amend the Constitution by a Special General Meeting as set out more fully in clause 29 below;
- 13.4 to organise and control the various competitions and to decide all questions and disputes relating thereto and to arrange fixtures;
- 13.5 subject to the provisions of clause 11.1.2.2, to conduct and manage all affairs relating to all representative matches, tournaments and visiting teams, provided that Council shall not be authorised to give any financial guarantee unless covered by good and sufficient guarantors;
- 13.6 to delegate to the Executive Committee any of its powers including but not limited to the following:
- 13.6.1 to make and give receipts, release and other discharges for money payable to the Association and for claims and demands of the Association;
- 13.6.2 to open banking accounts in the name of the Association and to draw, accept, endorse, make and execute bills of exchange, promissory notes, cheques and other negotiable instruments to be signed by two (2) duly authorised signatories;
- 13.6.3 to appoint one (1) or more of the members of the Executive Committee to sign and execute any Power of Attorney, Agreements or other Deeds and Documents on behalf of the Association;
- 13.6.4 to institute, defend, oppose or settle legal proceedings for or against the Association; provided that no legal proceedings shall be commenced for and on behalf of the Association unless a prior resolution of the Executive Committee has authorised such proceedings. The Executive Committee shall, when passing such resolution, specifically name those persons who shall act on behalf of the Association;

Two handwritten signatures in black ink, one appearing to be 'JA' and the other a more complex signature.

- 13.7 generally to do all such things as deemed necessary to achieve the objects of the Association.

14. VOTING

- 14.1 At an Annual General Meeting, Special General Meeting and/or Council meeting and subject to clause 18, delegates as set out in clause 12 shall be eligible to vote.
- 14.2 Each such person and delegate present at such meetings shall have only one vote and no voting by proxy shall be allowed.
- 14.3 No Affiliate or Associate shall be represented by any person other than a duly authorised representative of such organisation acting in good faith.
- 14.4 Subject to clauses 21.3 and 29, all matters submitted to an *Ad Hoc* Committee, Standing Committee, Annual General Meeting, Special General Meeting, Council Meeting and/or Executive Committee Meeting shall be decided by the majority of votes cast by those present and eligible to vote.
- 14.5 The Chairman of the *Ad Hoc* Committee, Standing Committee, Annual General Meeting, Special General Meeting, Council Meeting and/or Executive Committee Meeting has a casting vote in the event of a deadlock other than on those matters referred to in clause 29.
- 14.6 In matters deciding the election of the President, Deputy President, the Vice-President and the Treasurer, the successful nominee must attract more than fifty percent (50%) of the total number of votes cast.

15. FINANCIAL STATEMENTS

The financial year of the Association shall be the twelve (12) months ending 30 April in each year. Council shall cause true accounts to be kept of the funds received and expended by the Association and of the assets, liabilities and balances of the Association which shall be audited by one or more auditors appointed at the Annual General Meeting, as recommended by the Audit and Risk Committee, for that purpose.

