

**THE CONSTITUTION**

**OF**

**CRICKET KENYA**

**©Cricket Kenya 2021**

**TABLE OF CONTENTS**

*PREAMBLE*..... 5

*ARTICLE 1: NAME, REGISTERED OFFICE & STATUS*..... 6

*ARTICLE 2: INTERPRETATIONS*..... 6

    2.1 DEFINITIONS..... 6

    2.2 ABBREVIATIONS ..... 8

    2.3 CONSTITUTION..... 9

*ARTICLE 3: NON-PROFIT ORGANIZATION* ..... 10

*ARTICLE 4: GUIDING PRINCIPLES OR STANDARDS*..... 10

*ARTICLE 5: AIMS & OBJECTIVES*..... 11

*ARTICLE 6: AFFILIATION* ..... 12

*ARTICLE 7: MEMBERSHIP* ..... 12

    7.1.6 Requirements for Honorary Membership ..... 14

    7.6.4 Re-Admission ..... 17

*ARTICLE 8: GOVERNANCE*..... 17

    8.1 The Council..... 17

    8.2 Composition of the Council..... 17

    8.3 Duties and Powers of Council..... 18

    8.4: EXECUTIVE BOARD..... 19

    8.4.2: Term of Office for Executive Board Members ..... 19

    8.4.3: Duties and Powers of The Executive Board ..... 20

    8.4.4 Board Meetings ..... 21

    8.5 Duties and Powers of The Executive Board Members ..... 23

8.5.1 The Chairperson .....	23
8.5.2 Qualifications for Chairperson .....	23
8.5.3: The Vice Chairperson.....	24
8.5.4 Qualifications for The Vice Chairperson .....	24
8.5.5 The Treasurer .....	24
8.5.6 Qualifications for The Treasurer .....	25
8.5.7: The Chief Executive Officer.....	26
8.5.8: The CEO shall:.....	26
8.5.9: Qualification for Appointment as Chief Executive Officer .....	27
8.5.10 Development Director .....	27
<b>ARTICLE 9: GENERAL MEETINGS .....</b>	<b>28</b>
9.1 The Annual General Meetings .....	28
9.2 Special General Meetings .....	30
9.3 Quorum for Special General Meetings .....	30
<b>ARTICLE 10: NOMINATIONS AND ELECTION.....</b>	<b>31</b>
10.1 Appointment of Independent Election Panel.....	31
10.2 Notice of Election .....	31
10.3 Nominations.....	31
10.4 Elections .....	32
10.5: Eligibility.....	34
<b>ARTICLE 11: REMOVAL FROM OFFICE.....</b>	<b>36</b>
<b>ARTICLE 12: VACANCY .....</b>	<b>37</b>
<b>ARTICLE 13: CONFIDENTIALITY .....</b>	<b>38</b>
<b>ARTICLE 14: BY LAWS .....</b>	<b>38</b>

<i>ARTICLE 15: AUDITOR</i> .....	39
<i>ARTICLE 16: INDEMNITY FOR MEMBERS OF EXECUTIVE BOARD &amp; COUNCIL</i> .....	39
<i>ARTICLE 17: DISSOLUTION</i> .....	40
<i>ARTICLE 18: INFRINGEMENT OF THE CONSTITUTION &amp; BY-LAWS</i> .....	40
<i>ARTICLE 19: BORROWING POWERS</i> .....	41
<i>ARTICLE 20: CONFLICT OF INTEREST</i> .....	41
<i>ARTICLE 21: GOOD CORPORATE GOVERNANCE</i> .....	42
<i>ARTICLE 22: ANTI-DOPING, ANTI-CORRUPTION &amp; ETHICS</i> .....	42
<i>ARTICLE 23: TRANSITIONAL CLAUSES</i> .....	42
<i>ARTICLE 24 AMENDMENTS TO THE CONSTITUTION</i> .....	43
<i>ARTICLE 25: ENFORCEMENT</i> .....	<i>Error! Bookmark not defined.</i>

## **PREAMBLE**

For our love of the game of Cricket in Kenya and in the entire globe; And for our desire and commitment to grow and popularize the game of Cricket; We forthwith give this Constitution of Cricket Kenya, unto our generation and those yet to come!

We, Members of the Cricket Normalization Committee do honor the founders of Cricket Kenya, those who previously served in the Executive Board, the Council, various Committees and Offices; and we are proud to be associated with Cricket Kenya.

## **ARTICLE 1: NAME, REGISTERED OFFICE & STATUS**

**1.1** The name of the Organization is “Cricket Kenya” registered under Section 47 of the Sports Act, Laws of Kenya and hereunder referred to as CK.

**1.2** The Headquarters of CK shall be situated in Nairobi at publicly accessible premises where it will maintain an office and keep all documents, office records, files, and property of the Federation.

## **ARTICLE 2: INTERPRETATIONS**

### **2.1 DEFINITIONS**

In this Constitution and any by-laws made thereunder, except where the context otherwise requires: -

“**Act**” Means the Sports Act No. 25 of 2013.

“**By-laws**” Means the rules and regulations formulated by the Executive Board and ratified by the Council at an Annual General Meeting or a Special General Meeting for the proper management and development of the game of Cricket in Kenya.

“**Chief Executive Officer**” Mean the Chief Executive Officer of CK appointed under Article 8.5.8 of this Constitution by the Executive Board.

“**Club**” Means a sports organization registered under Section 46 of the Sports Act for the purpose of developing the sports of cricket at the county level.

“**Code of Conduct**” Means rules and regulations that govern the behavior of members, officers, officials of CK and includes the International Cricket Council’s Ethics Code, Anti-Corruption Code and Anti-Discrimination Code.

“**Committee**” Means a committee constituted under Article 8.4.5 of this Constitution.

“**Constitution of Kenya**” Means the Constitution of Kenya, 2010.

“**County**” Means the territory of Kenya divided into counties as specified in the First Schedule of the Constitution of Kenya, 2010.

**“Council”** Means the supreme governing body of CK constituted under Article 8.1 of this Constitution.

**“County Cricket Association”** Means a County Sports organization registered under section 46 of the Sports Act and whose area of operations is within a County or whose reach is only within a county and is affiliated to CK.

**“Cricket Coaches Body”** means a Professional Sports Body by whatever name licensed under section 45(4) of the Sports Act as read together with Paragraph 16 of the Sports Registrar Regulations of 2<sup>nd</sup> September 2016 to deal with matters relating to cricket coaches in Kenya.

**“Cricket Players Welfare Association”** means a professional sports body licensed under section 45(4) of the Sports Act as read together with Paragraph 16 of the Sports Registrar Regulations of 2<sup>nd</sup> September 2016 to deal with matters relating to the welfare of cricket players in Kenya”.

**“Delegate”** Means member of the council with voting rights at a general Meeting of CK.

**“Effective Date”** Means the date when this Constitution is adopted by CK at a stakeholder validation conference;

**“Executive Board”** Means members of the Executive Board of CK elected under Article 8.4.1 of the Constitution.

**“Federation”** Means Cricket Kenya.

**“Financial Year”** Means the year commencing 1<sup>st</sup> January and ending 31<sup>st</sup> December.

**“Licensed”** means being licensed under Section 45 of the Sports Act.

**“Member”** means any person, professional Sport body, County Cricket Association and is affiliated to CK and has paid annual subscription and has been admitted as a member of CK.

**“Official”** means any administrator, coach, umpire, match referee, team manager, scorer, statistician, or any other person who holds a position as an official in the Cricket.

“**Official Rules**” means rules of the game of cricket as released and updated by the ICC from time to time for national and international competition.

“**Proxy**” means a person representing a bonafide delegate who is unable to attend a General Meeting of the Council to vote on behalf of such delegate.

“**Registrar**” means the Sports Registrar appointed under section 45 of the Sports Act.

“**Rules and Regulations**” means the regulations issued for the management of Cricket in Kenya in conformity with this constitution, the Sports Act, and any other relevant law.

“**Schools**” and “**Colleges**” means any educational institution duly recognized by the Ministry responsible for matters relating to education.

“**Seal**” means the common seal of CK.

“**Sports Act**” means the Sports Act (2013) and as amended from time to time.

“**Sports Disputes Tribunal**” is a tribunal constituted under Section 55 of the Sports Act No. 25 of 2013.

“**Umpires Scorers Body**” means a professional sports body by whatever name licensed under section 45(4) of the Sports Act as read together with Paragraph 16 of the Sports Registrar Regulations of 2<sup>nd</sup> September 2016 to deal with matters relating to cricket umpires and scoring in Kenya”.

## 2.2 ABBREVIATIONS

<b>ACA</b>	Africa Cricket Association.
<b>ADAK</b>	Anti-Doping Agency of Kenya.
<b>AGM</b>	Annual General Meeting.
<b>CAS</b>	Court of Arbitration for Sports.
<b>CEO</b>	Chief Executive Officer.
<b>CK</b>	Cricket Kenya



<b>ICC</b>	International Cricket Council.
<b>IOC</b>	International Olympic Committee.
<b>KCA</b>	Kenya Cricket Association
<b>KNSC</b>	Kenya National Sports Council.
<b>MCC</b>	Marylebone Cricket Club
<b>NOCK</b>	National Olympic Committee of Kenya.
<b>SDT</b>	Sports Dispute Tribunal.
<b>SGM</b>	Special General Meeting.
<b>WADA</b>	World Anti-Doping Agency.

## **2.3 CONSTITUTION**

In this Constitution, unless the context requires otherwise:

- (a)** Words importing the masculine gender shall include the feminine gender and vice versa.
- (b)** Words importing the singular shall include the plural and vice versa.
- (c)** Reference to any statute is deemed to include all provisions amendments, revisions, substitutions and or consolidations made from time to time.
- (d)** A reference to a “day” means any day of the week and is not limited to working days unless specified otherwise.
- (e)** A reference to a person includes body corporate, the legal personal representative, successors and permitted assignees of that person or body corporate.
- (f)** A reference to any agreement includes an agreement that is modified, supplemented, innovated, or substituted from time to time.
- (g)** Headings of the Articles and the table of contents page under this Constitution are for reference only and shall not affect interpretation of this Constitution.

### **ARTICLE 3: NON-PROFIT ORGANIZATION**

**3.1** CK is a non-profit Federation that exists for the purpose of carrying out business that is solely beneficial to the Federation and its Members.

**3.2** The income and the assets of CK shall be applied for investment and the promotion of its objectives provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any office bearer of the Federation, or any Member of it in return for any service actually rendered to the Cricket Kenya.

### **ARTICLE 4: GUIDING PRINCIPLES OR STANDARDS**

**4.1 Affiliation:** A body or Sports Organization that seeks to be affiliated to CK must be registered or licensed under the Sports Act as the case may be.

**4.2 Anti-Doping Rules and Regulations:** CK, all its Members, Athletes, Coaches, Referees, Agents and Elected and Technical Officials shall comply with the anti-doping rules and regulations as amended from time to time by the Anti-Doping Agency of Kenya, International Cricket Council and World Anti-Doping Agency.

**4.3 Code of Conduct:** CK shall develop a Code of Conduct or Ethics applicable to its members and all its affiliates.

**4.4 Compliance:** CK and all its members, officials and affiliated Sports organizations shall adhere to this Constitution, rules and regulations developed by CK, the Sports Act, ICC statutes, and any other relevant law.

**4.5 Dispute Resolution:** CK shall develop an Internal Dispute Resolution Mechanism for the resolution of disputes. Such mechanism will initially involve an informal process of resolution before a committee to be established by CK. In the event the dispute is not resolved, it shall be referred for resolution in accordance with the Sports Act, Number 25 of 2013.

**4.6 Gender Equity:** CK shall always uphold the Constitutional principle of gender equity and take measures to implement the principles that not more than two-thirds of elective or appointive positions are of the same gender.

**4.7 Good Governance:** CK and its members and officials shall promote the principles of good governance including but not limited to; accountability and

transparency, fairness, stakeholder identification and inclusivity, diversity, and work towards gender parity.

**4.8 Rules of the Game:** All athletes and technical officials shall endeavor to understand rules and regulations of the game as set from time to time by CK in line with MCC law and regulation.

## **ARTICLE 5: AIMS & OBJECTIVES**

The aim and objectives of CK shall include: -

**5.1** Promotion, development, enhancement, and protection of Cricket.

**5.2** Promote the development of Cricket in amongst marginalized persons, including women and persons with disability in line with Article 100 of the Constitution of Kenya 2010.

**5.3** Maintenance of good standing with all governing and regulatory bodies.

**5.4** Coordination of technical information on physical training, equipment, design, coaching and performance analysis.

**5.5** Development of Internal Dispute Resolution Mechanisms in accordance with the Sports Act, Sports Registrar Regulations and any other relevant law.

**5.6** Adherence to this Constitution, CK Code of Conduct, Sports Act and other relevant laws.

**5.7** Observance of anti-doping policies, laws, rules, and regulations as developed and amended from time to time by the Anti-Doping Agency of Kenya, the World Anti-Doping Agency and the ICC.

**5.8** Fostering friendly relations among the members, officials, players and supporters of the sport of cricket in Kenya.

**5.9** Exercising control of Cricket by taking such steps as shall be deemed necessary for preventing infringement of the Constitution 2010, the Sports Act, any other relevant law, this Constitution, and any by-laws made thereunder, and enforcing the laws of the game as laid down and amended from time to time by the ICC.

**5.10** Prevention of all forms of discrimination whether directly or indirectly against any person on any ground, including race, sex, pregnancy, marital status, health status, ethnic or social origin, color, disability, religion, conscience, belief, culture, dress, language, or birth.

**5.11** Promulgation and observance of by-laws by all members of CK.

**5.12** Management and encouragement of tours within and outside Kenya.

**5.13** Management and encouragement of tours of Kenya by foreign national teams.

**5.14** Promotion of fair and meritorious selection of National Teams to represent Kenya in international tournaments and championships based on international best practices.

**5.15** Mobilization of resources through levies, subscription, gate charges, sponsorships, donations and any other resources from any Persons or institutions to achieve the objectives of CK.

**5.16** Establishment of linkages and strategic alliances with other organizations, to foster and promote Cricket.

**5.17** Development of capacities of CK's technical and administrative officials.

**5.18** Generally, handle all matters concerning the Cricket in Kenya.

## **ARTICLE 6: AFFILIATION**

**6.1** CK shall affiliate and cooperate with; -

- (a) Kenya National Sports Council (KNSC);
- (b) National Olympic Committee of Kenya (NOCK);
- (c) The ICC;
- (d) any other regional and or Continental Cricket associations affiliated to ICC.

## **ARTICLE 7: MEMBERSHIP**

### **7.1 Categories of Membership**

There shall be three (3) categories of membership comprising of;

- (a) Full Members
- (b) Associate Members
- (c) Honorary Members

### **7.1.1 Full Members and their Voting Rights**

- (a) A full member shall be the County Cricket Association. A full Member shall be entitled to vote at the Annual General Meeting.
- (b) County Cricket Sports Association shall be entitled to three (3) votes each comprising of the Chair, Secretary, and the Treasurer. In the absence of any of these officials, the absent official shall appoint a proxy who is a member of the County Association to vote on his behalf.

### **7.1.2 Requirements for Full Members**

- (a) Proof of registration under the Sports Act.
- (b) Submit in writing a list of all their players, details of their physical location and their officials and a copy of the Constitution.
- (c) Submit a written undertaking to CK that it will conform with this Constitution, the Sports Act and any other relevant law;
- (d) Evidence of registered clubs affiliated to County Cricket Association;

### **7.1.3 Associate Members and their Voting Rights**

- (a) Any Professional Sports Body with objectives of development and promotion of Cricket that is licensed under Sports Act may apply to be registered as an Associate Member of CK
- (b) An Associate Member shall have a single vote at any election of Cricket Kenya.
- (c) An Associate Member shall enjoy all the rights and privileges of a Full Member and may sponsor or second a motion submitted to Cricket Kenya.

### **7.1.4 Requirements for Associate membership**

- (a) Proof of registration under the Sports Act.
- (b) Submit in writing a list of all their members, details of Associate Member's physical location and their officials.
- (c) Submit a written undertaking to CK that it will conform with this Constitution, the Sports Act and any other relevant law;

### **7.1.5 Honorary Members**

- (a) These are individuals who have diligently served CK, any County Cricket Association or Club for at least two terms and have been honored as such at annual General Meeting or any individual designated as such by the Executive Board and approved by the Council.
- (b) An Honorary Member shall be afforded all rights of membership except the right to vote.

### **7.1.6 Requirements for Honorary Membership**

Honorary members shall be appointed by the Executive Board and approved by the Council upon nomination by a member or upon application by any qualified person.

#### **7.1.7 For County Sport Associations**

- (a) Proof of registration under the Sports Act.
- (b) Submit in writing a list of all their members details of the Association's physical location and their officials and a copy of the Constitution.
- (c) Submit a written undertaking to CK that it will conform with this Constitution, the Sports Act and any other relevant law;
- (d) Evidence of registered clubs affiliated to County Cricket Association;

**7.2** An application for affiliation to CK shall be considered by the Executive Board within 30 days of receipt of the application and approved by the Council within 30 days of receipt of the application from the Executive provided the application satisfies the requirements of this Constitution.

**7.3** The Constitution and rules of County Cricket Association shall not be in conflict with this Constitution, Sports Act, ICC Statutes and any other relevant laws.

**7.4** Each County Cricket Association shall pay an annual subscription fee to CK to be fixed at an AGM which shall be paid within 30 days of written demand made by the Chief Executive Officer.

### **7.5 Member Registration and Subscription Fees**

- (a) Each Member or Associate Member shall pay such Membership fee, Annual Subscriptions, Affiliation, Insurance and Competition fees as may be determined by the Annual General Meeting from time to time. All fees paid to CK shall be non-refundable.
- (b) Membership fee shall be paid once by members and the same will be used to maintain membership and support participation in activities of CK.
- (c) The annual subscription shall be payable in advance on or before the fifth working day of the first month of each calendar year and shall be valid until the end of the calendar year.
- (d) No Member shall be entitled to vote at the Annual General Meeting if they are in arrears of any fees due to CK.

## **7.6 LOSS OF MEMBERSHIP AND DISCIPLINE**

### **7.6.1 Loss of Membership**

- (a) A Member may resign by giving a thirty days' notice in writing to the CEO.
- (b) A member may be fined, censured, suspended, or expelled from membership with CK for such period and terms as the Executive Board may determine on approval of the Council for such misconducts including, but not limited to:
  - i. Infringement of this Constitution, Regulations, Rules, By-laws, Standing Orders of CK and the Constitution of Kenya 2010 and its enabling laws;
  - ii. Non-payment of the prescribed fees or any dues to Cricket Kenya within the time allowed in each case and non-payment of any other debts to CK;
  - iii. Any gross misconduct which brings CK and Cricket into disrepute;
  - iv. Violating decision of the Arbitrator appointed in accordance with the provisions of this Constitution;
  - v. If CK ceases to exist legally;
  - vi. Where a County Cricket Association fails to maintain a prescribed minimum number of affiliate Clubs as set out in CK's Constitution, Sports Act or any other regulations or relevant law.

(c) In case of such alleged misconduct, the accused member will be notified in writing of the wrongdoing and given a minimum of 7 days to respond to the allegation.

(d) The response will be deliberated upon by the Executive Board and the accused given an opportunity to defend himself personally or through an attorney. A decision of the Board will be communicated to the accused within 7 days. The accused may appeal the decision of the Board to the Council within 14 days of such verdict.

(e) All disputes involving athletes, athlete support, personnel or other persons under the Federation's jurisdiction, (other than those arising under the Anti-Doping Regulations or as otherwise expressly specified in this Constitution or any Federation Regulation), shall be submitted to a hearing before the Disciplinary and Ethics Committee.

#### **7.6.2 Principles of Hearing of Disciplinary Matters:**

All hearings under the Federation's Rules and Regulations shall respect the following principles-

- (a) A timely and fair hearing by the CK Ethics and Disciplinary Committee before taking the dispute or matter for mediation or arbitration to the Sports Registrar or as provided for under the Sports Act.
- (b) The right to appeal to SDT by a person or party not satisfied with the decision of the Registrar;
- (c) The right of the individual or body to be informed of the charge against him;
- (d) The right to present evidence, including the right to call and question witnesses,
- (e) The right to be represented by legal counsel and an interpreter (at the individual's expense) and
- (f) A timely decision in writing.

#### **7.6.3 Effects of Loss of Membership**

- (a) In case an official of a County Cricket Association resigns, the Association shall appoint another official in acting capacity for a period not exceeding 90 days and thereafter conduct fresh election to fill the vacancy.



- (b) For an associate and honorary member CK will immediately remove the members from its register and cease any relationship with them forthwith.
- (c) A Member who is suspended or ceases to be a Member shall forfeit all membership rights in CK until the suspension is lifted or the punishment takes effect ; and,
- (d) Any CK documents, records or other property in the possession, custody or control of that Member shall be returned to CK immediately.

#### **7.6.4 Re-Admission**

Any member who resigns or is suspended or expelled by CK and provides a satisfactory explanation may at the discretion of the Executive Board and Special Resolution passed at the Council meeting and upon full payment of all membership fees, be re-admitted to membership.

### **ARTICLE 8: GOVERNANCE**

The principal organs of Cricket Kenya shall be; -

**8.1** The Council, and

**8.2** The Executive Board.

#### **8.1 The Council**

- (a) There shall be a Council that will be the supreme governing body of Cricket Kenya;
- (b) The Council shall meet at least, once a year on a fourteen-days written notice for the Annual General Meeting (AGM) or such lesser period as may be determined by the Executive Board.
- (c) Quorum at Council meetings shall require the presence of, at least, half of the representative members of the Council and such number shall include representation by, at least, 50% of the affiliated Counties.

#### **8.2 Composition of the Council**

The Council shall comprise of;

- (a) Executive Board
- (b) 3 delegates from each registered County Cricket Association
- (c) A representative of a licensed Umpires Scorers body
- (d) A representative of a licensed Coaches body
- (e) One man and one-woman representing Cricket Athletes nominated by the Cricket Players Welfare Association.

### **8.3 Duties and Powers of the Council**

The Council shall have power to;

- (a) Oversee matters of policies, procedures, strategies, standards, guidelines and to enforce the obligations and responsibilities imposed upon it by this Constitution and any by-laws made thereunder.
- (b) Approve and ratify membership, appointments to Standing Committees and decisions of the Board relating to policy direction, loss and discipline of membership, finance and investment.
- (c) Appoint an independent panel to hear and determine any appeals and emerging issues subject to provisions provided under this Constitution, for action taken by the Board against any member, official or player for an infringement of this Constitution, the Sports Act, any other relevant law and or nay by-laws made thereunder or whose conduct is calculated to bring the game of cricket into disrepute;
- (d) Approve or waive the prescribed fees to be paid by members. All fees shall fall due on 1<sup>st</sup> day of January of each and every year and shall be payable within the first five (5) working days of the calendar year starting on 1<sup>st</sup> of January;
- (e) Attend the Annual General Meetings and any Special General Meetings.
- (f) Appointment of auditors and adopt Audit Reports;
- (g) Elect, suspend, expel, admit and or reinstate members of the Executive Board or members as the case may be
- (h) Adopt and /or amend CK Constitution;
- (i) Perform such other function as may be specified in this Constitution.

## 8.4: EXECUTIVE BOARD

### 8.4.1 Executive Board Composition

Cricket Kenya shall have an Executive Board elected by Members except for (d),(g) and (h) herein below and shall be composed of:

- (a) The Chairperson;
- (b) The Vice Chairperson.
- (c) Treasurer.
- (d) Development Director.
- (e) Director, Women's Cricket
- (f) One person representing Cricket County Associations
- (g) One person representing Cricket Sports Clubs;
- (h) Chief Executive Officer who shall be an *Ex-officio* member and CEO to the Board and the Council.
- (i) Members appointed by the Council to meet the two third Gender rule as provided for by the Constitution of Kenya 2010.

The Board may co-opt any person or persons with certain required expertise as a Non-Executive Member(s) of the Board or any of its committees to further the objectives of CK. Such persons may be invited to attend meetings and activities of CK as required but shall have no voting rights.

### 8.4.2: Term of Office for Executive Board Members

- (a) The CEO, Development Director and other non-elected members of the Board shall serve for a period of three years and shall be eligible for reappointment for one further term of three years.
- (b) The elected members of the Board shall serve for a period of four years, and shall be eligible for re-election for one further term of four years.

- (c) The four-year term for Members of the Board shall commence at the conclusion of the Annual General Meeting at which they are elected and expire at the conclusion of the fourth Annual General Meeting after election.

#### **8.4.3: Duties and Powers of The Executive Board**

The duties and powers of the Executive Board shall be to;

- (a) Make decisions upon all matters of administration and management of CK;
- (b) Appoint in consultation with and approval of the Council; a Chief Executive Officer who shall be an *ex-officio* Member and CEO to the Board;
- (c) Appoint any person or persons as any be deemed necessary to serve on any of the Committees or Sub-Committees of CK;
- (d) The Board may appoint such officers, agents and staff as are necessary for the proper and efficient discharge of the Functions of CK under this Constitution, upon such terms and conditions as the Board may determine in compliance with the employment and labour laws and regulations.
- (e) Approve tournaments between County Association Affiliated to CK and to control and sanction any proposed national and international tournaments both within and outside Kenya at all times in accordance with ICC rules and regulations including, in particular, the ICC regulations on the sanctioning of events (as they may be amended from time to time).
- (f) Exercise control over all categories of membership;
- (g) Ratify and or notify the Council of the recommendations and or decisions of the Disciplinary Committee and any Arbitration process;
- (h) Suspend a County Cricket Association affiliated to CK for gross misconduct or financial mismanagement subject to approval by the Council;
- (i) Implement decisions, policies and programs adopted by the General Meetings and to report to the General Meeting annually on their implementations;
- (j) Adopt and review the CK Strategic Plan, Constitution and policies and submit to the Council for approval;

- (k) Consider and advise on any violation or infringement of the Constitution, rules and regulations of CK and or ICC Statutes and take necessary actions and or recommendations to the Council;
- (l) Administer the financial affairs of CK in conformity with financial policies decided in the General Meetings and other acceptable financial standards;
- (m) Make rules providing for the proper custody and maintenance of the files, registers and accounts of the Association and the duties of the office bearers in relation thereto
- (n) Responsible for the management of the Association and for that purpose may give directions to the officers as to the manner in which within the law, they shall perform their duties;
- (o) Carry out any act necessary to achieve the objectives of CK in accordance with the Constitution, the Sports Act and any other relevant law; while adhering to the ICC Constitution membership criteria; and
- (p) Make decisions and take any necessary actions on behalf of CK within the provisions of the Constitution, the Sports Act and any relevant law for the purpose of promoting the aims and objectives of CK.

#### **8.4.4 Board Meetings**

- (a) The Board shall meet regularly as required and at least quarterly in order to effectively lead CK.
- (b) A fourteen-day notice or, in the case of emergency, such shorter period as the Chairperson or Vice Chairperson may determine shall be issued.
- (c) A Special Meeting of the Board may be convened within reasonable time if requested by, at least, five (5) Members of the Board in writing duly signed by each of the 5 Board members.
- (d) The Quorum for Board Meetings shall be two-thirds of the elected and appointed members. Co-opted members may be invited to different meetings as need arises.
- (e) Except for ex-officio and co-opted Members, each Member of the Board shall have one (1) vote on any matter. The Chair shall have a casting vote in the event of a tie.

- (f) Board papers should be availed to members at least three days prior to the date of a Board meeting.

#### **8.4.5 Board Committees**

The Board shall:

- (a) At its first meeting following elections appoint Conveners and members of the Board to the following Standing Committees (Including other Committees) drawn from the Board and other Members of Cricket Kenya as well as non-members if necessary:
- i. Audit, Compliance and Risk Management
  - ii. Leagues and Competitions
  - iii. The Disciplinary and Ethics
  - iv. Finance & Marketing
  - v. Health and Medical Committee
  - vi. Women and Youth Cricket Committee
  - vii. Technical and Sports Development Committee
- (b) Co-opt a person of required expertise to the Committees of the Board as it may deem necessary.
- (c) Provide terms of reference for each committee and may delegate certain decisions to the Committees as it may deem fit provided that the delegation of such decisions shall be as set out in the Committee's Terms of Reference.
- (d) Review the mandate of each committee periodically.
- (e) Determine the frequency of meetings of committees.
- (f) Determine the composition, role, responsibilities, powers, functions, and procedures of each Standing Committee.

#### **8.4.6 Board Workplan**

The Board shall at the beginning of each financial year ensure development of its own annual Workplan

#### **8.4.7 Board Remuneration**

There shall be no remuneration for Board and Committee members, except as provided for in Article 3.2.

### **8.5 Duties and Powers of The Executive Board Members**

#### **8.5.1 The Chairperson**

The duties and powers of the Chairperson shall be; -

- (a) Provide overall leadership to the Board
- (b) Play a key Role in setting of the Agenda for the Board meeting
- (c) Preside over all meetings of the Board in which he is present and shall conduct such meetings in accordance with this Constitution;
- (d) Ensure observations of the rules and regulations of this Constitution;
- (e) Promote good relationship with stakeholders including the Government, the ICC, other national and international Sports bodies, and participating at meetings of such bodies.
- (f) Sign confirmed minutes of the Board;
- (g) Hold a casting vote in the event of a tie.
- (h) Be a signatory to CK Bank Accounts; and

#### **8.5.2 Qualifications for Chairperson**

**A person shall be eligible for election under Article 10.5;** if that person holds the following qualifications and any such other terms and conditions as may be determined by the Council: -

- (a) Is a Kenyan citizen
- (b) Has demonstrable record of strategic leadership and managerial capacity.

- (c) Has knowledge and experience of not less than five (5) years in the field of Cricket.
- (d) Ability to portray and uphold positive national image and work in a multicultural and multi-ethnic environment with sensitivity to and respect for diversity;
- (e) Be of high ethical standards, integrity and accountability and comply with the requirements of Chapter Six of the Constitution of Kenya.

### **8.5.3: The Vice Chairperson**

The Vice Chairperson's duties and powers shall be as follows:

- (a) Deputizing the Chairperson in performing his duties and such other duties as may be delegated or assigned to him by the Board or the Chairperson;
- (b) Performing duties of the Chairperson where he may be temporarily or permanently unable to perform;

### **8.5.4 Qualifications for The Vice Chairperson**

A person shall be eligible for election under Article 10.5: if that person:

- (a) Is a Kenyan citizen and a member of CK in good standing.
- (b) Has demonstrable record of strategic leadership, managerial capacity and competence in financial management;
- (c) Possesses knowledge and experience of not less than five (5) years in any field of Sport, two of which should have been in Cricket.
- (d) Demonstrates ability to work in a multicultural environment.
- (e) Complies with the requirements of Chapter Six of the Constitution of Kenya.

### **8.5.5 The Treasurer**

The Treasurer shall be responsible for:

- (a) Keeping and maintaining the books of accounts for CK;



- (b) Ensuring that accounts for CK are fully and accurately kept;
- (c) Reporting quarterly to the Board on the financial status of CK;
- (d) Ensuring safe custody of all monies, movable property and assets and properly accounting for the same;
- (e) Providing the Board and the Council with Financial Statements as and when required;
- (f) Supervising the general accounts of CK and if so authorized, countersign cheques in settlement of accounts presented to the Organization;
- (g) Preparing and submitting to the Board for approval before the Annual General Meeting an income and expenditure account covering Cricket Kenya's finances for the Financial Year;
- (h) Ensuring that all payments and expenditures are duly authorized;
- (i) Keeping separate accounts for each competition for which CK is directly responsible;
- (j) Submitting Annual Audit Reports to the Annual General Meeting and the Sports Register;
- (k) Signing CK Bank Accounts;
- (l) Performing such other duties as may from time to time be directed to perform by the Board

#### **8.5.6 Qualifications for The Treasurer**

**A person shall be eligible for election under Article 10.5:** if that person holds the following qualifications and any such other terms and conditions as may be determined by the Council: -

- (a) Is a Kenyan citizen
- (b) Has demonstrable record of strategic leadership, thorough knowledge of governance, financial and fiscal policies, strategic planning, public finance management, human resource management, budgeting process,

procurement laws, infrastructural development and governing laws, further supported by relevant training and certificates;

- (c) Has knowledge and experience of not less than ten (10) years in the field of Cricket Sport and at least ten (10) years post qualification experience, five (5) of which have been at senior management level
- (d) Has the ability to portray and uphold positive national image and work in a multicultural and multi-ethnic environment with sensitivity to and respect for diversity;
- (e) Be of high ethical standards, integrity and accountability and comply with the requirements of Chapter Six of the Constitution of Kenya

#### **8.5.7: The Chief Executive Officer**

- (a) There shall be a Chief Executive Officer who shall be an *ex-officio* member and Secretary to the Board
- (b) The CEO shall be appointed by the Board through a process to be determined by the Board.

#### **8.5.8: The CEO shall:**

- (a) Be in charge of the day-to-day administration of the affairs of CK subject to the direction and authority of the Board;
- (b) Provide strategic leadership and overall execution of day-to-day administration of the affairs of CK strategic leadership and ensuring excellence in the provision of services to the CK.
- (c) Execute and communicate the Board's strategies, decisions and policies to CK members;
- (d) File reports and any other required information to ICC, ACA, the Sports Registrar and any other relevant office;
- (e) Maintain a register of Members, affiliates and officials of CK;
- (f) Be an Ex-Officio member of the Board with no voting rights at any meetings of CK.
- (g) Perform such other duties as he may from time to time be directed to perform by the Board so long as such directions are not inconsistent with provisions of the Constitution, and other regulations and rules binding the Organization.

### **8.5.9: Qualification for Appointment as Chief Executive Officer**

A person shall be eligible for appointment under Article 8.5.7 if that person holds the following qualifications and meets any other terms and conditions as may be determined by the Board: -

- (a) Has thorough knowledge and experience of governance, financial and fiscal policies, strategic planning, public finance management, human resource management, budgeting process, procurement laws, infrastructural development and governing laws, further supported by relevant training and certificates of not less than ten (10) years in the relevant field five (5) of which have been at senior management level.
- (b) Ability to portray and uphold positive national image and work in a multicultural and multi-ethnic environment with sensitivity to and respect for diversity.
- (c) Be of high ethical standards, integrity and accountability and comply with the requirements of Chapter Six of the Constitution of Kenya.

### **8.5.10 Development Director**

The Development Director shall be appointed by the Board and ratified by the Council at the Annual General Meeting and shall be responsible to the Board for-

- (a) Promoting, coordinating and developing Cricket in all Counties;
- (b) Ensuring all County Associations comply with this Constitution;
- (c) Reporting all the common and generic problems faced by County Associations to the CEO General together with solutions thereto, if any;
- (d) Performing such other duties as may be directed from time to time by the Board; and

### **8.5.11 Director, Women's Cricket**

The Women Cricket Director shall be an elective position and shall be responsible to the Board for-

- (a) Promoting, coordinating and developing Women Cricket in all Counties;
- (b) Ensuring all County Cricket Associations have at least two Women teams.
- (c) Coordinating grassroots talent identification and development for girls in schools and at community level.
- (d) Establishment and running of a National Women Cricket League.
- (e) Performing such other duties as may be directed from time to time by the Board; and

## **ARTICLE 9: GENERAL MEETINGS**

There shall be two categories of General Meetings of CK

- a) Annual General Meetings
- b) Special General Meetings.

### **9.1 The Annual General Meetings**

- (a) The Annual General Meeting shall consist of all council members as per Article 8.2
- (b) Notice of appointment of a delegate or proxy shall be received by the CEO of CK not less than five days before the date of the meeting.
- (c) The Annual General Meeting shall be held not later than the end of April of every year at such time and place as shall be determined by the Board.

#### **9.1.1 Notice of the Annual General Meeting**

- (a) Notice of the Annual General Meeting, accompanied by the agenda for the meeting shall be sent to all members and any other persons entitled to attend the meeting not less than twenty-eight (28) days before the date of the meeting and where practicable, by a press advertisement not less than fourteen (14) days before the date of the meeting.
- (b) The notice may be given personally or by sending it by mail, e-mail, or other medium to the addressee's last known address.

- (c) The notice for such meeting shall state the place, the day and the time of the meeting and the business to be transacted thereat enclosing;
  - i. Copies of the minutes of the preceding Annual General Meeting of CK and of any other General Meeting of the CK held since.
  - ii. Copies of the Board's Annual Report, the Federations' Audited Balance Sheet and Statement of Accounts of the preceding financial year, provided that copies of these are furnished to all Members at least seven (7) calendar days before the date fixed for such meeting.
- (d) At the AGM, the Chairperson, or in his/her absence, the Vice Chairperson, or in the absence of both the Chairperson and the Deputy, a Delegate selected by the meeting shall chair the meeting.
- (e) The Chairperson may at his/her discretion limit the number of persons permitted to speak in favor of and against any motion.

### **9.1.2 Agenda of the Annual General Meeting**

The agenda for AGMs shall consist of the following: -

- (a) Confirmation of Quorum
- (b) Apologies
- (c) Confirmation of the minutes of the previous Annual General Meeting;
- (d) The Chairman's Report;
- (e) Consideration and approval of the accounts and Audit Report;
- (f) Appointment of Auditors;
- (g) Such other matters as the Board may decide or as to which notice shall have been given in writing by a member to the CEO at least fourteen (14) days before the date of the meeting; or
- (h) To consider and pass, with or without modification, such matters as the Board may decide or any resolutions concerning the affairs of CK, of which proper notice is given, save that all matters of finance shall be referred to the Board for the final decision.

- (i) To consider and pass, with or without modification, any resolution adding to, rescinding or amending, any part of the Constitution, of which due and proper notice is given, as per Article **9.1.1** of this Constitution.

## **9.2 Special General Meetings**

- (a) All General Meetings of the Council, other than Annual General Meetings, shall be referred to as Special General Meetings.
- (b) A Special General Meeting may be convened for any specific purpose by the Board. Notice in writing of such meeting shall be sent to all members not less than seven (7) days before the date thereof indicating the agenda, time and venue.
- (c) A Special General Meeting may be convened upon notification in writing of not less than one-third of the members. The notice shall indicate the specific purpose for which a meeting is requested. Such a meeting shall be held within twenty eight days of the request with the specific purpose of dealing with the agenda.
- (d) All meetings may be held virtually and or physically at the discretion of the Board. The nature of the meeting to be held will be communicated in the notice.

## **9.3 Quorum for Special General Meetings**

- (a) The quorum for Special General Meetings shall be, at least 51% of the voting Council Members
- (b) No business shall be transacted at any Special General Meeting of CK unless there is a quorum.
- (c) If within one hour from the time appointed for any Special General Meeting of CK a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day or at such other time and place as the persons present may determine (provided that they shall not be entitled to adjourn the meeting for a period shorter than seven days), and if at the adjourned meeting a quorum is not present within one hour from the time appointed for that meeting the persons present and entitled to vote thereat shall constitute a quorum.

## **ARTICLE 10: NOMINATIONS AND ELECTION**

### **10.1 Appointment of Independent Election Panel**

- (a) The Board shall appoint an Independent Elections Panel (the Panel) at least sixty days before the election date, in accordance with paragraph 20(2) (a) of the Sports Registrar Regulations of 2<sup>nd</sup> September 2016.
- (b) The Board shall provide the Panel with members' register, facilitation and any other necessary requirements to facilitate their work.
- (c) The Panel shall develop regulations and guidelines for the elections in line with the CK Constitution, Sports Registrars regulations and ICC Statutes.
- (d) The Panel will be responsible for appointment of the Returning Officer and all other officials for the Elections.
- (e) The term of the panel shall expire sixty days after the date of the announcement of the results of the election.
- (f) The Panel shall be responsible for all matters relating to the elections.

### **10.2 Notice of Election**

The Election Panel shall give notice of election on consultation with the Council.

### **10.3 Nominations**

- (a) Nominations of candidates wishing to contest elected positions shall be called by the CEO who shall give at least sixty (60) days' notice before the election date.
- (b) The CEO shall avail the particular Nomination Forms to all the Members and any interested person.
- (c) Nominations from any person including those from County Associations and Clubs intending to vie for positions at the National level shall be sent to the independent Panel not later than thirty (30) days before the election date.
- (d) The Independent Panel shall meet twenty-one (21) days before the election date to verify the nominations and to clear or declare a candidate ineligible for nominations. The candidate and their agents may be present at the verification

process. The absence of a candidate or an agent for the candidate shall not stop the verification process.

(e) Nominations shall only be valid if the nominee: -

- i. Is proposed by at least one (1) full/associate member and seconded by a minimum of two (2) full/associate members provided that the nominating members will not nominate more than one candidate in the same category;
- ii. Obtains a letter from the County Cricket Association or Club confirming his membership with the Club; and
- iii. Is a Citizen of Kenya if the nomination is for the positions of Chairperson, and Treasurer;
- iv. Confirms acceptance in writing to be nominated.

(f) For a candidate to be nominated for election as a Board Member, such a candidate must satisfy the requirements of the Act and the Sports Registrar's Regulations of 2016 and possess a certified copy of Kenya National Identify Card or Passport and possess certified copies of clearance form from:

- i. The Directorate of Criminal Investigations;
- ii. The Ethics and Anti-Corruption Commission;
- iii. Kenya Revenue Authority;
- iv. Credit Reference Bureau;
- v. Higher Education Loans Board.

(g) If only one nomination is received for any elective position, the candidate concerned shall be declared duly elected unopposed.

#### **10.4 Elections**

(a) Elections for Board and Council Members shall be held after every four years. The notice for the elections of the Board and Council members shall be issued by the CEO giving a minimum of 60 days' notice to the County Cricket Associations, Clubs and all members.



- (b) Every person seeking to be elected as a Member of the Board, Council or in any other elective position (other than ICC Council Member) must be proposed by at least one member and seconded by two other members. Nomination forms must be received by the Independent Elections Panel through the CEO not later than thirty (30) days prior to the Election date.
- (c) The Independent Panel in liaison with the CEO shall circulate the list of all nominations or the names of the candidates for election together with the agenda of the Annual General Meeting at which the elections will be held to all member of CK at least seven (7) days before the next AGM;
- (d) All nominated candidates shall submit clearance certificates outlined under Article 10.3 (f) of this Constitution to the Independent Panel;
- (e) The office of the Chairperson and the Treasurer shall be contested and held by Kenyan citizens only;
- (f) The CEO shall notify the Sports Registrar of the planned elections at least four (4) weeks prior to the expected date of elections;
- (g) The CEO shall invite observers from at least one (1) umbrella sport organization, the Ministry for the time being responsible for matters relating sports and the Sports Registrar;
- (h) The elections shall be held in accordance with the general principles for the electoral system stipulated under Article 81 of the Constitution of Kenya 2010 including but not limited to-
- Carrying out elections by secret ballot
  - Holding elections in an open, free and fair environment
  - Involving observers in nomination process and inviting them to attend planned meetings relating to the upcoming elections and
  - Notifying members on time and in accordance with this constitution and relevant laws and regulations
- (i) The candidate that obtains the highest number of valid votes or who is unopposed shall be deemed to have won elections.

- (j) An observer in an election and the Returning Officer shall, within seven (7) days of the election, submit a separate report to the Registrar on the credibility of the elections.
- (k) The CEO shall, within twenty-one (21) days on behalf of CK notify the Registrar of the newly elected office bearers in the Form R set out in the First Schedule of the Sports Registrar Regulations of 2<sup>nd</sup> September 2016.
- (l) The Registrar may register a newly elected office bearer, if satisfied with the election and the election process.
- (m) The newly elected office bearer shall hold office for a period of four (4) years and may be elected for one further term.
- (n) Any person dissatisfied with the results of an election may appeal to the Registrar of Sports or Sports Disputes Tribunal within thirty (30) days of election.

#### **10.4.1 Handing over**

On the announcement of official results of a general election by the Independent Election Panel, the newly elected officials shall assume office immediately. The outgoing officials shall be required to hand over officially within a period of seven days.

#### **10.5: Eligibility**

The following persons shall not be eligible for election or to remain in office as Chairperson, Vice-Chairperson, Treasurer, a member of the Board or Council: -

- (a) A person who has been adjudged bankrupt under the Bankruptcy Act, Cap 53, Laws of Kenya;
- (b) A person who has been convicted of a felony in Kenya or elsewhere; or
- (c) A person who has been convicted of any offence (other than a traffic offence) whether in Kenya or elsewhere, punishable by a term of imprisonment of a year or more unless that person has obtained a pardon or has served the sentence imposed on them; or
- (d) A person who has at any time been convicted, whether in Kenya or any other country, of theft, fraud, forgery, or uttering a forged document,

perjury, an offence under the anti-corruption and Economic Crimes Act of 2003 or an offence involving dishonesty;

- (e) A person who is prohibited by an Order of the Court or Tribunal duly constituted from being a director or Promoter of or being concerned or taking part in the management of a company under the Companies Act, Cap 886, Laws of Kenya;
- (f) A person who is subject to an order that he is lacking in competence to manage his or her own affairs under the Mental Health Act, Cap 248, Laws of Kenya;
- (g) A person who is under suspension from CK or a registered County Cricket Association or Club; or
- (h) A person who is under the age of eighteen (18) years old;
- (i) A person who is ineligible to compete in cricket or any other sport by reason of the Commission of an anti-doping rule violation, Anti-corruption offence, as determined by the relevant authority or a breach of CK code of ethics.
- (j) A person who has been convicted of offences relating to anti-doping rule violation as provided for under the Anti-Doping Act of Kenya and Rules and Regulations of 2016 as amended from time to time;
- (k) A person who is registered Athlete's representative or his/her agent or known sub-agent or Manager;
- (l) An Honorary Member shall not be eligible to hold an elective office in any County Cricket Association;
- (m) A person who fails to produce or avail certified copies of clearance certificates from-
  - a) The Directorate of Criminal Investigations
  - b) The Ethics and Anti-Corruption Commission;
  - c) Kenya Revenue Authority;
  - d) Credit Reference Bureau;

- e) Higher Education Loans Board; and
- f) Certified copy of Kenyan National Identity Card or National Passport.
- g) If any of the above circumstances occur to an existing member of the Board, he or she shall be deemed to have vacated his or her office upon notification of such circumstances to them by relevant authority. In addition, the delegates may, at a Special General Meeting called for this purpose, by Special Resolution suspend a Board Member pending determination of an allegation that any such circumstance has occurred. Before doing so the Board member concerned shall be given not less than seven (7) days written notice of the proposal to suspend him or he or she shall be entitled to be present and make a submission to the meeting.

## **ARTICLE 11: REMOVAL FROM OFFICE**

**11.1** A member of the Executive Board shall lose their position in the Executive Board if;

- (a) Fails to attend more than three consecutive meetings without lawful causes;
- (b) Is declared bankrupt;
- (c) Becomes mentally incapacitated;
- (d) Is convicted of a felony;
- (e) Is found guilty for abuse of office;
- (f) Fails to perform their duties under this Constitution; and
- (g) Mismanages resources and finances of Cricket Kenya;
- (h) Brings the game of Cricket into disrepute;
- (i) Fails to meet the provisions of Chapter 6 of the Constitution of Kenya 2010 which states the standard on leadership and integrity.

**11.2** The Executive Board or any Executive Board member may be removed at the Annual General Meeting or a Special General Meeting as follows;

- (a) Any full member and or Executive Board proposing the removal of a Board Member or the dissolution of the Executive Board respectively shall notify the CEO in writing;
- (b) A proposal to remove a member of the Board or seeking the dissolution of the Executive Board shall be signed and supported by at least two third of the members;
- (c) Upon the CEO receiving a request for a Special General Meeting together with a resolution for either a removal of a Board Member or dissolution of the Executive Board, the CEO shall within thirty (30) days of receipt call for a Special General Meeting;
- (d) The CEO shall immediately give twenty-one (21) days' notice to the affected parties and the Council and shall at the same time serve the affected parties and Council;
- (e) At the Special General Meeting and before voting on the resolution for removal of a Board Member or dissolution of the Executive Board, the affected parties shall have the right to make submissions either in writing and or orally to the Council;
- (f) A resolution to remove a Board member or to dissolve the Executive Board must be passed by, at least, 75% of full members represented on the Council of Cricket Kenya and who must be present to vote;
- (g) Any member of the Executive Board or Council may resign by giving notice in writing to the CEO and thereupon his Seat shall be declared vacant by the CEO. A member who so resigns shall not be disqualified from being re-elected at any time thereafter;
- (h) Should a vacancy occur in the Executive Board, a Special General Meeting of the Council shall be called within forty-five (45) days to elect a new member.

## **ARTICLE 12: VACANCY**

- (a) A vacancy arises in the Board or Council if a Member:
  - i. Resigns from office;
  - ii. Dies;

- iii.** Is removed under this Constitution;
- (b) A vacancy shall be filled in accordance with this Constitution.
- (c) Those elected as a result of the vacancy arising, shall serve the remainder of the term in accordance with this Constitution;
- (d) Any person elected to the Executive Board shall automatically relinquish any executive position they hold in a County Cricket Association or Cricket Club.
- (e) A County Cricket Association shall have no more than three (3) members on the Executive Board as provided for in this Constitution under article 15(1) (b).
- (f) The three nominated members of the gender minority, shall be nominated by the Executive Board within fourteen (14) days from the date of election and approved by the Council at the next AGM/SGM within ninety (90) days. The Board shall take into consideration special professional and technical skills required by CK while making the nominations. The nominated members shall have the full rights as any elected Executive Board member and shall be nominated on the basis of the skills required to perform their functions; and shall hold office for the term prescribed under this Constitution.

### **ARTICLE 13: CONFIDENTIALITY**

**13.1** Without prejudice to his rights or duties at law each Member shall treat all information relating to any member, Cricket Kenya or the Executive Board, as strictly confidential and shall not communicate such information or any part thereof to any other person, authority or organization whatsoever. This clause shall survive and be applicable to members even after vacating office.

### **ARTICLE 14: BY LAWS**

**14.1** Subject to this Constitution, the Executive Board shall have power to make regulations or By-laws on all matters not provided for in this Constitution which it may deem necessary for the attainment of the objectives of CK, provided such regulations and or by-laws are in full compliance with ICC Statutes, the Sports Act and other relevant laws;

**14.2** Any such regulations or by-laws under this article shall be reported/ratified at the next Annual General Meeting of CK;

**14.3** By-laws made under this Article must be consistent with this Constitution and shall be binding on CK and all Members.

## **ARTICLE 15: AUDITOR**

- (a) An Auditor shall be appointed for the following year by the AGM as the Auditor of Cricket Kenya. The auditor shall be a reputable and qualified Auditor who is registered and/or licensed by the Institute of Certified Public Accountants of Kenya (ICPAK) and must not be affiliated to Cricket Kenya;
- (b) All the CK accounts, records and documents shall be opened to the inspection of the auditor at any time. A member may request and shall be granted permission to inspect the books with a written request to the CEO giving a twenty-eight (28) day notice.
- (c) The Board shall produce an account of its receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six (6) weeks and not more than three (3) months before the date of the Annual General Meeting. The Auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Board in what respect they are found to be incorrect, un-vouched or not in accordance with the law.
- (d) A copy the Auditor's Report on the accounts and statements together with such accounts and statements shall be furnished to all Delegates at the same time as the notice convening the General Meeting is sent out. An auditor may be paid such honorarium for his duties as may be resolved or determined by the General Meeting appointing him.
- (e) No Auditor shall be a Member of the Board, Council, CK or any Committee.

## **ARTICLE 16: INDEMNITY FOR MEMBERS OF EXECUTIVE BOARD & COUNCIL**

**16.1** The members of the Executive Board of Cricket Kenya and Council shall be indemnified against any claims that may be made against them in the *bona fide* exercise of their power and duties as members of the Executive Board and or Council.

## **ARTICLE 17: DISSOLUTION**

**17.1** CK shall not be dissolved except by a resolution passed at an AGM or SGM convened for that purpose, PROVIDED that a resolution to that effect is passed by, at least, 75% of the full members represented on the Council who must be present and voting.

**17.2** When the dissolution of CK has been approved by the Registrar of Sports, no further action shall be taken by CK or any office bearers of Cricket Kenya in connection with the aims and objectives of CK other than to get in and liquidate for cash all assets of CK.

**17.3** Subject to payment of all debts of CK, the remaining balance shall not be distributed but shall be transferred to the Ministry responsible for Sports matters on condition that the said Ministry shall undertake to pay the money into a deposit account in an authorized bank, building society or any financial institution authorized to accept deposits until such time as a new body to control Cricket in Kenya is formed, when such monies shall be handed over by the Trustees to such new body.

## **ARTICLE 18: INFRINGEMENT OF THE CONSTITUTION & BY-LAWS**

**18.1** If any Club, County Cricket Association, players or any person thereof or member of Cricket infringes on the Constitution of CK or any by-laws made thereunder or conduct themselves in a manner likely to bring the game of Cricket into disrepute, the Executive Board may take cognizance, whether by complaint or otherwise and appoint a Disciplinary Committee to deal with the matter.

**18.2** The Disciplinary Committee shall afford the person being accused the right to a fair hearing in accordance with the Constitution of Kenya 2010.

**18.3** After having investigated any matter or any dispute referred to them, and after consideration of any relevant evidence put before them, including any report by the match Umpires, the Disciplinary Committee shall thereafter submit to the Executive Board a written report of its findings.

**18.4** The Executive Board may, after consideration of the said report, at its sole discretion either take no further action in the matter or reprimand, disqualify from any tournament or impose a fine on the Club, County Cricket Association, Players or members of CK or make such other order as it may deem necessary;



**18.5** Any recommendation to expel or suspend any Club, County Cricket Association or member thereof or member of Cricket Kenya concerned shall require Council approval before such action is taken.

**18.6** The individual or body concerned shall be notified forthwith in writing by the Chief Executive Officer of the decision taken by the Executive Board and/or by the Council.

**18.7** A County Affiliate, a Club or members thereof or any member of Cricket Kenya aggrieved by an order of the Executive Board may lodge an appeal in writing to the Council within Fourteen (14) days of receipt of the of the document containing the order.

**18.8** In the event of the Council upholding the orders made by the Executive Board, the order shall be final and binding.

## **ARTICLE 19: BORROWING POWERS**

**19.1** The Executive Board may, subject to express approval by the Council borrow money, mortgage, and charge its undertaking and property, or any part thereof whether outright or as securities for any debt, liability or obligation of CK.

**19.2** All assets of Cricket Kenya (including those held by the defunct Kenya Cricket Association) shall vest in Cricket Kenya.

## **ARTICLE 20: CONFLICT OF INTEREST**

**20.1** Declaration of Conflict of Interest. All Members of the Council and Executive Board must immediately upon becoming aware of any actual or potential conflict of interest declare that conflict of interest before or during the relevant meeting to the Chairperson of meeting.

**20.2** A conflict of interest will exist for the purposes of this paragraph if:

- a. Through any current or proposed future dealings or relationships with that member or their family stands to gain a benefit or advantage from the outcome of the meeting; or
- b. There is any other reason why that member might be perceived not to deal with a matter in an objective manner such as contractual matters, selection matters, disciplinary matters and other financial matters.

**20.3** In the event of any dispute as to whether a matter will give rise to a conflict of interest, the matter will be decided by a resolution of the relevant Meeting. The Member or Member's subject, or potentially subject, to the conflict of interest must not vote on or be present during any discussion of this resolution.

**20.4** No member of the Board or of Cricket Kenya is entitled to vote on a matter in which they have a conflict of interest, or to be present at a meeting during any discussion of a matter in which they have a conflict of interest.

## **ARTICLE 21: GOOD CORPORATE GOVERNANCE**

**21.1** In carrying out its functions and discharging its duties the Board shall adopt and adhere to principles of good corporate governance that promote ethical and responsible decision making, safe-guard the integrity of CK's finances and financial reporting systems, respect the rights of Members, recognize and manage risk and encourage enhanced performance by the Board and Management.

## **ARTICLE 22: ANTI-DOPING, ANTI-CORRUPTION & ETHICS**

**22.1** CK shall develop a Code of Ethics, anti-corruption policy, and anti-doping policy that are consistent with ICC, WADA, ADAK, Sports Act, Anti-Corruption and Economic Act of 2003 any other relevant law and ensure their compliance.

## **ARTICLE 23: TRANSITIONAL CLAUSES**

**23.1 *Coming into Force.*** This Constitution shall come into force upon validation by stakeholders and submission to the Cabinet Secretary and the Sports Registrar.

**23.2 *Existing offices.*** Any person who, at the commencement of this Constitution, is a member of staff of Cricket Kenya, shall on the vesting day continue to be members of staff of CK under the same terms and conditions.

**23.3 *Transition Report.*** Cricket Kenya Normalization Committee will prepare a transitional report and submit to the Executive Board for presentation at the first Annual General Meeting.

**23.4 *First term under this Constitution.*** The Executive Board elected under this Constitution, shall serve its first term for a period of four years and thereafter be eligible for a further term of four years.

**23.5 Existing Members:** Any person, body or organization that was a member of Cricket Kenya prior to this Constitution shall continue to be a member of CK subject to all provisions of this Constitution.

**23.6 Elections under Transition:**

- (a) The Cricket Normalization Committee shall give a 30 days notice for the elections of office bearers.
- (b) The Normalization Committee shall appoint an Independent Electoral Panel in accordance with paragraph 20(2) (a) of the Sports Registrar Regulations of 2nd September 2016 of the Sports Registrar’s Regulations.
- (c) The Panel shall be responsible for all matters relating to the elections. The Cricket Normalization Committee shall provide the Panel with requisite facilitation and any other necessary requirements to facilitate their work.
- (d) The Panel shall develop regulations and guidelines for the elections in line with the CK Constitution, Sports Registrars regulations and ICC Statutes.
- (e) The Independent Electoral Panel shall provide guidelines, notice timelines and official notices related to elections at least 30 days before the election date.
- (f) The newly elected officials shall be officially announced as such by the independent electoral panel.
- (g) The Panel will be responsible for appointment of the Returning Officer and all other officials for the Elections.
- (h) The term of the panel shall expire 30 days after the date of the announcement of the results of the election.
- (i) The Normalization Committee shall hand over the functions of Cricket Kenya to the duly elected office holders within 14 days of the official announcement of the elected officials by the independent Panel.

**23.7 Outgoing officials of Cricket Kenya:**

Any person who was an elected or appointed official of the Board or Council arising from the last CK elections held on 23<sup>rd</sup> August 2015, preceding formation of the Cricket Kenya Normalization Committee, shall at the commencement of this Constitution not be eligible for any elective or appointive positions for a period of four years.

## ARTICLE 24 AMENDMENTS TO THE CONSTITUTION

24.1 This Constitution shall not be subjected to any alterations, addition, deletion, revocation, amendments and/or replacements in contravention of the Constitution of Kenya 2010, the Sports Act, the ICC Statutes or any other relevant law.

24.2 Amendments to this Constitution may be made by a resolution of a Special General Meeting or at the Annual General Meeting which shall be passed by not less than two thirds of the members represented on the Council who must be present and entitled to vote and that twenty-eight (28) days' notices have been given specifying the nature of the intended amendments.

24.3 Any approved amendment to this Constitution shall be submitted to the Sports Registrar in hard and soft copy.

## ARTICLE 25: ENFORCEMENT

25.1 This Constitution was approved on 22<sup>nd</sup> October, 2021 by the Cricket Normalization Committee that was constituted by the Cabinet Secretary at the request of ICC to normalize Cricket in Kenya, it comes into force effective from the date signed by the Committee Chairperson.

Signed for and on behalf of the;


**CRICKET NORMALIZATION COMMITTEE**

Hon. Lady Justice (Rtd) Joyce Aluoch, EBS, CBS

Chairperson.

Signature.....

Date.....

  
November 12, 2021.....