PROPOSED CONSTITUTION FOR SRI LANKAN CRICKET
12th August 2023
AN ACT TO PROVIDE FOR THE ESTABLISHMENT OF THE SRI LANKA CRICKET BOARD; TO PROVIDE FOR ITS POWERS AND FUNCTIONS; AND MAKE PROVISION FOR MATTERS CONNECTED THEREWITH OR INCIDENTAL THERETO.

1. This Act may be cited as the Sri Lanka Cricket Board Act, No. [ ] of 2023.

PART 1
ESTABLISHMENT

2. There shall be established a body called the Sri Lanka Cricket.
3. Sri Lanka Cricket shall be a body corporate with perpetual succession and may sue and be sued in such name.

PART II
OBJECTS AND POWERS

4. The objects of Sri Lanka Cricket (hereinafter referred to as the “Objects”) shall be to:

(a) Control, manage and be responsible for the guardianship, promotion and administration of cricket in Sri Lanka;

(b) Foster, encourage and assist in the development of cricket at all levels and in all districts of Sri Lanka;

(c) Establish and promulgate rules, playing conditions, and regulations for cricket in Sri Lanka, including the rules for the conduct and regulation of the game and to be bound by the laws of cricket laid down from time to time by the International Cricket Council and / or the Marylebone Cricket Club;
(d) Foster and encourage participation in and support for cricket by all stakeholders in the game at all levels in Sri Lanka;
(e) To facilitate the implementation of rules for the recognition of Members and achieve uniformity in the structure functioning and processes of member associations;

(f) To protect and further the interests of all stakeholders of the game of cricket in Sri Lanka;

(g) Arrange, control and regulate tours and participation in international cricket matches and tours within Sri Lanka and overseas;

(h) Represent Sri Lanka on the International Cricket Council and to affiliate with and be bound by its rules and its respective successors and / or any other international cricket organizations the membership of which the Board deems to be in the best interests of Sri Lanka Cricket; and

(i) Generally, to do all things whatsoever which may be deemed expedient and / or which may be directly or indirectly incidental or ancillary to the objects of Sri Lanka Cricket provided however that these objects shall in no way limit the rights and powers conferred on Sri Lanka Cricket hereunder.

5. Sri Lanka Cricket shall have all powers of a natural person to give effect to its Objects to the maximum effect permitted by law, including the power to:

(a) Admit new Members and to terminate membership;

(b) In conjunction with Members, define from time to time the responsibilities of the Members;

(c) Purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges which Sri Lanka Cricket may think necessary for the attainment of any of its Objects;

(d) Sell, lease, mortgage, charge or otherwise dispose of any of the property of Sri Lanka Cricket and to grant such rights and privileges thereover in such manner as the Board may from time to time deem necessary and proper;

(e) Control and raise money, including the power to borrow money for the purposes of Sri Lanka Cricket, and to ensure the payment thereof by way of mortgage or charge over all or any part of the real or personal property of Sri Lanka Cricket or by debenture or bonds payable to bearer or otherwise, and either secured by mortgages in favor of trustees or otherwise;

(f) Raise money by subscriptions, levies, gate charges or otherwise and to invest the funds of Sri Lanka Cricket upon such securities and upon such terms and conditions as may from time to time be determined by the Board;

(g) Make regulations and by-laws for the governance, control and management of Sri Lanka Cricket and to establish and maintain an effective management system in order to implement the Objects;

(h) Adopt, make, repeal, and amend by-laws, rules and regulations for the management of Sri Lanka Cricket and / or for the furtherance of the Objects, including rules of discipline and conduct for its Members, Codes of Conduct as it thinks expedient, rules and regulations to govern and / or restrict anti-doping violations or the use of any drugs or other substances and procedures for the conducting of inquiries regarding conduct of Members and for the suspension and termination of membership if necessary;

(i) Invest any of the property, assets and income of Sri Lanka Cricket in a manner beneficial thereto;

(j) Open and operate in the name of Sri Lanka Cricket such banking accounts as may be deemed necessary;

(k) Establish, maintain and have interests in corporate or other entities in order to carry on and conduct all or any part of the affairs of Sri Lanka Cricket in Sri Lanka or elsewhere and for that purpose to utilize any of the assets of or held on behalf of Sri Lanka Cricket;

(l) Make, repeal and amend rules for the regulation and control of any competition or matches within its jurisdiction;

(m) Enter into any agreement, contract or arrangement in the name of and on behalf of Sri Lanka Cricket for the purpose of furthering any of its Objects;

(n) Consider and adjudicate upon all disputes between Members and Affiliates and all matters whether of misconduct or otherwise out of the paying, control, organization or administration of cricket in Sri Lanka and to adjudicate any appeals referred to it;

(o) Subscribe to, or otherwise acquire, hold or deal with, shares, debentures or any other government securities;

(p) Enter into any arrangements with any Government or authority and to obtain from any Government or authority, any rights, privileges and concessions and to exercise any such rights, privileges and concessions;

(q) Undertake and execute any trusts and make gifts whether for charitable or benevolent purposes or otherwise;

(r) Develop, apply for, purchase, or otherwise acquire any Intellectual Property Rights and to use, exploit, exercise, develop or grant licenses in respect of such Intellectual Property Rights on such terms and conditions as Sri Lanka Cricket thinks fit;

(s) Encourage and promote the adoption of modern turf management of playing surfaces of whatever kind used for playing cricket in Sri Lanka; and

(t) Impose sanctions which may include financial penalties, suspensions or removals from membership upon any Member or Members thereof who are found guilty of breaching any of the rules and / or by-laws, (including any code of conduct) made by the Board (excluding anti-doping violations), or of refusing to give effect to any resolution passed by the Board or at any General Meeting.

PART III MANAGEMENT

6. Sri Lanka Cricket shall be operated managed and supervised by a Board of Directors (the 'Board') which shall consist of eighteen directors. Such directors shall comprise of eight Appointed Directors and ten Elected Directors.
7. (1) The Appointed Directors shall be selected by a Nominations Committee consisting of the following:

(a) the Chairperson of the National Sports Council; (b) the President of the Institute for Chartered Accountants of Sri Lanka or his or her nominee from the committee of the Institute; (c) the President of the Bar Association of Sri Lanka or his or her nominee from the Bar Council; (d) the Chairperson of the Ceylon Chamber of Commerce or his or her nominee from the committee of the Ceylon Chamber of Commerce; (e) the Chairperson of the Sri Lanka Institute of Directors or his or her nominee from the committee of the Sri Lanka Institute of Directors; and (f) the Chairperson of CIMA Sri Lanka or his or her nominee from the committee of CIMA Sri Lanka.

PROVIDED THAT where a person referred to in (b) – (f) nominates a nominee to the Nominations Committee he or she shall ensure that such nominee shall be a person of good moral standing and character, not subject to disqualifications in terms of section 14 (d) (e) and (f) hereof, and, in respect of a person nominated in terms of 7(b) to (f) above, that such nominee shall be imminently qualified and possessed of experience in the respective field of the institution whose President/Chairperson makes such nomination.

8. Where such nomination is made, the initial nomination shall be made within 15 working days of this Act coming into operation. Each succeeding appointment shall be made within 15 working days of any such post falling vacant, by the person entitled to make such nomination.
9. No person who is, or has been at any time, an office bearer of Sri Lanka Cricket, or of a Member of Sri Lanka Cricket shall function as a member of the Nominations Committee.
10. The chairperson of the Nominations Committee shall be appointed by the members from one amongst themselves. The chairperson shall preside at all meetings of the Nominations Committee. If the chairperson is absent at any meeting, the other members of the Nominations Committee present shall elect one amongst themselves to preside at such meeting.
11. Persons appointed to the Nominations Committee other than the Chairperson of the National Sports Council (who shall serve in his or her ex officio capacity) shall hold office for a period of three years and shall not be eligible for reappointment. Provided however that the initial members to the Nominations Committee shall serve staggered terms of office so that one third shall resign each year. The persons to resign in the first, second and third years shall be determined by drawing lots.
12. Any casual vacancy caused by a member of the Nominations Committee ceasing to hold office shall be filled in by the person who had the authority to appoint such member who ceased to hold office.
13. A member of the Nominations Committee shall cease to hold office upon (a) death; (b) resignation; (c) failure to attend three consecutive meetings or more than half the meetings of the Nominations Committee in any six consecutive months; (d) being indicted or convicted of any act involving fraud or moral turpitude; (e) is or becomes an undischarged bankrupt; or (f) is or becomes an office bearer of Sri Lanka Cricket or of any Member of Sri Lanka Cricket.
14. The Nominations Committee shall ensure that the Appointed Directors shall consist of a mix or persons who have excelled in and have unblemished reputations in the fields of accounting, finance, management, law, information technology, marketing, sports or governance. Provided further that at least one Appointed Director shall be a qualified chartered accountant who is a member of the Sri Lanka Institute of Chartered Accountants.
15. The Nominations Committee shall adopt transparent procedures for inviting applications for consideration as Appointed Directors and publish such procedures on the website of Sri Lanka Cricket at least three months prior to consideration of persons for appointment as Appointed Directors.

16. Appointed Directors shall hold office for a term of four years unless he or she vacates office earlier by reason of death, operation of law, resignation or removal. Provided that an Appointed Director may be reappointed or reelected for one additional term of office. Provided further that the Nominations Committee may in exceptional circumstances, which shall be stated in writing, permit an Appointed Director to serve one additional term (i.e., a total of three terms) by a special majority of two thirds of the members of the Nominations Committee.
17. No person who is, or has been at any time, an office bearer of a Member of Sri Lanka Cricket shall be appointed as an Appointed Director.
18. (1) The Elected Directors shall be elected by the categories of Members as follows: (a) Five Directors representing the Cricket Clubs. (b) One Director representing the Players Association. (c) One Director representing the Schools Cricket Association. (d) One Director representing the Women's Cricket Association; and (e) One Director representing the Umpires Association. (f) One Director representing the Coaches Association.

(2) Upon a vacancy occurring in respect of the office of an Elected Director the category of members whom the departing director represented shall name their replacement in respect of such vacancy.

19. Each category of Members shall be required to have procedures in their respective constitutions for the selection of their nominees to fill their allocation of Elected Directors. Such procedures and criteria shall require the written approval of Sri Lanka Cricket.
20. Elected directors shall hold office for a term of four years unless he or she vacates office earlier by reason of death, operation of law, resignation or removal. Provided that an Elected Director may be reappointed or reelected for one additional term of office.
21. A director may resign from office by a letter addressed to the Chairperson of Sri Lanka Cricket.
22. A person shall be disqualified from being appointed or nominated or from continuing as a Director if he or she - (a) is or becomes a member of Parliament, or a member of any Provincial Council or any local authority; (b) is or becomes a director, employee or office bearer of any Member; (c) is or becomes of unsound mind or incapable of carrying out his or her duties; (d) is or has become an undischarged bankrupt; (e) is or has been convicted of an offence which involves moral turpitude;

(f) has been previously removed from office; or (g) is disqualified from holding office by virtue of any rule or regulation of the International Cricket Council.

23. A director will *ipso facto* cease to hold office: (a) if the director absents him or herself from three consecutive Board meetings without prior permission of the Board; (b) if the Members adopt a resolution passed by not less than seventy-five percent of the Members present and voting for the removal of such director.
24. If a director vacates office such vacancy shall be filled in the same manner that was applicable to the person vacating office for the unexpired period of the term of office of that director.
25. The Chairperson of the Board shall be appointed by the Board from one of the Appointed Directors. The Chairperson shall preside at all meetings of the Board. If the Chairperson is absent at any meeting, the Appointed Directors present shall elect one amongst themselves to preside at such meeting.
26. The quorum for any meeting of the Board shall be half the number of directors along with the presence of at least three Appointed Directors.
27. The Board may regulate its meetings as it thinks fit.
28. All Board decisions shall be decided by majority vote. If there is an equality of votes the Chairperson of that meeting shall have a casting vote.
29. Directors may be paid such remuneration as may be determined by the Board from time to time.
30. A director who is directly or indirectly interested in any decision that is to be taken on any matter by the Board shall disclose the nature of such interest at the meeting where such decision is being taken, and such disclosure shall be recorded in the minutes of the meeting. Such director shall not participate in any deliberation or decision with regard to that matter.

PART IV MEMBERSHIP

31. Membership in Sri Lanka Cricket shall be categorized as follows: (a) The Association of Cricket Clubs. (b) The Players Association. (c) The Schools Cricket Association. (d) The Women's Cricket Association; and (e) The Umpires Association. (f) The Coaches Association.
32. Every category of Member shall be entitled to be represented at General Meetings of Sri Lanka Cricket and may authorize, by a proxy issued by the respective Governing Bodies of such category, up to five representatives to represent such category at any general meeting of Members.
33. It shall be a condition for membership of each category in Sri Lanka Cricket that their constitutions must be approved by the Governance Subcommittee of Sri Lanka Cricket. Such constitutions must contain provisions which stipulate inter alia, conditions for membership, appointment and removal of office bearers, meetings of governing entities and the membership, and disciplinary procedures, and other conditions which may be prescribed by any applicable law.
34. The Board of Sri Lanka Cricket may adopt rules of discipline and conduct for its Members and may provide for inter alia; (a) reporting of activities; (b) submission of accounts; (c) procedures for the conducting of inquiries regarding their conduct and for the suspension and termination of membership if necessary.

PART V DIRECTOR-GENERAL AND THE STAFF OF THE SRI LANKA CRICKET

35. The Board shall appoint a Director-General of Sri Lanka Cricket, who shall be its chief executive officer. The conditions of employment including remuneration of the Director-General shall be determined by the Board.

36. The Board shall not appoint any person as the Director General, and the appointment of any person as Director General shall ipso facto cease if that person - (a) is or becomes a member of Parliament, or a member of any Provincial Council or any local authority; (b) is or becomes a director, employee or office bearer of any Member; (c) is or becomes an office bearer of Sri Lanka Cricket, or an employee of Sri Lanka Cricket in any other capacity; (d) is or becomes of unsound mind or incapable of carrying out his or her duties; (e) is or has become an undischarged bankrupt; (f) is or has been convicted of an offence which involves moral turpitude; (g) has been previously removed from office; (h) is disqualified from holding office by virtue of any rule or regulation of the International Cricket Council; (i) has been previously found guilty of serious misconduct by a court or tribunal or has been subject to a disciplinary action by a regulatory body; or (j) has committed a breach of the provisions of this Act, regulations, rules or directives made thereunder; (k) is removed from office by the Board.
37. The Director-General shall, subject to the general direction and control of the Board, be charged with the direction of the affairs and transactions of Sri Lanka Cricket, the exercise, discharge and performance of its powers, functions and duties, and the administration and control of the officers and servants of Sri Lanka Cricket.
38. The Director-General may, with the approval of the Board, whenever he or she considers it necessary to do so, delegate to any officer or servant any power, function or duty conferred or imposed on or assigned to him or her by this Act.
39. The Board may create cadre positions and employ officers and servants as it considers necessary for the efficient discharge of its functions and may fix their salaries and wages or other remuneration, benefits and pensions.
40. The Board shall establish a code of conduct which shall be applicable to the officers and servants of Sri Lanka Cricket.

PART VI GOVERNANCE AND ADMINISTRATION

41. The Board shall be responsible for the management, direction and supervision of the affairs of Sri Lanka Cricket and for the formulation of all policies which shall be required to achieve its objects. Provided that for clarity, the Directors shall not have executive powers and all powers of the Board shall only be exercised through the Director-General who shall be accountable to the Board.
42. The Board shall establish *inter alia* the following committees; (a) Cricket Committee; (b) Audit Committee; (c) Related Party Transactions Committee; (d) Nominations Committee; (e) Selection Committee; (f) Tournament Committee; (g) Facilities Development Committee; (h) Rules, Arbitration and Disciplinary Committee; (i) Investment Committee; Anti-Doping and Anti-Corruption Committee and (j) a Remuneration Committee. For the avoidance of doubt the Board shall have the power to appoint any additional sub-committees as it deemed necessary from time to time.
43. The Board shall ensure that it clearly stipulates the responsibilities and powers of such sub-committees and that the members appointed to such sub-committees have the required expertise and skills to discharge the responsibilities thereof. The composition of the sub-committees may include persons who are not Directors or employees of Sri Lanka Cricket and may include persons whom the Board is of the opinion could contribute to the deliberations of such sub-committees.
44. The Board shall be responsible for ensuring that the Sri Lanka Cricket holds its Annual General Meeting within six months of its balance sheet date.
45. The Board shall ensure that the accounts of Sri Lanka Cricket are audited by an audit firm of international standing and circulated to the Members along with an Annual Report on the affairs of Sri Lanka Cricket at least thirty days prior to the Annual General Meeting. Simultaneously, such accounts and Annual Report shall be published on the website of Sri Lanka Cricket.
46. The annual report shall contain, *inter alia*, the following: (a) A detailed description of the state of affairs of Sri Lanka Cricket during the previous accounting period; (b) Names of persons and qualifications of all persons on the board's sub-committees and details of attendance; (c) Reports from each of the board sub-committees; (d) Details of remuneration and all benefits of directors and committee members during the accounting period; and

(e) The total amount of donations made during the accounting period.

47. The Annual General Meeting of Sri Lanka Cricket shall be held not later than six months from its balance sheet date.
48. All Members shall be given at least twenty-one days of prior written notice of any General Meeting of Sri Lanka Cricket unless shorter notice is agreed to in writing by at least eighty percent of the Members.
49. The Board shall ensure that Sri Lanka Cricket shall have a Compliance Officer who shall bear a senior managerial position in Sri Lanka Cricket and report directly to the Board. The Compliance Officer shall be required to certify that Sri Lanka Cricket has complied with all legal requirements under this Constitution in every Annual Report of Sri Lanka Cricket.

PART VII TRANSITIONAL PROVISIONS

50. All assets and liabilities of Sri Lanka Cricket which existed under the date of operation of this Act as an Association and which are subsisting on the day preceding the date of operation of this Act shall be deemed to be the assets and liabilities of Sri Lanka Cricket.
51. All contracts and agreements entered into, or any document signed or issued by or with Sri Lanka Cricket which existed under the date of operation of this Act as an Association and which are subsisting on the day preceding the date of operation of this Act shall be deemed to be contracts and agreements entered into, documents signed or issued by or with Sri Lanka Cricket.
52. All actions, proceedings or prosecutions instituted by or against Sri Lanka Cricket which existed under the date of operation of this Act as an Association and which are pending on the day preceding the date of operation of this Act shall be deemed to be actions, proceedings or prosecutions instituted by, or against, Sri Lanka Cricket, as the case may be, and may be continued accordingly.
53. All decrees and awards entered or made by any Court or Tribunal in any action or proceeding instituted by, or against Sri Lanka Cricket which existed under the date of operation of this Act as an Association and which remain unsatisfied on the day preceding the date of operation of this Act shall be deemed to be decrees or awards entered or made for or against Sri Lanka Cricket, as the case may be and may be enforced accordingly.

54. All rights, powers, privileges and interests arising out of such property or business of Sri Lanka Cricket which existed under the date of operation of this Act as an Association on the day preceding the date of operation of this Act shall be deemed to be the rights, powers, privileges and interests arising out of such property or business of Sri Lanka Cricket.

55. All officers and other members of the staff employed by Sri Lanka Cricket which existed under the date of operation of this Act as an Association on the day preceding the date of operation of this Act shall be deemed to be employed by Sri Lanka Cricket on such terms and conditions which are not less favorable than the terms and conditions which were applicable to them on the day preceding the date of operation of this Act.