



BORDER CRICKET - Code of Ethics

(“Code”)

Policies and Procedures

Document owner	Company Secretary
Approved by	BORDER CRICKET's Board of Directors
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1. Preamble

Border Cricket (“BC”) has a clear responsibility to safeguard the integrity and reputation of cricket in the Border. Accordingly, BORDER CRICKET will consciously seek to protect the integrity, reputation and image of cricket from any and all forms of corruption, risk or harm that could arise from illegal, immoral or unethical methods and/or practices. Directors, players and staff (collectively referred to as “BORDER CRICKET personnel”) are expected to uphold the high standards and behaviours expected in terms of this Code.

BORDER CRICKET also expects all other stakeholders with whom it would engage from time to time –for example, its suppliers, commercial partners, the media, fans, etc. - to uphold universal standards of sound ethical behaviour.

BORDER CRICKET is committed to living by its values:

❖ **Honesty and integrity.**

We tell the truth and act consistently on a set of ethical principles.

❖ **Professionalism and diligence.**

We strive to perform at the highest level of excellence.

❖ **Mutual respect and fairness.**

We acknowledge the rights and dignity of others and treat those we engage with equitably

❖ **Love**

❖ **Humility**

BORDER CRICKET personnel are advised that the rules set out in this policy are the minimum standards of acceptable conduct expected from BORDER CRICKET personnel and all other stakeholders who engage with BORDER CRICKET.

2 Duties and Responsibilities of BORDER CRICKET Personnel under the Code

2.1 General duties and responsibilities

BORDER CRICKET personnel have an express duty under the Code to:

- Conform to the highest standards of honesty, integrity and impartiality when discharging their duties and responsibilities;
- Ensure that all their actions are consistent with the main business of BORDER CRICKET, namely, the “*custodianship of all cricket activities which ultimately advance amateur and professional cricket, for all South Africans*”. ***Serving the needs of the cricket community***

- Act in an honest and ethical manner; and
- Not engage in any conduct that may in any way denigrate or harm the public image of cricket or BORDER CRICKET.

Each and every BORDER CRICKET personnel has the obligation to not only abide by the Code, but also to report violations of the Code when they become aware of them.

2.2 Fiduciary and express duties

BORDER CRICKET directors have a fiduciary duty under the Companies Act while all other BORDER CRICKET personnel have an express duty under this Code to discharge their duties:

- In good faith;
- With the due care and skill a reasonable person in a similar position would exercise under similar circumstances; and
- In a manner that the BORDER CRICKET person reasonably believes to be in the best interests of BORDER CRICKET.

BORDER CRICKET personnel are also required to not promote their own interests at the expense of the interests or integrity of BORDER CRICKET or of the sport of cricket in general.

2.3 Conflict of interest

2.3.1 BORDER CRICKET personnel are required to be free from any influence which might interfere or seem to interfere with the proper and efficient discharge of their duties or which might impact or seem to impact on their duty of loyalty to BORDER CRICKET.

2.3.2 Where a BORDER CRICKET stakeholder, for example, its suppliers, commercial partners, the media, fans, either directly or indirectly has a conflict or there is a potential for a conflict to arise, then he/she must:

- (a) disclose the interest to the Company Secretary and the person should be excused
- (b) excuse him/herself from any formal discussions related to the conflict of interest; and
- (c) abstain from voting and from seeking to influence the vote on any matter related to the conflict of interest.

2.4 Integrity (bribery, gifts and hospitality)

2.4.1 Bribery:

- (a) BORDER CRICKET personnel must neither accept nor offer any bribe, payment, commission, gift, donation, kickback, facilitation payment, or other questionable inducement that may influence decision-making or actions in relation to any matter involving BORDER CRICKET (including, without limitation, in relation to Events and BORDER CRICKET commercial activities). In such case, a person must immediately disclose such offer or any request for inducement to the Company Secretary without delay.

2.4.2 Gifts and hospitality:

Without limiting the generality of Article 2.4.1:

- (a) BORDER CRICKET personnel must not accept any gift, hospitality or other benefit that is intended or may reasonably be construed as being intended to influence the personnel to make decisions other than in the best interests of BORDER CRICKET;

Note: Particular care must be taken in relation to gifts offered by suppliers, other commercial partners and interested parties to influence decisions relating to the awarding of BORDER CRICKET commercial contracts, particularly for media rights, events and sponsorship.

- (b) BORDER CRICKET personnel may never accept any cash gift;
- (c) BORDER CRICKET personnel must not offer or accept any gift, payment or other benefit (whether of a monetary value or otherwise) in circumstances that a reasonable person might consider could bring him or the sport of cricket into disrepute;
- (d) subject always to the foregoing, BORDER CRICKET personnel may offer and accept reasonable, proportionate and bona fide corporate gifts and hospitality, solely as a mark of respect or friendship or reasonable business practice, provided that:
 - (i) such gifts or hospitality are in line with the prevailing norms in the relevant industry (for example, gifts of nominal value; match tickets and hospitality; corporate golf days);
 - (ii) no dishonest advantage is thereby gained and there is no conflict of interest;
 - (iii) any such gifts or hospitality (or other benefits) that are (individually or in aggregate) worth more than **R1,000 per annum** (or the equivalent in other currency), must be disclosed to, and recorded by the Company Secretary.

2.5 Confidentiality

BORDER CRICKET personnel may not disclose any facts, data or other information entrusted to them in confidence or gained by virtue of their work at BORDER CRICKET. This duty continues indefinitely or until such time as the relevant information comes into the public domain or is required to be disclosed by law or permission to divulge same has been granted by a duly authorised official of BORDER CRICKET.

2.6 Betting, gaming or gambling

BORDER CRICKET personnel shall not engage or be involved, whether directly or indirectly, in any of the following:

- Betting on any match or event in which Border Cricket, Franchise or an Affiliate is represented;
- Inducing or encouraging any third party to bet on any such match or event;
- Contriving or attempting to contrive a result in any cricket match or event;
- Receiving money or any other benefit from any third party in exchange for the provision of information relating to any teams or match conditions;
- Receiving or providing any money or any other benefit which could bring him/her or the game into disrepute; or
- Engaging in any conduct which is prejudicial to the interests of the game of cricket.

A BORDER CRICKET stakeholder who is aware of the abovementioned conduct on the part of any BORDER CRICKET personnel or stakeholder is bound to report such activity, failing which, he/she may be deemed to be in breach of the code.

In addition, BORDER CRICKET personnel may not have any business association or enter into any business arrangement with any person or company which engages in **sport betting** or gambling activities whereby such BORDER CRICKET personnel receives a financial benefit as a result of such association or arrangement. This prohibition extends to members of BORDER CRICKET personnel's immediate family e.g. spouse, parent, son, daughter etc.

3. Investigations of alleged breaches under the Code

- 3.1 Any allegation or suspicion of a breach of the Code by any BORDER CRICKET personnel, whatever the source, shall be referred to the **Chairman of the Social & Ethics Committee** for determination in accordance with Article 3.2 and 3.3 below. On receipt of a referral, the Chairman **of the Social & Ethics Committee** shall inform the BORDER CRICKET President, who shall be entitled (in his discretion) to bring the fact of the referral to the attention of the **Directors of Border Cricket**

- 3.2 The Chairman of the Social & Ethics Committee in consultation with the ??? shall determine who should be appointed to investigate the allegation(s), which person may be an independent person (“the Ethics Officer”).
- 3.3 The Ethics Officer shall conduct investigations into the activities of any BORDER CRICKET personnel that he or she believes may have committed an offence under the Code. Such investigations may be conducted in conjunction with, and/or information obtained in such investigations may be shared with, Affiliate or Associate Members (“Members”), the ICC or other International Cricket Federations and/or other relevant authorities (including criminal, administrative, professional and/or judicial authorities) and all Officers, Staff members and Members must cooperate fully with such investigations. The Ethics Officer may also seek the assistance of the ICC and the Anti-Corruption and Security manager (ACSM) in dealing with any corruption-related investigations.
- 3.4 The Chairman of the Committee shall have discretion, where he or she deems appropriate, to stay his or her own investigation pending the outcome of investigations being conducted by any other Member and/or other relevant authorities, including the ICC or its Members.
- 3.5 As part of any investigation, if the Ethics Officer reasonably suspects that a BORDER CRICKET personnel has committed an offence under the Code, he or she may make a written request to such person (“a Request”) to furnish to him or her any information that is reasonably related to the alleged offence, including, without limitation:
- (a) copies or access to all records relating to the alleged breach (such as telephone records, Internet services records and/or other records stored on computer hard drives or other information storage equipment); and/or
 - (b) a written statement made by the BORDER CRICKET personnel setting out in detail all of the facts and circumstances of which that person is aware with respect to the alleged offence. Provided that any such Request has been issued in accordance with this Article, and subject to any applicable principles of national law, the BORDER CRICKET personnel shall cooperate fully with such Request, including by furnishing such information within such reasonable period of time as may be determined by the Ethics Officer, which in any event, should be no later than thirty (30) days of the BORDER CRICKET personnel’s receipt of the Request. Where appropriate, the BORDER CRICKET personnel may seek an extension of such deadline by providing the Ethics Officer with cogent reasons to support an extension, provided that the decision to grant or deny such extension shall be at the ultimate discretion of the Ethics Officer, acting reasonably at all times.

- 3.6 Any information furnished to the Ethics Officer (whether as part of an investigation or pursuant to a specific Request) will not be used for any reason other than pursuant to the Code and will be kept strictly confidential except when:
- 3.6.1 it becomes necessary to disclose such information in support of a charge of breach of the Code;
 - 3.6.2 such information is required to be disclosed by any applicable law;
 - 3.6.3 such information is already published or a matter of public record; and/or
 - 3.6.4 it becomes necessary to disclose such information where information gathered under the Code may also amount to evidence infringements of other applicable laws or regulations, BORDER CRICKET may conduct investigations in respect thereto, in conjunction with, and/or may share information relating thereto with, the competent authorities (including any applicable police, taxation, fraud, criminal intelligence or other authorities), whether pursuant to formal information-sharing agreements with such authorities or otherwise.
- 3.7 Where, following an investigation, the Ethics Officer determines that there is a case to answer under Article 2, then the BORDER CRICKET personnel shall be sent written notice of the following, copied to the Independent Chairman of the Social & Ethics Committee (the “Notice of Allegations of Breach”):
- 3.7.1 that the BORDER CRICKET personnel has a case to answer under Article 2;
 - 3.7.2. the specific offence(s) that the BORDER CRICKET personnel is alleged to have committed;
 - 3.7.3. details of the alleged acts and/or omissions relied upon in support of the charge;
 - 3.7.4. the matters relating to responding to the Notice of Allegations of Breach specified at Article 4 below.
- 3.8 The Notice of Allegations of Breach may be accompanied by any statement or submissions filed on behalf of the Complainant.

4. Responding to a *Notice of Allegations of Breach*

- 4.1 The BORDER CRICKET personnel shall be required to respond to the Notice of Allegations of Breach and/or any statement filed by the Complainant within **7 days** of receipt of the notice.
- 4.2 The Complainant shall be provided with an opportunity to reply to the BORDER CRICKET personnel’s response, within **7** days of receipt of same.

- 4.3 The Ethics Officer will thereafter determine, in his or her sole discretion, whether any further submissions are necessary or desirable.

5. Adjudication

- 5.1 The Ethics Officer will determine, in his or her sole discretion, whether or not a hearing is required. The Ethics Officer may seek submissions from the BORDER CRICKET personnel and the Complainant in this regard.
- 5.2 If the Ethics Officer deems that a hearing is not required, he or she may adjudicate upon the matter based on the evidence before him or her, in accordance with Articles 5.4 and 5.5 below.
- 5.3 Where the Ethics Officer deems that a hearing is required, such hearing shall be conducted as follows:
- 5.3.1 The Ethics Officer may initiate a preliminary hearing with the BORDER CRICKET personnel and/or the Complainant and/or their respective legal representatives, in order to address any procedural issues that need to be resolved prior to the hearing date, including but not limited to the date(s) upon which the full hearing shall be held, the list of any witnesses that any party wishes to call at the hearing (and a summary of the subject areas of the witnesses anticipated testimony) and copies of the exhibits that he/she intends to introduce at the hearing. Save in exceptional circumstances or where the parties otherwise agree, the full hearing should take place no longer than thirty (30) days after the receipt by the parties of the Complainant's reply in 5.2 above;
- 5.3.2 Subject to the discretion of the Ethics Officer to order otherwise for good cause shown by either party (for example, where, having due regard to the seriousness of the alleged offence, the costs of attending any hearing are disproportionate to the BORDER CRICKET personnel's means and therefore prohibit him/her from having a fair opportunity to present his or her case), or unless otherwise agreed between the parties, hearings before an **appointed representative**: (a) take place at the BORDER CRICKET offices in **East London**; and (b) be conducted on a confidential basis.
- 5.3.3 Each of the BORDER CRICKET personnel and the Complainant has the right to be present and to be heard at the hearing and (at his/her or its own expense) to be represented at the hearing by legal counsel of his or her or its own choosing. At the discretion of the Ethics Officer, the BORDER CRICKET President (or his nominee) and a representative of the relevant Member may also attend any such hearing (but strictly as an observer only and with no right to be heard). Where there is compelling justification for non-attendance by any party or representative at the hearing, then such party or representative shall be given the opportunity to participate in the hearing by telephone or video conference (if available).

- 5.3.4 Without prejudice to Article 5.5.2 below, the BORDER CRICKET personnel may choose not to appear in person at the hearing, but instead provide a written submission for consideration by the Ethics Officer in which case the Ethics Officer shall consider the submission in his/her deliberations. However, the non-attendance of the BORDER CRICKET personnel or his or her representative at the hearing, after proper notice of the hearing has been provided, without compelling justification shall not prevent the Ethics Officer from proceeding with the hearing in his or her absence, whether or not any written submissions are made on his/her behalf.
- 5.3.5 The procedure followed at the hearing shall be at the discretion of the Ethics Officer, provided that the hearing is conducted in a manner which offers the BORDER CRICKET personnel a fair and reasonable opportunity to present evidence (including the right to call and to question witnesses by telephone or video-conference where necessary), address the Ethics Officer and present his or her case.
- 5.3.6 Save where the Ethics Officer orders otherwise for good cause shown by either party, the hearing shall be in English, and certified English translations shall be submitted of any non-English documents put before the Ethics Officer. The cost of the translation shall be borne by the party offering the document(s). If required by the Ethics Officer, BORDER CRICKET shall make arrangements to have the hearing recorded or transcribed (save for the private deliberations of the Ethics Officer). If requested by the BORDER CRICKET personnel, BORDER CRICKET shall also arrange for an interpreter to attend the hearing. The costs of transcription and interpretation shall be paid by BORDER CRICKET, subject to any costs-shifting order that the Ethics Officer may make further to Article 5.3 below.
- 5.4 Unless otherwise described herein, the standard of proof in all cases brought under the Code shall be whether the Ethics Officer is comfortably satisfied, bearing in mind the seriousness of the allegation that is being made, that the alleged offence has been committed. This standard of proof in all cases shall be determined on a sliding scale from, at a minimum, a mere balance of probability (for the least serious offences) up to proof beyond a reasonable doubt (for the most serious offences).
- 5.5 The Ethics Officer shall not be bound by judicial rules governing the admissibility of evidence. Instead, facts relating to an offence under the Code may be established by any reliable means, including admissions. The following rules of proof shall be applicable at the hearing:
- 5.5.1 The Ethics Officer shall have discretion to accept any facts established by a decision of a court or professional disciplinary tribunal of competent jurisdiction which is not the subject of a pending appeal as irrebuttable evidence against the BORDER CRICKET personnel to whom the decision pertained of those facts, unless the BORDER CRICKET personnel establishes that the decision violated principles of natural justice.
- 5.5.2 The Ethics Officer may draw an inference adverse to the BORDER CRICKET personnel who is asserted to have committed an offence under the Code based on

his or her refusal, without compelling justification, after a request made in a reasonable time in advance of the hearing, to appear at the hearing (either in person or telephonically as directed by the Ethics Officer) and to answer any relevant questions. In addition, the Ethics Officer may take into account any failure on the part of the BORDER CRICKET personnel to reply to a Notice of Allegation of Breach in assessing whether or not the requisite standard of proof has been satisfied.

6. Decisions of the Ethics Officer

- 6.1 The Ethics Officer shall announce his or her decision in writing, with reasons, as soon as possible after the conclusion of the hearing or his/her assessment of the evidence in terms of 6.2. That written decision will set out and explain:
 - 6.1.1 with reasons, the Ethics Officer's findings as to whether any offence(s) under the Code has/ have been committed; and
 - 6.1.2 with reasons, the Ethics Officer's recommendations as to what sanctions, if any, are to be imposed (including any fine and/or period of suspension);
- 6.2 Any such written decision (with reasons) will be provided to the BORDER CRICKET personnel. A copy shall also be provided to the BORDER CRICKET Board so that it may properly exercise its powers under Article 7 below. The decision shall not be made public unless otherwise agreed by the BORDER CRICKET Board.
- 6.3 The Ethics Officer has the power to make a costs order against any party to the hearing in respect of the costs of convening and staging the hearing and/or in respect of the costs (legal, expert, travel, accommodation or otherwise) incurred by the parties in relation to the proceedings if it considers that such party has acted spuriously, frivolously or otherwise in bad faith. If the Ethics Officer does not exercise that power, BORDER CRICKET shall pay the costs of convening and staging the hearing, and each party shall bear its own costs (legal, expert, travel, accommodation or otherwise).

7. Sanctions

- 7.1 The BORDER CRICKET Board shall consider what sanctions (if any) are appropriate in the circumstances, having regard to the recommendations of the Ethics Officer, which shall be regarded as persuasive but not binding.
- 7.2 Such sanctions may include any one of the following:
 - 7.2.1 a warning; and/or
 - 7.2.2 a fine; and/or
 - 7.2.3 suspension from carrying out any BORDER CRICKET activities or functions for a particular period;

- 7.2.4 in the case of a Director, removing a Director from the BORDER CRICKET Board in accordance with the company's MOI;
- 7.2.5 in the case of a staff member or player, a directive to the BORDER CRICKET Chief Executive that the staff member or player be dismissed; and/or
- 6.2.6 any other form of sanction which the BORDER CRICKET Board deems reasonable and appropriate.

- 8.3 In determining the sanction, the BORDER CRICKET Board shall consider factors such as the nature of the relevant offence under the Code, the number of times such offence was committed and such other aggravating and mitigating factors as it or he deems relevant and appropriate in the circumstances.

- 8.4 It shall be a condition of membership of BORDER CRICKET that all Members shall comply with, recognise and take all necessary and reasonable steps within their powers to enforce and give effect to the Code and to all decisions taken and sanctions imposed thereunder. This shall include (without limitation), agreeing to abide by a decision to suspend a Director or other personnel from attending any BORDER CRICKET Board meetings or functions.

8. No Appeal

- 8.1 The decision of the BORDER CRICKET Board as to sanctions shall be final and binding **however there shall be a right of appeal.**

9. Statute of Limitations

- 9.1 **Action** may be commenced under the Code against a BORDER CRICKET personnel for an offence under the Code more than five years after the date that the offence occurred.
- 9.2 Subject strictly to Article 9.1, BORDER CRICKET may temporarily suspend investigations under the Code to avoid prejudice to, and/or to give precedence to, investigations conducted by other relevant authorities into the same or related matters.

10. Policy Update and Notification

- 10.1 BORDER CRICKET reserves the right to revise the conditions of this policy at any time. BORDER CRICKET personnel are responsible for understanding or seeking clarification of any rules outlined in this document and to familiarize themselves with the most current version of this policy.

- 10.2 The headings used for the various Articles of the Code are for the purpose of guidance only and shall not be deemed to be part of the substance of the Code or to inform or affect in any way the language of the provisions to which they refer.
- 10.3 The Code shall come into full force and effect on the date approved by the BORDER CRICKET Board (the “Effective Date”). It shall not operate to disturb any decisions and/or sanctions previously made under previous versions of the Code, nor shall it apply retrospectively to matters pending before the Effective Date; provided, however, that any case pending prior to the Effective Date, or brought after the Effective Date but based on acts or omissions that occurred before the Effective Date, shall be governed by the predecessor version of the Code in force at the time of the alleged offence, subject to any application of the principle of *lex mitior*.
- 10.4 If any Article or provision of this Code is held invalid, unenforceable or illegal for any reason, it shall be deemed deleted, and the Code shall remain otherwise in full force and effect.
- 10.5 The Code is governed by and shall be construed in accordance with South African law and disputes relating to the Code shall be subject to the exclusive jurisdiction of the courts in South Africa.