

Description	Code of Ethics
Document owner	Chief Executive Officer South Western Districts Cricket (SWDC) (NPC)
Approved by	Members Council SWD Cricket
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1. Preamble

South Western Districts Cricket (SWDC) has a clear responsibility to safeguard the integrity and reputation of cricket in its area of jurisdiction. Accordingly, the SWDC 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. Members of the Board of Directors, Board Committee's, Selection Committee, team managers, coaches, participants, administrators, officials, players and staff (collectively referred to as "SWDC personnel") are expected to uphold the high standards and behaviors expected in terms of this Code.

The SWDC 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 behavior.

The SWDC is committed to living by its values:

❖ **Honesty and integrity.**

Behaving in a manner that reflects SWD's commitment to honesty, trust, transparency and ethical business operations.

❖ **Professionalism and diligence.**

We strive to perform at the highest level of excellence by setting quality standards.

❖ **Mutual respect and fairness.**

We acknowledge the rights and dignity of others and treat those we engage with equitably, valuing diversity positively and learn from each other.

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

1.2 Definitions

- a. “the **Board**” means the Board of directors of the Company as per clause 19 of the MOI.
- b. “**CEO**” means the Chief Executive Officer of the Company, who has been appointed to attend to the day-to-day management of the Company;
- c. “**Companies Act**” means the Companies Act, No 71 of 2008, as amended or any legislation which replaces it;
- d. “**Company**” means **South Western Districts Cricket (NPC)** or by whatever other name it may be known from time to time;
- e. “**Cricket South Africa**” means the National Custodian of cricket in South Africa.
- f. “**Director**” or “**Directors**” means those Persons nominated, elected and appointed as such in terms of clause 19 of the MOI;
- g. The “**Ethics Officer**”, will be the CEO and shall conduct investigations into the activities of any SWDC Members that he or she believes may have committed an offence under the Code. In the event where the CEO is implicated an independent external person will be appointed as the Ethics Officer.
- h. “**Ineligible or Disqualified**” means ineligible or disqualified as contemplated in the Companies Act which shall apply not only to Directors but also to members of Board committees and members of statutory committees, Prescribed Officers and the secretary of the Company;
- i. “**Initiator**” means a person acting on behalf of the company with a burden to prove each and every allegation of

misconduct under this code as set out in the notice of allegation of breach.

- j. **"MOI"** means this Memorandum of Incorporation of the Company, as amended from time to time;
- k. **"Members"** means a person who holds membership in, and specified rights in respect of the Company; including Affiliate Members, Associate Members, Ancillary Members and the Honorary-Life President and include Members of the Board of Directors, Board Committee's, Selection Committee, team managers, coaches, participants, administrators, officials, players and staff (collectively referred to as "SWDC personnel") and spectators of an affiliated club
- m. **"Non-Independent Director"** means an Affiliate Member President or a member of an Affiliated Member or Associated Body who is nominated by the Affiliate Member (Club) or Associated Bodies for election at an Annual General Meeting or Members' Council Meeting for appointment to the Board as a Non-Independent Director;
- n. **"President"** means a Non-Independent Director who is elected by the Affiliate Members for appointment as chairperson of the Members Meeting or Members' Council and chairperson of the Board;
- o. **"Presiding Officer"** means the person who presides over a disciplinary hearing and who:
 - i. hears evidence from both parties,
 - ii. assesses the evidence and decides on the guilt of the personnel charged,
 - iii. decides on the corrective action most appropriate in the circumstances; and

- iv. performs all other functions incidental to his/her role
- p. **"Regulations"** means regulations published pursuant to the Companies Act, from time to time;

2. **"Ethics" Officer**

- a. Any allegation or suspicion of a breach of the Code by any SWDC Members, whatever the source, shall be submitted to the Chief Executive Officer who shall refer the matter to the Chairman of the Social & Ethics Committee. The Chairperson of the Social and Ethics Committee in consultation with the President shall determine who should be appointed to investigate the allegation, ("the Ethics Officer"). In the event where the CEO is implicated an external independent person will be appointed.
- b. The Ethics Officer shall conduct investigations into the activities of the person who is believed to have committed an offence under the Code. The Ethics Officer may request to such person to furnish to him any information that is reasonably related to the alleged offence.
- c. If the Ethics Officer deems that a hearing is not required, he may adjudicate upon the matter based on the evidence before him and make a recommendation to the Board of Directors for further consideration. Where the Ethics Officer deems that a hearing is required, such hearing shall be conducted as set out. by the initiator duly appointed by the BoD from time to time. The full hearing should take place no longer than thirty (30) days after the receipt by the parties of the Complainant's reply. Parties have the right to be represented at the hearing.
- d. The Ethics Officer shall not be bound by judicial rules governing the admissibility of evidence, but must adhere to the rules of natural justice. Instead, facts relating to an offence under the Code may be established by any reliable means, including admissions.
- e. The Ethics Officer shall announce his decision in writing, with reasons, as soon as possible after the conclusion of the investigation. That written decision will set out and explain with

reasons, the Ethics Officer's findings as to whether any offence(s) under the Code have been committed; and with reasons

3. **The Presiding Officer**

- a. The Presiding Officer shall have the power to determine the procedure to be followed for the conduct of the hearing that he appropriate with the minimum of legal formalities provided that the rules of natural justice are observed, to ask questions but not cross examined, proceed with the hearing, and make a finding of the fact after having considered the evidence. He can hear any evidence or plea in mitigation or aggravation prior to deciding on the sanction to impose.
- b. The Prescribed Officer shall within ten (10) days of the last day of the Disciplinary Hearing, confirm in writing that findings of fact, the sanction imposed in the event that the Employee was found guilty, and the reasons in support thereof. The Prescribed Officer shall provide a copy of the determination to the Board of Directors, who cannot alter his decision which will be final and binding on the Employer.
- c. An Employee may not be recharged at a subsequent Disciplinary Hearing for the same alleged misconduct, unless the circumstances otherwise permitted in general case law.

4. **Duties and Responsibilities of Members under the Code**

- a. **General duties and responsibilities.** SWDC members 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 SWDC, namely, the "*custodianship of all cricket activities which ultimately advance amateur and professional cricket, for all South Africans*".
 - 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 in SWDC.

Every member of SWDC members has the obligation to not only abide by the Code of Ethics and to report any violations of the Code should they become aware thereof.

b. **Fiduciary and express duties**

The Code of Ethics of SWDC places a positive duty on the personnel, in their interaction with each other and all stakeholders to:

- Act In good faith;
- With the due care and skill a reasonable person in a similar position would exercise under similar circumstances; and
- the best interests of the SWDC
- not to promote their own interests at the expense of the interests or integrity of SWD or of the sport of cricket in general.
- Adhere to and comply with the duties placed on them by any law, rules and or regulations governing the structure of SWDC including its MOI and Code of Conduct.

c. **Conflict of interest**

- i. SWDC members are required to be free from any influence which may interfere (or seem to interfere) directly or indirectly with the proper and efficient discharge of his/her express or implied duties (or which may impact or seem to impact on their duty of loyalty) towards SWDC.
- ii. Where a SWDC stakeholder, either directly or indirectly has a conflict of interest or there is potential for a conflict of interest to arise, then he/she must:
 - (a) disclose the interest to the CEO.
 - (b) Where the CEO or President has a conflict of interest/possible the matter must be brought to the attention of the Chairperson of the Social and Ethics Committee.
 - (c) excuse him/herself from any formal discussions related to the conflict of interest and abstain from voting or from seeking to influence the vote on any such matter.
 - (d) any member who wilfully fails to report any conflict of interest and who thereby causes harm or potential harm to SWDC may be subjected to disciplinary measures being taken against him/her

d. Integrity (bribery, gifts and hospitality)

- i. Bribery. SWDC personnel must not accept or offer any bribe, payment, gift, donation, commission, “kickback”, facilitation payment, or other questionable inducement that may influence decision-making or actions in relation to any matter involving the SWDC (including, without limitation, in relation to Events and SWDC commercial activities). In such case, a person must immediately disclose such offer or any request for inducement to the CEO immediately.
- ii. SWD members must not must not accept or offer any bribe, payment, commission, “kickback”, facilitation payment, or other questionable inducement that may influence decision-making or actions in relation to any matter involving the SWDC. In such case, a person must immediately disclose such offer or any request for inducement to the CEO immediately.
- iii. Gifts and hospitality (To be read together with Operating Policies and Procedures: Clause 3.c – Conflict of Interest – Gifts, Hospitality and favours and Financial Policy and Procedures: Trade-Off Agreements)
 - (a) SWDC members must not accept or offer any gift, hospitality or other benefit in cash or in kind that is intended or may reasonably be construed as being intended to influence the personnel or stakeholders to make decisions other than in the best interests of the SWDC;

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 SWDC commercial contracts, particularly for media rights, events and sponsorship.

- (b) subject always to the foregoing, SWDC 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 a sworn affidavit is handed in.
 - (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 must be disclosed to, and recorded by the CEO.
 - (iv) The CEO must keep a gifts register indicating all gifts received by any member and shall make such register available to the B.O.D when requested to do so.

e. **Confidentiality (To be read together with HR Policy: Statement of Confidentiality)**

SWDC members may not disclose any facts, data or other information entrusted to them in confidence or gained by virtue of their work at SWDC. 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 SWDC.

f. **Betting, gaming or gambling**

SWDC members shall not engage or be involved, whether directly or indirectly, in any of the following:

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

A SWDC stakeholder who is aware of the abovementioned conduct, or any member of the public in the form of an affidavit, on the part of any SWDC member or stakeholder is bound to report such activity, failing which, he/she may be deemed to be in breach of the code.

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

g. **Dishonest Dealings**

- i. Any person, director, employee, consultant, supplier, sponsor, member, franchise or business partner that has been subject to a finding of dishonesty or any other conduct which harms or brings the name of SWD Cricket into disrepute, will be unconditionally precluded for a period of 5 (five) years from:

- taking up and/or holding any office, position, directorship, management or administration role of any nature within CSA and its structures;
 - from being invited to participate in any formal CSA functions and sanctioned events; and will no longer have any dealings with CSA and its structures for the remainder of the period.
- ii. The preclusion period herein will run from the date of this amendment in respect to all past findings, or from the date of a final determination, whichever the latter and will only be capable of being overturned by a unanimous decision of the existing SWD board of directors, as is appointed from time to time.
- ii. Upon expiry of the 5 (five) year sanction period the person/s mentioned in Clause 4.g.i. must appear before the Social and Ethics Committee to show cause why such person/s should return to participate in formal cricket activity.

5. Investigations of alleged breaches under the Code

- a. Any allegation or suspicion of a breach of the Code by any SWDC personnel, whatever the source, shall be referred to the Chairman of the Social & Ethics Committee for determination in accordance with Article 5.b and 5.C below. On receipt of a referral, the Chairman of the Social & Ethics Committee shall inform the SWDC President.
- b. The Chairman of the Social & Ethics Committee in consultation with the President shall determine who should be appointed to investigate the allegation(s), which person may be an independent person (“the Ethics Officer”).
- c. As part of any investigation, if the Ethics Officer reasonably suspects that SWDC 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:
- (i) 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

6. Responding to a Notice of Allegations of Breach

- a. SWDC Members shall be required to respond to the Notice of Allegations of Breach and/or any statement filed by the Complainant within 7 (seven) days of receipt of the notice.
- b. The Complainant shall be provided with an opportunity to reply to SWDC Members response, within 7 (seven) days of receipt of same.
- c. The Ethics Officer will thereafter determine, in his or her sole discretion, whether any further submissions are necessary or desirable.

8. Decisions of the Presiding Officer

- a. The Presiding 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 7.b. That written decision will set out and explain:
 - i. with reasons, the Presiding Officer findings as to whether any offence(s) under the Code has/ have been committed; and
 - iii. with reasons, the Presiding Officer recommendations as to what sanctions, if any, are to be imposed (including any fine and/or period of suspension);
- b. Any such written decision (with reasons) will be provided to the SWDC members. The decision shall not be made public unless otherwise agreed by the SWDC Board of Directors.
- c. The Presiding 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 Presiding Officer does not exercise that power, the SWDC shall pay the costs of convening and staging the hearing, and each party shall bear its own costs (legal, expert, travel, accommodation or otherwise).

9. Sanctions

- a. The Presiding Officer shall consider what sanctions (if any) are appropriate in the circumstances.
- b. Such sanctions may include any one of the following:
 - i. a warning; and/or
 - ii. a fine; and/or
 - iii. suspension from carrying out any SWDC activities or functions for a particular period;
 - iv. in the case of a Director or Affiliate or Affiliate members removing of such Director from the Board in accordance with the company's MOI;
 - v. in the case of a staff member or player, a directive to the Chief Executive that the staff member or player be dismissed; and/or
 - vi. an appropriate sentence for an offence considering all the relevant circumstances and if applicable sentences for similar offenses as provided by Cricket South Africa.
- c. In determining the sanction, the Presiding Officer 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.
- d. It shall be a condition of membership of SWDC that all Members shall comply with, recognize 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 Member/Director or other personnel from attending any SWDC meetings or functions.

10. Appeal

- a. The Member has the right to appeal any disciplinary finding and/or sanction, which has been given at a Disciplinary Hearing.
- b. Subject to clause 10.a. above, an appeal must be lodged on the prescribed form within five (5) days of receipt of written notification of the finding and sanction of the Disciplinary Hearing.

- c. A party shall deliver to the opposing party, and to the Chairman of the Appeal Board a brief statement of case at least three (3) days prior to the date of the Disciplinary Appeal Hearing. No further pleadings shall be exchanged unless otherwise agreed.
- d. The statement of case shall concisely set out the facts only on the merits of the Disciplinary Hearing (no new evidence or points *in limine*), the conclusions of law upon which the party relies and the relief that the party seeks.
- e. The grounds of appeal must be clearly set out in the Members' Notice of Appeal, provided that the failure by an Employee to raise a ground of appeal shall not preclude him from subsequently raising it before the Disciplinary Appeal Hearing.
- f. The Chairman of the Appeal Board of the Disciplinary Appeal Hearing shall fix the time and date of the hearing subject to the provisions of clause 10.m below.
- g. The time period referred to in clause 10.c above may be amended by mutual agreement between the parties, in consultation with the Chairman of the Appeal Board. Failing agreement between the parties, either party may apply to the Chairman of the Appeal Board for an extension of the time period. A new date for the Disciplinary Appeal Hearing shall in this instance be determined by the Chairman of the Appeal Board to a mutually convenient time, date and place for the Disciplinary Appeal Hearing to take place.
- h. The appeal will be heard on the grounds of an appeal submitted by the Member and any amendment thereto, by having regard to the record of the Disciplinary Hearing proceedings and the submissions and arguments of the parties based thereon.
- i. The appeal should not entail the rehearing of the matter *de novo*.
- j. The Disciplinary Appeal Hearing shall have the power to confirm or set aside any decision, determination or finding and to confirm, set aside or reduce any sanction imposed by the Disciplinary Hearing.

- k. The Disciplinary Appeal Hearing should commence within a reasonable time from the date of service of the Notice of Appeal but shall take place not earlier than five (5) days and not later than ten (10) days from the date that the Notice of Appeal was lodged.
- l. The Disciplinary Appeal Hearing shall make its determination, in writing, within ten (10) days from the last day of hearing of the appeal and provide a copy of the determination to the Chief Executive Officer or his authorized representative and to the Employee or his representative.
- m. The determination of the Chairman of the Disciplinary Appeal Hearing cannot be altered by SWD Cricket or any other governing structure and shall be final and binding on the Employer subject to any other remedies permitted by law.

11. **Statute of Limitations**

- a. No action may be commenced under the Code against SWDC personnel for an offence under the Code more than three years after the date that the offence occurred.
- b. Subject strictly to Article 8.a, the SWDC 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.

12. **Policy Update and Notification**

- a. The SWDC reserves the right to revise the conditions of this policy at any time. SWDC personnel are responsible for understanding or seeking clarification of any rules outlined in this document and to familiarize them with the most current version of this policy.
- b. 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.

- c. The Code shall come into full force and effect on the date approved by the SWDC Board of Directors (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 the Lighter Sentence Principle.
- d. 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.
- e. 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.
(Jurisdiction will depend on the place of the breach/place of investigation)