Code of Ethics for the CM
REVIEWED & ADOPTED 29TH JUNE 2020

1. Introduction

1.1 The purpose of this Code of Ethics is to set out the rules that will govern the conduct of persons serving on the Executive Board of the CM and/or any Associated Company, Members of all CM Committees, including without limitation, Affiliate Member Chairperson, Associate Member Chairperson, the President, the Chief Executive, the Vice-President all alternate directors, and all CM staff. (Each referred to as Directors hereafter) It supersedes all prior and existing rules that are applicable to Directors.

1.2 The Code is adopted in response to issues raised in Lord Condon's Report on Corruption in Cricket and in particular to address Recommendation No 22 of that report which requires the ICC to address conflict of interest issues for those who serve on the Executive Board.

1.3 The overriding objectives of the Code are to enhance the reputation of the CM, to foster public confidence in the CM's governance and administration of the sport of cricket nationally & internationally, in particular to strengthen its authority to deal with corruption. As the guardians of the sport in Malawi and because Directors operate in the public spotlight, they are expected to conduct their affairs on a basis consistent with the great trust that has been placed in them. This requires their behaviour to conform to the highest standards of honesty, impartiality, equity and integrity when discharging their duties and responsibilities. Directors' actions must be dedicated to the promotion and development of the sport of cricket. The Code of Ethics should be read and understood as a minimum standard of acceptable conduct.

1.4 The CM is to institute a process to administer the application and implementation of the Code and to consider any other matters relating to the Code or its subject matter. The Board of Directors shall appoint an Ethics Officer, who will have primary responsibility for this task. The Chairman of the Code of Conduct Commission and the CM In House Lawyer will assist the Ethics Officer with his responsibilities. All information received by the Ethics Officer is highly confidential and will be treated as such.

2. General Statement

2.1 Each Director shall act in an honest and ethical manner. In order to facilitate the transparent operation of the CM, conduct that gives the appearance of impropriety will also be unacceptable. Directors shall not engage in any conduct that in any way denigrates the CM or harms its public image. No funds or assets of the CM may be used for any unlawful purpose, and no Director may engage in unlawful conduct.

3. Fiduciary Duties

3.1 Each Director shall owe to the CM a duty of care and loyalty. Specifically, each Director, shall discharge his duties (a) in good faith, (b) with the care an ordinarily

prudent person in a like position would exercise under similar circumstances, and (c) in a manner that the director reasonably believes to be in the best interests of the CM.

3.2 Directors shall at all times serve the interests of the CM and the sport of cricket as a whole. Directors shall not promote their own (or a group of) Cricket Board's interests at the expense of the dignity, integrity or interests of the CM or of the sport of cricket in general.

3.3 Each Director shall ensure that all CM's assets and services are applied only in furtherance of, and in accordance with, the CM's objectives and that they are not used other than for official CM business.

4. Conflicts of Interest

4.1 Directors must be free from any influence which might interfere or appear to interfere with the proper and efficient discharge of their duties, or which might be inconsistent with their duty of loyalty to the CM. It is also the duty of Directors not to use their position with the CM for personal advantage or gain. To that end no Director shall have an undisclosed conflict of interest.

4.2 Circumstances in which a conflict of interest would arise include:

- Material and direct personal involvement with sponsors, suppliers, vendors, contractors, venues, broadcasters, customers, such as, ownership of a material interest in such an entity; acting in any material capacity in such an entity, or acceptance of material payments, services or loans from such an entity.
- Ownership of property affected by CM action or acquired as a result of confidential information obtained from CM.
- Outside employment which might materially impact a Directors performance or efficiency in relation to his duties to the CM.
- Outside activities in civic, professional or political organisations which might involve improper and unauthorised divulging of confidential information.

This list is not exhaustive, merely illustrative. Where a Director, either directly or indirectly, has such a conflict of interest or there is a potential for such a conflict of interest to arise, he shall:

1. Disclose the interest to the Ethics Officer, who shall have the authority to either (a) approve the conflict, or (b) refer the matter to the Board of Directors for further consideration; and

2. Excuse himself from any formal discussions related to the conflict of interest; and

3. Abstain from voting and from seeking to influence the vote on any matter related to the conflict of interest.

4.3 Pursuant to the provisions of the Code, if the Ethics Officer himself has any conflicts or potential conflicts then he shall make a declaration about those conflicts to the President of the CM.

5. Confidentiality

5.1 Directors shall not disclose any facts, data or other information entrusted to them in confidence by virtue of their directorship of the CM. Disclosure of any such information must not be for personal gain or benefit, nor should it be undertaken

maliciously to damage the reputation of the CM or any other person individually involved.

5.2 These duties of confidentiality will continue indefinitely or until such time that such information comes into the public domain, other than by breach of confidentiality obligation or until a director is required, by law, to disclose such information.

6. Gifts.

6.1 Subject to clause 6.3 any individual gifts, benefits, hospitality or other advantages which are received by Directors, either directly or indirectly, which in any way relates to, or which arose as a result of, his position as a Director could be seen to potentially influence the judgment of the Directors in the discharge of their duties. Therefore, for the purposes of transparency, they must be disclosed to the Ethics Officer who will determine if the gift may be accepted.

6.2 The acceptance of a cash gift (in any form) is strictly forbidden. Directors should not accept a cash payment from any third party in consideration for any services provided by the CM.

7. Betting, Gaming or Gambling.

7.1 No Director shall be engaged or involved in (whether directly or indirectly) any conduct listed, or analogous to conduct listed, in any of paragraphs 1.1 A to E or G to J of Appendix A ("**Relevant Matters for Investigation**") of the Terms of Reference of the Council's Code of Conduct Commission, a copy of which is attached hereto as Appendix A, (disregarding the fact that the Director is not a direct participant in any relevant Match as defined in that Appendix).

7.2

(a) No Director shall, either directly or indirectly bet or instruct, permit or enable any person for the benefit of any such Director to bet on the result, progress or conduct of any cricket match or cricket competition.

(b) No Director shall have any business association or enter into any business arrangement (whether formal or informal) with any person or company who has interests in gambling or any other form of financial speculation on the outcome of any sporting event anywhere in the world if such association or arrangement involves the payment of any monies to or by, or the conferring of any benefit(s) or advantages(s) upon or by, the Director either directly of indirectly for entering into such association or arrangement.

(c) As an exception to the previous sub-paragraphs a Director shall not be in breach of the Code if he is employed by, or has a business association with, a parent company which has a betting business as a subsidiary company (or is a business interest of any subsidiary company), provided that Director can show to the Ethics Officer (or to such person(s) to whom the Ethic Officer may refer the matter) both that he has no direct involvement with the betting business and also that he derives no direct or indirect benefit from the betting business, save that a fee payable to the Director referable to his being an officer of the parent company shall be acceptable under the Code.

(d) It is not permitted and a Director shall be in breach of this Code if a member of his immediate family (being a spouse, parent, sibling, son or daughter) has a controlling

interest in a betting business, a substantial relationship with a betting business or is employed in the day to day operational control of a betting business.

(e) For the avoidance of doubt:

(i) the receipt of winnings by Directors as a result of successful gambling on any matter unconnected with cricket shall not its itself constitute a breach of the Code;

(ii) for the purposes of the Code references in sub-paragraphs (b) to (d) to business association, business arrangement, & a betting business shall encompass not only an actual business association, business arrangement or betting business, but also an association, arrangement or business which is, in the opinion of the CM Executive Board perceived as an association, arrangement, business or connection in any way with betting, gaming or gambling of any kind.

8. Enforcement

8.1 All Directors are expected to use good judgment, protect the spirit of cricket and abide by the Code of Ethics. Any violation may expose the Director and/or the CM, to civil and criminal liability and may harm their reputation and therefore their ability to achieve their mission.

8.2 Anyone who violates the Code of Ethics may be subject to disciplinary measures. The Ethics Officer shall review all alleged violations of the Code of Ethics. If appropriate, the Ethics Officer will conduct an investigation, hold a hearing and also recommend sanctions, (including but not limited to a recommendation to remove a Director) to the CM Executive Board for its ultimate determination.

8.3 Each Director has the obligation not only to abide by the Code of Ethics, but also to report violations of the Code of Ethics when they become aware of them.

8.4 This policy serves as a framework to guide ethical conduct, but by no means covers every situation. If Directors are unclear about the requirements of this policy they should consult the Ethics Officer or The President. Directors have a responsibility to ask questions if they have doubts about a situation or proposed course of action.

APPENDIX A
RELEVANT MATTERS FOR INVESTGATION AND RELEVANT PENALTIES

Whether any player of a Cricket Authority's team participating in any Match, Limiter Over Match or representative cricket match (Match) or any umpire, referee, team official or administrator of any such Cricket Authority representing or in any way related to the Cricket Authority of any such Member

1) Has engaged in any of the following conduct:

A. Bet on any match or series of Matches, or on any event connected with any Match or series of Matches (Event), in which such player, umpire, referee, team official or administrator took part or in which the Member Club of any such individual was represented;

B. Induced or encouraged any other person to bet on any Match or series of Matches or on any Event or to offer the facility for such bets to be placed;

C. Gambled or entered into any other form of financial speculation on any Match or on any Event;

D. Induced or encouraged any other person to gamble or enter into any other form of financial speculation on any Match or any Event;

E. Was a party to contriving or attempting to contrive the result of any Match or the occurrence of any Event;

F. Failed to perform on his merits in any Match owing to an arrangement relating to betting on the outcome of any Match or on the occurrence of any Event;

G. Induced or encouraged any other player not to perform on his merits in any Match owing to any such arrangement;

H. Received from another person any money, benefit or other reward (whether financial or otherwise) for the provision of any information concerning the weather, the teams, the state of the ground, the status of, or the outcome of, any Match or the occurrence of any Event unless such information has been provided to a newspaper or other form of media in accordance with an obligation entered into in the normal course and disclosed in advance to the Cricket Authority;

I. Received any money, benefit or other reward (whether financial or otherwise) which could bring him or the game of cricket into disrepute;

J. Provided any money, benefit or other reward (whether financial or otherwise) which could bring him or the game into disrepute;

K. Received any approach from another person to engage in conduct such as that described in any of the above sub-paragraphs (A) to (J); or

2) Is aware that any other player or individual has engaged in conduct, or received approaches, such as described in any sub-paragraph of paragraph (1) above; or

3) Has received or is aware that any other person has received threats of any nature which might induce him to engage in conduct, or acquiesce in any proposal made by an approach, such as described in any sub-paragraph of paragraph (1) above.

4) Has engaged in any conduct which in the opinion of the Executive Board is prejudicial to the interests of the game of cricket.