

ICA INDIAN CRICKETERS' ASSOCIATION

Ethics Code

December 24, 2020

Introduction

The Indian Cricketers' Association ("ICA") is a non-profit company limited by guarantee incorporated on July 5, 2019 under Section 8 of the Companies Act, 2013 (the "Act"). The ICA was established pursuant to the recommendations made by the Hon'ble Supreme Court of India ("Supreme Court") appointed Justice Lodha Committee in its Report on Cricket Reforms and as approved by the Supreme Court in its judgements in *Board of Control for Cricket in India and Ors. v. Cricket Association of Bihar and Ors. (CIVIL APPEAL NO.4235 OF 2014)*. It has been formally recognised by the Board of Control for Cricket in India ("BCCI") as the only association of former cricket players in India.

As a company established pursuant to the directions provided by the Supreme Court, the ICA is conscious of the trust bestowed on it by the highest court of the land to protect, promote and advance the interests of its members and the larger community of cricket players in India.

The objects of the ICA and its responsibilities toward its members can be furthered effectively only in an environment which facilitates ethical conduct, accountability and good governance and is committed to following the highest standards of corporate governance in all its activities and processes.

Towards this end, the ICA's Board of Directors has adopted this Ethics Code, which aims at maintaining the highest standard of conduct and ethics for the ICA, provides guidance in difficult situations involving conflict of interest and moral dilemma and ensures compliance with applicable laws.

This Ethics Code may be reviewed and/or revised by the Board from time to time to reflect the regulatory environment and best standards of governance and ethical conduct. Any amendments to this Ethics Code shall be approved by the Board as provided hereunder.

1. Definitions

1.1. In this Ethics Code, unless the context otherwise requires, the following terms shall have the meaning ascribed to them below:

- 1.1.1. “**BCCI**” shall mean the Board of Control for Cricket in India;
- 1.1.2. “**BCCI Members**” shall mean the cricket associations that are Full Members of the BCCI;
- 1.1.3. “**BCCI Rules**” shall mean the Rules and Regulations of the BCCI as amended and in effect from time to time;
- 1.1.4. “**By-Laws**” shall mean the Articles of Association and the Memorandum of Association of the ICA, as amended by the Members from time to time;
- 1.1.5. “**Conflict of Interest**” refers to situations where an individual associated with the ICA in any capacity acts or omits to act in a manner that brings, or is perceived to bring the personal or other professional interest of the individual in conflict with the interest of individual’s role in the ICA and that may cause or give rise to apprehensions of, favouritism, lack of objectivity, bias, external interest, benefits (monetary or otherwise) or linkages, as set out in Clause 5;
- 1.1.6. “**Director**” shall mean the director appointed to the Board of the ICA;
- 1.1.7. “**Ethics Code**” shall mean this Code of Ethics adopted by the Board and applicable to all Functionaries and Members;
- 1.1.8. “**Functionaries**” shall mean the functionaries of the ICA including the Directors, Office Bearers, ICA Representatives to the BCCI and BCCI Members, officers, employees and other personnel of the ICA;
- 1.1.9. “**Board**” or “**Board of Directors**” shall mean the collective body of the Directors of the ICA;
- 1.1.10. “**ICA Website**” shall mean the official website of the ICA, located at www.indiancricketersassociation.com;
- 1.1.11. “**Member**” shall mean a person who has been granted membership in and of the ICA;
- 1.1.12. “**Ombudsman and Ethics Officer**” shall mean the Ombudsman and Ethics Officer for the ICA appointed by the Board from time to time in pursuance of Article 16 of the ICA’s Articles of Association; and
- 1.1.13. “**Ombudsman and Ethics Officer Rules**” shall mean the ICA’s Ombudsman and Ethics Officer Rules as applicable and amended from time to time.

2. Effect and Applicability

2.1. This Ethics Code shall come into force on the day the Board passes a resolution for adoption of this Ethics Code and notifies the Ethics Code to the Members.

- 2.2. The Board reserves the right to review, change, update, or withdraw this Ethics Code and any changes shall be effective upon the Board notifying the Members of the changes by posting the revised Ethics Code on the ICA Website. Provided that prior to effecting any material changes to the Ethics Code, the Board shall obtain the views of the person (if any) then occupying the office of the Ombudsman and Ethics Officer.
- 2.3. The Ethics Code is applicable to each Member/Functionary individually and to the Board collectively.
- 2.4. The Members/Functionaries are required to read and understand this Ethics Code and adhere and uphold these principles and standards at all times.
- 2.5. The Members/Functionaries are advised to seek independent legal advice if they have any queries or require any clarifications concerning this Ethics Code.
- 2.6. It is clarified that this Ethics Code is not exhaustive and cannot anticipate and provide for every situation that may arise in the course of a Member's/Functionary's involvement with the ICA or the discharge of their duties. The Ethics Code does not specifically address every potential form of unacceptable conduct and it is expected that the Members/Functionaries will exercise good judgment in compliance with the principles set out in the Ethics Code.
- 2.7. The Members/Functionaries have a duty to avoid any circumstances that would violate the letter or spirit of this Ethics Code. In case of any doubt/ambiguity as to the course of action to be taken, it may be considered as to whether the action would be legal, ethical and whether it would cause a negative perception of the ICA.
- 2.8. Compliance with the Ethics Code shall be ensured, read with other applicable policies and procedures of the ICA, including, but not limited to, the By-laws.

3. General Obligations

- 3.1. The first and foremost duty of every Members/Functionaries is to uphold the interests of the ICA and its stakeholders, and fulfil the fiduciary obligations towards them.
- 3.2. It is the general obligation of the Members/Functionaries to conduct the business and operations of the ICA in accordance with the laws, rules, regulations, agreements, guidelines, and standards including accounting standards governing the ICA's operations and functioning.

- 3.3. The Members/Functionaries shall acquire appropriate knowledge of the legal requirements relating to their duties to the ICA sufficient to enable them to perform their obligations diligently. In the event of any conflict between the terms of this Ethics Code and the applicable law, the Members/Functionaries shall act in accordance with the law provided that any such conflict shall be immediately brought to attention of the Board, so that this Ethics Code maybe brought in line with the law.
- 3.4. In the discharge of their duties, the Members/Functionaries shall comply at all times with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the ICA, including, but not limited to, any policies relating to workplace harassment or sexual harassment to the extent applicable to Members/Functionaries.
- 3.5. The Members/Functionaries shall act in accordance with the highest standards of honesty, integrity, fairness and ethical conduct and exercise utmost good faith, due care and diligence. Without prejudice to the generality of the foregoing, the Members/Functionaries shall, at all times:
 - 3.5.1. Act within the authority, conferred or delegated upon them;
 - 3.5.2. Exercise independent judgment and not assign their powers to any other person;
 - 3.5.3. Bring to the attention of the Board any information or development either within the ICA (relating to its Members, Functionaries, employees or other stakeholders) or external, which could impact the ICA's functioning, its reputation or its fulfilment of its objects;
 - 3.5.4. Devote adequate time and attention to the ICA's affairs and be proactive in the discharge of their duties;
 - 3.5.5. Read in advance any material distributed and otherwise acquaint themselves with the matters proposed to be discussed for constructive deliberations at the concerned meetings;
 - 3.5.6. Attend any applicable meetings, and actively participate and contribute to the discussion and decision making at the concerned meetings;
 - 3.5.7. Promote an atmosphere and culture of inclusivity, accountability, integrity, fairness, equality, honesty, safety and transparency and encourage free and frank discussions on all relevant issues;

- 3.5.8. Keep themselves well informed about the ICA and the external environment in which it is operating;
 - 3.5.9. Regularly update themselves and refresh their skills and knowledge in connection with the discharge of their duties as Members/Functionaries, including without limitation by attending all relevant training programmes and workshops as may be organised by the ICA;
 - 3.5.10. Preserve and protect the ICA's assets and resources (including information and intellectual property rights) and use the same only for the ICA's activities and affairs and not for personal gain/advantage;
 - 3.5.11. Not undertake any activity or be party to any relationship which may conflict with the ICA's interests as further detailed herein; and
 - 3.5.12. Report concerns about unethical behaviour, actual or suspected fraud or any violation of the ICA's policies to the Ombudsman and Ethics Officer.
- 3.6. Members/Functionaries shall not engage in any conduct that in any way denigrates ICA or harms its public image or that brings ICA into disrepute. Members/Functionaries shall owe to ICA a duty of care and loyalty and ensure that they:
- 3.6.1. Present accurate and factual information with regard to any relationship and transaction involving or relating to the ICA;
 - 3.6.2. Do not suppress relevant information with potential ramifications to ICA;
 - 3.6.3. Lead conversations with available information and do not attempt to falsify information in any scenario; and
 - 3.6.4. Accept responsibility for any situation that is a result of that Member's/Functionary's decision making.
- 3.7. All Members/Functionaries have a responsibility to:
- 3.7.1. Set and protecting the vision, mission, values and reputation of ICA and the game of cricket;
 - 3.7.2. Maintain high ethical standards;

- 3.7.3. Respect other Functionaries and Members regardless of body image/type, athletic ability, gender, caste, region, ethnic or racial origin, sexual orientation, age, marital status, background, religion, political belief, disability or economic status, and treat all individuals fairly and reasonably;
 - 3.7.4. Avoid public criticism of any Functionaries or Members;
 - 3.7.5. Prevent or correct practices that are unjustly discriminatory;
 - 3.7.6. Reasonably take all opinions and views into consideration during decision-making processes; and
 - 3.7.7. Make decisions with the underlying principle of protecting and promoting the mental, moral and physical wellbeing of all players.
- 3.8. In addition to the above obligations, Functionaries shall, at all times:
- 3.8.1. Exercise independent judgment and not assign their office to any other person;
 - 3.8.2. Strive to attend all meetings of the Board, the BCCI Apex Council, the IPL Governing Council, and sub-committees of the Board (of which the Member/Functionary is a member, if any) and all general meetings of the ICA, as appropriate;
 - 3.8.3. Promote adherence to the norms of accuracy, diligence and reliability in the preparation and maintenance of the ICA's financial records;
 - 3.8.4. Not unfairly obstruct the functioning of an otherwise proper Board or any sub-committee.

4. Confidentiality and External Communications

- 4.1. All information of a confidential nature, whether tangible or intangible, learnt, received or otherwise accessed by a Member/Functionary in the course of the performance of their duties or by virtue of their position as a Member/Functionary, and which information is not in the public domain through lawful and proper means, shall be treated by the Member/Functionary as confidential and shall not be disclosed without express authorisation by the Board. Such confidential information may include, without limitation, information concerning the ICA's activities, current or projected plans, strategies, members, administration, finances, contributors, intellectual

property rights, personnel and deliberations/proceedings during any meetings of the Board.

- 4.2. No Member/Functionary, unless authorized by the Board, shall either formally or informally, engage in any external communication regarding any information relating to the ICA. The ICA shall be represented only by specifically authorized persons, whom the Board may authorize. The list of such authorized persons shall be notified to the Directors from time to time. The contents, tone and tenor or any statement made by such authorized person to the press, the BCCI or any other third party, in so far as it represents the position, stance or interest of the ICA, shall have been pre-cleared and approved by the Board through a majority vote.
- 4.3. Without prejudice to Clause 4.2, no Member/Functionary shall disclose any confidential information either formally or informally, to any person including press or publicity media, unless such information:
 - 4.3.1. Is duly authorized or required to be disclosed by the General Body of the ICA or pursuant to a decision of the Board / sub-committee of which the Member/Functionary is a member; or
 - 4.3.2. Is required to be disclosed in accordance with applicable laws or requirement of any government authority.
- 4.4. The Member/Functionary must not use, or permit anyone to use, any confidential information in any manner which is prejudicial to the interests of the ICA or its members.
- 4.5. The confidentiality obligation specified herein with respect to any confidential information learnt, received or otherwise accessed by a Member/Functionary in the course of the performance of their duties or by virtue of their position as a Member/Functionary, shall continue to remain in effect after the end of their term.

5. Conflict of Interest

- 5.1. The Member/Functionary shall avoid, any personal/professional activity or association of a Member/Functionary that creates or appears to create a Conflict of Interest or potential Conflict of Interest or perceived Conflict of Interest with such Member's/Functionary's duties/responsibilities towards the ICA.
- 5.2. A Conflict of Interest may take any of the following forms as far as any Functionary/Member is concerned:

- 5.2.1. *Direct or Indirect Interest*: When the ICA enters into contractual arrangements with entities in which the individual concerned or his/her relative, partner or close associate has an interest. This is to include cases where family members, partners or close associates are in positions that may, or may be seen to compromise an individual's participation, performance and/or discharge of obligations.
 - 5.2.2. *Roles compromised*: When the Functionary/Member holds two separate or distinct posts or positions under the ICA and the BCCI or any BCCI Member, the functions of which would require the one to be beholden to the other, or in opposition thereof.
 - 5.2.3. *Commercial conflicts*: When the Functionary/Member enters into contracts or other professional engagements with third parties, the discharge of which would compromise the Functionary/Member's obligations to the ICA.
 - 5.2.4. *Prior relationship*: When the individual has a direct or indirect independent commercial engagement with a vendor or service provider in the past, which is now to be engaged by or on behalf of the ICA.
 - 5.2.5. *Position of influence*: When the individual occupies a post that calls for decisions of governance, management or selection to be made, and where a friend, relative or close affiliate is in the zone of consideration or subject to such decision-making, control or management.
- 5.3. Within a period of 15 days of taking any office under the ICA, every Functionary shall disclose in writing to the Board any existing or potential event or position he/she holds that could reasonably be deemed to cause a Conflict of Interest. The failure to issue a complete disclosure, or any partial or total suppression thereof would render the individual open to disciplinary action which may include termination and removal without benefits. It is clarified that a declaration does not lead to a presumption that in fact a questionable situation exists, but is merely for information and transparency.
 - 5.4. A Conflict of Interest may be either Tractable or Intractable (each as defined herein):
 - 5.4.1. "Tractable" conflicts are those that are resolvable or permissible or excusable through recusal of the Functionary/Member concerned and/or with full disclosure of the interest involved.

- 5.4.2. "Intractable" conflicts are those that cannot be resolved through disclosure and recusal, and would necessitate the removal of the Functionary/Member from a post or position occupied so that the conflict can cease to exist.
- 5.4.3. Unless the posts are held *ex-officio*, as a result of a nomination by ICA or otherwise without leave of the Ombudsman and Ethics Officer, no individual may occupy more than one of the following posts at a single point of time:
- (a) Director and/or Office-Bearer of ICA and/or ICA Representative to BCCI or a BCCI Member;
 - (b) Administrator/Office-Bearer (as defined in the BCCI Rules) of BCCI or a BCCI Member;
 - (c) Auditor;
 - (d) CEO or Manager;
 - (e) Service Provider to ICA (Legal, Financial, Technology, etc.)
- 5.5. As far as incumbents are concerned, every disclosure mandated under Clause 5.3 may be made within 90 days of the Effective Date.
- 5.6. A Member/Functionary shall not discuss, advocate or vote on any matter in which he/she has an actual, potential or perceived Conflict of Interest or any interest, which might reasonably appear to be in conflict with the concept of fairness when dealing with the activities of the ICA.
- 5.7. In the event that the Member/Functionary becomes aware that he/she may be in a situation of actual, potential or perceived Conflict of Interest, he/she shall promptly disclose such conflict to the Board and recuse himself/herself from any decision making or deliberation that may be affected by such conflict or take necessary action as advised by the Board to resolve/avoid such conflict.
- 5.8. As a general norm, the Member/Functionary should avoid conducting the ICA's business with a close associate, or with a business in which a close associate is associated in any significant role. The employment of relatives of a Member/Functionary and senior management executives within the ICA is discouraged and, in any event, employment of such individuals within the ICA in positions that have a financial dependence or influence is prohibited.
- 5.9. If a Member/Functionary fails to make a disclosure as required herein, and the Board of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the concerned individual the Board may report such

Member/Functionary to the Ombudsman and Ethics Officer for suitable disciplinary action.

6. Integrity

- 6.1. No Member/Functionary may accept any bribe, payment, commission, gift, donation, kick-back, hospitality, facilitation payment, favour or other inducement or incentive (whether monetary or otherwise) (each an “**Incentive**”) under circumstances that could reasonably be construed to mean that such Incentive is motivated by the position of the Member/Functionary or where the same is to influence or has the potential to influence the Board or the Member’s/Functionary’s discharge of their duties relating to the ICA.
- 6.2. No Member/Functionary may offer any Incentive where it could be reasonably construed that the Incentive is intended to affect the policies, decisions or performance of the Board, the General Body of the ICA, or any of the Members/Functionaries.
- 6.3. Each Member/Functionary shall comply with all applicable laws and regulations, undertake responsible financial strategic planning, and have appropriate controls and risk management procedures.
- 6.4. Any individual Incentives or other advantages which are received by a Member/Functionary, either directly or indirectly, which in any way relates to, or which arose as a result of, their position could be seen to potentially influence the judgment of the Member/Functionary in the discharge of their duties. Therefore, for the purposes of transparency, these must be disclosed in writing to the Board, who will determine if the Incentive in question may be accepted.
- 6.5. The acceptance of a cash Incentive (in any form) is strictly prohibited. Members/Functionaries should not accept a cash payment personally from any third party while dealing with such third parties on behalf of ICA.
- 6.6. Members/Functionaries must not offer or accept any Incentive (whether of a monetary value or otherwise) in circumstances where such offer or acceptance brings ICA into disrepute.

7. Enforcement

- 7.1. It shall be the duty of the Member/Functionary to help with the enforcement of the Ethics Code and any breach or violation of this Ethics Code as applicable to the

Members/Functionaries, should be promptly reported to the Ombudsman and Ethics Officer of the ICA.

- 7.2. The Ombudsman and Ethics Officer shall, in accordance with the Ombudsman and Ethics Officer Rules, have the power to investigate, in such manner as the Ombudsman and Ethics Officer may deem fit, any violation or alleged violation of the Ethics Code.
- 7.3. Pursuant to the findings and in line with the recommendations of the Ombudsman and Ethics Officer, appropriate action is to be initiated against any Member/Functionary whose actions are found to violate this Ethics Code.
- 7.4. In respect of matters relating to Conflict of Interest in particular, the Ombudsman and Ethics Officer, may, after considering the relevant factors and following the principles of natural justice, do any of the following:
 - 7.4.1. Declare the conflict as Tractable and direct that:
 - (a) the person declare the Conflict of Interest as per Clause 5.4.1; or
 - (b) the interest that causes the conflict be relinquished; or
 - (c) the person recuse himself/herself from discharging the obligation or duty so vested in him or her.
 - 7.4.2. Declare the conflict as Intractable and direct that:
 - (a) the person be suspended or removed from his or her post;
 - (b) any suitable monetary or other penalty be imposed; and
 - (c) the person be barred for a specified period or for life from involvement with the ICA or its activities.
- 7.5. The Ombudsman and Ethics Officer is wholly empowered to also direct any additional measures or restitution as they deemed fit in the circumstances.
- 7.6. The initiation of action against a Member/Functionary on the part of the ICA for any violation shall, unless otherwise specified under applicable law, not be limited by the imposition of any sanctions under applicable law for such violation.
- 7.7. Reporters of violations shall not be victimised. Should any Member/Functionary who has reported a violation feel victimised, such Member/Functionary shall bring their concerns to the attention of the Ombudsman and Ethics Officer.

8. No Rights Created

- 8.1. It is clarified that this Ethics Code is neither intended to nor does it create any right in favour of any Member, Director, Office Bearer, Representative, management executive, contributor, member of the ICA or any other person or entity, whatsoever.