

COURT OF APPEAL FOR BRITISH COLUMBIA

Citation: *British Columbia Mainland Cricket Association v. Chowdhury*,
2026 BCCA 188

Date: 20260505
Docket: CA51137

Between:

British Columbia Mainland Cricket Association dba BCMCL

Appellant
(Respondent)

And

**Redowan-UI-Islam Chowdhury, M. Emrul Hasan and M. Emrul Hasan Inc.
dba Last Man Stands Canada, Bhavjit Jauhar on behalf of himself as an
Individual Cricket Player and on Behalf of North Vancouver Cricket Club
dba North Shore Cricket Club**

Respondents
(Petitioners)

Before: The Honourable Madam Justice Horsman
The Honourable Justice Iyer
The Honourable Justice MacNaughton

On appeal from: An order of the Supreme Court of British Columbia, dated
October 20, 2025 (*Chowdhury v. British Columbia Mainland Cricket Association*,
2025 BCSC 2041, Vancouver Docket S225670).

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Place and Date of Hearing:

Vancouver, British Columbia
March 20, 2026

Place and Date of Judgment:

Vancouver, British Columbia
May 5, 2026

Written Reasons by:

The Honourable Justice MacNaughton

Concurred in by:

The Honourable Madam Justice Horsman

The Honourable Justice Iyer

Summary:

The appellant, the British Columbia Mainland Cricket Association (the “Society”), operates and administers the British Columbia Mainland Cricket League (the “League”). At issue on appeal is a rule overwhelmingly adopted by Society’s members (“Rule 10”), which provides that if a player is registered or plays a game in any other league in the Lower Mainland, then they forfeit their registration from the League. The respondents are an individual operating another cricket league in the Lower Mainland, Last Man Stands Canada (“LMS Canada”), which administers an abbreviated form of cricket that operates under different cricket rules, and the North Vancouver Cricket Club, a society which is a member of the Society and plays in the League. Under Rule 10, League players who join LMS Canada are subject to having their registration revoked from the League. The respondent’s petition alleges that Rule 10 is contrary to the purposes in the Society’s constitution and is therefore in contravention with the Societies Act, S.B.C. 2015, c. 18. The Society’s constitution says that its purpose is to, inter alia, foster, promote, regulate, extend, organize, and govern the playing of the game of cricket in mainland British Columbia. The chambers judge agreed with the petitioners and concluded that the Society’s enforcement of Rule 10 “quelled” cricket’s growth and player participation in the game, and impeded opportunities for skill development, contrary to its purpose to extend and promote the game. On appeal, among other things, the appellant argues that the judge misinterpreted the Society’s purposes.

Held: Appeal allowed. The chambers judge erred in principle in not applying the required holistic approach to interpreting the Society’s purposes. First, she erred in selectively considering only some of the purposes listed in the Society’s constitution—namely, the purposes to “foster” and “extend” the game of cricket. Her analysis proceeded on the erroneous premise that any restriction on player participation necessarily conflicts with the Society’s purposes, without addressing whether such restriction may be part of, and even necessary to the regulation, organization, or governance of the game. Second, the chambers judge erred in not considering the meaning of the phrase “the game of cricket” in the context of its repeated use in the Society’s constitution, bylaws, and governing rules. The phrase must be given the same interpretation when used in these contexts.

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Reasons for Judgment of the Honourable Justice MacNaughton:

Introduction

[1] The Appellant, the British Columbia Mainland Cricket Association (the “Society”), appeals a chambers judge’s determination that a rule prohibiting players from playing in other cricket leagues is contrary to the Society’s purposes and therefore contravenes the *Societies Act*, S.B.C. 2015, c. 18 [Act]. The Chambers judge concluded that instead of fostering, promoting, aiding and extending playing the game of cricket in mainland British Columbia, the Society’s enforcement of the rule “quelled” cricket’s growth and player participation in the game, and impeded opportunities for skill development. For the reasons that follow, I would allow the appeal.

Factual Background

[2] The Society governs and administers the British Columbia Mainland Cricket League (the “League”). The League has continuously operated as a cricket league in the Lower Mainland of British Columbia for over 100 years. The Society operates pursuant to a constitution (the “Constitution”) and has passed Bylaws under which the terms the ‘Association’, the ‘Society’ or the ‘League’ are all said to refer to the League. The governing body of the League is referred to as the Management Committee.

[3] Prior to 1999, the Society was a voluntary unincorporated association. In 1999, it was incorporated as a society, now registered under the *Act*. Since incorporation, the Society has held assets, operated the League, and continued to administer the game of cricket in the Lower Mainland.

[4] The Society is a member of the provincial level cricket association, the West Coast Cricket Association commonly known as “Cricket BC”. Cricket BC represents British Columbia in the national organization, Cricket Canada. Cricket Canada represents Canada at the International Cricket Council (“ICC”). The Marylebone Cricket Club based in Lords Cricket Ground, London, England (“MCC”) establishes

the laws of cricket. For all relevant purposes, the MCC and the ICC are interchangeable.

[5] As set out in the Bylaws, the members of the Society are cricket clubs and there are currently 29 members. Each member club has status as a legal entity and has one vote at Society meetings. Each member club also fields one or more teams in the League and in other competitions managed and organized by the Society. Pursuant to Bylaw 6, all applications for membership in the League are subject to approval by the Management Committee at its sole discretion. The League's officers are elected at an annual general meeting by its members and serve for a term of two years.

[6] Approximately 105 teams, ranging from recreational to elite, participate in the League during the League's season, which runs from approximately March to the end of September each year.

[7] The game of cricket played in the League is the traditional form of cricket, played in accordance with ICC rules and, for the most part, the League follows the MCC code of conduct.

The Society's Purposes

[8] The relevant provisions of the Society's Constitution provide:

2. The purposes of the Association are:
 - (a) To organize, foster, promote, improve, aid, extend and govern the playing of the game of cricket in schools and amongst the youth and adults in Vancouver and the Mainland in the Province of British Columbia.
 - (b) To take all steps necessary or desirable to regulate the game of cricket in Vancouver and the Mainland in the Province of British Columbia.
 - (c) To supervise the cricket League and other competitions for members of the Association.

[...]

[9] The Society's Bylaws provide that the League's rules and regulations (the "Governing Rules") shall be established by the Society's Management Committee, and "the game of cricket shall be played in accordance with the Laws of Cricket subject to the Rules and Regulations" as established by the Management Committee.

[10] Consistent with its purposes, the Society exercises organizational, regulating and governance functions.

[11] In his October 5, 2022 affidavit, Harjit Sandhu, the current president of the Society, says that the Society controls, promotes and fosters both professional and amateur cricket in accordance with the laws of cricket as settled and updated from time to time by MCC.

[12] The Society's Bylaws provide that "no playing rule...shall be changed except by a majority of votes of the Management Committee and the club delegates". In the interpretation section of the Society's Bylaws, club delegates are defined as an "individual member, appointed by [a] member club to act for and [on] behalf of the club including attending and voting [at a] General meeting of the [BCMCA] and other meetings of [the BCMCA]".

[13] At an April 2008 delegates meeting, the Management Committee proposed the adoption of Governing Rule 10 ("Rule 10"), a measure intended to prevent teams from using "ringers" by limiting a players' participation to one team and one Lower Mainland league. At the time, there was a competitive league operating in the Lower Mainland. All but one delegate voted in favour of Rule 10.

[14] As initially adopted, Rule 10 provided:

Any player registered with [the League] cannot register with any other league in the lower mainland, if they do so then he/she will forfeit his/her registration with [the League] for the whole season.

[15] Rule 10 was amended to provide:

A player can register for ONLY ONE CLUB and this registration shall cover all [League] competitions and activities involving member Clubs until the beginning of the next yearly registration period. If a player is registered or plays a game in any other league in the Lower Mainland, then he/she forfeits his/her registration from the [League] and as a result is unqualified.

[Emphasis added.]

[16] The petition in this case objected only to the emphasized sentence of the amended Rule 10.

[17] A further amendment was recently made to Rule 10 to provide for lesser penalties for playing in another league. As amended, it provides that on a first offence the player will receive a two-game suspension and, on a second offence, the player will forfeit their registration with the League and become ineligible to play for the remainder of the League season.

Last Man Stands Canada

[18] “Last Man Stands” (“LMS”) is a new, shorter form of cricket developed in South Africa in about 2005. LMS matches take about two hours to complete, are played on weeknights, involve fewer players, and are played under unique trademarked rules. LMS is not recognized by the ICC.

[19] In about November 2021, Emrul Hasan and Redowan-ul Islam Chowdhury obtained a franchise to operate an LMS competition in the Lower Mainland. The competition is delivered by Mr. Hasan, doing business as Last Man Stands Canada (“LMS Canada”). LMS Canada is not a member of the Society. Mr. Hasan is a member of the North Shore Cricket Club (“NSCC”), a society in its own right, and the NSCC is a member club of the Society. LMS Canada and NSCC are the respondents to this appeal.

[20] The respondents allege that the Society is improperly preventing cricket players from playing LMS cricket by selectively invoking Rule 10. The Society will not allow players to play in the League if they also play in any short form league

matches run by LMS. The respondents' contention that Rule 10 contravenes the Society's Bylaws and Constitution is the crux of this proceeding.

Applicable Provisions of the Societies Act

[21] Section 7 of the *Act* outlines the restricted activities and powers of a society. In particular, pursuant to s. 7(1), a society must not:

- (a) carry on any activity or exercise any power that the society is restricted by its bylaws from carrying on or exercising or that is contrary to its purposes, or
- (b) exercise any of the society's powers in a manner inconsistent with those restrictions or purposes.

[22] Section 10(1)(b) of the *Act* requires a society to have a constitution that sets out its purposes.

[23] Sections 104 and 105 of the *Act* are the means by which the general prohibition in s. 7(1) is enforced. Section 104(1)(b) applies if “a society is carrying on activities that are inconsistent with or contrary to its purposes”. Section 105(1)(b) applies “if an omission, defect, error or irregularity in the conduct of the activities or internal affairs of a society results in . . . (b) the society acting inconsistently with or contrary to its purposes”.

[24] Where s. 105(1)(b) applies, the Court may, pursuant to s. 105(2)(a)(ii): “... make an order to correct or cause to be corrected, or to negative or modify or cause to be modified, the consequences in law of the omission, defect, error or irregularity, or (ii) to validate an act, matter or thing rendered or alleged to have been rendered invalid by or as a result of the omission, defect, error or irregularity”.

[25] The test to be applied under s. 105 of the *Act* was confirmed by this Court in *Delta Patriots Cricket Club v. West Coast Cricket Organization*, 2021 BCCA 433 [*Delta Patriots*] at paras. 13 and 18:

- a) Has there been an omission, defect or error in the conduct of the society's affairs;

- b) If so, has the omission, defect or error resulted in a breach of the *Act* or its regulations or the society's constitution or bylaws, or rendered a resolution or proceedings of the society ineffective, or resulted in conduct contrary to the society's purposes; and
- c) If so, is it appropriate for the court to exercise its discretionary authority to remedy the irregularity, upon considering the effect of any such order on the society and its directors, officers, members and creditors?

History of the Petition

[26] The petition was originally filed on July 13, 2022. It was commenced by individual cricketers, member clubs of the Society, and entities associated with LMS Canada. It sought oppression relief and was focussed on allegedly oppressive conduct of some members of the Society's Management Committee.

[27] The petition hearing, originally scheduled for September 12, 2022, was adjourned.

[28] On September 16, 2022, the petitioners substantially amended their petition. Mr. Hasan, Mr. Chowdhury and Mr. Jauhar were removed as petitioners and the individual respondents were also removed. The claims of oppressive or unfairly prejudicial conduct and resulting damages were removed. Despite the amendments, at the time of the hearing before the chambers judge, the style of cause had not been amended. This resulted in a lack of clarity about who the petitioners and the respondents were.

[29] At its heart, the amended petition challenged the Society's adoption and enforcement of Rule 10 against players who chose to play in LMS Canada events.

[30] The amended petition alleged that the Society selectively applied Rule 10 to players participating in LMS Canada and not players who participated in other non-Society managed cricket competitions. It also alleged that individual players were warned that their participation in LMS Canada events would result in loss of

their Society registration, and that this enforcement of Rule 10 gave rise to a breach of ss. 104 and 105 of the *Act*.

[31] In the amended petition, the petitioners sought: (a) a declaration that Rule 10 is *ultra vires* the *Act*; b) additionally, or alternatively, a declaration that Rule 10 is *ultra vires* the Society's Bylaws and Constitution; and (c) pursuant to ss. 104 and 105 of the *Act*, an order directing the Society's Management Committee to comply with the *Act*, the Society's Bylaws, Constitution and the Governing Rules.

[32] On October 6, 2022, the Society filed a response to the amended petition, maintaining that Rule 10 was validly adopted by its members in 2008, and had been in place since then. It asserted that Rule 10 is an important governance tool that allows the Society to plan competitions, ensure player availability during the League season, and prevent the movement of players between leagues in a manner that could unfairly affect competitive integrity.

[33] The Society denied that Rule 10 prevented anyone from playing cricket in other leagues, asserting that it merely required players to choose whether to commit to Society-organized competitions during the season or to play some other form of cricket. Players could choose to play in LMS Canada events, or the League, but not both.

[34] The Society further asserted that enforcement of Rule 10 was consistent with the Society's Constitution, Bylaws, and Governing Rules, and fell squarely within the Society's purpose to govern and regulate the organized game of cricket. The Society submitted that the court's role under the *Act* is a limited supervisory one, requiring restraint and minimal interference in internal governance decisions of voluntary associations.

[35] From October 2022–June 2024, no litigation steps were taken. In 2024 and 2025, the petitioners set and then adjourned hearing dates for the original petition, without referring to the amended petition. On May 16, 2025, the petitioners filed a

requisition re-setting the hearing for June 20, 2025. The requisition was amended on June 5, 2025 to refer to the amended petition.

Decision Below

[36] On October 20, 2025, the chambers judge issued her reasons indexed at *Chowdhury v. British Columbia Mainland Cricket Association*, 2025 BCSC 2041 (“RFJ”). She did not refer to the amended petition. She referred to damages having been pled, when, as amended, the petition no longer sought damages, and she commented on the individual respondents not having filed responses, despite them being removed as parties. The petitioners’ failure to properly amend the petition undoubtedly contributed to the confusion.

[37] There was also procedural confusion on the question of who had standing in the court below. The Society challenged the standing of the individual petitioners, Mr. Chowdhury and Mr. Hasan, because they were not members of the Society and therefore could not invoke the contractual rights of members. The chambers judge noted she was advised that the individual petitioners had withdrawn from the proceeding, but she had been unable to confirm whether the withdrawal had been formalized. The chambers judge stated that although she did not view the individual petitioners as necessary to the proceeding, she was not prepared to bar them from advancing the petition. It is not clear whether a standing challenge was advanced in the court below in relation to any of the remaining petitioners.

[38] The chambers judge concluded that Rule 10 was contrary to the Society’s purposes resulting in a breach of the *Act*. She explained that ss. 104 and 105 of the *Act* are the means of enforcing the prohibition in s. 7(1) of the *Act*.

[39] The chambers judge referred to *Farrish v. Delta Hospice Society*, 2020 BCCA 312 at para. 107, where this Court emphasized that the *Act* permits any group of people who have a common belief or objective to unite to pursue their clearly stated purposes, but, when they form a society under the *Act*, the society’s members acquire contractual rights and obligations that may be legally enforced. The

chambers judge pointed out that as such, the Society and its directors become subject to provisions such as ss. 104, 105 and 108 of the *Act* (RFJ at para. 25).

[40] The chambers judge went on to apply the framework for the application of s. 105 from *Delta Patriots*, as set out above (RFJ at para. 27). The chambers judge found that Rule 10 was inconsistent with the purposes of the Society established in its Constitution as evidenced on a “plain reading” of the relevant provisions. She wrote:

[35] Rule 10, on its face, restricts the playing of the game of cricket in mainland British Columbia. It prohibits any player from playing in [the League] if they also play in any other league in the lower mainland. That is not fostering or extending the playing of the game of cricket, it is the quelling of it.

[37] I am persuaded that the Society is exercising its power to determine who may play in the [the League] in a manner that is inconsistent with the Society’s purpose to foster and extend the playing of the game of cricket in mainland British Columbia.

[38] ... Rule 10 restricts rather than extends the playing of cricket in mainland British Columbia. In my view, this is a defect or error in the conduct of the Society’s affairs (s. 105), as it is contrary to the Society’s purposes. Moreover, the recent enforcement of Rule 10 against players who have registered or played in the [LMS Canada] league resulted in conduct contrary to the Society’s purposes: s. 105(1)(b). I am also of the view that restriction of play of the game of cricket on the basis set out in Rule 10 is an “activity” being carried out by the society: s. 104(1)(b).

[39] Whether Rule 10 is a defect or error, or restricting the playing of cricket is an “activity” amounts to the same thing: the [S]ociety is conducting its affairs contrary to its purposes, and ss. 104 and 105 of the *Act* permit the Court to intervene....

[41] Notwithstanding her acknowledgment that “courts must tread cautiously” in deciding to intervene in a Society’s affairs, the chambers judge determined that intervention was warranted (RFJ at paras. 48–49). She made declarations and orders to the effect that the aspect of Rule 10 banning players who participated in other Lower Mainland leagues was inconsistent with the purposes of the Society, unenforceable, and ordered that Rule 10 was to be amended by striking out the second sentence (collectively, the “Orders”).

Issues on Appeal

[42] The appellant submits that the chambers judge erred in:

- a) misinterpreting and selectively applying the Society’s purposes;
- b) misapplying, or failing to apply, the established test for whether a Society has exercised its powers in a manner “inconsistent with” or “contrary to” its purposes under ss. 104 and 105 of the *Act*;
- c) her analysis of standing: specifically, by treating individuals as petitioners despite the fact that they had been removed from the proceeding by amendment, and granting standing to the corporation which operates LMS Canada, despite it not being a member of the Society; and
- d) failing to apply appropriate restraint in exercising her discretion to intervene and granting relief under ss. 104 and 105 of the *Act*.

[43] As explained in these reasons, this appeal turns only on the first error alleged by the appellant.

The Parties

[44] The confusion in the lower court as to who the parties to the petition were carried through in the style of cause in this Court. On appeal, the parties clarified that BCMCA is the only appellant, and the only respondents are “E. Emrul Hasan Inc. dba Last Man Stands Canada” and the “North Vancouver Cricket Club dba North Shore Cricket Club”. I accept that the North Shore Cricket Club, as a member of the Society, has standing to challenge Rule 10. As such, it is unnecessary for me to address the appellant’s challenge to the standing of LMS Canada.

Standard of Review

Submissions of the Parties

Interpreting and Applying the Society's Purposes

[45] The appellant submits that, in the circumstances of this case, the chambers judge's findings in interpreting and applying the Society's purposes were based on an extricable error in principle. It was, they submit an error in principle for the chambers judge to consider only some of the Society's purposes, to the exclusion of others. As a result, the Society submits that the applicable standard of review is correctness.

[46] The respondents submit that the questions on appeal are all ones of mixed fact and law attracting a deferential standard of review and that the chambers judge's reasons should only be interfered with based on a finding of palpable and overriding error.

[47] To the extent that interpreting a Society's constitution is akin to interpreting a contract, I would conclude that the interpretation of a Society's purposes is a question of mixed fact and law reviewable only if the chambers judge made a palpable and overriding error, absent an extricable error in principle or law: *Sattva Capital Corp. v. Creston Moly Corp.*, 2014 SCC 53 at paras. 50, 53.

[48] I note that courts must be cautious in identifying extricable questions of law in contract interpretation matters: *Earthco Soil Mixtures Inc. v. Pine Valley Enterprises Inc.*, 2024 SCC 20 at para. 28.

Analysis

[49] The relationship between a society and its members is contractual in nature. In *Farrish*, this Court reviewed and adopted earlier appellate decisions describing the relationship between a society and its members as such and explained that a society's constitution and Bylaws are akin to articles of association of a company.

[50] Accordingly, a society's constitution and bylaws must be interpreted in accordance with the rules of contractual construction and interpretation.

[51] Those rules were discussed in *Sattva* at paras. 47–49 and, as applied here include that:

- a) the various parts of a society's governing documents are to be interpreted "in the context of the intentions of the parties as evident from the contract as a whole"; and
- b) the meaning of the society's governing documents is not determined according to the subjective views of the parties, but according to the ordinary and grammatical meaning of the words used, consistent with the circumstances known to the parties.

See also *Bhandal v. Khalsa Diwan Society of Victoria*, 2014 BCCA 291 and the cases cited in *Farrish* at paras. 46–47.

[52] A failure to apply a legal principle relevant to contractual interpretation constitutes an error in law, reviewable on the standard of correctness: *Sattva* at para. 53.

[53] In *Farrish*, Justice Newbury explained that a contract between a society and its members may "come and go", and the "context" of the contractual relationship is subject to change over time (para. 48). In this regard, a contract between a society and its members shares similarities with the adherence to a standard form contract as discussed in *Ledcor Construction Ltd. v. Northbridge Indemnity Insurance Co.*, 2016 SCC 37 at paras. 22–24. Justice Newbury also explained that, in some respects, the terms of the contract between a society and its members are supplanted and restricted by the *Act* and by a Society's bylaws (para. 48).

[54] In this case, the Society's purposes must be interpreted contextually and holistically, giving effect to each stated purpose, and avoiding an interpretation that renders any purpose functionally irrelevant. Where the same word or phrase appears more than once, it is generally to be given the same meaning.

[55] For convenience, I reproduce the Society’s purposes here, for convenience:

2. The purposes of the Association are:
 - (a) To organize, foster, promote, improve, aid, extend and govern the playing of the game of cricket in schools and amongst the youth and adults in Vancouver and the Mainland in the Province of British Columbia.
 - (b) To take all steps necessary or desirable to regulate the game of cricket in Vancouver and the Mainland in the Province of British Columbia.
 - (c) To supervise the cricket League and other competitions for members of the Association.
- [...]

[56] The Society’s Constitution expressly provides that its purposes include not only to foster, promote, and extend the playing of cricket, but also “to organize” and “to govern” the “game of cricket” in mainland British Columbia, and “to take all steps necessary or desirable to regulate the game of cricket”.

[57] The chambers judge erred in principle in not applying the required holistic approach to interpreting the Society’s purposes. First, she erred in selectively considering only some of the purposes listed in s. 2—namely, the Society’s purposes to “foster” and “extend” the game of cricket. Second, she erred in not considering the meaning of the phrase “the game of cricket” in the context of its repeated use in the Constitution and later in the Governing Rules. In my view, the phrase must be given the same interpretation when used in both these contexts.

[58] The chambers judge’s analysis proceeded on the premise that any restriction on player participation necessarily conflicts with the Society’s purposes, without addressing whether such restriction may be part of, and even necessary to governance and regulation. Inherent in the chambers judge’s reasoning is that governance and regulation are antithetical to fostering the game of cricket. This approach collapsed the Society’s stated purposes into a single objective of maximizing participation. She did not look at the separate purposes of “to govern” or “to organize” (i.e., as distinct from “to foster” and “to extend”) and in doing so, treated

governance rules with any exclusionary effect as presumptively inconsistent with the Society's purposes.

[59] The Society's Constitution does not, and in fact cannot, require all actions by the Society to meet all of the purposes at the same time. "Organizing", "governing" and "regulating" the game of cricket may require some restrictions which are inherent in the notion of an organized, governed and regulated playing of the game of cricket and may be necessary to promoting it.

[60] The chambers judge only referred to restriction on player participation when briefly discussing s. 2(c) of the Society's purposes—to supervise the League and other competitions for its members. She stated that nothing in the Society's purposes contemplates or allows the Society to act "contrary to its purpose under s. 2(a)—fostering, promoting, and extending the playing of the game..." in carrying out the purpose under s. 2(c) (RFJ at para. 32). Notwithstanding her failure to consider the Society's other purposes under s. 2(a) (e.g., to govern and organize), this statement highlights two premises assumed by the chambers judge: (1) the purposes of fostering, promoting and extending the playing of the game are paramount relative to the other listed purposes; and (2) this paramountcy persists unless explicitly delineated. There was no basis for the chambers judge to interpret the Society's purposes as such.

[61] Further, what is "desirable" (s. 2(b)) as it relates to regulation of the game of cricket is within the discretion of the Society's Management Committee, provided that it acts consistently with any of the Society's purposes. In the event that the Society's purposes conflict, or are mutually inconsistent, it is the role of the Society's elected management or leadership to determine which purpose to prioritize in a given circumstance. The chambers judge did not refer to s. 2(b) in her reasons.

[62] For these reasons, it was an error in principle to determine that Rule 10 was inconsistent with the Society's purposes because it "restricts the playing of the game of cricket in mainland British Columbia" and therefore amounts to "quelling" rather than extending or fostering the game of cricket without determining whether Rule 10

was an appropriate governance rule, in furtherance of other aspects of the Society's purposes.

[63] The chambers judge also considered whether the “fostering” of cricket contemplated in s. 2(a) of the Society's purposes is limited to the version of the “game of cricket” authorized by the ICC (RFJ at para. 36(d)). She concluded that she could not “read down” the Society's stated purposes to include only cricket that conforms with ICC rules while also interpreting the contract according to the ordinary and grammatical meaning of the words used. Accordingly, she concluded that the LMS cricket was included in the form of “cricket” contemplated in the Society's purposes.

[64] In my view, the chambers judge erred in not considering the meaning of the phrase “the game of cricket” as it appears in multiple contexts in the record. The Bylaws specify, at s. 56, that “the game of cricket” shall be played in accordance with the Laws of Cricket subject to the Rules and Regulations as established by the Management Committee. The Governing Rules say that the League's general playing rules follow current MCC Laws, & current ICC Playing Conditions except where specified. Similarly, in Mr. Sandhu's first affidavit, he explained that the Society fosters the form of cricket that is played with the ICC rules and in most part follows the MCC code of conduct established by the world's most active cricket club, the owner of Lords Cricket Ground in London, England, and the “guardian of the laws of the game of Cricket” (para. 48).

[65] Read holistically in this context, the “game of cricket” as stated in the purposes of the Constitution refers to the game of cricket played pursuant to the ICC/MCC rules and code of conduct. That is the game of cricket that the Society was incorporated to foster—the game to which the Society's purpose refers. It is not disputed that LMS Canada plays a different game of cricket, pursuant to a set of trademarked rules that are not recognized by the ICC/MCC.

[66] In my view, had the chambers judge considered the use of the phrase “the game of cricket” holistically, with a view to the Society’s Constitution, Bylaws, and Governing Rules, she would have concluded that the phrase refers to the game that conforms to the ICC/MCC rules, and not all forms of cricket.

Conclusion

[67] The Society’s purposes contemplate that fostering the game of cricket occurs through structured, organized competition. Governing a sporting league necessarily entails rules that regulate eligibility, player movement, and player participation during the season. Those rules may limit certain forms of player participation in order to preserve competitive integrity, ensure player availability and maintain orderly administration of league play. The Society’s purposes also contemplate fostering a particular style or game of cricket that does not include LMS Canada’s short form game played pursuant to a set of trademarked rules that are not equivalent to the ICC/MCC rules.

[68] The chambers judge erred in principle in not applying a holistic approach to the interpretation of the Society’s purposes in their entirety. She did so by giving paramountcy to the purpose of promoting the game of cricket over the purpose of governing and regulating it and by not considering, holistically, what was meant by the Society’s use of the term the “game of cricket” in its purposes and the connection of that term to the Laws of Cricket as established by the MCC/ICC. With those errors corrected, it is apparent that Rule 10 is not contrary to the Society’s purposes.

Disposition

[69] For all of these reasons, I would allow the appeal, set aside the orders in the court below, and dismiss the amended petition.

“The Honourable Justice MacNaughton”

I AGREE:

“The Honourable Madam Justice Horsman”

I AGREE:

“The Honourable Justice Iyer”