

NOTTINGHAMSHIRE COUNTY CRICKET CLUB LIMITED

CONSTITUTION AND RULES

- 1 Name and Registered Office
- 2 Objects and powers
- 3 Membership and share capital
- 4 Gate paying spectators
- 5 General Committee - election and membership
- 6 General Committee - procedures, powers and responsibilities
- 7 President, Vice-Presidents and Honorary Life Members and other Officers
- 8 Annual and Extraordinary General Meetings
- 9 Accounts and Annual Return
- 10 Indemnities
- 11 Alteration, interpretation and availability of the Constitution, Rules and Regulations
- 12 Cessation
- 13 Notices
- 14 Auditors
- 15 Seal

Constitution and Rules

1 Name and Registered Office

- 1.1 The name of the society shall be "Nottinghamshire County Cricket Club Limited" ("the Club").
- 1.2 The registered office of the Club shall be at Trent Bridge Cricket Ground, West Bridgford, Nottingham NG2 6AG.

2 Objects and Powers

2.1 Objects

The objects of the Club are to:-

- 2.1.1 promote the playing and betterment of cricket in Nottinghamshire in such manner as the Club shall think fit, with the essential objective being the achievement of the highest possible standards at national level;
- 2.1.2 uphold the laws and spirit of the game of cricket;
- 2.1.3 provide environments where the Club's members and gate-paying spectators may gather and enjoy International, First Class and other cricket;
- 2.1.4 initiate and encourage coaching schemes for the development of young cricketers both in Nottinghamshire and neighbouring counties ;
- 2.1.5 provide support, and where appropriate, facilities for national and local cricket bodies which promote the interests of cricket;
- 2.1.6 undertake any ancillary activities so as to ensure the Club's financial viability;
- 2.1.7 administer the funds and apply any profits of the Club in furthering the objects of the Club.

2.2 Powers

To further its objects the Club shall have the power to do all such things as are incidental or conducive to the objects of the Club including (but not limited to) all or any of the following:-

- 2.2.1 either directly or indirectly to employ, invest and deal with the assets and funds of the Club for the objects of the Club in such manner as shall be considered by the General Committee in their discretion to be desirable or expedient, and to do all such other acts and things and carry on all such other activities (including (but not limited to) leasing, subleasing, releasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring, lending with security

or otherwise dealing with real and personal property of any kind) as shall be considered by the General Committee to be necessary, desirable or expedient for the purposes of the Club or the advancement of its interests;

- 2.2.2 to raise or borrow money up to a maximum amount of £20,000,000 from members or others for the purposes of or in connection with the activities of the Club or any of them as the General Committee thinks fit. Any sum above £20,000,000 would require the agreement of two thirds of the members present at a General Meeting called by the General Committee. Sums raised or borrowed may be secured by way of mortgage or charge over all or any of the undertaking, property and assets, present or future, of the Club, and whether or not including any floating charge of all or any of the undertaking, property and assets of the Club;
- 2.2.3 to give any security or securities whether by way of mortgage or otherwise for the performance of any contracts or any debts, liabilities or obligations of the Club or any of its subsidiaries or other persons or corporations in whose business or undertaking the Club is interested, or to whom or in respect of whom the Club has given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligation of whatever nature of the Club by a trust deed or other assurance;
- 2.2.4 to accept and grant sponsorship, franchises and other arrangements as the General Committee shall think fit;
- 2.2.5 to apply for and hold any licences, consents and approvals that may be required in connection with the activities of the Club and to provide catering and such other facilities as the General Committee shall consider desirable;
- 2.2.6 to invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for, or the prestige of, cricket or any other sport or recreation;
- 2.2.7 to support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the General Committee, directly or indirectly benefit, or is calculated so as to benefit, the Club or its activities or its employees, ex-employees, former players or their dependants;
- 2.2.8 to promote, arrange and organise competitions and entertainments in connection with cricket and any other sport or recreation;
- 2.2.9 to appoint the Chief Executive and Senior Management (being the Director of Cricket, Financial Controller, the Commercial Director, Head of Community Sport and such other senior managers as

determined by the General Committee) upon such terms and conditions as the General Committee may deem appropriate, and to dismiss any of them or terminate their contracts on mutually agreed terms as may be necessary.

2.2.10 to provide pensions, insurances and other benefits to employees or ex-employees of the Club or the dependants and relatives of any such person and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes;

2.2.11 to maintain bank accounts in credit or overdrawn on such terms as the General Committee shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmissions or collection systems; and

2.2.12 to enter into all deeds and documents of novation or otherwise, consequent upon or by reference to the incorporation of the Club.

3 **Membership and Share Capital**

3.1 Subject to the following provisions, membership of the Club is available to any candidate provided that he/she has provided the appropriate details to enable the Club to process the application and paid the appropriate subscription.

The admission of members shall be vested in and under the control of the General Committee. The General Committee may reject any candidate.

3.1.1 The annual subscription of members shall (subject to ratification by the members at an Annual General Meeting or other General Meeting called for such purpose) be determined by the General Committee annually.

3.1.2 The membership of any existing member (being a member of the Club who has paid their subscription for the immediately previous subscription year) whose subscription has not been paid by 31 March in the subscription year shall terminate at midnight on 31 March. Any new applicants for membership of the Club must have paid their annual subscription in order to become a member. The subscription year shall start on 1 October and end on 30 September each year.

3.1.3 Should a member wish to change their category of membership, they may do so on application, subject to category availability and subsequent payment.

3.1.4 Save for voting rights, members shall not be entitled to any rights, concessions or privileges in any subscription year until they have paid their subscription for that year (where applicable).

- 3.2 Each category of membership shall be determined by the General Committee and the number in each category shall be identified in each Annual Report.
- 3.3 The General Committee may terminate the membership of any member if he/she has committed or threatened to commit any act that is considered prejudicial to the interests and good conduct of the Club. Before any decision to terminate is taken the member shall be given the opportunity of a hearing.
- 3.4 The Chief Executive or any official so authorised may refuse admission to, or eject from, any home ground where the Club is playing, any individuals, whether members or not, who interfere with the comfort and convenience of spectators.
- 3.5 Members' rights, including the use of pavilions and enclosures, will be defined and circulated to them each year.
- 3.6 Any proposed revision to members' rights within the control of the Club shall require approval at a General Meeting of members.
- 3.7 The Club shall keep at its registered office a Register of Members and Officers in which the following particulars shall be entered:
 - 3.7.1 the names and addresses of the members;
 - 3.7.2 a statement of the number of shares held by each member and of the amount paid or agreed to be considered as paid on the shares of each member;
 - 3.7.3 a statement of other property in the Club, whether in loans, deposits or otherwise, held by each member;
 - 3.7.4 the date on which each person was entered in the register as a member, and the date on which any person ceased to be a member; and
 - 3.7.5 the names and addresses of the Officers of the Club, with the offices held by them respectively, and the dates on which they assumed or left office.
- 3.8 The Register of Members and Officers shall be constructed so that it is possible to inspect the particulars entered pursuant to Rules 3.7.1, 3.7.4 and 3.7.5 without opening to inspection the other particulars entered in the register.
- 3.9 Any member and any person having an interest in the funds of the Club shall be allowed to inspect his/her own account and all the particulars contained in the Register of Members and Officers other than those entered under Rules 3.7.2 and 3.7.3. at all reasonable hours at the registered office of the Club or at any place where they are kept, subject to such regulations as may from time to time by resolution be passed by the members at general meetings of the Club.
- 3.10 The Club shall abide by the provisions of the Data Protection Act 1998 (or any modification or re-enactment of that Act).
- 3.11 Except during "Major Matches" being Test Matches, One Day Internationals, Twenty20Internationals, Twenty20 Finals Day, Domestic Twenty20 matches and any other matches or events designated by the General Committee from time to

time as Major Matches, held at the Trent Bridge Cricket Ground, a member may invite a maximum of four guests into the pavilions and enclosures subject to availability of seating, provided that ground admission has been paid by such guests.

3.12 When other County Cricket Club members are present on any Nottinghamshire ground they may except at Major Matches have access to the pavilions and members' enclosures where space permits, provided that ground admission has been paid and their membership card shown.

3.13 Junior Associateship is available to those under 16 years of age on 1 April of the relevant subscription year. Persons under the age of 16 shall not be able to hold shares in the capital of the Club and shall not be entitled to vote at a General Meeting of the Club.

Young Person's membership is available for members aged between 16 and 21 on 1 April in the relevant subscription year. All membership conditions of an adult member apply.

3.14 Student membership is available to those over 16 years of age and in full time education. Proof of full time education may be required. All membership conditions of an adult member apply.

3.15 Members' voting rights shall be as follows:

One vote : Adult, Company (the named nominee on the membership registration), Country , Executive (in the cases of Company Executive , the named nominee on the membership registration) ,Honorary Life , Life , Patron , Senior Citizen , Vice-President , Young Persons and Students.

One vote each : Country (Husband and Wife), Country (Member and Partner), Husband and Wife , Member and Partner , Senior Citizen (Husband and Wife) , Senior Citizen (Member and Partner).

No voting rights : Honorary Vice Presidents, Club Cricketers, Complimentaries , Squash and Trent Bridge Taverners.

3.16 The capital of the Club shall consist of shares of the value of five pence each.

3.17 Every member of whatever category shall hold one share and no more in the capital of the Club. No person who is not a member shall be issued with a share.

3.18 Each member of the Club at the date these Rules take effect shall be allotted one share and five pence of the subscription then next paid by each member shall be applied in paying up the same in full.

3.19 Any person admitted to membership after the date on which these Rules take effect shall be allotted one share on admission and five pence of the first subscription paid by such member shall be applied in paying up the same in full.

3.20 In the case of a share allotted to Vice-President or an Honorary Life Member who is not a member under any other category, whether such share is allotted upon these

Rules taking effect or upon admission to membership thereafter, such share shall be credited as fully paid by way of a capitalisation of any profits of the reserves of the Club and the General Committee shall have power to take all steps necessary to give effect to this Rule.

- 3.21 No share shall be withdrawable or be transferable by any member and no interest, dividend or bonus shall be payable on any share. Any member transferring or attempting to transfer a share or any interest therein or any rights associated therewith shall, if the General Committee so decides, be deemed to have resigned from the Club as from the date of such transfer or attempted transfer.
- 3.22 The share of a member shall be forfeited to the Club when that member for whatever reason ceases to be a member and any amount then due to the member in respect of such share shall thereupon become the property of the Club.
- 3.23 The Club shall not be required to issue a certificate to any member in respect of the share allotted to that member.
- 3.24 Any member may at any time resign as a member by giving written notice to the Club at its registered office.

4 Gate Paying Spectators

- 4.1 Gate admission charges, other than matches outside the Club's jurisdiction, shall be determined by the General Committee.
- 4.2 Senior Citizens and students in full time education, may be required, on request, to show their identification as such.
- 4.3 "Juniors" are those under 16 years of age (on 1 April in the current year).

5 General Committee - Election and membership

- 5.1 The management of the Club shall be vested in a General Committee of 12 members elected by the Club's membership. If the General Committee nominate any of their number as President he/she shall be included in the 12, otherwise he/she will be ex-officio.
- 5.2 The Chairman and Vice-Chairman of the Club shall be elected annually by and from the General Committee at its first meeting after the Annual General Meeting. If there is an equality of votes the chairman of the meeting shall have the casting vote.
- 5.3 No member of the General Committee shall serve for more than three years without seeking re-election.
- 5.4 Any unforeseen vacancy arising in the General Committee may not be filled until the next annual ballot. Any new member or members so elected shall be deemed to have been appointed in the place of the previous incumbent . For the avoidance of doubt, the elected members shall serve for the remainder of the previous incumbent's term of office before seeking re-election. All applicants will be interviewed by the Chairman or his/her nominee between 9 and 30 November prior

to the next Annual General Meeting. Existing members of the General Committee seeking re-election shall seek re-election for a three-year term.

- 5.5 There shall be no co-options to the General Committee.
- 5.6 Nominations for the General Committee shall be proposed and seconded by members of the Club entitled to vote and submitted on the Club's pro-forma to the Chief Executive by 5.00 pm on 1 November each year.
- 5.7 Qualifications for the General Committee:
- 5.7.1 No person shall be elected to the General Committee unless such person shall have been a member of the Club and entitled to vote for a period of not less than two calendar years on 31 October prior to the Annual General Meeting at which the result of the election is to be announced .
- 5.7.2 No person who is an employee of the Club or of any body which is controlled by the Club may stand for election to the General Committee nor propose or second anyone for it until three years have elapsed since ceasing his/her employment with the Club. The number of ex-employees serving on the General Committee at any time shall be limited to a maximum of four.
- 5.7.3 Any person who, in the opinion of the General Committee, brings the Club into disrepute shall, at the discretion of the General Committee, be disqualified from being a member of the General Committee. There will be a right of appeal to the Club's President (who may be accompanied by, and take the counsel of, the Chief Executive) within 28 days.
- 5.7.4 The General Committee may at its absolute discretion if it believes it to be in the best interests of the Club waive or vary the qualifications for office set out in 5.7.1 and 5.7.2 . The fact of such waiver shall be added to the information on the ballot paper required by 5.8 below .
- 5.8 Where nominations exceed vacancies a ballot paper will be sent to all members entitled to vote.

The ballot paper will include the following information on each candidate:

- Name, qualifications, age.
- Business or administrative posts held during the five years previous to nomination or five years before retirement.
- Services to cricket and the public.
- Possible and actual attendances at General Committee meetings for existing Committee members, over their current term of office.
- If desired by any candidate, a personal statement not exceeding 100 words can be included giving his/her personal opinions and policies.

- 5.9 The ballot will be conducted by the Club's auditors by post and in accordance with the relevant requirements of the Electoral Reform Society, and the result given to the Chief Executive for announcement at the Annual General Meeting. The closing date for receipt of voting forms by the Club's Auditors shall be the Wednesday prior to the Annual General Meeting the following Monday.

In the event of an equal number of votes, the matter shall be decided by a ballot at the Annual General Meeting.

6 **General Committee - Procedures, Powers and Responsibilities**

- 6.1 Meetings of the General Committee shall be agreed at the first meeting following the Annual General Meeting.
- 6.2 Seven members of the General Committee present shall be a quorum for meetings of the General Committee.
- 6.3 In the absence of the Chairman the Vice-Chairman shall preside. If neither is present, those attending shall elect a chairman for the meeting.
- 6.4 If voting is equal the Chairman of the meeting shall have the casting vote.
- 6.5 The General Committee will recommend a President of the Club for election at the Annual General Meeting.
- 6.6 The General Committee may appoint Sub-Committees and may invite persons, whether members of the Club or not, to assist or advise on such Sub-Committees. Only members of the General Committee shall have voting rights at Sub-Committee meetings.
- 6.7 Any General Committee or Sub-Committee member shall declare any direct or indirect pecuniary interest on any item under discussion and shall be excluded from any discussion or decision relating to their interest.

A schedule of such declarations shall be kept in the Club library for inspection by members.

- 6.8 The General Committee may make regulations for the conduct of the Club (subject to 3.7) and such regulations shall have the same force and effect as if they were incorporated in these Rules.
- 6.9 The General Committee may on behalf of the Club exercise any or all of the powers of the Club contained in 2.2 above.
- 6.10 The General Committee may approve the appointment of such officials, cricketers, groundsmen and other employees as they may deem necessary upon such terms and conditions as to salary, duties and length of office as they may think fit.

- 6.11 The General Committee may grant trading concessions to utilise any area of the ground or buildings on terms and conditions considered to be advantageous to the Club.
- 6.12 No member of the General Committee shall supply goods or services to the Club unless either three quotations have been obtained or the General Committee approves details of the arrangements in advance of the goods or services being supplied (and see 6.7)
- 6.13 The approved minutes of each General Committee meeting shall be available in the Club library for inspection by members within seven days of approval, excluding matters of a confidential nature. The minutes shall not be removed from the library.
- 6.14 The General Committee shall be responsible for:-
- 6.14.1 promoting the Club's objectives as set out in Rule 2;
 - 6.14.2 the stewardship of the assets of the Club on behalf of the membership;
 - 6.14.3 maximising income and maintaining control of expenditure;
 - 6.14.4 initiating and maintaining the effective management of the Club and its systems;
 - 6.14.5 organising, administering and promoting any ancillary activities aimed at ensuring the Club's financial viability;
 - 6.14.6 preserving the Club's heritage, including upgrading the Club's library and memorabilia. No cricket memorabilia possessed by the Club may be sold unless agreed by the General Committee and no item above £1,000 in value may be sold unless agreed at the Annual General Meeting.

7 President, Vice-Presidents, Honorary Life Members and other Officers

- 7.1 The President, nominated by the General Committee, shall, if approved, be elected at each Annual General Meeting.
- 7.2 Unless an elected member of the General Committee, the President may attend any General Committee meeting ex-officio.
- 7.3 The President may hold office for a period not exceeding two years. He/she may be re-elected after expiration of one year following his/her retirement.
- 7.4 Those holding the posts of Lord Mayor of Nottingham, Mayor of the Borough of Rushcliffe and Chairman of the Nottinghamshire County Council, if willing to accept, shall be Honorary Vice-Presidents.
- 7.5 Members at an Annual General Meeting may, on the recommendation of the General Committee, elect as Vice-Presidents or Honorary Life Members any individuals who have given outstanding service to the Club.

7.6 The General Committee may award complimentary season tickets to such persons, bodies corporate or other organisations as they in their absolute discretion shall consider fit.

7.7 Captain and Chief Executive

The General Committee will appoint a Chief Executive who may at the discretion of the General Committee attend General Committee meetings but they shall not have the right to vote at such meetings and shall be an ex officio member of the General Committee.

The General Committee shall approve the appointment of the Club Captain,

7.8 Director of Cricket

At the discretion of the Chairman, the Director of Cricket may be ex-officio at General Committee meetings but will not have the right to vote at such meetings.

7.9 not used

7.10 The General Committee may at its discretion create such other Officers to be filled from any of its number as it shall consider to be appropriate or beneficial to the running of the Club. Any person appointed to any such office may be removed from that office by the General Committee at any time.

7.11 The Chief Executive, Director of Cricket, Financial Controller, Head of Community Sport, Commercial Director and the Club Captain shall be employees of the Club who shall be appointed for such period, on such terms and conditions and with such powers and duties as the General Committee shall decide.

7.12 Any Officer of the Club may at any time resign from his/her post in accordance with their contract by giving written notice to the Club at its registered office. Shorter periods of notice may be agreed at the discretion of the General Committee.

8 Annual General and Extraordinary General Meetings

8.1 The Annual General Meeting shall normally be held on the last Monday in February of each year. 28 days prior written notice must be given to members entitled to vote, stating the Agenda, date, time and place of the meeting and giving details of any resolutions to be considered at the meeting.

8.2 A quorum shall be 100 members present in person and entitled to vote. If a quorum is not present the meeting shall be held within 60 days of the date of the original meeting.

8.3 Agenda:

8.3.1 any item required by a member for inclusion on the Agenda must be notified in writing to the Chief Executive by 4 January each year;

8.3.2 any proposed amendments to resolutions shall be submitted in writing to the Chief Executive not less than 14 days prior to the meeting. Any further

amendments to resolutions shall only be allowed by the chairman of the meeting after approval by the members present.

- 8.4 Admissions to these meetings shall be as decided by the General Committee.
- 8.5 The current Chairman of the Club shall preside, and in the absence of the Chairman the Vice-Chairman shall preside. If neither is present those attending shall elect a chairman for the meeting.
- 8.6 Standing items for an Annual General Meeting shall include:
 - 8.6.1 election of a President;
 - 8.6.2 election of any Vice-President and any Honorary Life Memberships proposed by the General Committee;
 - 8.6.3 presentation by the Chairman of a report for the past year agreed by the General Committee;
 - 8.6.4 presentation of a cricket report by the Director of Cricket;
 - 8.6.5 approval of the statement of accounts for the previous year - including the auditor's report - and presented by the Chairman of Finance/Treasurer ;
 - 8.6.6 not used
 - 8.6.7 appointment of auditors;
 - 8.6.8 report the election of members to the General Committee; and
 - 8.6.9 all other relevant business.
- 8.7 At any General Meeting a resolution put to the vote of the meeting shall be passed by a simple majority or such higher threshold specified in the Constitution and Rules. A resolution shall be decided on a show of hands unless a poll is called for by a majority of the members present or a postal ballot has been initiated by the General Committee in accordance with Rule 8.9. In the event of equality of votes the Chairman of the meeting shall have a casting vote.
- 8.8 The General Committee may, on its own authority and shall, on the request of at least 100 members entitled to vote, call an Extraordinary General Meeting of which not less than 28 clear days' written notice shall be given stating the object, date, agenda, time and place of the meeting and details of any resolutions to be considered at the meeting. An Extraordinary General Meeting shall be held within 60 days of the date of the request.
- 8.9 At any Annual General Meeting or Extraordinary General Meeting duly convened, the General Committee may at its sole discretion institute a postal ballot to be conducted in accordance with the following provisions:

- 8.9.1 voting forms shall be sent to all members entitled to vote and must accompany the notice of the meeting to be sent to all members pursuant to clauses 8.1 or 8.8;
- 8.9.2 should any voting form be defaced it may be replaced upon surrender to the Chief Executive. Should any voting form be lost or stolen it may be replaced at the discretion of the Chief Executive on such terms as to evidence and undertakings as the Chief Executive may require;
- 8.9.3 voting forms sent to members which are not returned by post must be lodged by being handed to the Chief Executive or placed in any one of the ballot boxes specifically provided for the purpose at the meeting not later than the time fixed for the closure of the voting;
- 8.9.4 voting forms sent to members which are returned by post must be received by the Chief Executive on behalf of the Club at the address stated in the voting form for the return of forms, not later than 48 hours before the time fixed for the commencement of the meeting;
- 8.9.5 the Chief Executive shall not be required to accept any voting form returned by post where any amount of postage requires to be paid by him/her or the Club as addressee, other than pursuant to any United Kingdom reply-paid envelope or form issued by the General Committee; and
- 8.9.6 returned voting forms may not be amended or withdrawn and shall be kept in the custody of the scrutineers appointed by the General Committee. Only original voting forms issued by the General Committee shall be valid. Photocopies or other reproductions shall not be valid.

9 **Accounts and Annual Return**

- 9.1 The Club shall keep proper accounting records of its transactions, assets and liabilities which give a clear view of the affairs of the Club.
- 9.2 The Club shall initiate and maintain an internal audit system to control its cash holdings, stockholdings and accounting records.
- 9.3 The accounts shall show the estimated value of the Trent Bridge Cricket Ground (which shall be revalued at least every five years) and any short, medium and long term indebtedness.
- 9.4 The financial year shall end each year on a date to be agreed by the General Committee.
- 9.5 Every year and within the period prescribed by statute, the Chief Executive shall send to the Registrar the annual return, in the form prescribed by the Registrar, relating to its affairs for the period required under the Industrial and Provident Societies Acts 1965 to 1978 (and any subsequent Acts governing or otherwise affecting industrial and provident societies) (the "Acts") to be included in the return together with:

- 9.5.1 a copy of the report of the Auditors on the Club's accounts for the period included in the return or with a copy of such other report (if any) as is required by statute for such period; and
- 9.5.2 a copy of each balance sheet made during that period and of the report (if any) of the Auditors or other appropriate person on that balance sheet as required by statute.
- 9.6 Any surplus on the Club's accounts for any financial year shall not be distributed but shall be retained for the future use of the Club.
- 9.7 The accounts for each financial year together with the Auditor's Report shall be circulated at least 28 days in advance of the Annual General Meeting.

10 **Indemnities**

- 10.1 The Club shall not be responsible for any injury, loss or damage, however caused, to any person or his or her property or vehicles on any home ground where the Club's teams play.
- 10.2 Each Officer and employee of the Club and each person who was or is a member of the General Committee or any Sub-Committee of the Club shall (to the extent that such person is not entitled to recover under any policy of insurance) be entitled to be indemnified out of any and all funds available to the Club, which may be lawfully so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by him or her in relation thereto, or incurred by him or her in good faith in the purported discharge of his or her duties in relation thereto, including any liability incurred by him or her in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted in good faith by him or her or alleged to have been done or omitted by him or her as an official, employee or member of the General Committee or any Sub-Committee, as the case may be.

11 **Alteration, Interpretation and Availability of the Constitution, Rules and Regulations**

- 11.1 No alteration or addition to or deletion from the Constitution and Rules shall be made except at an Annual General or Extraordinary General Meeting of the Club and where two-thirds or more of the votes cast by members of the Club present and entitled to vote, or cast by members submitting valid voting forms in the event that a postal ballot is called by the General Committee under Rule 8.9, are in favour.
- 11.2 It shall be the duty of the Chief Executive to ensure that any new Rule or amendment to the Rules is registered in accordance with the Acts and no new Rule or amendment to the Rules will be valid until so registered.
- 11.3 Any questions concerning interpretation of the Constitution or Rules or the Regulations made thereunder or any matters not covered thereunder shall be referred to the General Committee whose decision shall be final and binding.

- 11.4 A copy of the Constitution Rules and Regulations pursuant to Rule 6.8 (the Rules') will be kept in the Club's library for all members to inspect. Any member requesting in writing, verbally or electronically a copy of the Rules will be sent a copy by email or first class post to their address held by the Club in its Register of Members and Officers.

12 **Cessation**

- 12.1 The Club may be wound up either compulsorily by an order pursuant to the Insolvency Act 1986 or voluntarily by resolution of the members (either as a Members Voluntary Winding-Up or Creditors Voluntary Winding-Up) pursuant to the Insolvency Act 1986 as if the Club were a company within the meaning of that Act.
- 12.2 If the Club should be wound up, taken over or cease to exist, its assets shall be realised and any balance remaining after payment of liabilities shall be used entirely for the promotion of cricket in Nottinghamshire as may be decided at the Extraordinary General Meeting of the Club called for that purpose.

13 **Notices**

Any notice or communication or document to be served on, or delivered to, the Club shall be addressed to the Club, marked for the attention of the relevant Officer, and sent, delivered, or posted to the registered office of the Club or emailed to the Club at administration@nottsccc.co.uk as applicable. Any notice or communication or document to be served on, or delivered to, the members of the Club shall be addressed to the relevant member and sent, delivered or posted, to the last known postal address of the member or, where permissible, emailed to the member at an email address provided by the member, or, where permissible, by displaying such notice, communication or document on the Club's website from time to time or, where permissible, by other such electronic means as the Club may communicate to the members from time to time. Any notice, communication or document shall be deemed served on or delivered to the intended recipient:

- 13.1 if properly addressed and delivered by hand, when it was given or left at the appropriate address; or
- 13.2 if properly addressed and sent by prepaid United Kingdom post to an address in the United Kingdom, 48 hours after it was posted; or
- 13.3 if properly addressed and sent or supplied by electronic means, two hours after the document or information was sent or supplied; or
- 13.4 if sent or supplied by means of the Club's website, when the material is first made available on the Club's website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

14 **Auditors**

14.1 The provisions of the Acts (as defined in 9.5 above) as to the appointment, powers, rights, remuneration and duties of the Auditors shall be complied with.

14.2 The Auditors shall be entitled to attend any Annual or Extraordinary General Meetings and to receive all notices of and other communications (other than voting forms) relating to any general meeting which any member is entitled to receive, and to be heard at any Annual or Extraordinary General Meetings on any part of the business of the meeting which concerns them as Auditors.

15 **Seal**

If and whenever the Club is required, or finds it desirable to have, a seal, the Club shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Chief Executive and shall be used only under the authority of the General Committee which may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by any two of the Officers of the Club.