

Registered society number: 28978R

CO-OPERATIVE AND COMMUNITY BENEFIT SOCIETIES ACT 2014

NOTTINGHAMSHIRE COUNTY CRICKET CLUB LIMITED

RULES

Adopted by resolution dated [DATE] 2020

CONTENTS

- 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 Nominations Panel
- 7 General Committee - procedures, powers and responsibilities
- 8 President, Vice-Presidents and Honorary Life Members and other roles
- 9 Annual and Extraordinary General Meetings
- 10 Accounts and Annual Return
- 11 Indemnities
- 12 Alteration, interpretation and availability of the Rules and Regulations
- 13 Cessation
- 14 Notices
- 15 Auditors
- 16 Seal

NOTTINGHAMSHIRE COUNTY CRICKET CLUB LIMITED

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.
- 1.3 Nottinghamshire County Cricket Club is a registered society under the Co-operative and Community Benefit Societies Act 2014 or any successor Act or Acts for the time being in force (the "Act").

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 participate in the County Championship and such other competitions organised by the England and Wales Cricket Board Limited ("ECB") or its successor or any other competitions which the General Committee considers appropriate for the Club to enter;
- 2.1.3 uphold the laws and spirit of the game of cricket;
- 2.1.4 provide environments where the Club's members and gate-paying spectators may gather and enjoy International, First Class and other cricket;
- 2.1.5 initiate and encourage coaching schemes for the development of young cricketers both in Nottinghamshire and neighbouring counties;
- 2.1.6 provide support for, promote and co-ordinate all forms of recreational cricket in Nottinghamshire and where appropriate, provide facilities for national and local cricket bodies which promote the interests of cricket;
- 2.1.7 maintain and preserve the cricket library and cricket memorabilia for the benefit of Nottinghamshire and English cricket;
- 2.1.8 undertake any ancillary activities so as to ensure the Club's financial viability;

2.1.9 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 (in the manner set out in section 27 of the Act) 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 from members or others for the objects of or in connection with the activities of the Club or any of them as the General Committee thinks fit, provided that the total amount outstanding at any one time does not exceed £20,000,000. Any sum above £20,000,000 would require the agreement of two thirds or more of the members present and entitled to vote at a General Meeting called by the General Committee, or cast by members submitting valid votes in the event that a postal ballot is called by the General Committee under Rule 9.11. Sums raised or borrowed may be secured by any means, including 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 activities, employees, ex-employees, former players of the Club (or any current or former subsidiary company of the Club) 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 Director, 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 any current or former subsidiary company 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 develop and conserve a heritage collection, provide a museum and organise events and activities that promote an interest and involvement in the history of cricket amongst members and the public.

3 **Membership and Share Capital**

- 3.1 Subject to the following provisions, membership of the Club is available to any eligible candidate (including individuals, corporate bodies or nominees of unincorporated organisations) provided that they have provided the appropriate details to enable the Club to process the application and paid the appropriate subscription:
 - 3.1.1 the admission of members shall be vested in and under the control of the General Committee. The General Committee may reject any candidate;

- 3.1.2 the annual subscription of members shall be determined by the General Committee annually;
 - 3.1.3 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;
 - 3.1.4 should a member wish to change their category of membership, they may do so on application, subject to category availability and subsequent payment;
 - 3.1.5 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);
 - 3.1.6 the General Committee may fix the number of members in any one year, either as a whole or in one or more categories of members.
- 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 they have 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 contained in the Rules 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 accordance with the requirements of the Act.
 - 3.8 Except during "Major Matches" being Test Matches, One Day Internationals, Twenty20 Internationals, 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.

- 3.9 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.
- 3.10 Every member of the Club shall have one vote, other than Honorary Vice Presidents, Club Cricketers, Complimentaries, Squash and Trent Bridge Taverners ("Non-Voting Members"). For the sake of clarification, where a category permits the membership to be held by two people (such as a married couple) they shall have one vote each.
- 3.11 Categories of membership may include:
- 3.11.1 adult, senior citizen and couples memberships;
 - 3.11.2 categories for young people and adults aged 16 or over on 1 April of the relevant subscription year;
 - 3.11.3 "Country" membership;
 - 3.11.4 categories for companies and unincorporated organisations and related categories;
 - 3.11.5 categories of Honorary Life, Life, Patron and Vice-President;
 - 3.11.6 Non-Voting Members; and
 - 3.11.7 such other categories determined by the General Committee under Rule 3.2.
- 3.12 Associate membership is available to those under 16 years of age on 1 April of the relevant subscription year. Such persons under the age of 16 are not able to hold shares in the capital of the Club or entitled to vote at a General Meeting of the Club, and shall not be formal members of the Club.
- 3.13 The capital of the Club shall consist of shares of the value of five pence each.
- 3.14 Every member of whatever category (except associate members described at Rule 3.12) 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.
- 3.15 Each person admitted to membership (except associate members described at Rule 3.12) 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.
- 3.16 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.

- 3.17 No share shall be withdrawable or be transferable by any member, subject to Rule 3.22, and except that a share held by the nominee of an unincorporated association can be transferred to a new nominee of that unincorporated association. No interest, dividend or bonus shall be payable on any share. Subject to the foregoing, 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.
- 3.18 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.
- 3.19 The Club shall not be required to issue a certificate to any member in respect of the share allotted to that member.
- 3.20 Any member may at any time resign as a member by giving written notice to the Club at its registered office or ceasing to renew their membership. A member shall immediately cease to be a member if the member dies or (in the case of a corporate body or the nominee of an unincorporated association) that organisation ceases to exist, or if they are no longer eligible for membership.
- 3.21 Under the provisions of these Rules (including Rules 2.1.9, 3.17 and 3.18), no member is entitled to property of the Club in that capacity. If a member dies their share shall be cancelled and the amount paid up on that share shall become the property of the Club. In respect of nominees and personal representatives of a deceased member:
- 3.21.1 the Act provides that a member may nominate a person or persons to whom property in the Club at the time of his/her death shall be transferred. As any such share will have been cancelled, no person so nominated under the Act shall be entitled to any property of that member on their death;
- 3.21.2 no share or property shall be capable of transfer to any personal representative of a deceased member.
- 3.22 Upon a claim being made by a trustee in bankruptcy of a bankrupt member to the share held by that member, the Club shall transfer such share to which the trustee in bankruptcy is entitled and as the trustee in bankruptcy may direct them.

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 General Committee when complete shall consist of 12 members (“Members”) of which:
 - 5.1.1 eight are elected by the Club's membership (“Elected Members”); and
 - 5.1.2 four are appointed by the Nominations Panel (“Nominated Members”).
- 5.2 No Elected Member shall serve for more than three years without seeking re-election from the Club’s membership.
- 5.3 No Nominated Member shall serve for more than three years without being submitted to the Nominations Panel for re-appointment following the agreed procedure.
- 5.4 Elected Members and Nominated Members that retire in accordance with 5.2 and 5.3 above shall be eligible for re-election or re-appointment.
- 5.5 Subject to 5.6 and 5.10, Members of the General Committee who have served three consecutive terms or served for nine years in aggregate at any time (the “Maximum Term”) may not be re-elected or re-appointed to the General Committee.
- 5.6 An Elected Member or Nominated Member may serve in excess of the Maximum Term in the following circumstances:
 - 5.6.1 if the Member is appointed Chair and the Nominations Panel unanimously votes to extend the Member’s appointment by one year. Any such extension may only be made three times, and is therefore limited to a maximum of three years (and always subject to 5.8); or
 - 5.6.2 if the Nominations Panel unanimously votes that the Member should be re-appointed to the General Committee, due to their exceptional skills or experience being required, or the Club facing exceptional circumstances. Any such re-appointment can only be made once and shall be limited to a maximum of one year;
- 5.7 in each case subject to a vote of two-thirds of the Members of the General Committee eligible to vote, at a meeting of the General Committee (anticipated to be in November) prior to the Annual General Meeting at which the Member is due to retire. The Chair and Vice-Chair 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 chair of the meeting shall have the casting vote.
- 5.8 The Chair may serve in the role for a period of no more than six years, and always subject to the term limits in 5.5 and 5.6 above.
- 5.9 Transitional and ongoing provisions
- 5.10 Members of the General Committee serving at the date these rules come into force (“Original Members”) that have already served a Maximum Term, shall be deemed to be serving their second consecutive term of office for the purposes of 5.5 above,

allowing them to serve one more term of three years. Such Original Members shall be recognised as being Elected Members within the meaning of the Rules where the context requires (including in relation to eligibility or processes around re-election to the General Committee).

5.11 Vacancies arising on the General Committee following retirement at the Annual General Meeting shall be filled as follows in a three year cycle, starting at the first Annual General Meeting following the adoption of these rules, and continuing thereafter:

5.11.1 at the Annual General Meeting in the first year, by;

5.11.1.1 two Elected Members; and

5.11.1.2 two Nominated Members;

5.11.2 at the Annual General Meeting in the second year, by:

5.11.2.1 three Elected Members; and

5.11.2.2 one Nominated Member;

5.11.3 at the Annual General Meeting in the third year, by:

5.11.3.1 three Elected Members; and

5.11.3.2 one Nominated Member.

5.12 Any unforeseen vacancy arising in the General Committee may be filled by a co-opted individual (“Co-opted Member”), recommended by the Nominations Panel and approved by the General Committee, who shall be deemed to have been appointed in the place of the previous incumbent who caused the vacancy, and shall resign at the next Annual General Meeting following their co-option. Such Co-opted Members must meet the relevant requirements of an Elected Member or a Nominated Member (under Rule 5.18.1) depending on the previous incumbent they are replacing on the General Committee.

5.13 To ensure the schedule in 5.11 is not disrupted, if a vacancy arises in the General Committee due to:

5.13.1 a Co-opted Member resigning at the Annual General Meeting where the previous incumbent’s three year term has not yet expired; or

5.13.2 a Member of the General Committee resigning at the Annual General Meeting having had their term of office extended for only up to two years under 5.6; or

5.13.3 a Member of the General Committee resigning at the Annual General Meeting for any other planned reason before the expiry of their three year term (including reaching their Maximum Term);

a replacement Member shall be elected or appointed at the next Annual General Meeting, and such replacement shall serve for the remainder of the three year term of

the previous incumbent. Such period of service shall be counted towards the calculation of the Member's Maximum Term under Rule 5.5.

- 5.14 There must be a minimum of seven Members of the General Committee. If the number falls below this minimum, the remaining Members may only act to call a meeting of the General Committee, or co-opt Members under rule 5.12.
- 5.15 All applicants for Elected Member or Nominated Member roles will be interviewed by a member of the Nominations Panel prior to the next Annual General Meeting.
- 5.16 Candidates for Elected Members to the General Committee shall be proposed and seconded by members of the Club entitled to vote and submitted on the Club's Candidate Form to the Chief Executive by 5.00 pm on 1 November each year.
- 5.17 Nominated Members to the General Committee will be selected by the Nominations Panel at their absolute discretion, taking into account any submissions or representations from the General Committee.
- 5.18 Qualifications for the General Committee:
 - 5.18.1 No person shall be elected to the General Committee as an Elected Member 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. This rule does not apply to Nominated Members who need only to be a member at the time their nomination takes effect (i.e. at the time of the Annual General Meeting).
 - 5.18.2 No person who is an employee of the Club or of any body which is controlled by the Club may stand for election or be nominated to the General Committee nor propose or second anyone for it until three years have elapsed since ceasing their employment with the Club. The number of ex-employees serving on the General Committee at any time shall be limited to a maximum of three.
 - 5.18.3 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.
 - 5.18.4 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 5.18.1, 5.18.2 and 5.18.3 above. The fact of such waiver shall be added to the information on the ballot paper required by 5.20 below.
- 5.19 Where candidates for Elected Member positions exceed vacancies the General Committee will hold a postal ballot in accordance with Rule 9.11.
- 5.20 The ballot paper for voting Elected Members will include information on each candidate, which will be determined by the Nominations Panel. The information may include:

- 5.20.1 full name and age;
 - 5.20.2 proposer and seconder;
 - 5.20.3 details of playing career (amateur or professional) and/or services to cricket;
 - 5.20.4 business or administrative posts held during the five years previous to nomination or five years before retirement including any professional qualifications;
 - 5.20.5 services to the public;
 - 5.20.6 their date of election or appointment if they are a serving Member of the General Committee;
 - 5.20.7 the dates of any previous periods as a Member of the General Committee;
 - 5.20.8 records of attendances at General Committee meetings in respect of serving Members and candidates who have served previous periods as a Member;
 - 5.20.9 if desired by any candidate, a personal statement not exceeding 100 words giving their personal opinions and policies.
- 5.21 A person shall cease to be a Member of the General Committee as soon as:
- 5.21.1 that person ceases to be a member of the Club;
 - 5.21.2 where that person is the representative of a member organisation, that organisation ceases to exist or be a member of the Club;
 - 5.21.3 that person resigns from office if writing to the Chair of the General Committee, and such resignation has taken effect in accordance with its terms (but only if at least two Members will remain in office when the notice of resignation is to take effect);
 - 5.21.4 that person is absent without permission of the General Committee from half of the meetings in a calendar year (commencing from the Annual General Meeting) and the General Committee resolves that their office be vacated;
 - 5.21.5 that person is prohibited from being a company director in law;
 - 5.21.6 that person is disqualified from acting as a charity trustee under the Charities Act 2011 or any successor Act or Acts for the time being in force;
 - 5.21.7 in the written opinion, given to the Club, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Member and may remain so for more than three months;
 - 5.21.8 that person is disqualified from being a member pursuant to Rule 5.18.3.

6 **The Nominations Panel**

- 6.1 The duties of the Nominations Panel are:

- 6.1.1 appointing Nominated Members of the General Committee;
 - 6.1.2 proposing a candidate for the Presidency to the General Committee;
 - 6.1.3 interviewing all candidates for election to the General Committee as per 5.15 above and ensure their eligibility and suitability as Members of the General Committee;
 - 6.1.4 proposing Co-opted Members to the General Committee when required under Rule 5.12;
 - 6.1.5 periodically reviewing the process for election, appointment or co-option to the General Committee and proposing any changes to the General Committee that they feel are necessary or advisable;
 - 6.1.6 planning for the succession to vacancies anticipated to arise on the General Committee, having regard to the challenges faced by and the opportunities available to, the Club and the skills, experience and diversity required thereon;
 - 6.1.7 ensuring that the process for electing, appointing and co-opting Members of the General Committee is an open and transparent process.
- 6.2 The Nominations Panel will be selected by the Chair and Vice-Chair and be ratified or otherwise by the General Committee on an annual basis. The Nominations Panel is a standalone panel and shall not be a Sub-Committee of the General Committee.
- 6.3 The Nominations Panel will consist of five members as follows:
- 6.3.1 the Chair;
 - 6.3.2 a member of the General Committee;
 - 6.3.3 two members of the Club that are not on the General Committee; and
 - 6.3.4 one member who is neither on the General Committee or a member of the Club.
- 6.4 Members of the Nominations Panel, other than the Chair of the Club, will serve for a period of no more than three years. The Chair will serve for as long as they hold office.
- 6.5 The Chair will call a meeting of the Nominations Panel at least once a year and ensure that any nominations made are announced at and recorded in the minutes of the next General Committee Meeting. The appointment of any Nominated Members to the General Committee may also be communicated to members in advance of the Annual General Meeting, including as part of the notice issued under Rule 9.1.
- 6.6 A quorum will be at least four members of the Nominations Panel. Where only four members are in attendance, voting must be unanimous for a nomination to be passed. Where five are present, then four votes are required to pass a nomination.

- 6.7 The Nominations Panel will report when necessary to the General Committee at its regular meetings and otherwise as required.
- 6.8 The Nominations Panel will have regard to the following factors when making recommendations to ensure that the General Committee meet the necessary criteria of a well governed club:
 - 6.8.1 the requirement to promote and protect the interests of the members and stakeholders of the Club;
 - 6.8.2 the requirement that the General Committee is sufficiently diverse in all regards, including in gender, ethnicity and age, wherever and whenever practicable;
 - 6.8.3 the requirement to engage effectively with the recreational game in the County and to promote the development and community objectives of the Club;
 - 6.8.4 the requirement to comply with any regulations, charter or code applicable to the Club issued by the Government, the ECB or other relevant regulators or organisation regarding governance wherever possible or practicable;
 - 6.8.5 the requirement to ensure that the General Committee has sufficient skills and experience including cricketing, financial, commercial, human resources, property and legal;
 - 6.8.6 the requirement to ensure that members of the General Committee do not serve for excessive periods of time and to ensure succession planning;
 - 6.8.7 the potential need to publicly advertise vacancies on the General Committee; and
 - 6.8.8 such other factors as may be recommended by the General Committee from time to time.

7 General Committee - Procedures, Powers and Responsibilities

- 7.1 Meetings of the General Committee shall be agreed at the first meeting following the Annual General Meeting.
- 7.2 Seven Members of the General Committee present shall be a quorum for meetings of the General Committee.
- 7.3 In the absence of the Chair the Vice-Chair shall preside. If neither is present, those attending shall elect a chair for the meeting.
- 7.4 If voting is equal the Chair of the meeting shall have the casting vote.
- 7.5 Following the nomination of a candidate under Rule 6.1.2, the General Committee will recommend a President of the Club for election at the Annual General Meeting.

- 7.6 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.
- 7.7 No Member of the General Committee or Sub-Committee member shall be entitled to be remunerated for serving in the role (save for a Sub-Committee member who is an employee of the Club and is remunerated under their contract of employment).
- 7.8 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.
- 7.9 The General Committee may make regulations for the conduct of the Club (subject to Rule 3.6) and such regulations shall have the same force and effect as if they were incorporated in these Rules.
- 7.10 The General Committee may on behalf of the Club exercise any or all of the powers of the Club contained in 2.2 above.
- 7.11 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.
- 7.12 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.
- 7.13 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 they shall comply with Rule 7.7.
- 7.14 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. All decisions taken at a General Committee or any Sub-Committee meeting in good faith shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of the members at a meeting.
- 7.15 The General Committee shall be responsible for:
- 7.15.1 being the ultimate decision-taking body of the Club, and it shall accordingly exercise all powers of the Club;
 - 7.15.2 exercising collective responsibility;
 - 7.15.3 leading and overseeing the strategic planning of the Club;

- 7.15.4 delegating to and empowering the Executive to effectively deliver the General Committee's strategy, whilst maintaining oversight and authority;
 - 7.15.5 promoting the Club's objects as set out in Rule 2.1;
 - 7.15.6 the stewardship of the assets of the Club on behalf of the membership;
 - 7.15.7 maximising income and maintaining control of expenditure whilst actively planning and monitoring the financial position and performance of the Club against an annually approved budget and financial forecast;
 - 7.15.8 preparing audited annual accounts that comply with legal requirements and recognised accounting standards;
 - 7.15.9 adopting appropriate and proportionate financial and operational policies and procedures;
 - 7.15.10 initiating and maintaining the effective management of the Club and its systems;
 - 7.15.11 organising, administering and promoting any ancillary activities aimed at ensuring the Club's financial viability;
 - 7.15.12 overseeing the development of recreational cricket in the county of Nottinghamshire and ensuring that all monies designated for that purpose from whatever source are applied accordingly;
 - 7.15.13 preserving the Club's heritage, including upgrading the Club's library and memorabilia.
- 7.16 No cricket memorabilia possessed by the Club may be sold unless agreed by the General Committee and no memorabilia item above £1,000 in value may be sold unless agreed at the Annual General Meeting.

8 President, Vice-Presidents, Honorary Life Members and other roles

- 8.1 The elected President of the Club may or may not be a Member of the General Committee.
- 8.2 If the President is not a Member of the General Committee, the President may at the discretion of the General Committee attend, observe at and contribute to discussions at General Committee meetings but they shall not have the right to vote at such meetings and shall not be a member of the General Committee.
- 8.3 The President may hold office for a period not exceeding two years. They may be re-elected after expiration of one year following their retirement.
- 8.4 Those holding the posts of Lord Mayor of Nottingham, Mayor of the Borough of Rushcliffe and Chair of the Nottinghamshire County Council, if willing to accept, shall be Honorary Vice-Presidents.

8.5 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 cricket in Nottinghamshire.

8.6 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.

8.7 Captain and Chief Executive

8.7.1 The General Committee will appoint a Chief Executive who may at the discretion of the General Committee attend, observe at and contribute to discussions at General Committee meetings but they shall not have the right to vote at such meetings and shall not be a member of the General Committee.

8.7.2 The General Committee shall approve the appointment of the Club Captain.

8.8 Director of Cricket

8.8.1 At the discretion of the Chair, the Director of Cricket may attend, observe at and contribute to discussions at General Committee meetings but they shall not have the right to vote at such meetings and shall not be a member of the General Committee.

8.9 The General Committee may at its discretion create such other roles 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 role may be removed from that role by the General Committee at any time.

8.10 The Chief Executive, Director of Cricket, Director of Finance, 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.

8.11 Any Executive Officer of the Club may at any time resign from their 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.

9 Annual General and Extraordinary General Meetings

9.1 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 attend and vote, stating the agenda, date, time and place of the meeting and giving details of any resolutions to be considered at the meeting.

9.2 A quorum for the Annual General Meeting shall be 100 members present in person and entitled to vote. If a quorum is not present the chair of the meeting shall adjourn the meeting, to be held within 60 days of the date of the original meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the members present shall constitute a quorum.

9.3 The chair of the meeting may, with the consent of the General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

9.4 Agenda:

9.4.1 the General Committee at its own discretion may submit resolutions to be put to the membership, giving the required written notice as in 9.1 above;

9.4.2 a member wishing to propose a members' resolution for consideration at an Annual General Meeting shall give notice in writing to the Chief Executive of such wish and of the form and content of the resolution, duly signed by the proposer and seconder and supported by 18 of the members of the Club entitled to vote (so 20 members in total), by 30th November prior to that meeting;

9.4.3 any proposed amendments to resolutions on the agenda proposed by the General Committee at the Annual General Meeting shall be submitted in writing to the Chief Executive not less than 14 days prior to the meeting. This Rule shall not apply in relation to resolutions being decided by a postal ballot initiated by the General Committee in accordance with Rule 9.11;

The General Committee shall comply with proposals submitted under Rules 9.4.2 or 9.4.3 if they are not ineffective, frivolous or vexatious and do not involve the publication of defamatory material. The proposal must be stated with sufficient clarity to enable effect to be given to it if it is agreed by the members.

9.5 Admissions to General Meetings shall be as decided by the General Committee.

9.6 The current Chair of the Club shall preside, and in the absence of the Chair the Vice-Chair shall preside. If neither is present those attending shall elect a chair for the meeting.

9.7 Standing items for an Annual General Meeting shall include:

9.7.1 to confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meeting held since that meeting;

9.7.2 the presentation by the Chair of a report for the past year;

9.7.3 approval of the statement of accounts for the previous year - including the auditor's report - and presented by the Chair of Finance/Treasurer;

9.7.4 presentation of a cricket report by the Director of Cricket;

9.7.5 the election of Elected Members to the General Committee;

9.7.6 the announcement of the appointment of Nominated Members to the General Committee;

9.7.7 the election of a President;

- 9.7.8 the election of any Vice-President and any Honorary Life Memberships proposed by the General Committee;
 - 9.7.9 the appointment of auditors (“Auditors”); and
 - 9.7.10 all other relevant business.
- 9.8 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 Rules or required by law. A resolution shall be decided on a show of hands unless:
- 9.8.1 a poll is called for by a majority of the members present or directed by the chair of the meeting (and such demand or direction may be withdrawn), which shall be taken in such manner as the chair of the meeting shall direct; or
 - 9.8.2 a postal ballot has been previously initiated by the General Committee in accordance with Rule 9.11.
- 9.9 In the event of equality of votes the chair of the meeting shall have a second or casting vote. Unless a poll is called for (either before or immediately after the vote), a declaration by the chair of the meeting that a resolution on a show of hands has been carried or lost is conclusive. An entry into the minutes of the proceedings of the meeting shall be conclusive evidence of that fact. Any question as to the acceptability of any vote shall be determined by the chair of the meeting, whose decision shall be final.
- 9.10 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. An Extraordinary General Meeting shall not transact any business that is not set out in the notice convening the meeting. Rule 9.2 in respect of quorum and adjournment shall also apply to Extraordinary General Meetings, except that a meeting held as a result of member requisition will be dissolved if too few members are present half an hour after the meeting is scheduled to begin.
- 9.11 In advance of any Annual General Meeting or Extraordinary General Meeting, the General Committee may at its sole discretion hold a postal ballot to be conducted in accordance with the following provisions:
- 9.11.1 subject to the Act, a postal ballot may be held to make a decision on any resolution that is being decided at the General Meeting, including to elect Elected Members or amend the Rules;
 - 9.11.2 when holding a postal ballot on a resolution (other than to elect Elected Members) the General Committee may consult with the membership regarding the proposed resolution in advance of sending the notice under Rule 9.11.4;

9.11.3 the postal ballot shall be supervised by the Club's Auditors, or other scrutineers appointed by the General Committee, in accordance with any relevant requirements of the Electoral Reform Society;

9.11.4 if a postal ballot is to be allowed on a matter, the Club shall send to all members entitled to vote, with notice of the meeting sent pursuant to Rules 9.1 or 9.10:

9.11.4.1 a notice by email or other electronic means, if the member has agreed to receive notices in this way under Rule 14.2, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or other electronic means, or by post to the Club; or

9.11.4.2 a notice by post to all other members, including a written explanation of the purpose of the vote and the voting procedure to be followed by the member, and a postal voting form;

in each case containing details of the resolution being put to a vote, or of the candidates for election (as applicable);

9.11.5 should any postal voting form sent under 9.11.4.2 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. Only original voting forms issued by the General Committee shall be valid. Photocopies or other reproductions of forms sent under 9.11.4.2 shall not be valid;

9.11.6 voting forms sent to members which are returned by post, email or other electronic means, as permitted by the Club, must be received by the Club as stated in the voting form not later than 48 hours before the time fixed for the commencement of the meeting. Any voting forms received by those methods after the closing date or not complying with the voting procedure will be invalid and not be counted;

9.11.7 the Club shall not be required to accept any hard copy voting form returned by post where any amount of postage requires to be paid by the Club as addressee, other than pursuant to any United Kingdom reply-paid envelope or form issued by the General Committee;

9.11.8 returned voting forms may not be amended or withdrawn and shall be kept in the custody of the scrutineers appointed by the General Committee;

9.11.9 votes cast by postal ballot shall be counted before the General Meeting by the scrutineers, and the result given to the Chief Executive for announcement at the General Meeting;

9.11.10 where a postal ballot has been held, subject to Rule 9.11.12, there shall not be a vote by show of hands or a poll at the General Meeting itself on the relevant resolution(s);

9.11.11a resolution passed by the members via a postal ballot shall be deemed a decision of the General Meeting at which it is announced. Any requirements as to quorum in relation to the General Meeting shall be met if the requirements in Rule 9.2 are met;

9.11.12 in the event of an equal number of votes following a postal ballot, the matter shall be decided by a vote on a show of hands or a poll at the General Meeting;

9.11.13 if the General Meeting is adjourned for any reason before the announcement of the result of a postal ballot, the Chief Executive shall declare the result at the adjourned General Meeting.

9.12 The proceedings of a General Meeting shall not be invalidated because a member who was entitled to receive notice of the meeting, or a notice under 9.11.4, did not receive it because of accidental omission by the Club.

10 **Accounts and Annual Return**

10.1 The Club shall keep proper accounting records of its transactions, assets and liabilities which give a clear view of the affairs of the Club.

10.2 The Club shall initiate and maintain an internal audit system to control its cash holdings, stockholdings and accounting records.

10.3 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.

10.4 The financial year shall end each year on a date to be agreed by the General Committee.

10.5 Every year and within the period prescribed by statute, the Chief Executive shall send to the Financial Conduct Authority (or any successor regulator) the annual return, in the form prescribed by the regulator, relating to its affairs for the period required under the Act to be included in the return together with:

10.5.1 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

10.5.2 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.

10.6 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.

10.7 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.

11 **Indemnities**

- 11.1 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.
- 11.2 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.

12 **Alteration, Interpretation and Availability of the Rules and Regulations**

- 12.1 No alteration or addition to or deletion from the Rules shall be made except at an Annual General Meeting 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 9.11, are in favour.
- 12.2 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 Act and no new Rule or amendment to the Rules will be valid until so registered.
- 12.3 Any questions concerning interpretation of the 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.
- 12.4 A copy of the Rules and any Regulations made pursuant to Rule 7.9 will be kept in the Club library for all members to inspect and on the Club's website at the discretion of the General Committee. In accordance with the Act, any member requesting in writing verbally or electronically a copy of the Rules will be sent free of charge a copy by email or first class post to their address held by the Club in its Register of Members and Officers. Any other person requesting a copy of the Rules will be sent a copy on payment of the statutory fee chargeable for the time being in force.

13 **Cessation**

- 13.1 The Club may be dissolved:
- 13.1.1 in accordance with section 119 of the Act by an instrument of dissolution;

- 13.1.2 in accordance with section 123 of the Act in pursuance of a winding up order or by a resolution made or passed as directed in regard to companies by the Insolvency Act 1986; or
- 13.1.3 in accordance with section 125 of the Act, after administration and the administrator issues a notice to dissolve the society without prior winding up.
- 13.2 If the Club should be wound up 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.

14 **Notices**

- 14.1 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 (where applicable), and sent, delivered, or posted to the registered office of the Club or sent electronically to an address, or by other electronic means, specified by the Club for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Club.
- 14.2 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, subject to Rule 14.3.
- 14.3 Any member of the Club, by providing the Club with their email address or similar, is taken to have agreed to receive communications from the Club in electronic form at that address or by other electronic means (including by displaying such notice, communication or document on the Club's website from time to time or by other such electronic means as the Club may communicate to the members from time to time), unless the member has indicated to the Club their unwillingness to receive such communications in that form..
- 14.4 Any notice, communication or document shall be deemed served on or delivered to the intended recipient:
 - 14.4.1 if properly addressed and delivered by hand, when it was given or left at the appropriate address; or
 - 14.4.2 if properly addressed and sent by prepaid United Kingdom post to an address in the United Kingdom, 48 hours after it was posted; or
 - 14.4.3 if properly addressed and sent or supplied by electronic means, two hours after the document or information was sent or supplied; or
 - 14.4.4 if sent or supplied by means of the Club's website or other electronic means, when the material is first made available on the Club's website or the electronic means selected or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available electronically.

15 **Auditors**

15.1 The provisions of the Act as to the appointment, powers, rights, remuneration and duties of the Auditors shall be complied with.

15.2 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.

16 **Seal**

16.1 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.

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