

Derbyshire County Cricket Club  
Founded in 1870

## **CLUB RULES**



Club Rules to be adopted with effect from 29 March 2017

**THESE RULES SUPERSEDE ANY PREVIOUS VERSIONS OF THE RULES**



## **Equality and Diversity Statement**

The Club, in all its activities, is fully committed to the principles of equality of opportunity in cricket in England and Wales and aims to ensure that no individual is discriminated against on the grounds of age, gender, disability, race, parental or marital status, pregnancy, religion or belief or sexual orientation.

The Club will work with partners in cricket, including other First Class County Cricket Clubs, the County Cricket Boards and Chance to Shine, as well as individual clubs and leagues under the ECB's jurisdiction, to implement these equal opportunity principles across cricket in England and Wales.

In doing so, the Club will endeavour to create access and opportunities for all those individuals who wish to participate, and are lawfully eligible to participate, in cricket in England and Wales in whatever capacity.

The Club specifically supports initiatives by other organisations within cricket which recognise the principles of equality of opportunity and treatment such as the International Cricket Council Anti-Racism Policy and the Professional Cricketers Association's Racism Awareness Campaign. Cricket's UK governing body, the ECB, is also a signatory to the Government's Charter for Action tackling Homophobia and Transphobia in Sport.

In line with these objectives, the makeup of both the Supervisory Board and staff, should always, wherever possible, reflect the diverse nature of our community.

The Club reserves the right to discipline its employees and any other individuals under its direct control who practice any form of discrimination on the grounds of age, gender, disability, race, parental or marital status, pregnancy, religion or belief, or sexual orientation.

## **Derbyshire County Cricket Club Safeguarding Policy Statement**

The Club is committed to ensuring a duty of care to all who access the facilities and services provided by adopting and implementing the ECB "Safe Hands" – Cricket's Policy for Safeguarding Children and any future versions of the policy.



## **1. Name**

The Society shall be called "The Derbyshire County Cricket Club Limited".

Derbyshire County Cricket Club Limited is a registered society under the Co-operative and Community Benefit Societies Act 2014 with registered number IP28711R.

## **2. Registered Office**

2.1 The registered office of the Club shall be at the County Ground, Nottingham Road, Derby, DE21 6DAb or at such other location as the Supervisory Board of Directors ("the Supervisory Board") may from time to time decide.

2.2 The Chief Executive Officer (CEO) shall give notice of any change in the situation of the registered office within 14 days of the change, to the Registrar.

## **3. Objects and Powers**

3.1 The objects of the Club are the promotion and furtherance of the game of cricket at the County Ground, Nottingham Road, Derby and within the County of Derbyshire by activities within and beyond that County and the provision for Members of facilities for the enjoyment of such game.

3.2 In furtherance of its objects the Club shall have 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

3.2.1 either directly or indirectly (including through the medium of any one or more subsidiary or subsidiaries) 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 Supervisory Board to be expedient and to do all such other acts and things and carry on all such other activities including (but not limited to) leasing, sub-leasing, re-leasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring or otherwise dealing with real and personal property of any kind) as shall be considered by the Supervisory Board to be necessary or expedient for the purposes of the Club or the advancement of its interests;

3.2.2 to borrow or raise money by any means whatsoever for the purposes of or in connection with the Club's activities or any of them, to mortgage and charge all or any of the real and personal property and assets, present or future, of the Club, and to issue at par or at a premium or discount, and for such consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture or loan stock, either permanently or redeemable or repayable and whether secured or unsecured, or any other securities whether by way of mortgage or otherwise and whether outright or by way of security 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, whether directly or indirectly and collaterally or further to secure any securities of the Club by a trust deed or other assurance;



3.2.3 to apply for and hold any licences that may be required for or in connection with the activities of the Club and to provide catering and such other facilities as the Supervisory Board of Directors shall consider desirable;

3.2.4 to promote or stage competitions and entertainments in connection with the game of cricket and any other sports and recreations;

3.2.5 to invite, receive and make donations for, or otherwise promote or assist in, the development or continuance of facilities for, or the prestige of, the game of cricket or any other sports or recreations;

3.2.6 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 Supervisory Board of Directors, directly or indirectly benefit or is calculated so to benefit the Club or its activities or its employees or ex-employees or the activities, officers, ex-officers, employees or ex-employees of any company which is for the time being or has at any time been a subsidiary of the Club; and

3.2.7 to provide pensions, insurances and other benefits to employees or ex-employees of the Club or of any subsidiary of the Club or the dependants or relatives of any such persons 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.

3.2.8 the profits of the Club shall be applied in furthering the objects of the Club.

#### **4. Use of Name**

4.1 The name of the Club shall:

4.1.1 be kept painted or affixed in a conspicuous position and in letters which are easily legible on the outside of every office or place in which the activities of the Club are carried out;

4.1.2 be stated in legible characters:

4.1.2.1 on all business letters of the Club;

4.1.2.2 on all its notices, advertisements and other official publications;

4.1.2.3 on all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Club; and

4.1.2.4 on all bills, invoices, receipts and letters of credit of the Club;



4.2 Save with the authority of the Supervisory Board, no Member shall at any time use the name of the Club or associated logos, badges and nicknames on any document or advertisement issued or published by him/her or on his/her behalf or with his/her authority in such a way as to indicate or imply that such document or advertisement was issued or published by or on behalf of or with the authority of the Club or the Supervisory Board of Directors.

## 5. Memberships

5.1 The Supervisory Board shall decide the subscription rates and categories of Membership (with appropriate privileges) and admission charges for each year. In exceptional circumstances, the Supervisory Board may, at its absolute discretion, reject an application for Membership.

5.2 The Supervisory Board shall have the power to appoint Vice Presidents and grant Honorary Life Membership. Former players who have been capped whilst playing for the Club are eligible for an Honorary Life Membership along with any other persons who in the opinion of the Supervisory Board have rendered special service to the Club or to the furtherance of the game of cricket in the County or elsewhere. The appointments of former players who have been capped whilst playing for the Club would usually be made at the point of their retirement from the professional game and be at the discretion of the Supervisory Board. The appointments of Vice Presidents are generally reserved for non-playing individuals who have served the Club in other capacities.

5.2.1 The Supervisory Board shall also have the power to appoint Regional Representatives who must be Members of the Club and who will act as a local contact for other Club Members and as a Club representative within the community.

5.3 A voting member of the Club shall be defined as follows:

An individual Member who has paid the appropriate subscription as set out in Rule 5.1 in an adult Membership category, including Life Members.

A Past President.

A Vice President.

An Honorary Life Member.

All voting members as defined under Rule 5.3 shall be entitled to attend and cast one vote on each resolution at any General Meeting.

5.4 All subscriptions are due on the first of January in each year or the date of admission to membership if later. Any Member whose subscription has not been paid before the following first of April shall cease, automatically, on and from that date to be a member of the Club. It shall be the duty of each member to furnish his/her current address to the Club and to notify him of any change of address as soon as it occurs.



5.5 The Supervisory Board shall have the power to collect subscriptions and/or other amounts due to the Club under authority of a Direct Debit Mandate or a Standing Order Mandate expressed in favour of the Club and lodged with the Member's bank. Further to the above, the Supervisory Board shall have the power to originate direct debit and execute an indemnity required by the Banks receiving such direct debits. Officials nominated in an appropriate resolution may execute such an indemnity on behalf of the Club.

5.6 Members' complaints must be made in writing to the CEO.

5.7 Under no circumstances may a Member personally instruct or reprimand any employee of the Club.

5.8 The Supervisory Board shall have the power to expel any Member of the Club whose conduct is in the opinion of the Supervisory Board injurious to or inconsistent with the interests of the Club. If any member transfers, lends or parts with a non-transferable ticket to any other person, then that action shall be deemed to be conduct inconsistent with the interests of the Club. Before the Supervisory Board exercises its power to expel a Member, the Member concerned shall be given at least fourteen days' written notice of the proposal and of the general nature of the reason therefore and of the date, time and place of the Supervisory Board Meeting at which the proposal is to be considered.

The Member may appear before and be heard by the Supervisory Board in person or give a written explanation. The decision of the Supervisory Board to expel a Member is final. No person who has been expelled from Membership may enter any part of the Club's premises or any place that is deemed to be Club premises from time to time. This can include offices, meeting places, cricket grounds and other places. The Supervisory Board shall determine any new application for Membership.

In the case of a member of the Supervisory Board, the Supervisory Board shall have the power to expel any of its Directors whose conduct is, in the opinion of five of its total voting membership of six, seriously injurious to the interests of the Club. In the event of a meeting of the Supervisory Board at which it is proposed a Director is expelled being attended by fewer than the total complement of 6 Directors, the votes of the non-attendant Directors must be sought before a decision is reached. Any such Director shall have a right of appeal to a board of three persons nominated by a Past President. Any Director expelled from the Supervisory Board will be ineligible to seek election to the Supervisory Board for a period of 5 years from the date of expulsion.

5.9 Members of visiting County Clubs may be admitted without charge to appropriate Members' enclosures on the production of their Membership ticket, having paid the ground admission charge.

5.10 Non-members will be admitted to Derbyshire grounds on payment of the admission charges in force at the time. Non-members will be subject to the same Ground Regulations – available separately - as all other spectators, and if their conduct is in the opinion of the Supervisory Board injurious to or inconsistent with the interests of the Club, the Supervisory Board have the power to ban any persons from future events – cricketing or otherwise – in any part of the Club's premises



or any place that is deemed to be Club premises from time to time. This can include offices, meeting places, cricket grounds and other places.

## **6. Share Capital**

6.1 The capital of the Club shall consist of shares of the value of 5p each.

6.2 Every Member 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.

6.3 Each person who is a Member at the time these Rules take effect pursuant to Rule 20 shall be allotted one share forthwith and 5p of any subscription paid by him/her which became due shall be applied in paying up the same in full.

6.4 No share shall be transferable or withdrawable by any Member and no interest, dividend or bonus shall be payable on any share. Any Member transferring or attempting or purporting to transfer his/her share or any interest in that share or any rights associated with that share shall (if the Supervisory Board in its absolute discretion so decides) be deemed to have resigned as a Member as from such transfer or attempted purported transfer.

6.5 a Member shall forfeit his/her share on ceasing for whatever reason to be a Member, and any amount due to him/her in respect of such share shall thereupon become the property of the Club.

6.6 The Club shall not be required to issue a certificate to any Member in respect of his/her share.

## **7. Juniors**

7.1 Juniors may at the discretion of the Supervisory Board, upon completion by one of their parents or guardians of the appropriate form (obtained from the Club) approved for the time being by the Supervisory Board and payment of the appropriate entrance fee (if any) and annual subscription for the time being payable in accordance with Rule 9, be permitted to participate in such of the activities of the Club as the Supervisory Board may from time to time direct.

7.2 The Supervisory Board shall have power at any time to revoke the permission granted to any junior to participate in activities, in which event such junior shall not be entitled to a refund of all or any part of any entrance fee or subscription paid by or on behalf of him/her.

7.3 Juniors permitted to participate in activities as described above shall not as such be Members but shall in all respects be subject to this Rule 7 and to such Bye laws as the Supervisory Board may from time to time make regarding juniors.

7.4 From time to time, the Club may offer a category of Membership which includes both young people under the age of 18 years, and adults over the age of 18 years but below a specified age, usually 21 years old, or a similar age. Any Member who falls into this category and is over the age of 18 years when any General Meeting or ballot to which, or in which, voting Members are invited





to participate, shall be deemed to be a voting Member. The relevant date shall be the date of the General Meeting.

## **8. General Meetings and Procedures**

8.1 The Club shall hold an Annual General Meeting of Members on the last Wednesday in March, or as near to that date as is practicable, for the preceding year. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

8.2 The business to be transacted at each Annual General Meeting must include the following matters:

8.2.1 to receive and if approved, adopt the Annual Report of the Supervisory Board for the previous financial year ending 31st December;

8.2.2 to receive and if approved, adopt the Accounts for the previous financial year ending 31st December together with the report from the Auditors thereupon;

8.2.3 to notify Members of the Supervisory Board's appointment of President;

8.2.4 to elect the Supervisory Board, their nomination to be received by the Administration Director by 4.00pm on the 15th February 2017, and every two years thereafter;

8.2.4.1 to elect the Auditors;

8.2.5 if there is more than one candidate for any specific Director position, a postal vote shall be conducted as hereinafter provided;

8.2.6 to declare the result of elections and elect Supervisory Board Members to fill vacancies in accordance with Rule 10.5;

8.2.7 to consider any resolution, notice of which has been given to the Administration Director in writing before 15th February, such resolutions may be put by the Supervisory Board or, alternatively, by a voting Member supported by at least forty other voting Members of the Club;

8.2.8 to consider any other business relating to the affairs of the Club which any voting Member wishes to raise, but no resolution may be put to the vote of the Meeting of this item;

8.3 The Supervisory Board may at any time convene a Special General Meeting;

8.4 The Administration Director, on the written request of not less than 10% of the voting Members, must convene a Special General Meeting within ninety days of such request. The number of voting Members for this purpose shall be defined as being the number registered at the Club on the last day of the month preceding the receipt of such request by the Administration Director.





8.5 Ten working days' notice of Annual or Special General Meetings shall be given by the Administration Director to every voting Member. Such notice shall include the business to be transacted at that Meeting and details of any resolution submitted in accordance with Rule 8.2. Every notice of a General Meeting must specify a date, time and place of meeting. The ten working days' notice must be exclusive of the day in which it is to be held. All voting Members are entitled to receive the notice but the accidental omission of a notice to or its non-receipt by any Member, does not invalidate the proceedings of that meeting.

8.6 No business may be transacted at any General Meeting unless a quorum of forty voting Members is present at the time when the Meeting should commence. If half an hour after the time appointed for the Meeting, a quorum of Members is not present, the Meeting if convened upon the requisition of Members, must be abandoned. In any other case, it must stand adjourned to such other date and at such other time and place as the Supervisory Board may determine and notify to voting Members. If at the adjourned Meeting a quorum is not present half an hour after the time appointed for the Meeting, the Members present shall form a quorum.

8.7 The Chairman of the Club shall preside as Chairman of every General Meeting. If he is unable to act, the Administration Director or Chief Executive of the Supervisory Board shall preside. In their absence, the Meeting must appoint a Chairman from among the voting members of the Supervisory Board. A resolution shall be put to the vote of the Meeting. The form of vote shall be one or more of the following, at the discretion of the Supervisory Board:

8.7.1 a show of hands;

8.7.2 a written ballot checked by the officials of the Club or their appointees; or

8.7.3 a written ballot audited by the Club's Auditors within twenty-one days of the Meeting.

In the case of an equality of vote, the Chairman of the Meeting is entitled to an additional casting vote.

8.8 Whenever the business to be transacted at any General Meeting includes the consideration of a resolution which, in the opinion of the Supervisory Board, is of sufficient importance to warrant their acting under this Rule, they shall send to every member entitled to vote at such Meeting, together with the notice convening the same, a ballot form to enable him to vote for or against the resolution at such meeting, he may sign the ballot form giving their name and address, and for it to be valid it must be delivered to the Club / Auditors at least 24 hours before the time fixed for holding such meeting.

## **9. President**

9.1 The President shall be appointed by the Supervisory Board for a period of one year at the AGM. This does not preclude a Past President from being appointed again. When a President has served their term of office he shall be designated a "Past President".



9.2 The Presidency will take the form of an ambassadorial role for the Club.

9.3 The President will hold a non-executive position and will not be a member of the Supervisory Board.

## **10. The Supervisory Board of Directors**

10.1 The Supervisory Board of Directors (hereinafter called the Supervisory Board) (four of whom shall form a quorum).

10.2 The Supervisory Board of Directors Roles and Responsibilities

The Supervisory Board will consist of 6 elected Directors as follows;

- 1 Finance Director
- 2 Administration Director
- 3 Cricket Advisory Director
- 4 Legal Services Director
- 5 Commercial Director
- 6 Operations and Facilities Director

plus the Club's appointed Chief Executive, Head Coach and Finance Manager, none of whom are eligible to vote

The individual roles and responsibilities of the elected Directors are as follows:

### **1 Director: Finance**

ROLE:

To oversee all financial aspects of the Club's strategy and be responsible for the flow of financial information to the Supervisory Board and, where necessary, external parties such as Members and other stakeholders.

MAIN RESPONSIBILITIES:

- financial planning and related ongoing advice for the Chief Executive and Supervisory Board of Directors
- assisting the Club's Finance Manager in formulating financial targets and budgets in accordance with the strategy determined by the Supervisory Board
- overall responsibility of all financial transactions and accountancy matters, including audit systems



- ensuring that the Club's finance function fulfills the regulatory requirements of all statutory bodies regarding all the club's financial affairs

#### EXPERIENCE:

- degree-level education
- a qualified member of an accountancy or other financial body or holder of an equivalent qualification
- significant experience in finance, with at least five years in senior management
- experience of managing professional staff

### **2 Director: Administration**

#### ROLE:

To oversee the Club's administrative function. This role will demand a significant time commitment on the part of the individual concerned.

#### MAIN RESPONSIBILITIES:

- to ensure complete adherence to the Club's rules
- organising and preparing agendas for, and taking minutes of, Supervisory Board Meetings and Annual General Meetings (AGMs);
- dealing with correspondence, collating information and writing reports, ensuring decisions made are communicated to the relevant stakeholders;
- taking responsibility for the health and safety of employees and managing matters related to insurance and property;
- oversee the Club's formal Heritage archives

#### EXPERIENCE:

- significant administrative experience
- comprehensive understanding of the Club rules, structure, processes and procedures
- demonstrable IT skills
- experience of attending and managing meetings and delivering presentations

### **3 Director: Cricket Advisory**

#### ROLE:

To provide a comprehensive and objective view of all professional and recreational cricket and of the Cricket Management to the Supervisory Board of Directors.



#### MAIN RESPONSIBILITIES:

- to provide the Chairman and the other Supervisory Board Members with objective and constructive feedback on the Club's cricketing performance and that of the Head Coach and playing staff

#### EXPERIENCE:

- must have played First Class cricket (preferably but not necessarily for Derbyshire) or have held a prominent position in the administrative side of the game or possess a high level ECB coaching qualification
- to have retained sufficient involvement in the professional and amateur game to ensure they are attuned to the ever-changing nature of the game both domestically and internationally

#### **4 Director: Legal Services**

##### ROLE:

To handle all relevant agreements, legal letters and documents ensuring legal safety to the Club.

##### MAIN RESPONSIBILITIES:

- providing legal advice and guidance on all kinds of legal matters
- studying contracts and legal documents to make sure that it is in the Club's interests
- handling lawsuits for the Club
- negotiating contracts for the Club

##### EXPERIENCE:

- strong knowledge of corporate laws and regulations
- excellent communication and negotiation skills
- must be able to maintain confidentiality about all legal matters
- must be a member of the Law Society or equivalent body
- must possess a law degree

#### **5 Director: Commercial**

##### ROLE:

To work closely with the Club's Chief Executive and full time Commercial Team to assist them in winning both new business clients and Members thereby playing a key role in growing the Club's revenue



#### MAIN RESPONSIBILITIES:

- provide market feedback to the Supervisory Board regarding competitive offerings and prospect needs
- generate product development ideas
- provide feedback to the Supervisory Board on the commercial, sales and marketing functions of the Club
- assist in driving increased revenue and profit to achieve the Club's growth targets

#### EXPERIENCE:

- previous and current experience of working with senior managements to formulate sales strategies and solutions
- experience of working in a corporate / business focused environment
- possess excellent negotiation skills and a proven track record of successfully pitching for new business
- proven track record of increasing revenue through the generation of leads

#### **6 Director: Operations and Facilities**

##### ROLE:

To be responsible for the management of services and processes that supports the core business of the Club ensuring that the Club provides most suitable working environment for its employees and their activities

##### MAIN RESPONSIBILITIES

- procurement and contract management;
- building and grounds maintenance;
- health and safety;
- project management and supervising and coordinating work of contractors;
- planning for future development in line with strategic business objectives;
- ensuring the buildings meet health and safety requirements;
- checking that agreed work by staff or contractors has been completed satisfactorily and following up on any deficiencies;

##### EXPERIENCE

- proven background of senior management experience in the construction or support service sectors
- significant building / development management experience



- significant knowledge of Health and Safety legislation

## **CHAIRMAN**

All 6 Directors will be eligible to be the Club Chairman who will be elected by the Supervisory Board, and the new proposals will define the Chairman's role as follows;

### **RESPONSIBILITIES:**

- to provide effective leadership of the Club working within the framework set out by the games governing body – the England and Wales Cricket Board (ECB)
- set the Club's strategic aims, ensuring that the necessary financial and human resources are in place for the Club to meet its objectives, and reviewing senior management performance i.e. that of the Chief Executive and Head Coach
- setting the Club's values and standards and ensure that its obligations to its Members and others are understood and met

### **THE INDIVIDUAL:**

- Must have sufficient time to devote and carry out all activities pertaining to this role, including representing the Club at away fixtures and at all ECB-related meetings, presentations and other duties as required throughout the country
- will have a proven track record at an executive level and ideally hold or have held a main board position in a plc or mutual or public sector organisation, or have built up his or her own business
- will also possess a core skill or skills relevant to the Club's business (for example finance, law, business development, sales & marketing, media & communications or facilities management) plus sufficient general management experience which will have ideally been gained within a commercial environment where the ability to develop and successfully deliver business plans is central to the roles undertaken

### **10.3 Supervisory Board Nominations**

Every candidate for election to the Supervisory Board at the Annual General Meeting must be a voting Member of the Club and have a proposer and ten seconders, all of whom must be voting Members. In accordance with the roles and responsibilities set out in Rule 10.2, any Member considering standing for election to the Supervisory Board will be expected to indicate in a written submission to the Administration Director which specific Director role they are standing for along with their suitability for the role.

The existing Supervisory Board – with the exception of the Director for whose role the candidate is nominated - will determine the suitability of a candidate and their decision to reject a nomination based upon the roles and responsibility in Rule 10.2 will be final.



#### 10.4 Terms of Office

All Directors will submit themselves for re-election on a two-yearly basis, beginning in March 2017. Such nomination must be signed by the candidate to indicate willingness to serve and must be received by the Administration Director before 4.00pm on the 15th February.

The maximum term of service on the Supervisory Board is fixed at 8 years of continuous service in any role, with a minimum break period of 2 years before seeking re-election

#### 10.5 Elections

If there is only one nominated candidate for a Supervisory Board Director position, that nominated candidate shall be deemed to be elected, if all other nominatory conditions are satisfied.

In the event of an election being necessary, all voting Members will be invited to vote in a postal ballot.

Each ballot paper shall contain details limited to approximately 250 words setting out to Members their qualifications, experience and suitability for the role.

Any ballot paper containing more votes than the number of vacancies to be filled shall be declared void. No Member may cast more than one vote for any candidate. The ballot papers must reach the Auditors or the Club (as determined by the Supervisory Board) not less than seven days before the Annual General Meeting and, if not so received, shall be void.

10.5.1 The Club shall as soon as reasonably practicable after being notified by the Auditors of the results of the election advise the candidates accordingly, and then, in the event of the bi-annual election to the Supervisory Board, notify Members at the AGM, and in any other event, place a notice containing such results in a conspicuous position at the Club's registered office.

10.6 The Supervisory Board shall have the power at any time to fill a specific Director vacancy without recourse to a ballot. That Supervisory Board member so appointed shall hold office until the next Annual General Meeting at which a ballot for Supervisory Board membership is required and then stand for election as provided under Rule 10.5.

10.7 Any elected Director who has been absent from Supervisory Board Meetings for more than six months without authorisation shall be deemed to have retired and his place treated as a vacancy for the purposes of Rule 10.6.

#### 10.8 Director's Statement

All Supervisory Board Directors will be expected to provide a 'Director's Statement' for the Annual Report. The statement, not exceeding 300 words, should explain for the benefit of Members, each Director's contribution to the organisation during the preceding year.





## **11. Powers and Duties of the Supervisory Board of Directors**

11.1 The Supervisory Board shall, at its first Meeting after the Annual General Meeting in each year, elect a Chairman.

11.2 The management of the Club shall be vested in the Supervisory Board.

11.3 The Supervisory Board may make such by-laws and regulations governing the affairs of the Club as may from time to time be deemed necessary.

11.4 The Supervisory Board of Directors shall appoint the Head Coach and have the power to terminate the appointment at its discretion.

11.5 The Head Coach shall appoint the captain and playing staff in consultation with the Supervisory Board.

11.6 The Supervisory Board shall appoint the Chief Executive and have the power to terminate the appointment at its discretion.

11.7 The Supervisory Board shall have the power to appoint such other employees as in its opinion may be deemed necessary for the efficient administration of the Club.

11.8 The Supervisory Board may delegate any of its powers to sub-Committees but every sub-Committee must, in the exercise of the power so delegated, conform to any terms of reference that may be imposed upon it by the Supervisory Board.

11.9 A resolution of the Supervisory Board is required for any decision committing the Club to any expenditure exceeding 0.5% of the Club's annual turnover, where that sum cannot be funded by the Annual Budget previously agreed by the Supervisory Board. This rule shall also apply to all staff contracts (both of a cricketing and administrative nature) and to leasing, hire purchase, property transactions and all other contracts.

11.10 The Chairman of the Supervisory Board or, in his absence, any nominated Director, shall preside as Chairman at Meetings of the Supervisory Board.

11.11 All decisions at any meeting shall be decided by a majority of votes of those present. If the votes are equal, the Chairman of the Meeting is entitled to an additional casting vote.

11.12 No business may be transacted at a Supervisory Board meeting unless attended by a quorum of a minimum of 4 elected, voting Board members.

11.13 The Administration Director, at the written request of not less than four Directors – which can include himself - shall, within fourteen days after receipt of the request, summon a meeting of the Supervisory Board.



11.14 The Supervisory Board shall have the power to invite persons who are not members of the Supervisory Board to attend meetings of the Supervisory Board for the purpose of advising or commenting on the business of such meetings or any part of such business, but any such person shall not have any right to vote.

## **12. Auditors**

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

12.2 The Auditors shall be entitled to attend any general meeting 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 general meeting on any part of the business of the meeting which concerns them as auditors.

12.3 The Supervisory Board will nominate the Club Auditor's on behalf of the Members on an annual basis.

## **13. Register of Members and Directors**

13.1 The Club shall keep at its registered office a Register of Members in which the Club shall enter the following particulars:

13.1.1 the names and addresses of the Members;

13.1.2 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;

13.1.3 a statement of other property in the Club, whether in loans or otherwise, held by each Member;

13.1.4 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

13.1.5 the names and addresses of the Directors of the Club with the offices held by them respectively and the dates on which they assumed or left office.

## **14. Inspections of Books**

Any Member and any person having an interest in the funds of the Club shall be allowed to inspect his own account and all the particulars contained in the Register of Members and Officers other than those entered under Rules 13.1.2 and 13.1.3 at all reasonable hours at the registered office of the Club or at any place where they are kept, subject to such regulations as to the time and



manner of such inspection as may be made from time to time by resolution passed by the Members at general meetings of the Club.

## **15. Annual Return**

15.1 The Club shall send to the Registrar once in every year, not later than 31st March, an annual return relating to the Club's affairs for the period required by Rule 15.2 to be covered by the return, together with a copy of the report of the Auditors on the Club's accounts for that period and a copy of each balance sheet made during that period and of any report of the Auditors on that balance sheet.

15.2 Subject to subsections (3) and (4) of section 39 of the Industrial and Provident Societies Act 1965 the annual return shall be made up for the period beginning with the date of registration of the Club under the Acts or with the close of business on the date to which the Club's last annual return was made up (whichever is the later), and ending:

15.2.1 with the date of the last balance sheet published by the Club before the appropriate date (as defined below); or

15.2.2 if the date of that balance sheet is earlier than the 31st August immediately preceding the appropriate date or later than the 31st January of the year in which the appropriate date falls, with the 31st December immediately preceding the appropriate date.

For the purposes of this Rule 15.2 "the appropriate date", in relation to an annual return of the Club, means 31st March in the year in which that return is required to be sent to the Registrar under Rule 15.2 or the date on which that return is so sent, whichever is the earlier.

15.3 The annual return must be made in the form prescribed by the Registrar and contain such particulars as may from time to time be required by the form.

15.4 A copy of the latest annual return of the Club shall be supplied free of charge on demand to every Member or person interested in funds of the Club.

## **16. Publication of Accounts**

16.1 A copy of the latest account or accounts and balance sheet of the Club as audited, and the report of the Auditors on such account(s) and balance sheet shall be hung up at all times in a conspicuous position at the Club's registered office.

16.2 The Club shall not publish any balance sheet which has not previously been audited by the Auditors and any copy of a balance sheet published by the Club shall incorporate the report made thereon by the Auditors.



## **17. 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 Supervisory Board 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 Directors.

## **18. Rules**

18.1 Rules may not be altered or added to except by a resolution passed at a General Meeting by a majority of two-thirds of the votes cast.

18.2 Any dispute concerning the construction or application of these Rules shall be determined by the Supervisory Board whose decision shall be final.

## **19. Notices**

Any notice or other communication or document to be served on, or delivered to, a Member or junior by the Club, or a Director or vice versa, shall be sent by hand or by post in a pre-paid letter or by pre-paid recorded delivery or registered post addressed to:

19.1 in the case of the Club, or a Director, the registered office of the Club; and

19.2 in the case of a Member or junior, his/her registered address.

## **20. Registration**

These Rules shall take effect on and from their registration pursuant to the provisions of section 2 of the Industrial and Provident Societies Act 1965.

## **21. Definitions and Interpretation**

In these Rules, except where the context otherwise permits or requires, the following words and expressions shall bear the meanings set out below:

"the Acts" means the Industrial and Provident Societies Acts 1965 to 1978 and any subsequent Acts governing or otherwise affecting industrial and provident Societies

"annual return" means the annual return which the Club is required to send to the appropriate registrar under the Industrial and Provident societies Act 1965

"the Auditors" means the auditors of the Club for the time being



"the Chairman" means the person holding the office of Chairman for the time being pursuant to Rule 11.1

"Club" means The Derbyshire County Cricket Club Limited

"Supervisory Board" means the Supervisory Board of Directors of management or other directing body of the Club

"election" means an election to fill the membership of the Supervisory Board of Directors where, in any such case, there is more than one candidate to fill the vacancy

"financial year" means a period of 12 months ending on 31<sup>st</sup> December"

"Ground Rules" means any rules made by the Supervisory Board of Directors whether pursuant to Rule 11.3 or any previous Rules of the Club governing the extent to which and/or the manner in which people may have access to and/or use the County Ground, Derby or any other ground used by Derbyshire County Cricket Club

"junior" means a person under the age of 18

"Member" means a Member of the Club

"Registrar" means the Central Office of the Registry of Friendly Societies constituting the Chief Registrar and Assistant Registrars for England