



## SUSSEX CRICKET LIMITED REGULATIONS

The Sussex Cricket Limited (SCL) Board of Directors approved the following Regulations on 25 March 2025.

Most of the Regulations are related to particular Rules of SCL, the purpose being to provide the method of ensuring that the appropriate Rule is operated correctly and fully.

The Board of Directors shall review and update each Regulation as necessary.

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## **REGULATION ONE (1): ASSOCIATE MEMBERSHIP**

This Regulation relates to the **Sussex Cricket Limited Rules 5.2 ,8.1& 8.2**

**Rule 5.2** states “*The Organisation may have such categories of Associate Membership as the Board of Directors shall determine, who shall not be Members of the Organisation for the purposes of voting or holding a share in the Organisation, unless they are also Individual Members. The Directors may make Regulations about the admittance, removal, and privileges of Associate Members.*”

**Rule 8.1** states “*At the Annual General Meeting (“AGM”) each year the Members shall elect a President and Vice-Presidents, all of whom shall become voting Individual Members of the Organisation, if not already so and shall hold a share.*”

**Rule 8.2** states “*The President shall normally be elected for a period of two years and the Vice Presidents shall be subject to election/re-election at each AGM*”

### **Associate Members**

Associate Members are those individuals who have been honoured by *Sussex Cricket Limited* and its predecessor organisations for their past and/or present services to *Sussex Cricket*, as follows:

1. Capped players of *Sussex Cricket*, who are now retired from the game; and
2. Current Trustees of the *Sussex Cricket Foundation*.

The Associate Members are entitled to receive, annually, a complimentary Sussex Cricket Membership card on application to the Chief Executive.

As stated in Rule 5.2 above, they are not entitled to nominate a candidate for election to the Board, or to vote at General Meetings of *Sussex Cricket Limited*, unless they choose to pay the normal Individual Member subscription.

For the sake of clarity, it shall be noted that those featuring in the following categories are **Individual Members** of *Sussex Cricket Limited*:

1. The current **President and Vice Presidents** of *Sussex Cricket Limited* (in accordance with Rule 8.1);
2. **Members of the Sussex CCC Players Club** (by virtue of their financial contributions to *SCL*, in excess of the Membership subscription)
3. **Patrons of the Sussex Cricket Foundation** (by virtue of their charitable donations to *SCF*, in excess of the Membership subscription).

## **REGULATION TWO (2): POWER TO REMOVE A MEMBER**

This Regulation relates to the **Sussex Cricket Limited Rule 5.15**.

**Rule 5.15** states “As provided from time-to-time in the Regulations, the Board of Directors shall have power to remove a Member from the list of Members and shall give him or her notice thereof through the Chief Executive. Where a Member’s name is removed from the list of Members, by a decision of the Board of Directors, there shall be a right to appeal, as detailed in the Regulations.”

### **a) Cessation of Membership**

A Member shall cease to be a Member:

- If the Member, being an Individual Member, dies;
- If the Affiliated Club, being an unincorporated body, under Rule 5.9.1, ceases to exist;
- If the Affiliated Club, being an incorporated body, under Rule 5.9.2, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, or ceases to exist and has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made, or a resolution passed for its winding up;
- After seven clear days’ notice has been given by the Member to the Organisation of their intention to withdraw.

### **b) Other Reasons for Removal**

In addition, the Board of Directors shall have the power to remove any Member’s membership for the following reasons:

- if any subscription remains unpaid on the date specified by the Board of Directors;
- if any Individual Member shall transfer, lend or part with their Member’s card (other than guest card) to any other person, or abuse any of the privileges of Membership;
- if the Member does not comply with all ground and other regulations made or authorised by the Board of Directors;
- if there are any circumstances involving any Member which, in the opinion of the Board of Directors, are likely to prejudice the interests of the Organisation.

### **c) Process for Removal**

In any of the circumstances listed in b) above, the Chief Executive shall notify the Member concerned of the Board’s intention to take possible action to terminate the membership.

The Chief Executive shall then prepare a report for the attention of the Board of Directors

The Board shall be required to make a decision regarding the Member concerned, following which the Chief Executive shall notify the Member in writing of the Board’s decision.

In the case of a decision to terminate membership, no subscription or part thereof shall be refundable.

#### **d) Timing of Decision to Terminate**

The process of taking a decision whether or not to terminate membership shall be completed within three weeks.

This shall be the time between notifying the Member of the intention to terminate and the date by which the decision is conveyed.

#### **e) Right of Appeal**

Should the Board's decision be to terminate membership, the Member concerned has the right to appeal within three weeks of being so notified.

Any appeal shall be made to the Chief Executive, who shall refer the matter to the Organisation's elected President, who shall, within two weeks of referral, determine whether the decision of the Board of Directors shall be upheld. The President may engage an appropriate independent authority to support them in this matter, or hand over the task to an appropriate alternate.

The Chief Executive shall notify the Member within three working days of the President's decision, which shall be final.

### **REGULATION THREE (3): PAYMENT OF MEMBERS' SUBSCRIPTIONS**

This Regulation relates to the ***Sussex Cricket Limited Rules 5.19 & 5.20.***

**Rule 5.19** states "*All subscriptions due shall be paid in each year by a date (or dates) specified by the Board of Directors in a Regulation. No Member shall be entitled to any of the privileges of Membership (including, without limitation, the right to vote at Annual or Special General Meetings of the Organisation) until their, or the Affiliated Club's, subscription for the current year has been paid.*"

**Rule 5.20** states "*The Membership of any Member whose subscription remains unpaid on the date specified shall forthwith cease, provided that the Board of Directors shall have discretion to re-admit any such person to Membership on such conditions as it shall consider appropriate.*"

#### **a) Subscriptions**

This Regulation recognises the different membership categories and subscriptions payable.

#### **b) Individual Subscriptions**

The Board of Directors shall from time-to-time determine the various categories and sub-categories of Individual Membership and the subscription rates payable in respect of each. All subscriptions due shall be paid by 1 March in each year.

### **c) Subscriptions by Affiliated Clubs**

All recreational and community-based clubs and associated organisations are required to be affiliated to the Organisation, for which they pay an affiliation fee. The Board of Directors shall from time-to-time determine the rate(s) of the affiliation fee(s).

This affiliation fee shall be deemed the club's/associated organisation's annual subscription to Sussex Cricket Limited and will thus entitle the affiliated club/associated organisation to the same privileges as Individual Members, but including two annual transferable membership cards that may be used by any member(s) of the club/organisation concerned. The affiliation fees shall be collected by 1 March each year.

### **d) Methods of Payment of Subscriptions**

The Organisation is willing to receive payment for subscriptions by credit card, cheque or cash. The Organisation may also participate in a direct debiting scheme for the purpose of collecting subscriptions for any class of membership and/or any other amounts due to the Organisation. The Board may agree to allow the spreading of the Individual Membership subscription, through a direct debit process. In furtherance of this object the Organisation may enter into any indemnity required by the banks upon whom direct debits are to be originated. Such an indemnity may be executed on behalf of the Organisation by delegated officers of the Board of Directors, or by members of staff nominated by the Board of Directors.

## **REGULATION FOUR (4): CATEGORIES & PRIVILEGES of MEMBERSHIP**

This Regulation relates to the *Sussex Cricket Limited Rule 7.8*.

**Rule 7.8** states “. The Board of Directors shall be empowered (subject to the provisions of these Rules) to determine and vary the categories and privileges of Membership and to make such Regulations consistent with these Rules, as it may from time-to-time deem expedient. Any change shall be notified to Members”

### **Categories of Membership**

This Regulation acknowledges that *Sussex Cricket Limited* shall have Individual Members and Affiliated Club Members, as defined in Rules 5.8 & 5.9.

#### **a) Individual Membership**

The different categories of individual membership offer various entitlements, which may vary from time to time at the discretion of the Board. These are indicated on Membership Application Forms and will be notified as appropriate to members.

The primary benefit is free, or in some cases reduced price, admission to all home Championship and One-Day competition matches (different provisions apply to the T20 competition and international matches).

## **b) Affiliated Clubs**

All Affiliated Club Members that pay an affiliation fee to Sussex Cricket Limited shall be provided with two Membership cards, which allow access to all home Championship and One-Day competition matches (different provisions apply to the T20 competition and international matches). These shall be transferrable amongst the members of the Affiliated Club concerned.

## **Privileges of Membership**

Members may, according to category, be entitled to the following although some of these (e.g. seat purchases and printed materials) may be subject to change:

- Full voting rights at General Meetings of Sussex Cricket Limited;
- Right to attend Members' Forums;
- Access to the Members' section of the *Sussex Cricket* website;
- Right to sit in the Spen Cama Pavilion and other areas of the County Ground (or at other grounds used for County matches) set aside for Members;
- Opportunity to purchase a personal reserved seat in the Spen Cama Pavilion;
- Opportunity to purchase an upgrade to the South Stand on a daily basis;
- Priority booking for matches requiring advance ticket purchase;
- Opportunity to participate in discounted product offers through Sussex Cricket Limited and attend other sporting events at reduced rates, including County Cricket at other Clubs with whom Sussex has a reciprocal arrangement.

## **REGULATION FIVE (5):**

### **PROXY VOTING**

This Regulation relates to the ***Sussex Cricket Limited Rule 13 and Rule 13.7***

**Rule 13** of ***Sussex Cricket Limited (SCL)*** concerns the Organisation's *Annual General Meetings*, so this Regulation relates to those meetings and any *Special General Meetings (Rule 14)*.

**Rule 13.7** states: "*The Board of Directors shall be empowered to make provision for Members unable to be present [at General Meetings of Sussex Cricket Limited] to vote by proxy, in accordance with the Organisation's Regulations.*"

### **a) Normal Voting**

Voting at General Meetings will normally be undertaken through a show of hands and in the event of an equality of votes on any resolution (including any ballot) the Chair of the meeting may exercise a second or casting vote.

A ballot on any resolution may be demanded by a majority of those Members present, or by the Chair of the meeting. A ballot shall mean the formal process by which votes are made secretly and in a written form (*Rules Interpretation 20.1.14*). The Chair of the meeting shall decide how and when any such ballot is conducted.

As stated in Rule 13.10, except where otherwise provided in the Rules, any resolution proposed at a General Meeting shall, in order to be passed, require a simple majority of the votes cast.

As stated in Rule 13.11, provided that 40 members present at a General Meeting may require that a resolution is voted on separately by the Individual Members and the Affiliated Clubs' representatives present at the General Meeting and where this happens, the resolution is only passed if approved by both categories of Membership. In the unlikely event of no Members from one of the categories turning up at an AGM/SGM, but more than 40 Individual Members are present, then the Chair shall declare that the Rule is unusable.

Should one Member of the particular category attend, that person would vote and be declared in the majority.

Should two from that category attend and vote differently one from the other, the Chair shall have the casting vote, as stated in Rules 13.8 & 13.9.

Should three from that category attend, a majority vote would prevail.

### **b) Proxy Voting**

A proxy vote occurs where a paid-up Individual Member or Affiliated Club, being unable to attend a General Meeting of the Organisation in person, completes a *Proxy Voting Form* (example attached) to instruct the Chair of the meeting to exercise it on their behalf.

It shall be for the Board of Directors of the Organisation to determine on what resolutions proxy votes will be accepted and shall indicate this on the formal Notice and Agenda sent out in advance of the Meeting.

The completed, signed and dated *Proxy Voting Form* shall be submitted to the Chief Executive, Sussex Cricket Limited at the registered office, at least 48 hours before the appointed time of the Meeting.

A list of all *completed Proxy Voting Forms* submitted to the Chief Executive shall be made available to the Chair of the Meeting and shall be included in the count of votes cast.

### **c) Conditions Related to Proxy Voting**

A Member may not exercise more than one vote on a resolution at any General Meeting.

A separate *Proxy Voting Form* shall be completed for each individual General Meeting.

The solicitation of proxies from voting Members is prohibited. The Member's signature attests that this has been strictly followed.

A new *Proxy Voting Form* shall be required for an adjourned meeting.

In default of the above conditions, the proxy vote shall not be treated as valid.

Notice of revocation of the proxy vote by, or death of, the Member will need to be received by the Chief Executive not less than 48 hours before the appointed time of the Meeting.



**SUSSEX CRICKET LIMITED  
PROXY VOTING FORM**

An Individual Member/Affiliated Club wishing to vote via proxy shall complete this form in its entirety. Failure by the Individual Member/Affiliated Club to complete all sections of the form will invalidate the proxy vote.

The Member must return the completed form to the Chief Executive at [The 1<sup>st</sup> Central County Ground](#), no later than noon on ~~xxxx~~.

An Individual Member/Affiliated Club may not submit more than one proxy voting form and the solicitation of proxies by any Member from others is prohibited.

For clarity, those Members entitled to vote are Individual Members (inc. Life Members, Executive Club Members, Martlet Members, Sussex Cricket President & Vice Presidents, Sussex CCC Players Club Members and Sussex Cricket Foundation Patrons) and Affiliated Clubs.

=====

**Name of Individual Member/Affiliated Club:**.....

**Address:** .....

**Membership number:** .....

I am/the Club is unable to attend/be represented at the Annual General Meeting on xxx and, being a paid-up Member of Sussex Cricket Limited, I/we wish to exercise my/our right to vote by proxy as per Rule 13.7.

I hereby instruct the Chair of the Meeting to exercise a proxy vote on my/our behalf, as per my/our preferences shown [Please tick one of the boxes relating to the resolution]:

Signature of Member/Club Representative: .....

Date: ..... [\\_\\_\\_\\_\\_](#)

[Delete as appropriate]

**RESOLUTION**  
It is hereby resolved that.....

**FOR AGAINST ABSTAIN**

## **REGULATION SIX (6): OVERALL CONTROL of the ORGANISATION**

This Regulation relates to the *Sussex Cricket Limited Rule 7.5*.

**Rule 7.5** states “The Board of Directors shall exercise overall control of the Organisation in accordance with these Rules and such Regulations as may from time-to-time be promulgated to the Members.”

### **a) Authority and Role**

The Board of Directors derives its authority from the Membership, for whose benefit (and the common good) the Organisation exists.

The Board of Directors shall have full control of the management of the affairs and property of Sussex Cricket Limited, except in respect of matters expressly reserved in the Rules to its Members in General Meetings or otherwise expressly provided for. This includes having full control of the property of the Organisation, but the Board shall not sell, lease or remortgage, or in any way place at risk such property, other than as provided for by the Rules of the Organisation.

The role of the Board of Directors is to provide strategic leadership of the Organisation, whereas the operational management of Sussex Cricket Limited is the responsibility of the Chief Executive and their team. However, the Board has a particular responsibility to guide, support and monitor the operational management of the Organisation.

The Executive Team shall be responsible for providing the Board of Directors with appropriate, timely and accurate information to support strategic decision-making and oversight.

The Board of Directors may establish and amend such Regulations as may be required for the effective implementation of the Rules and the efficient operation of the Organisation. Copies of such Regulations shall be available to Members on request.

### **b) Responsibility**

The Board of Directors shall have the same general legal responsibilities as directors of any other business or company as set out in the Companies Acts, as promulgated from time-to-time.

This includes an assurance that the Board Directors, individually and collectively, understands the Organisation’s legal and regulatory obligations and has policies in place to ensure compliance.

It is a particular responsibility of the Board of Directors to maintain the financial wellbeing of the Organisation and to establish and maintain structures and procedures to achieve this.

However, it shall be noted that Sussex Cricket Limited has no responsibility for the financial affairs of its Affiliated Club Members, including any debts incurred by such clubs.

The Chair of the Audit and Risk Committee, who shall be appointed by the Board of Directors, in accordance with Rules 7.34, 7.35 & 7.36, shall have particular responsibility for:

- Chairing the Audit & Risk Committee, which shall include the review of the six-monthly reports from the People Director, outlining any people issues and outcomes;
- Oversight of the Finance function and ensuring that the Organisation keeps proper books of accounts;
- Reporting on a regular basis to the Board of Directors on the financial position of the Organisation;
- Advising the Board of Directors on the financial implications of any major recurrent or capital expenditure proposed to be incurred; and
- Supporting the Board of Directors in discharging its duties in preparing and reporting to the Annual General Meeting on the Annual Accounts for the previous financial year;
- Ensuring that appropriate robust internal controls for risk management are in place, including the maintenance of a risk register and systems for identifying, assessing and managing risks, with regular six-monthly reviews by the Board.

The following strategic, business plan and budget transactions require the approval of the Board of Directors:

- The Annual Budget;
- Capital Commitments over £100k in value;
- Borrowing over xxx with the Board to be advised of counterparty, interest, term, security, and covenant.
- Contracts (other than player contracts) over three years in length and/or over £100k in value, including leases;
- Player contracts of three years or more duration, or costing over £100k per year
- Principal sponsorship deals including shirt sponsorship and ground naming rights.

*[NB. Where transactions are linked to other transactions or are recurrent, the total value of the transactions should be taken into account. Where approval is required prior to a Board of Directors meeting the transaction may be approved virtually by the Sussex Cricket Board subject to Rule 10.7 and Regulation 9*

### **c) Accountability**

The Directors, individually and collectively, are accountable to the Members of the Organisation through their election by the Members and the approval by Members of the Annual Report and Accounts.

## **REGULATION SEVEN (7): EQUALITY, DIVERSITY, AND INCLUSION**

This Regulation relates to **Sussex Cricket Limited Rule 4.17**

**Rule 4.17** states: *To further its objects, the Organisation shall have the power to do all such things as are incidental or conducive to the objects of the Organisation including (but not limited to) all or any of the following:* To be committed to the highest standards of governance, equality, diversity, and inclusion and to demonstrate such commitment by monitoring and adopting 'good practice' issued by relevant bodies, including Sport England and the England & Wales Cricket Board.

### **ECB's Equity, Diversity, and Inclusion Plan 2021**

In 2021, the ECB launched its Equality, Diversity, and Inclusion Plan, the four foundations of which are as follows:

- Empower people to make positive change across cricket;
- Build diverse teams that reflect the communities they serve;
- Develop inclusive environments where everyone feels welcome and safe;
- Lead with accountability and commitment.

### **Sussex Cricket Limited's Commitment to Equality, Diversity, and Inclusion (EDI)**

Sussex Cricket are committed to inspiring a passion for cricket across all our communities, creating inclusive and welcoming environments for people from all walks of life, regardless of their race, gender, sexual orientation, religion or belief, physical or neural ability.

Everyone who is involved in cricket has a shared responsibility to support this by committing to be against all forms of racism, sexism/misogyny and elitist behaviour ensuring that each and everyone in our region feels part of Sussex Cricket regardless of their socioeconomic background.

Sussex Cricket have signed the ECB Anti-Discrimination code of conduct and are committed to delivering the ECB EDI Standards as set out in the ECB's County Partnership Agreement (CPA).

We recognise our collective and individual responsibilities and accountabilities by committing to:

- Providing equality of opportunity, fairness and respect for all
- Creating safe, welcome, enjoyable and inclusive cricket settings
- Having a clear, simple process in place for reporting concerns
- Genuinely listening and responding to all reported concerns
- Developing and implementing an equality, diversity and inclusion strategy and action plan
- Regularly reporting on our progress

## **REGULATION EIGHT (8): SAFEGUARDING**

The Organisation is committed to ensuring that all children, young people and adults who take part in cricket have a safe, positive and fun experience whatever their level of involvement.

Everyone who is involved in cricket has a shared responsibility to support this by promoting the welfare of all children, young people and adults and individually and collectively, we are signed up to the ECB Safe Hands Policy and are committed to delivering the ECB Safeguarding Standards as set out in the ECB's County Partnership Agreement with Sussex Cricket.

We recognise our collective and individual safeguarding responsibilities and accountabilities. We commit to:

- Implementing preventative safeguarding measures and creating safe, enjoyable and inclusive cricket settings.
- Having clear, simple process in place for reporting concerns.
- Ensuring safeguarding concerns regarding children and adults are managed appropriately and thoroughly in conjunction with the ECB, Statutory agencies and other organisations as appropriate.
- Providing a safe environment for all spectators and others who attend the all locations under the control of Sussex Cricket Limited

This commitment is made by all in the Organisation to show our commitment to delivering the Safeguarding Standards for Cricket, set out by the ECB through the Safe Hands Policy.

## **REGULATION NINE (9): BOARD DECISIONS WITHOUT A PHYSICAL MEETING**

This Regulation relates to the ***Sussex Cricket Limited Rule 10.7***

**Rule 10.7** states “*The Directors may take a decision without holding a meeting of the Board of Directors that shall be as valid and effectual as if it had been taken at a meeting of the Board of Directors duly convened and held, provided the decision is taken in accordance with the appropriate Regulations as determined by the Board of Directors.*”

This regulation acknowledges that there may be occasions when it is necessary for an urgent decision to be made by the Board of Directors when it is not feasible for them to meet together in a single physical location.

In such circumstances, the following procedure shall be implemented:

### **a) Notification of Directors**

- All Board Directors must be made fully aware of the action proposed and the reasons for it;
- Accordingly, either the Chair or Chief Executive (or in exceptional circumstances, another authorised Director) shall notify each Director of the

issue in a recordable format; it is not acceptable for it to be done exclusively by telephone;

- The notification shall present the issue with sufficient detail to be understood by the recipient, with clarity as to the nature of response required (i.e. an answer to a specific Yes/No question, or the giving of a general opinion);
- The notification shall state the date and time by which a response is required.

**b) . Recording of Responses from Directors**

- Each Director is expected to make a response;
- The responses shall be made in a recordable format (as indicated above);
- The Chair or Chief Executive (or someone so designated on their behalf) shall acknowledge each of the responses and keep a formal record of all of them.

**c) . Consideration of Responses**

- The Chair and Chief Executive shall gather all responses and consider their respective contents;
- Should there not be a complete set of responses, then it shall be necessary to ensure that there are sufficient to form a quorum, which shall be the same number as with a normal meeting;
- This means that there shall be responses from at least four Directors, no fewer than three of which shall be Elected Directors, including at least one Director elected by Individual Members and one Director elected by the Affiliated Clubs;
- Should there not be a quorum of responses, no decision shall be made.

**d) Decision-making**

- Decisions shall be related to “Yes/No” questions, with a decision being reached on the basis of a majority of the Directors’ votes received;
- In such circumstances, should the numbers of votes for and against the proposal/issue be equal, the Chair may exercise a casting vote in addition to any other vote they may have.

**e) Notification of Decision Made**

- The Chair and Chief Executive shall prepare a suitable official Minute recording the decision made;
- The Chair or Chief Executive shall send a copy of the Minute to all Directors, within three working days.
- This notification shall be done in a recordable format (as indicated above).

**f) . Recording of Decision Made**

- The Chief Executive shall ensure that the Minute prepared is presented formally at the next meeting of the Board of Directors.

## **Virtual Meetings**

As stated above, this Regulation is concerned with the process by which the Board takes a decision without a physical meeting of Directors. However, it shall be legitimate for the Board of Directors to hold a meeting for the purpose of making a decision, through a telephone conference call, or visually through Microsoft Teams, or similar system.

Should this be considered by the Chair and Chief Executive to be appropriate, it shall be the Chief Executive's responsibility for making the necessary arrangements, ensuring that the following requirements are met:

- Each Director shall be notified in advance of the issue to be discussed and the method for achieving this;
- Each Director has an opportunity to be involved in the virtual meeting;
- A minute-taker shall be involved in the call and shall record the discussion/decision, as though it was a physical Board meeting;
- The voting arrangements shall be the same as though it was a physical Board meeting;
- As with physical Board meetings, there shall be no proxy voting allowed, other than in respect of Rule 9.3 (Election of Chair and Vice - Chair).

## **REGULATION TEN (10):**

### **DIRECTORS' BREACH OF REGULATIONS**

This Regulation relates to the **Sussex Cricket Limited Rule 7.42.6**.

**Rule 7.42.6** states "A director shall cease to hold office if ..... they are in breach of the Rules, or the Regulations adopted by the Board of Directors from time-to-time and that at a meeting of the Board (at which at least half of the Directors are present) a resolution is passed that they be removed from office. Such a resolution shall not be passed unless the Director has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and they have been afforded a reasonable opportunity of either (at their option) being heard by or making written representations to the Board of Directors."

This Regulation identifies the breaches of Rules or Regulations that could lead to a Director ceasing to hold office, as specified in the Rule stated above. The breaches listed below are indicative, not necessarily comprehensive.

The Regulation is designed to make clear to all Directors the circumstances when such action may be necessary, whilst seeking to ensure that the Directors receive fair treatment.

The Regulation is split into two categories. The first concerns issues where a breach shall lead to disciplinary action, through a warning, with further breaches leading to cessation. The second category concerns issues that could result in summary cessation.

The circumstances and issues concerned are as follows:

#### **a) Disciplinary Action/Warning**

- Absence from Board meetings on three consecutive occasions, without extenuating circumstances accepted by the Board;
- Inappropriate or unauthorised use of the Organisation's property;
- Excessive consumption of alcohol whilst representing the Organisation;
- Making unauthorised financial collections on the Organisation's property;
- Failing to disclose a personal or business conflict of interest involving the Organisation;
- Failing to abide by the Organisation's values;

- Breaching the Organisation's Information Technology policy;
- Bringing the Organisation into disrepute, or adversely affecting the good name, safety or success of the Organisation;

## **b) Summary Cessation**

Gross misconduct may be defined as a serious breach of contract and includes misconduct, which in the Board's opinion causes serious damage to the Organisation or irreparably breaks down trust and relationships. There is no exhaustive list, but it can include theft, physical violence, bullying, damage to property, accessing pornographic sites, damaging the Organisation's reputation, inability to work due to alcohol or drugs, breaching health and safety rules, failing to obey instructions, or serious neglect of duty. All Directors are required to adhere to the ECB Director and Officer Regulations.

In any of the circumstances listed above, the Chair of the Board of Directors shall notify the individual Director concerned of their intention to take possible action to terminate the Director's appointment. (In the case of a breach by the Chair, it shall be the responsibility of the President to take such action)

The Chair or President shall then prepare a report for the attention of the other Directors.

The Board shall be required to make a decision regarding the individual Director concerned, who shall be permitted to present their case for no action, or alternative action, to be taken.

Following the presentations from both sides, the Board of Directors shall take a decision, subsequent to which the Chief Executive shall notify the Director in writing of the Board's decision.

The process of taking a decision whether or not to cease the Director's appointment shall normally be completed within three weeks. This shall be the time between notifying the Director of the intention to terminate and the date by which the decision is conveyed.

Should the Board's decision be to terminate membership, the individual Director concerned has the right to appeal within three weeks of being so notified.

Any appeal shall be made to the Chief Executive, who shall refer the matter to the Organisation's President, who shall, within two weeks of referral, determine whether the decision of the Board of Directors shall be upheld. The President may engage an appropriate independent authority to support them in this matter, or hand over the task to an appropriate alternate.

The Chief Executive shall notify the Director within three days of the President's decision, which shall be final.

## **REGULATION ELEVEN (11): DIRECTORS' POWERS OF DELEGATION**

This Regulation relates to the **Sussex Cricket Limited Rules 11.1, 11.3 & 11.4**

**Rule 11.1** states “*Subject to the Rules, the Board of Directors may delegate any of its powers or functions to any designated committee or working party, as it considers necessary, within appropriate Regulations as determined by the Board of Directors.*”

**Rule 11.3** states “*In the case of delegation to committees and working parties:*

- *A resolution of the Board of Directors making the delegation must specify those who shall serve on the committee or working party (although the resolution may allow the committee to make co-options up to a specified number);*
- *The Board of Directors may make such Regulations and impose such terms and conditions and give such mandates to any committee or working party as it may from time-to-time think fit;*
- *No committee shall knowingly incur expenditure or liability on behalf of the Organisation except where authorised by the Board of Directors or in accordance with a budget approved by the Board of Directors;*
- *The deliberations of any committee must be reported regularly to the Board of Directors and any resolution passed or decision taken by any committee must be reported promptly to the Board of Directors and every committee must appoint a secretary for that purpose.*

**Rule 11.4** states “*The meetings and proceedings of any committee shall be governed by the Rules regulating the meetings and proceedings of the Board of Directors so far as they apply and shall take precedence over any Regulations made by the Board.*”

As stated in the Rules above, the Board of Directors shall identify those committees and working parties that it requires and for the schedule of those to be subject to review annually, at the first meeting following the AGM in March, or as appropriate at any time. The Board shall normally have the following standing committees:

- Audit and Risk Committee;
- Estates Committee;
- Health and Safety Committee;
- Equality, Diversity and Inclusion Committee;
- Governance, Nominations and Election Committee;
- Cricket Committee;
- Safeguarding Committee.

The Board of Directors shall, by dated resolution, specify the terms of reference of each committee, including (as necessary) the frequency of meetings. It shall also determine who will chair each committee and the identity of other members, together with arrangements for providing support services to it.

Committees should always contain a Board Director. However, subject to that requirement, others may be appointed to a committee who are not Board Directors but are deemed likely to make a helpful input to the work of the committee.

All deliberations of a committee shall be the subject of regular report to the Board.

Formal implementation of a committee's recommendations will be subject to the ratification of the Board.

The Board of Directors shall ensure that each committee/working party/group is given Terms of Reference (ToR), which shall be reviewed annually. Each of the ToRs shall incorporate the following features:

**a) Constitution**

- To state the date and resolution of the Board of Directors (the Board) when the Committee was authorised;
- To state the reason for the establishment of the Committee and its overall purpose.

**b) Roles/Duties**

- To specify the full extent of the roles of the Committee;
- To specify the extent to which it can make recommendations for the Board to increase the Committee's range of duties;
- To specify the extent of functions that it should not deal with (e.g. those that are the responsibility of the Chief Executive and their officers).

**c) Membership**

- To specify the number and size of the Committee;
- To specify which Board Director (not being the Chair of the Board) shall be Chair of the Committee, taking into account relevant training and experience;
- To specify whether any Board Directors shall be ex-officio members of the Committee (e.g. Chair and/or Chief Executive);
- To specify whether any other Board Directors shall be Committee members;
- To state what external expertise is required to support the Committee and to specify whether co-opted members need to be authorised by the Board;
- To specify the maximum period the Committee members shall serve;
- To determine whether the Committee shall have the right to invite any other person to attend its meetings, in a non-voting capacity;
- To identify the paid officers who will support the Committee.

**d) Proceedings**

- To determine who shall be Secretary of the Committee;
- To determine how many meetings are normally required during the year;
- To produce an annual programme of subject matters to be considered;
- To specify the quorum required for each meeting;
- To determine the timescale within which approved minutes of the Committee meetings shall be submitted to the Board;
- To specify the circumstances (if any) when the Committee shall go into a confidential session and exclude any, or all, non-Director participants.

**e) Powers/Authority**

- To determine the level of delegation, or devolution, that the Board shall give to the Committee;
- To determine the extent to which the Committee can make decisions and the issues upon which only recommendations to the Board can be made;
- To determine whether or not the Committee shall be permitted to incur expenditure without prior approval from the Board.

## **REGULATION TWELVE (12): QUALIFICATION FOR BOARD DIRECTOR**

This Regulation relates to the **Sussex Cricket Limited Rules 7.13 & 7.14**

**Rule 7.13** states *“The Board of Directors shall prepare a schedule of competencies required of candidates. Individual Members and Affiliated Clubs nominating a candidate for election shall satisfy themselves that the candidate is not disqualified from acting as a Director, as referred to in Rule 7.41. The candidate shall be required to sign the appropriate declaration form in this respect. The Board’s Governance, Nominations and Election Committee shall review all nominations so as to ensure that the candidates are “fit and proper persons” and meet the requirements of the schedule of competencies. In cases where a candidate is assessed as not meeting the required competencies, the candidate shall not be considered for election and the candidate and those nominating the candidate shall be advised accordingly.”*

**Rule 7.14** states *“Candidates who are assessed as acceptable by the Governance, Nominations and Election Committee must, with their nominations, submit a written synopsis, which will be sent to all paid up Members with the ballot paper. The synopsis shall be in a form prescribed by the Board of Directors, in which the candidate should outline the qualities and skills, which the candidate feels they have to offer towards the direction of the Organisation’s affairs. The Chief Executive shall prohibit the circulation of the synopsis if it is deemed to be defamatory or in breach of copyright or otherwise unlawful.”*

This Regulation sets out the skills and competencies required of a Board Director of Sussex Cricket Limited. They are related to the stated roles and responsibilities of the Directors, bearing in mind that each has the same general legal responsibilities as the directors of any other business or company, as set out in the **Companies Act 2006**.

The Regulation also sets out the role of the Chair of the Board of Directors.

### **a) Roles and Responsibilities of Board Directors**

**Collectively**, the Directors of the Board are accountable to the Members of the Organisation and are required to provide collective leadership of **Sussex Cricket Limited** (SCL) and to ensure that satisfactory arrangements are in place in respect of the following key elements:

- **Strategy** – developing the overall strategy for the Organisation;
- **Performance** – scrutinising the performance of the Organisation in meeting agreed goals and objectives, and monitoring the reporting of performance;
- **Risk** – assessing the integrity of financial information and ensuring that financial and other controls/systems of risk management are robust and defensible;
- **People** – ensuring that effective people and health & safety systems are in place, both for staff and the public.

**Individually**, each Director is required to provide:

- creative drive and enterprise in identifying issues for consideration and action;
- input in the setting of the Organisation’s strategic aims, including constructively challenging existing arrangements;
- input in the setting of the Organisation’s values/standards and the

- establishment of necessary policies and procedures;
- proactive advice on any issues that he or she considers need to be addressed;
- independent judgement, reasonable care, skill and diligence.

Also **individually**, each Director is required to:

- act in accordance with the Organisation's Rules;
- avoid conflicts of interest and declare interest in proposed transactions/arrangements; not accept benefits from third parties unless they do not improperly interfere with your independence of judgement or action in performance
- promote the success of *Sussex Cricket*;
- actively promote equality, diversity and inclusion across all aspects of Sussex Cricket activities;
- ensure that they are kept sufficiently well informed in order to be able to assess the cricketing, financial and operational performances of the Organisation, so that deficiencies are identified and considered;
- take an active part in the Board's regular review of management performance;
- ensure that the necessary financial and people resources are in place for the Organisation to meet its agreed objectives.

In summary, an effective Director of ***Sussex Cricket Limited*** will be expected to:

- use their best endeavours to promote the interests of SCL;
- faithfully and diligently perform those duties, in connection with the business of SCL, that are assigned to or vested in them<sup>\*see note below</sup>;
- have a command of the issues relevant to the business;
- uphold the highest ethical standards of integrity and probity;
- treat confidentially all aspects of the Board's affairs and not release information to third parties unless duly approved to do so;
- support executives in their leadership of the business, while monitoring their conduct;
- question intelligently, debate constructively, challenge rigorously and decide dispassionately;
- have empathy with and listen sensitively to the views of others, inside and outside the Board;
- be accessible to the Members of the Organisation;
- gain the trust and respect of other Board members;
- promote the highest standards of corporate governance, particularly in accordance with the latest guidance in the ECB County Governance Framework;
- devote so much of their time, attention and ability as is reasonably required for the purpose of carrying out their duties; and
- not at any time make any untrue or misleading statement relating to SCL.

It is anticipated that each Director will be asked to attend approximately ten formal meetings each year, plus ad-hoc meetings as required.

*[\*Directors may be requested by the Board to take the lead for particular areas of responsibility, for which they shall be accountable to the Board].*

## **b) Values of Organisation**

In order to perform the above stated roles and responsibilities, as required, each Director is expected to show commitment to the following **SHARED** values of

### ***Sussex Cricket Limited:***

- Selflessness
- Honesty
- Accessibility
- Respect
- Enjoyment
- Drive

Each Director is also expected to show commitment to equality, diversity, and inclusion throughout the Organisation in accordance with Regulation 7. Each Director is expected to commit to the principles of safeguarding in accordance with Regulation 8.

## **c) Code of Conduct**

Prior to commencing office, a Board Director shall be required to sign a Code of Conduct statement, which incorporates the wording set out in sections a) and b) above.

In doing so, the Director shall understand that substantial breach of any part of this Code may result in their removal as a SCL Board Director in accordance with Rule 7.42.6 & Regulation 10

## **d) Core Skills and Competencies**

In addition to demonstrating an enthusiasm for the sport, the following are the core skills and competencies required as a SCL Director:

- **Leadership** – Decision-making, strategic thinking, accountability, exercising judgement and providing gravitas;
- **Communications** – Public speaking, officiating, listening, presentation skills and networking;
- **Commercial Awareness** – Business acumen and customer-focused;
- **Stakeholder Management** – Challenging, negotiating, mediating, managing conflict, chairing meetings, political nous and facilitating meetings.

## **e) Skill Mix within Board of Directors**

Skills that will be important to the Board include but are not limited to:

- **Strategic Planning**
- **Financial Management**
  - Risk Management
  - Budget Development and Monitoring
  - Grant Funding
  - Cashflow Management
  - Review of Management Accounts and Trading Variances
- **Governance**
  - Legal Expertise
- **Cricket**
  - Experience of Professional Cricket

- Experience of Recreational/community Cricket
- **Estates Management & Operations**
  - Security
  - Project Management
  - Information Technology
- **People**
  - Health & Safety Management
  - Safeguarding Expertise
  - Volunteer Management
- **Equality, Diversity, and Inclusion**
- **Communications**
  - Digital / Social Media
  - Media/Public Relations
  - Community Knowledge
- **Sales/Marketing**
  - Business to Business
  - Business to Consumer

Other necessary expertise required within the Board that is not available through the Elected Directors, or senior staff, may be provided through the appointment of Appointed or Co-Opted Directors.

#### **f) Chair of the Board of Directors**

The Chair of the Board is responsible for providing coherent leadership and a clear sense of direction for the Organisation.

#### **Responsibilities**

In particular, they have the following responsibilities:

- To oversee the day-to-day running of the Organisation, through the Organisation's Chief Executive;
- To ensure that the *Rules* of the Organisation are adhered to at all times;
- To ensure that the necessary and agreed strategy, business plan and annual budgets are agreed and in operation;
- To ensure that necessary policies, procedures and other systems are in place, are reviewed regularly, and are working effectively and efficiently;
- To oversee the activities of the SCL subsidiaries to ensure that their strategic priorities align with those of SCL;
- To chair meetings of the SCL Board and to ensure that it functions effectively, encouraging full participation by all Directors;
- To ensure that the Board concentrates on strategic and policy matters and that sufficient time is allowed for discussion of complex or contentious issues;
- To ensure that the Board Directors receive accurate, timely and clear information, through a well-constructed agenda;
- To ensure that there is effective communication with all members of the Organisation and that there is strong commitment and actions to engage with all stakeholders;
- To proactively manage conflicts of interest among Directors, in accordance with formal policy;
- To prepare a report on behalf of the Board, for presentation at the Annual General Meeting;
- To provide regular on-going support to the Chief Executive;
- To take the lead in providing a properly constructed induction programme for new Directors;

- To take the lead in identifying and meeting the development needs of individual Directors, as well as addressing the needs of the Board as a whole;
- To ensure that the performance of individual Directors and the Board as a whole is evaluated at least once per year;
- To ensure that the Organisation has a strong commitment to equality, diversity, and inclusion;

To be a principle point of contact with the ECB and to attend such meetings as are necessary to represent the views of SCL and its Members.

### **Personal Qualities**

As in any organisation, the Chair is required to:

- Have the highest standards of integrity and probity;
- Be able to promote the highest standards of corporate governance; Be able to promote effective relationships and open communication, both inside and outside the Board Room (e.g. between Board Directors and with the Chief Executive and their team);
- Set the tone and style of the Organisation, which is honest, open, inclusive and consultative;
- Be able to secure credible relationships with all stakeholders;
- Be a competent public speaker and able communicator;
- Be able to express themselves effectively in writing;
- Have effective analytical skills in the assessment of difficult problems.

### **Time Requirement**

Sussex Cricket Limited is a major sporting enterprise. Accordingly, the Chair is required to provide a significant level of commitment and time in any “normal” year.

Accordingly, it is estimated that, on average, it will demand at least two days per week to cope with these responsibilities.

## **REGULATION THIRTEEN (13): NOMINATIONS AND ELECTIONS OF CHAIR AND VICE-CHAIR OF THE BOARD OF DIRECTORS**

This Regulation relates to the ***Sussex Cricket Limited Rules 9.1, 9.2, 9.3 & 9.4***

**Rule 9.1** states “*The Chair, Vice - Chair of the Board of Directors and The Chair of the Audit and Risk Committee shall constitute the Officers of the Organisation.*”

- 1.1 **Rule 9.2** states “The Chair and Vice-Chair shall be selected on the basis of being the most suitable candidate to meet the requirement of the organisation, normally being Elected Directors. The Chair appointment shall be approved by the Board at its last meeting before the AGM. On appointment the Chair shall normally become an Appointed Director if they do not already hold a position on the Board. The Vice-Chair shall be elected by the Board at its first meeting after the AGM which shall be held within 14 days following the AGM. The method of nomination and election shall be in accordance with Rules 9.3 and 9.4”

.”

**Rule 9.3** states “*Any candidate to be the Vice - Chair of the Board of Directors must be proposed, in writing to the Chief Executive, by one other Director, not earlier than the conclusion of each AGM. If two or more candidates are proposed for one position, a simple majority vote of the Directors of the Board will decide the successful candidate. A candidate may not vote in such election. In this circumstance, Directors of the Board will also be able to vote via proxy if they are unable to attend the meeting in person.*”

**Rule 9.4** states “*The Chair shall hold office for an initial period of up to three years and may serve one further period of up to a maximum of three years.*”

**a) Recruitment and Appointment for the Chair**

In accordance with Rule 9.2, the Chair shall be selected on the basis of being the most suitable candidate to meet the requirement of the organisation including those from an external recruitment process

The recruitment process should commence after the conclusion of the cricket season and should be openly and widely advertised to promote diverse candidate pool. The addition of external recruiters can be used, where appropriate. The interview panel for the recruitment should consist of three Board Members, the Chief Executive and an independent member.

The preferred candidate should be identified by consensus of the interview panel, failing that by simple majority of the panel. Any decision will require Board approval at the last meeting prior to the AGM in accordance with Rule 9.2

**b) Chair remuneration**

The Board will agree remuneration for the Chair, not to exceed £10,000 per year.

**c) Nomination and Election Process-for Vice Chair**

Immediately after the AGM, or when the Vice - Chair of the organisation stands down if otherwise, the Chief Executive shall draw the attention of Board Directors to the process for electing the Vice-Chair.

Board Directors have the opportunity to nominate any Director (other than the Chief Executive) to be the Vice - Chair of the Organisation. They shall do so by submitting their nominations in writing to the Chief Executive within 48 hours of the completion of the AGM (in accordance with Rule 9.3).

At the first meeting of the Board of Directors after the AGM, the first item of business should be the election of the Vice -Chair of the Board of Directors.

Should there be only one candidate nominated, the Chair shall declare that person as the elected Vice-Chair.

Should there be more than one candidate nominated, each candidate shall be advised in advance that they will be invited to make a presentation to the Board of Directors of their vision for the future strategic development of the Organisation. They shall be similarly notified that they have the additional option of circulating their statement of such in writing to the Directors (and the President) up to five days prior to the Board meeting.

In these circumstances, the Chair shall decide in which order the candidates shall make their presentations, before asking them to exit the meeting. The Chair shall then invite the first candidate to give their presentation, following which there shall be a period for Board Directors to ask any questions of the candidate. Subsequently, the other candidate(s) shall be similarly invited. In all cases, the other candidate(s) shall not be present when the other presentation(s) is/are being made.

Following the presentations, with the candidates absent, the Chair shall invite all Board Directors present, excluding the candidates and the Chief Executive, to cast a vote for one of the candidates by stating the preferred candidate's name on a specially prepared, confidential and anonymised, ballot form.

These shall then be handed to the Chair, along with any proxy forms submitted, in a sealed envelope, to the Chief Executive, in advance of the meeting.

The Chair shall then move to a separate place to count the votes cast. In the event of there being an equality of votes, the Chair shall make a casting vote.

The Chair shall reveal the outcome of the vote to the Board Directors present at the meeting, with the candidates still absent. Following this, the candidates shall be asked to return to the meeting having been notified of the outcome by the Chair in private.

## **REGULATION FOURTEEN (14): VOTING FOR CANDIDATES AS ELECTED DIRECTORS**

This Regulation relates to the ***Sussex Cricket Limited Rules 7.10, 7.11, 7.12, 7.16 & 7.17***

**Rule 7.10** states "*Candidates for election by Individual Members in accordance with Rule 7.1.1 must be:*

- *Individual Members of not less than three years standing (i.e. the preceding three seasons) and aged eighteen years or over and less than seventy-five years at the time of being nominated (An Elected Director shall retire at the AGM after their 75<sup>th</sup> birthday); and*
- *Nominated in writing, by two paid up Individual Members."*

**Rule 7.11** states "*Candidates for election by Affiliated Clubs in accordance with Rule 7.1.2 must be:*

- *A paid-up member of an Affiliated Club that has been an Affiliated Club of the Organisation for not less than three years and aged eighteen years or over and less than seventy-five years at the time of being nominated (An Elected Director shall retire at the AGM after their 75<sup>th</sup> birthday); and*
- *Nominated, in writing, by two paid up Affiliated Clubs including the Affiliated Club of which the candidate is a member."*

**Rule 7.12** states "*Nominations duly signed by the nominating Individual Members or Affiliated Clubs must be delivered to the Chief Executive at the County Ground prior to 15th January preceding the AGM."*

**Rule 7.16** states "*In the event of there being more nominations for Elected Directors than vacancies (in either category of Elected Director) the Chief Executive shall send*

a voting paper to each Member qualified to vote giving the names of the candidates, together with those of the nominators and seconders, and any additional information relating thereto as allowed for in Rule 7.14.

**Rule 7.17** states “The Board of Directors shall be responsible for determining the voting procedure and for the form and content of the voting paper, which shall be completed and returned in accordance with the instructions thereon.”

### **a) Timing of Nomination of Candidates**

Not less than four weeks before the final date for return of completed nominations, the Chief Executive will issue to all Members a formal notification of the arrangements and deadlines for nominations, the procedures to be followed and a copy of the appropriate documentation to be completed.

Such notification shall include the names of the Elected Directors who will be retiring on completion of their period of office at the forthcoming AGM in March and whether or not the Directors concerned are willing to stand for election again.

In addition, the notification may include a schedule of competencies desired of candidates, as set out in **Sussex Cricket Limited** Regulation 12.

Candidates must be nominated, in writing, by two paid up Members, with the nominations being delivered to the Chief Executive prior to the 15 January preceding the AGM.

### **b) Process of Nomination**

The process of nomination shall be two-fold, as follows:

#### **i) Nominated Candidate**

Any candidate shall be nominated in accordance with Rules 7.10 to 7.15 inclusive and shall be required to complete the forms identified as **Form A** and **Form B**. The Chief Executive shall prohibit the circulation of the synopsis if they consider it may be potentially defamatory or in breach of copyright or otherwise unlawful.

#### **ii) Proposer/Seconders**

The Proposer and the Secunder, both of which shall be an Individual or Affiliated Club Member (according to the category of Director), must sign the appropriate Nomination Form, as included at **Form B**.

*[It shall be noted that there are separate forms available for the nomination of Co-opted Directors to the SCL Board and for the nomination of Trustees to the Sussex Cricket Foundation]*

### **c) Review of Nominations**

As referred to in Rule 7.13, the Board’s Governance, Nominations and Election Committee shall review all nominations so as to ensure that the candidates are “fit and proper persons” and meet the requirements of the schedule of competencies, in accordance with Regulation 12.

The Governance, Nominations and Election Committee shall have due regard to equality, diversity, inclusion and safeguarding and the balance of skills and experience judged to be necessary for the successful conduct of SCL and its affairs.

In cases where a candidate is assessed as not meeting the required competencies, the candidate shall not be considered for election and the candidate and those nominating the candidate will be advised accordingly.

#### **d) Voting Arrangements**

As set out more fully in Rules 7.16 to 7.25, in the event of there being more nominations than vacancies the Chief Executive shall send a voting paper to each Member qualified to vote in the respective category giving the names and contact details of the candidates, together with those of the proposers and seconders and any additional information relating thereto as the Board of Directors shall permit.

- The Chief Executive shall specify the last date and time at which completed votes will be accepted for counting.
- The Board of Directors shall be responsible for the voting procedure and for the form and content of the voting paper, which must be completed and returned in accordance with the instructions thereon.
- The Board of Directors may choose to conduct the elections by postal or electronic means.
- The Board of Directors shall appoint independent scrutineers to receive the completed voting papers and to certify the result, which shall be notified to the public and displayed at the County Ground as soon as available. The result will also be announced at the AGM.
- Candidates who are elected as Directors to the Board shall take office at the conclusion of the Annual General Meeting.

#### **e) Electioneering Guidance**

It is recognised that candidates for election to the SCL Board, and their supporters, may engage in canvassing or electioneering. However, any canvassing must accord with relevant legislation, in particular the principles of data protection (currently the General Data Protection Regulation) and any subsequent, relevant legislation and guidance.

Specifically, no candidate, proposer, seconder, Member of Sussex Cricket or employee of Sussex Cricket may use any data acquired through legitimate or illegitimate access to Sussex Cricket databases, nor use any Sussex Cricket electronic platforms (email, social media etc.) to canvass support for the nomination of any particular candidate in an election for the SCL Board.

To do so may result in the candidate being excluded from the election.

The retention of the integrity of the election process is paramount. This includes candidates and their supporters avoiding derogatory statements about the qualities of other candidates (either directly or by implication).

#### **f) Eligibility to Vote**

All paid-up Individual and Affiliated Club Members are entitled to nominate and vote for candidates for election to the Board of Directors further to Sussex Cricket Limited Rules 7.1.1 and 7.1.2.

- Separate voting papers will be sent out to paid-up Individual Members and Affiliated Clubs that only set out the details of those candidates for whom they are eligible to vote.

- If there is more than one vacancy in any ballot, the voter shall have as many votes as there are vacancies but need not utilise all votes.
- No Member aged under eighteen years is eligible to vote.

#### **g) Equality of Votes Cast**

- If there is an equality of votes for any vacancy, the Chair shall determine which person shall be elected.
- If the Chair is a candidate or involved in the nomination of any candidate, then a person not so involved who is appointed by the Board of Directors to deputise for the Chair shall decide on the person to be elected.

#### **h) Casual Vacancy**

In the event of a casual vacancy arising on the Board of Directors, the Board shall have the discretion to decide whether and how to fill the vacancy for the balance of the period of office of the former Director.

- Should there be less than six months left of the Director's period of office, a Co-opted Director may be appointed for the remaining period of office.
- Should the casual vacancy occur prior to the remaining six months, an election for a replacement Director shall be held.
- In the event of an election being held, the provisions contained in Rule 7 shall apply.

#### **i) Conflict of Interest/Loyalty**

Directors must declare any potential conflict of interest and/or loyalty with any matters to be decided or discussed in the Board of Directors (including any Committee) and absent themselves from any such decision or discussion.



**SUSSEX CRICKET LIMITED (SCL)**

**Application Form for Elected Board Directors [Form A]**

**Please note:** This form will be *retained by the Chief Executive* of Sussex Cricket Limited (SCL) and will not be circulated to Individual Members or Affiliated Clubs. It will be used by the Nominations and Elections Committee to offer advice to the SCL Board Directors



CANDIDATE	
Full Name	
Address	
Individual Membership No. or Affiliated Club	
Date of birth	
Telephone number (home/mobile)	
Email address	



I confirm that I am willing to serve as an Elected Director of the Board for up to three years and that I have been a paid-up Member of 'Sussex Cricket Limited' or the Affiliated Club listed above for the preceding three seasons.

I declare that the information I have given on this application and any other associated documents provided by me are, to the best of my knowledge and belief, true and complete. In addition to the information requested, I have disclosed in my accompanying letter any other information, which is relevant to my suitability as an Elected Director of Sussex Cricket Limited or to the 'fit and proper' person test.

This includes any convictions, bans, bankruptcies, insolvencies, business interests or personal relationships which might lead to conflict of interest or bring Sussex Cricket Limited into disrepute. I realise that failure to disclose relevant information or the provision of inaccurate or misleading information may result in either the application being withdrawn or otherwise terminated.

I accept that the application may be subject to relevant or appropriate checks and I agree to the Organisation undertaking such checks.

I give my permission for all or part of this application to be held on both computerised and manual records, to which I may request access.

Signature of candidate: \_\_\_\_\_

Date: \_\_\_\_\_

### **Electioneering Guidance**

It is recognised that candidates for election to the SCL Board, and their supporters, may engage in canvassing or electioneering. However, any canvassing must accord with relevant legislation, in particular the principles of data protection (currently the General Data Protection Regulation) and any subsequent, relevant legislation and guidance.

Specifically, no candidate, proposer, seconder, Member of Sussex Cricket or employee of Sussex Cricket may use any data acquired through legitimate or illegitimate access to Sussex Cricket databases, nor use any Sussex Cricket electronic platforms (email, social media etc) to canvass support for the nomination of any particular candidate in an election for the SCL Board. To do so may result in the candidate being excluded from the election.

To do so may result in the candidate being excluded from the election. The retention of the integrity of the election process is paramount. This includes candidates and their supporters avoiding derogatory statements about the qualities of other candidates (either directly or by implication).

**I acknowledge that I will abide by this electioneering guidance and make my Proposer and Secunder aware of it.**

Signature of candidate: \_\_\_\_\_

Date: \_\_\_\_\_



## SUSSEX CRICKET LIMITED

### Candidate Statement for Elected Board Director [Form B]

Please note: This Statement *will be circulated* to Individual Members of Sussex Cricket Limited or Affiliated Clubs (as appropriate) should there be a contested election.

+	
<b>CANDIDATE</b>	
Full Name	
Address	
I am applying for the vacancy of Board Director to represent: <input type="checkbox"/> Individual Members <input type="checkbox"/> Affiliated Clubs	
CV (200 words max)	
Evidence of skills / key competencies required (as specified in Regulation 10) to undertake the role of Elected Board Director (200 words max)	
Please write in not more than 200 words what you could contribute to the Board and what commitment you have to Sussex Cricket Limited	
Signature of candidate	
Date	

<b>PROPOSER</b>	
As an Individual Member of the Organisation / Affiliated Club, I wish to propose: Candidate's full name: as a candidate for election to the Board of Directors.	
Name	
Address	
My Individual Membership number or Affiliated Club	
Signature of Proposer	
Date	

<b>SECONDER</b>	
As an Individual Member of the Organisation / Affiliated Club, I wish to propose: Candidate's full name: as a candidate for election to the Board of Directors.	
Name	
Address	
My Individual Membership number or Affiliated Club	
Signature of Secunder	
Date	

### **Electioneering Guidance**

It is recognised that candidates for election to the SCL Board, and their supporters, may engage in canvassing or electioneering. However, any canvassing must accord with relevant legislation, in particular the principles of data protection (currently the General Data Protection Regulation) and any subsequent, relevant legislation and guidance.

Specifically, no candidate, proposer, seconder, Member of Sussex Cricket or employee of Sussex Cricket may use any data acquired through legitimate or illegitimate access to Sussex Cricket databases, nor use any Sussex Cricket electronic platforms (email, social media etc) to canvass support for the nomination of any particular candidate in an election for the SCL Board.

To do so may result in the candidate being excluded from the election. The retention of the integrity of the election process is paramount. This includes candidates and their supporters avoiding derogatory statements about the qualities of other candidates (either directly or by implication).

## **Notes**

Candidates for election by **Individual Members** in accordance with Rule 7.1.1 must be:

- Individual Members of not less than three years standing (i.e. the preceding three seasons) and aged eighteen years or over and less than seventy-five years at the time of being nominated (An Elected Director shall retire at the AGM after their 75<sup>th</sup> birthday); and
- Nominated, in writing, by two paid up Individual Members.

Candidates for election by **Affiliated Clubs** in accordance with Rule 7.1.2 must be:

- A paid-up member of an Affiliated Club that has been an Affiliated Club of the Organisation for not less than three years and aged eighteen years or over and less than seventy-five years at the time of being nominated (An Elected Director shall retire at the AGM after their 75<sup>th</sup> birthday); and
- Nominated, in writing, by two paid up Affiliated Clubs including the Affiliated Club of which the candidate is a member.

### **Please note:**

Nominations duly signed by the nominating Individual Members or Affiliated Clubs must be delivered to the Chief Executive either electronically or by mail to the County Ground, Eaton Road, Hove, East Sussex, BN3 3AN prior to **15th January** in each year.

## **REGULATION FIFTEEN (15): LENGTH OF SERVICE FOR DIRECTORS – EXCEPTIONAL CIRCUMSTANCES**

This Regulation relates to the **Sussex Cricket Limited Rules 7.26, 7.27 & 7.28.**

**Rule 7.26** states “*Subject to Rule 7.28 below, Elected Directors shall normally serve an initial three-year term of office, which is renewable*”

**Rule 7.27** states “*Except in exceptional circumstances, as specified in a Regulation, no Elected Director may serve as a Director for more than nine consecutive years without taking a break from office of one 12-month period or, if less, the period from one AGM to the next AGM.*”

**Rule 7.28** states “*Directors elected in accordance with Rule 7.1.1 and 7.1.2 (“Elected Directors”) shall retire from office, according to the following provisions:*

- *At each AGM, one of the Directors elected by the Individual Members must retire and in every third year this number shall be two;*
- *At each AGM, one of the Directors elected by the Affiliated Clubs must retire, except every third year;*
- *The Elected Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Elected Directors are elected on the same day, those to retire shall be determined by lot, unless they otherwise agree among themselves;*
- *The retiring Directors are eligible for re-election, subject to Rule 7.27;*
- *The retirement of an Elected Director shall take effect upon the conclusion of the Annual General Meeting.”*

The following are “exceptional circumstances”, as referred to in Rule 7.27:

- Where the business of the Board might be exposed to regulatory censure, General Data Protection Regulations, safeguarding, large project dependencies and legal action, whereby skills and knowledge that exist on the Board are essential to be retained to protect the fiduciary interests of Sussex Cricket Limited;
- Where the financial, operational, reputational and the ongoing continuity of the Organisation is materially stressed due to unforeseen factors, whereby knowledge and skills on the Board are essential to be retained to ensure the sustainability of Sussex Cricket Limited.

It shall be necessary for the Board to consider such circumstances following a specific report from the Governance, Nominations & Elections Committee and make a majority decision, which shall be recorded fully. The Elected Director concerned shall not be involved in the decision-making process.

In the event of such a decision, the Elected Director shall retain this status for the period approved by the Board (a maximum of one year), during which period they shall not be required to stand for re-election.

The Chief Executive shall notify the Members accordingly in their annual Nomination Letter to Members in the December preceding the AGM.

## **REGULATION SIXTEEN (16): NOMINATION/ELECTION OF PRESIDENT AND VICE- PRESIDENTS**

This Regulation relates to the **Sussex Cricket Limited Rules 8.1, 8.2, 8.3 & 8.4**

**Rule 8.1** states *“At an Annual General Meeting (“AGM”), the Members shall elect a President and Vice-Presidents, all of whom shall become voting Individual Members of the Organisation, if not already so, and shall hold a share.”*

**Rule 8.2** states *“The President shall be normally elected for a period of two years and the Vice-Presidents shall be subject to election/re-election at each AGM*

**Rule 8.3** states *“No-one shall be proposed for election as President or Vice-President unless the Board of Directors has approved their nomination. This may be a direct nomination by the Board of Directors, or by a nomination made in writing by two Members and received by the Chief Executive by 15th January immediately preceding that AGM. It shall be the responsibility of the Board to satisfy itself that a person proposed to the AGM is, in all respects, appropriate to fill the role, as specified in a Regulation.”*

**Rule 8.4** states *“The names of any persons to be proposed by the Board of Directors for election to these positions shall be included in the Agenda for the AGM.”*

### **1. THE PRESIDENT**

#### **a) Role of President**

Although this is an ex-officio position, the role of President is an important one for the Organisation and should be viewed as such by the holder.

The President will be encouraged to contribute in a variety of ways, on behalf of Sussex Cricket, including the following:

- to act in an ambassadorial capacity in representing the Organisation at formal occasions;
- to assist in developing appropriate openings and contacts;
- to support and encourage the fusion of all aspects of cricket participation and performance throughout the area covered by the Organisation;
- to provide support and guidance to the SCL Board generally, and in particular:
  - to act as a “sounding board” for the Chair;
  - to handle, either personally or by reference to an appropriate person, appeals arising from Board decisions and actions (Regulations 2e and 10b);
  - if requested, to take appropriate action where there is a major disagreement between the Chair and the other Board Directors.

While no formal time input is specified, it is expected that the President will devote such time, interest and personal presence as to add value to the Organisation and therefore be more than a figurehead.

The President shall not normally be a full, voting Board member, although they may be invited to Board meetings, as considered appropriate by the Board.

### **b) Period of Office**

The President shall normally serve a two-year term of office, subject to review after the first year.

### **c) Criteria for Election as President**

No particular background for election as President is specified. Rather, it is important that the President should be of such standing in their own field of professional activity and have such interest and commitment to Sussex Cricket that their election will be generally welcomed and recognised as conveying stature and benefit to the Organisation.

### **d) Nomination**

The nomination of a candidate to serve as President shall be the responsibility of the Board, which shall recommend a name to the Annual General Meeting of the Organisation for approval.

Possible names may be generated by the Board and/or on the nomination of two or more Members. It shall be the responsibility of the Board to satisfy itself, through the Governance, Nominations & Election Committee, that the person nominated to the AGM is, in all respects, appropriate to fill the role.

### **e) Assurances**

The Governance, Nominations & Election Committee shall assess the proposed candidate(s) for their suitability to undertake the role, which shall include a discussion with two Board Directors and seeking such assurances of financial status and general standing, as may, from time to time, be recommended by those advising nationally on standards of corporate governance.

The President shall not be an employee of the Club. The President shall not normally be a contractor to the Club; should they be so, this would be subject to a suitable declaration of interest,

## **2. VICE-PRESIDENTS**

### **a) Role and Criteria for Election**

Those who are elected to this prestigious position must be exceptional individuals who have contributed well above the normal course of expectation in their respective roles.

The title of Vice-President is an honorary one and Vice-Presidents normally retain that title for life, except that the position is subject to re-election at each AGM. unless they choose to relinquish it by notice to the Chief Executive, or the Board decides there is good cause for it to be removed.

The following criteria may/shall be used by the Board in making such nominations:

1. A former Sussex Cricket captain/player/coach who has made a significant contribution to *Sussex Cricket*;
2. A person who has made an exceptional, sustained contribution to the well-being and standing of *Sussex Cricket* in the County;
3. A person who has contributed nationally/internationally to the world of cricket and, by association with *Sussex Cricket*, has enhanced its standing within the cricket community;
4. A person who has significant standing in the local business community, who has brought significant benefit to *Sussex Cricket*, or to the sport of cricket.

## **b) Nominations**

The nomination of Vice-Presidents shall be the responsibility of the Board, which may propose one or more names to the AGM of the Organisation for approval.

Possible names may be generated by the Board and/or on the nomination of two or more Members. It shall be the responsibility of the Board, through the Governance, Nominations & Election Committee, to satisfy itself that those nominated are, in all respects, appropriate for this honour.

Any two or more Members wishing to nominate an individual as a Sussex Cricket Vice-President shall be required to complete the relevant nomination form. This shall be submitted to the Chief Executive, who will present the various nomination(s) to the Board for consideration, prior to making appropriate recommendations to the SCL AGM.



**SUSSEX CRICKET LIMITED**  
**Nomination Form for Vice-President**

**Categories**

1. A former Sussex Cricket captain/player/coach who has made a significant contribution to *Sussex Cricket*;
2. A person who has made an exceptional, sustained contribution to the well-being and standing of *Sussex Cricket* in the County;
3. A person who has contributed nationally/internationally to the world of cricket and, by association with *Sussex Cricket*, has enhanced its standing within the cricket community;
4. A person who has significant standing in the local business community, who has brought significant benefit to *Sussex Cricket*, or to the sport of cricket.

**Nominated Candidate**

<b>Full Name</b>	
<b>Address</b>	
<b>Telephone number (home/mobile)</b>	
<b>Email address</b>	
<b>State in which category candidate should be considered</b>	
<b>Give full explanation as to why the nominated candidate should be considered</b>	

<b>PROPOSER</b>	
<b>Name</b>	
<b>Address</b>	
<b>Telephone number (home/mobile)</b>	

<b>Email address</b>	
<b>Individual Membership number or Affiliated Club</b>	
<b>Signature of Proposer</b>	
<b>Date</b>	

<b>SECONDER</b>	
<b>Name</b>	
<b>Address</b>	
<b>Telephone number (home/mobile)</b>	
<b>Email address</b>	
<b>Individual Membership number or Affiliated Club</b>	
<b>Signature of Seconder</b>	
<b>Date</b>	

*The Proposer and/or Seconder may be contacted by the Governance, Nominations and Elections Committee of Sussex Cricket Limited.*

**Please note:**

Nominations duly signed by the nominating Individual Members or Affiliated Clubs must be delivered to the Chief Executive either electronically or by mail to the County Ground, Eaton Road, Hove, East Sussex, BN3 3AN prior to 15th January in each year.

## **REGULATION SEVENTEEN (17): RING FENCING OF FUNDING**

This Regulation relates to the **Sussex Cricket Limited Rules 4.15 & 12.6**

**Rule 4.15** states “*To maintain separate bank accounts and management accounts prepared such that funds earmarked for the professional cricket activities are ring-fenced, as are those funds allocated for recreational and community-based cricketing activities. This includes the return from investments, property and all assets relating to each activity.*”

**Rule 12.6** states “*The notes to the Report and Accounts will include a separate balance sheet and statement of income & expenditure for each of the following activity sets:*

- *The activities relating to professional cricket;*
- *The activities relating to recreational and community-based cricket.”*

1. The purpose of ring-fencing funds is to:

- Honour the purposes for which particular funds have been provided;
- Recognise costs incurred by type of activity;
- Generate and deploy free monies strategically.

2. For the purpose of this Regulation, the distinctions between **Professional Cricket** and **Recreational & Community-based Cricket** are as follows:

### **Professional Cricket Activities (Sussex Cricket Limited)**

This will include, but not be restricted to, the following activities:

- Cricket played as one of the 18 first-class counties, as organised by the England & Wales Cricket Board, with the players being paid to play;
- The Sussex Junior Cricket Academy and Emerging Players Programme;
- The various junior County cricket squads and any supporting Area squads;
- County-level women’s and girls’ cricket.

### **Recreational and Community-based Cricket Activities (Sussex Cricket Foundation) (hereafter, in this Regulation, this is described as Community-based cricket)**

This will include, but not be restricted to, the following activities:

- Men’s, boys’ and girls’ cricket played in the amateur clubs affiliated to **Sussex Cricket Foundation**;
- The organisations associated with community-based cricket (e.g. Sussex Association of Cricket Officials, Sussex Coaches Association);
- Community-based cricket played and taught under the auspices of the Sussex Cricket Foundation, including cricket for social good and cricket for people with disabilities;
- The other activities incorporated in the Sussex Cricket Foundation’s programmes (e.g. aspects of corporate social responsibility).

3. With regard to the ring-fencing of funding in respect of the two different components of **Sussex Cricket Limited**, the following considerations apply:

## **A: Professional Cricket:**

1. The following sources of **income and assets** are attributable, within ***Sussex Cricket Limited***:
  - County Ground at Eaton Road, Hove, BN3 3AN;
  - Individual Membership subscriptions;
  - Sponsorship unless relating specifically to recreational/community-based cricket activity;
  - ECB Funding, other than that relating to recreational/community-based activity;
  - Income from ticket sales for professional cricket;
  - Income from the use of the County Ground, Hove and out-grounds/offices/boxes;
  - Catering and bar activities on professional match and non-match days;
  - Income from the sale or rent of any assets at the County Ground or investment properties held by Sussex CCC at the time of the integration;
  - Legacies left to Sussex CCC;
  - Sales from the *Sussex Cricket* shop;
  - Such other monies and assets as may from time to time be provided for the benefit of professional cricket.
  
2. The following **expenses and liabilities** are attributable, within ***Sussex Cricket Limited***:
  - Expenditure on activities to generate the above income including the funding of professional cricket, academy, ground and other operations, catering and offices;
  - Staff allocated to professional cricket activities;
  - Those staff shared between professional and recreational/community-based activities (including the Chief Executive, People and Finance departments), depending on job activity;

## **B: Community-based Cricket:**

1. The following sources of **income and assets** are attributable, within the ***Sussex Cricket Foundation***:
  - ECB funding relating to recreational and community cricket, for example, additional age group and competition payments;
  - Affiliated Club membership fees;
  - Grant aid, sponsorship and donations in respect of community-based cricket activity, including the maintenance of and improvements to the Academy Ground at Blackstone;
  - The funds allocated to the Sussex Cricket Foundation, including Sussex Cricket Foundation Patron's donations.
  
2. With regard to the activities of community-based cricket, the following **expenses and liabilities**, inter alia, are attributable, within the ***Sussex Cricket Foundation***:
  - The funding of the staff employed for the purpose of providing development and management support to recreational clubs and associated organisations;
  - The funding of staff employed to provide support for disability cricket and cricket for social good;
  - The funding of staff employed to develop and deliver the Sussex Cricket Foundation programme;
  - The responsibility for holding the lease on the Academy Ground at Blackstone.

3. It follows that the Board must be held accountable for ensuring that any monies specified for particular use by the provider/donor shall be utilised accordingly. Any monies not so specified should be available for use on a strategic basis.

4. Where there is doubt as to the correct classification of either income or expenditure, the Board of Directors is responsible for the appropriate allocation, on the advice of the Chair of the Audit and Risk Committee. In the event of a dispute, the Board's decision may be appealed against to the Auditor whose decision will be final.

5. In the event that the structure of Sussex Cricket is amended for legal, regulatory or other reasons, similar ring fencing of funds will be applied in the new structure.

## **REGULATION EIGHTEEN (18): DUE DILIGENCE**

This Regulation reflects the decision of Sussex Cricket Limited that due diligence will be applied to significant contracts entered into by the Organisation.

It is the duty of the directors and management of Sussex Cricket Limited (SCL) to ensure that all parts of the Organisation act with due diligence at all times. The action required will vary according to the nature, scale, duration and risk consequences of individual decisions.

It is noted that no system of due diligence is infallible and management need flexibility to run the business in commercial fashion. In that context, the following are likely to be amongst the actions taken to mitigate risk:

- **Awarding of material contracts other than playing contracts:**
  - The nature of the due diligence undertaken should be guided by the scale and duration of the work or services to be provided. This will be expected to include:
    - A review of the financial strength of the counterparty
    - Where financial weakness is apparent to structure the contract such that SCL's exposure is minimised or withdraw from the transaction
    - Contracts above £50k (including linked contracts or multiple year contracts) should include a review of the accounts of the counter party and/or a credit rating check.
    - References where these would be appropriate
    - The provisions regarding conflicts of interests/loyalty will apply.
    - Where considered necessary appropriate legal review of contracts to ensure SCL interests are protected.
  
- **Appointment and contract renewal of playing staff:**
  - The board will ensure that the following issues are considered by professional cricket management in assessing player signings and contract renewals:
    - Medical issues and any potential mitigation thereof

- Player’s character/leadership potential and likely impact on team morale including possibly taking references/soundings
- It should be noted that this does not mean that all players will be free of injury or blameless individuals but that these areas will have been taken into account before arriving at the decision to sign/renew.

## **REGULATION NINETEEN 19 (A)**

### **RELATIONSHIP BETWEEN SUSSEX CRICKET LIMITED AND SUSSEX CRICKET FOUNDATION**

This Regulation relates to the **Sussex Cricket Limited Rule 4.16**

**Rule 4** states: “*To further its objects, the Organisation shall have the power to do all such things as are incidental or conducive to the objects of the Organisation including (but not limited to) all or any of the following:*”

*4.16 To create any wholly owned subsidiary that the Board of Directors may deem to be appropriate, such as Sussex Cricket Foundation and Sussex Cricket Estates Limited, as specified in a regulation. A subsidiary shall be subject to the Rules of Sussex Cricket Limited.”*

This Regulation sets out the relationship between **Sussex Cricket Limited** and **Sussex Cricket Foundation**.

#### **1. Constitutional Bases**

**1.1 Sussex Cricket Limited (SCL)** is a Community Benefits Society (Registered Number: 30143R) and is also registered with the Financial Conduct Authority (FCA) under the Co-operative and Community Benefits Societies Act 2014. It is governed by its Rules and Regulations.

**1.2 Sussex Cricket Foundation (SCF)** is a Charity (Registered Number: 1162649) and a Company Limited by Guarantee (Registered Number: 9592885). It is governed by its Articles of Association. It is a wholly owned subsidiary of Sussex Cricket Limited, which is declared with Companies House as a *Person with Significant Control* of SCF.

#### **2. Devolved Authority**

2.1 SCL devolves authority to SCF to take responsibility for the delivery of those of its Objects noted below:

*“3.4 To promote interest and understanding in the playing and watching of men's and women's cricket at all levels and all age groups within and beyond the County.*

*3.5 To promote cricket in the community as a means for the development of young people and adults, including those with disabilities, and the development of local communities.*

*3.6 To strengthen the bonds between the Organisation and local communities in Sussex and the surrounding areas particularly through cricket*

*and through the promotion of community social responsibility initiatives and other related charitable initiatives.*

*3.7 To promote and support cricket matches played in the County and governed by the laws of cricket as authorised by Marylebone Cricket Club and by such regulations as may, from time to time, be laid down by the ECB or its successor(s) or any other relevant body or bodies.”*

### **3. Scope of Activities**

3.1 The scope of activities to be managed by SCF but not limited by these categories is as follows:

3.1.1 To act, on behalf of SCL, as the central authority, in order to organise, manage and develop community cricket in Sussex, underpinned by equality, diversity and inclusion, regardless of their race, age, gender, sexual orientation, religion or belief, physical or neural ability

3.1.2 To promote cricket as a sport for all particularly in schools and clubs in order to maintain and to increase participation; to harness schemes, both national and local, in support of this objective.

3.1.3 To use cricket as a vehicle for social good within the community; to identify groups, particularly those who are more vulnerable, that would benefit from activities sponsored and/or administered by Sussex Cricket.

3.1.4 To raise funds, in accordance with Charity Commission guidelines, in support of its activities.

3.1.5 To hold an interest in Sussex Cricket in the Community Trust’s position regarding the lease on the Blackstone Playing Fields in association with the Woodmancote Parish Council and, once transferred to SCF, to manage the said lease (see Appendix).

### **4. Governance**

4.1 The SCL Board of Directors appoints and, where appropriate dismisses and retires SCF Trustees (Article 21.1). The SCL Board shall, in collaboration with the SCF Board of Trustees, appoint, assess performance and, where appropriate, dismiss and retire the SCF Chair (Article 8).

4.2 The SCL Board shall, in collaboration with the SCF Trustees, appoint to the Board of Trustees two Directors as ex-officio Trustees for terms of office agreed between the two Boards. There shall be no more than 50% of the total number of Trustees who are also SCL Directors (Article 20). The Chief Executive, or their representative of the *Member*, will have the right to attend Trustees’ meetings with notice (Article 26.1).

4.3 The SCL Board shall work collaboratively with the Board of Trustees to review and where appropriate to amend governance processes.

### **5. Finance**

5.1 The SCL Board of Directors is the ultimate controller of SCF funds and financial management, which is devolved to the SCF Board of Trustees.

5.2 The SCF Board of Trustees shall report its financial position to SCL Directors at agreed periods and to the Charity Commission and Companies House on an annual basis.

5.3 The SCL Board of Directors shall approve the annual budget proposed by the SCF Board of Trustees. In addition, any material unbudgeted transactions or borrowing shall be authorised beforehand by the SCL Board or in cases of urgency, with the agreement of the Officers of SCL, whose actions will be reported to the next SCL Board meeting.

## 6. Management

6.1 The Board of Trustees may organise such committees, groups or working parties as they think fit; they may appoint and where appropriate dismiss or retire officers and unpaid volunteers; they shall agree with SCL Directors the governance for each such group.

6.2 The SCF Executive is controlled directly by the SCL Chief Executive who shall work collaboratively with the SCF Chair on a day-to-day basis in terms of their management and the strategic delivery aims of the Foundation.

## **REGULATION NINETEEN 19 (B)** **RELATIONSHIP BETWEEN SUSSEX CRICKET LIMITED AND** **SUSSEX CRICKET ESTATES LIMITED**

This Regulation relates to the ***Sussex Cricket Limited Rule 4.16***

**Rule 4** states: *“To further its objects, the Organisation shall have the power to do all such things as are incidental or conducive to the objects of the Organisation including (but not limited to) all or any of the following:*

**Rule 4.16** states *“To create any wholly owned subsidiary that the Board of Directors may deem to be appropriate, such as Sussex Cricket Foundation and Sussex Cricket Estates Limited, as specified in a regulation. A subsidiary shall be subject to the Rules of Sussex Cricket Limited.”*

This Regulation sets out the relationship between ***Sussex Cricket Limited*** and ***Sussex Cricket Estates Limited***.

### 2. Constitutional Bases

**1.1 *Sussex Cricket Limited (SCL)*** is a Community Benefits Society (Registered Number: 30143R) and also registered with the Financial Conduct Authority (FCA) under the Co-operative and Community Benefits Societies Act 2014. It is governed by its Rules and Regulations.

**1.2 *Sussex Cricket Estates Limited (SCEL)*** is a Private Company Limited by Shares (Registered Number: 11619214). It is governed by its Articles of Association. It is a wholly owned subsidiary of Sussex Cricket Limited, which is declared with Companies House as a *Person with Significant Control* of SCEL.

### 2. Purpose

SCEL is a special purpose vehicle (SPV) whose principal purposes are:

2.1. To hold land situated in the South West corner of the 1<sup>st</sup> Central County Ground Hove, incorporating what was previously known as the Cricketers Public House, 1 Eaton Road, the Chalet and former Club Shop. – Land Registry Title ESX262263. (South West Corner)

2.2. To develop the site into a mixed Commercial and Residential scheme under a Joint Venture and Development Agreement (JVDA) with Roffey Homes Limited dated 18<sup>th</sup> June 2019.

2.3 Following practical completion, to dispose of sufficient long leasehold over the residential units to satisfy the agreed Roffey Homes Limited profit share under the JVDA.

### **3. Scope of Activities**

3.1 SCL shall empower SCEL to arrange Senior Debt and/ or any other appropriate Financial Instrument (collectively Development Debt) to facilitate the development of the site.

3.2 SCL to empower SCEL to raise Bank finance and / or any other appropriate Financial Instrument against the Freehold and or leasehold interests and for proceeds of such funding to be distributed to SCL as its Parent undertaking.

3.3 SCEL shall oversee the construction and development of the site in accordance with the JVDA and Development Contract.

3.4 SCEL shall discharge its obligations under the Section 106 Agreement dated 19<sup>th</sup> August 2020.

3.5 To create and enter into long leases over the residential units and similarly to create and enter into commercial leases over the Retail (Public House) and Commercial elements.

3.6 Following practical completion, the Development Debt shall be repaid from proceeds of sales of leasehold interests, following which profits shall be distributed to the joint venture partners in accordance with the terms of the JVDA.

3.7 SCEL shall hold the Freehold Interest, subject to long lease over the residential units and Commercial leases in respect of the Retail and Commercial elements.

3.8 SCEL shall be responsible for site management, including maintenance and whilst by no means exhaustive, the collection of Rent, Ground Rents, Service Charges and conduct Rent Reviews where they fall due.

### **4. Governance**

4.1 The SCL Board of Directors delegates management of activities within SCEL to the Chief Executive of SCL who is also a Director of SCEL.

4.2 Oversight of progress with the development of the South West Corner will be by way of formal Project Board, which is subject to its own terms of reference, as set out in Clause 7 (7.1 – 7.11) of the JVDA dated 18<sup>th</sup> June 2019.

4.3. The Project Board will be represented by:

- At least one representative each from SCL/SCEL and Roffey Homes Limited, in their capacity as joint venture partners and as governed by the JVDA. The Chief Executive of SCL, as Chair, is also considered to be a representative of SCL;
- A suitably qualified SCL Board Director appointed to represent the interests of SCL/SCEL;
- A qualified Independent Surveyor instructed by and representing the interest of SCL & SCEL will also attend the meetings;
- Both SCL/SCEL and Roffey Homes Limited will have equal representation and voting rights. In the event of deadlock, Clause 48 (Escalator Procedure) of the JVDA will apply;
- The Project Board will be quorate provided there is at least one representative from each of SCL/SCEL and Roffey Homes Limited.

4.4 The Project Board shall meet as appropriate throughout the life of the development and minutes shall be presented to the SCL Board of Directors via the SCL Estates Committee.

4.5 SCL Board oversight shall be through the SCL Estates Committee.

## **5. Finance**

5.1 The SCL Board of Directors is the ultimate controller of SCEL funds and financial management, which is delegated to the SCL Chief Executive who is also a Director of SCEL.

5.2 The financial position of SCEL will be monitored through monthly management information by the SCL Chief Executive and Finance Director and reported periodically through both the SCL Estates Committee and SCL Audit and Risk Committee.

5.3 Accounts shall be prepared and presented to Companies House on an annual basis.

5.4 Any material unbudgeted transactions or borrowing shall be authorised beforehand by the SCL Board or, in cases of urgency, with the agreement of the Officers of SCL, whose actions will be reported to the next SCL Board meeting.

## **Appendix to Regulation 19 (A)**

### **Relationship between Sussex Cricket Limited and Sussex Cricket Foundation**

#### **1. ISSUE**

1.1 As stated in Regulation 19 (A) – Section 3.1.5 - Sussex Cricket Limited (SCL) has determined that Sussex Cricket Foundation (SCF) shall hold the lease on the Blackstone Playing Fields in association with the Woodmancote Parish Council.

#### **2. INTRODUCTION**

2.1 The original lease was between the Sussex Young Cricketers Educational Trust (a charity) and the Parish Council of Woodmancote, Sussex on 6 November 2003.

2.2 The term is 30 years, with the permitted use being “Playing Field and cricket training facilities”.

2.3 Subsequently, the lease was assigned to the Sussex Cricket in the Community Trust, following the change of title of the charity. The SCCT holds this lease, in its state of dormancy.

2.4 It is intended that a new lease with Woodmancote Parish Council, with a new term period shall be prepared in the name of Sussex Cricket Foundation.

#### **3. BLACKSTONE PLAYING FIELDS**

3.1 Blackstone Playing Fields comprises two parts, as follows:

##### **a. South Field & Car Park**

The Woodmancote Parish Council (the landlord) owns the freehold of the original south field (on which the larger ground is situated) and car park area.

##### **b. Remainder of Site**

The remainder of the site is owned by the Allen Estate (the landlord) and leased to the Woodmancote Parish Council (the tenant). This area contains the northern part of the land (on which the smaller ground is situated) and a section of land to the east of the original south field.

3.2 The Parish Council leased the whole ground (both parts as described above in 3.1) to the SYCET as the tenant, with effect from 6 November 2003, for a period of 30 years, with a rent of £100 pa (subsequently reduced to a peppercorn on demand). SCCT took on the lease on its formation in 2010.

3.3 In 2013, with 20 years remaining on the lease to SCCT, steps were taken to extend the lease to 2043. This was necessary in order to meet the requirement of Sport England who needed 25 years security of

tenure to justify providing a grant of £50,000+ for a new drainage project. As of 31 October 2015, due to a delay following the death of the landowner, the extended lease had not been agreed, whereas Sport England did provide the grant, on the basis that all parties are in agreement to the extension.

3.4 On legal advice, with effect from 1 November 2015, the original lease remains with SCCT, which exists in a dormant state. It is agreed between SCL and SCF that the new lease shall be set up in the name of Sussex Cricket Foundation.

## **4. RESPECTIVE RESPONSIBILITIES**

### **4.1 Sussex Cricket Limited**

Under the direction of its Operations and Facilities Director, SCL, in consultation with SCF shall:

- have full control over the management of the Blackstone Playing Fields (“the facility”), including control over fixtures/training periods;
- have full responsibility for planning improvements and funding the facility;
- have responsibility for maintaining links with Woodmancote Parish Council, the Woodmancote Playing Fields Association and Horsham District Council;
- have responsibility for preparing and presenting new planning applications;
- present to SCF by 30 September in each year, indications of future revenue and capital needs for the improvement and upkeep of Blackstone Playing Fields.

### **4.2 Sussex Cricket Foundation**

SCF, as the charitable arm of SCL, shall:

- seek to raise funds to meet the on-going maintenance requirements and future development schemes at the Blackstone Playing Fields, as notified by SCL;
- have responsibility for such supporting activities through grant/loan-making;
- because of the benefit of so doing, hold the lease on the Blackstone Playing Fields in association with the Woodmancote Parish Council.