



SUSSEX CRICKET LIMITED REGULATIONS

**[Amended following Annual General Meeting 20 August 2020
and Review of ECB County Governance Framework, November 2020]**

The Sussex Cricket Limited (SCL) Board of Directors approved the following Regulations on 26 November 2020.

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.

	Page
<u>Membership Matters</u>	
Regulation 01 - Associate Membership (Rules 5.2 / 8.1)	1
Regulation 02 - Power to Remove a Member (Rule 5.15)	2
Regulation 03 - Payment of Members' Subscriptions (Rules 5.19 / 5.20)	4
Regulation 04 - Categories & Privileges of Membership (Rule 7.8)	5
Regulation 05 - Proxy Voting (Rules 13 / 13.7)	6
<u>Board of Directors</u>	
Regulation 06: Overall Control of Organisation (Rule 7.5)	10
Regulation 07: Board Decisions Without a Physical Meeting (Rule 10.7)	12
Regulation 08: Directors' Breach of Regulations (Rule 7.41.6)	14
Regulation 09: Directors' Powers of Delegation (Rules 11.1 / 11.3 / 11.4)	16
<u>Election of Directors</u>	
Regulation 10: Qualification for Board Director (Rules 7.13 / 7.14)	18
Regulation 11: Voting for Candidates (Rules 7.10 / 7.11 / 7.12 / 7.16 / 7.17)	23
Regulation 12: Length of Service for Directors – Exceptional Circumstances (Rules 7.26 / 7.27 / 7.28)	32
<u>Officers Elected by the Members</u>	
Regulation 13: Nomination/Election of President and Vice-Presidents (Rules 8.1 / 8.2 / 8.3 / 8.4)	33
<u>Financial Matters</u>	
Regulation 14: Ring Fencing of Funding (Rules 4.15 / 12.6)	38
Regulation 15: Due Diligence	41
<u>Sussex Cricket Foundation</u>	
Regulation 16: Relationship between Sussex Cricket Limited (SCL) and Sussex Cricket Foundation (SCF)	42
Appendix A: Objects and Powers of SCL	44
Appendix B: Objects and Powers of SCF	47
Appendix C: Memorandum of Understanding between SCL and SCF	50

REGULATION ONE (1): ASSOCIATE MEMBERSHIP

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

Rule 5.2 states “*The Organisation may have such categories of Associate Membership as the Board of Directors shall determine, including Honorary Members, 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, including Honorary 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.*”

Honorary Members

Honorary 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 County Cricket Club* (men & women), who are now retired from the first class game; and
2. Current Trustees and Patrons of the *Sussex Cricket Foundation*.

The Honorary Members are entitled to receive, annually, a complimentary Sussex Cricket Premier Membership card, or two daily match tickets for personal use [up to a maximum of 4 days in a season] 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 Premier Membership subscription)
3. **Vice Presidents of the Sussex Cricket Foundation** (by virtue of their charitable donations to *SCF*, in excess of the Premier 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 his or her 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 his or her 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 him 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 his or her, 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 and byelaws 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).

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. 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;
- Priority booking of the Long Room, Dining Room, and Boundary Rooms;
- 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**

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 be normally 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 20.1.15*). 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 chairman 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
[GENERAL MEETING]
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.

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.

The Individual Member's/Affiliated Club representative's signature below is required for all mailed or hand delivered forms, but for submitted forms via the website this is not required.

To be completed by Individual Members:

I am unable to attend the General Meeting on
and, being a paid-up Member of Sussex Cricket Limited, I wish to exercise my 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 behalf as per my preferences shown overleaf [Please tick one of the boxes related to each of the resolutions overleaf]:

Signed by:

Name:

Address:

Membership number:

Date:

=====

To be completed by Affiliated Clubs:

The Club is unable to be represented at the General Meeting on
and, being a paid-up Affiliated Club Member of Sussex Cricket Limited, wishes to exercise its right to vote by proxy as per Rule 13.7. The Club hereby instructs the chair of the Meeting to exercise a proxy vote on the Club's behalf as per its preferences shown overleaf [Please tick one of the boxes related to each of the resolutions overleaf]:

Name: **Club:**

Signed by:

Date:

Please return the signed form to the Chief Executive, Sussex Cricket Limited, The 1st Central County Ground, Eaton Road, Hove, BN3 3AN or complete the form via the Sussex Cricket website (<https://sussexcricket.co.uk/members-area>)



SUSSEX CRICKET LIMITED
[GENERAL MEETING]
PROXY VOTES

RESOLUTION	FOR	AGAINST	ABSTAIN
1. "That[tbc]....."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. "That.....[tbc]....."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. "That[tbc]....."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 and byelaws 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 his 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 Honorary Treasurer, 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 6-monthly reports from the People Director, outlining any significant human resources 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 6-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 outside of budget and/or over £100k in value;
- Unbudgeted expenditure greater than 0.5% of the club's budgeted turnover or in excess of £10k, whichever is the lower;
- Contracts (other than player contracts) over two years in length and/or over £50k in value, including leases;
- Player contracts of 2 years or more duration, or costing over £100k per year, and/or outside of budget;
- 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 by three Directors, one of whom must be the Chair or Vice Chair, who will record the approval at the next meeting of the Board]

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): 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:

1. 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 (i.e. by letter or email); 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.

2. 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.

3. 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 five Directors, no fewer than four 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.

4. 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 he or she may have.

5. 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 3 working days;
- This notification shall be done in a recordable format (as indicated above).

6. 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.

Conference Calls

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 Skype, 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 conference call;
- 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 EIGHT (8): DIRECTORS' BREACH OF REGULATIONS

This Regulation relates to the **Sussex Cricket Limited Rule 7.41.6**.

Rule 7.41.6 states “A director shall cease to hold office if he or she is in breach of the Rules or the Regulations or byelaws 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 he or she 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 he or she has been afforded a reasonable opportunity of either (at his or her 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.

See also the ECB's Director and Officer Regulations (Appendix D).

In any of the circumstances listed above, the Chair of the Board of Directors shall notify the individual Director concerned of his or her 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 his or her 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 him 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 NINE (9): 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 and byelaws 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 or byelaws 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;
- Inclusion and Diversity Committee;
- Nominations and Election Committee;
- Performance 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 his or her 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 authorized 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 TEN (10): 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 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 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 he or she has 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 personnel 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;
- promote the success of *Sussex Cricket*;
- actively promote inclusion and diversity across all aspects of Sussex Cricket activities;
- ensure that he or she is 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 human 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 his or her best endeavors 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 him or her*^{see note below};
- 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 his or her time, attention and ability as is reasonably required for the purpose of carrying out his or her 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 c10 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.

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 his or her removal as a SCL Board Director in accordance with Rule 7.41.6 & Regulation 8.

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
- **Personnel/Human Resources**
 - Health & Safety Management
 - Safeguarding Expertise

- Volunteer Management
- Inclusion and Diversity
- **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 up to four 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, he/she has 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 & 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 inclusion, diversity and equality;
- 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 his team);
- Set the tone a style of the Organisation's operations, which is honest, open and consultative;
- Be able to secure credible relationships with all stakeholders;
- Be a competent public speaker and able communicator;
- Be able to express himself/herself 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 2 days per week to cope with these responsibilities.

REGULATION ELEVEN (11): 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 his or her 75th 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 his or her 75th 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 10.

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 he considers it may be potentially defamatory or in breach of copyright or otherwise unlawful.

ii) Proposer/Secunder

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 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 10.

The Nominations and Election Committee shall have due regard to inclusion and diversity 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 6 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 6 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 completed 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. 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 (SCL)

Candidate Statement for Elected Board Director [Form B]

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

CANDIDATE	
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	

PROPOSER	
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	

SECONDER	
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 Seconder	
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 his or her 75th 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 his or her 75th 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 TWELVE (12): 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 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 he/she shall not be required to stand for re-election.

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

REGULATION THIRTEEN (13): NOMINATION/ELECTION OF PRESIDENT AND VICE- PRESIDENTS

This Regulation relates to the Sussex 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 normally elected for their lifetime.”*

Rule 8.3 states *“No-one shall be proposed for election as President or Vice-President unless the Board of Directors has approved his or her 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) & 8b);
 - 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 he/she 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 his or her 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 Nominations & Election Committee, that the person nominated to the AGM is, in all respects, appropriate to fill the role.

e) Assurances

The Nominations & Election Committee shall assess the proposed candidate(s) for his or her 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 he or she 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 retain that title for life, 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 SCCC 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 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 SCCC 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

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

PROPOSER	
Name	
Address	
Telephone number (home/mobile)	
Email address	
Individual Membership number or Affiliated Club	
Signature of Proposer	
Date	

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

The Proposer and/or Seconder may be contacted by the 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 FOURTEEN (14): 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:

- a) 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.
- b) 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 & 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, HR and Finance departments), depending on job activity;

B: Community-based Cricket:

- a) The following sources of **income and assets** are attributable, within the ***Sussex Cricket Foundation***:
- Accumulated funds from Sussex Cricket Board;
 - 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 Vice-Presidents' donations.
- b) 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.

4. 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.
5. 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 SCL Honorary Treasurer. In the event of a dispute, the Board's decision may be appealed against to the Auditor whose decision will be final.
6. 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 FIFTEEN (15): 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 counter-party
 - 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 (Regulations 8 & 10) 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 SIXTEEN (16)

RELATIONSHIP BETWEEN SUSSEX CRICKET LIMITED AND SUSSEX CRICKET FOUNDATION

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

1. Respective Constitutional Bases

a) *Sussex Cricket Limited (SCL)* is a Community Benefits Society registered with the Financial Conduct Authority (FCA) under the Co-operative and Community Benefits Societies Act 2014.

As such, it has the following features:

- It is the overall governing body for cricket in the County of Sussex;
- Its Objects and Powers are set out in SCL Rules 3 and 4, as shown in **Appendix A** to this Regulation;
- Its voting membership comprises “Individual Members” and “Affiliated Club Members” (those recreational clubs/associated bodies affiliated to the Organisation);
- There is a Board of Directors, which, with effect from the AGM in 2021, shall comprise the following:
 - Four Directors elected by the Individual Members (“Elected Directors”);
 - Two Directors elected by the Affiliated Clubs (“Elected Directors”);
 - Up to four Directors co-opted by the Board of Directors (“Co-opted Directors”);
 - A Honorary Treasurer appointed by the Board of Directors (Honorary Director);
 - Up to three Executive Directors, including the Chief Executive, appointed by the Board of Directors (“Executive Directors”).

b) *Sussex Cricket Foundation* is a wholly owned subsidiary of *Sussex Cricket Limited* undertaking all the activities that are charitable.

As such, it has the following features:

- It is a *Charitable Company Limited by Guarantee*, set up and registered with the Charity Commission and HMRC, in order to limit the Trustees’ liability;
- Its Objects & Powers are shown in **Appendix B** to this Regulation;
- There is a Board of Trustees, which comprises the following:
 - A Chair of the Board of Trustees appointed by the **SCL** Board of Directors;
 - Two of the Directors elected to the SCL Board by the Affiliated Clubs (Ex-officio Trustees);
 - Other Trustees appointed by the **SCL** Board of Directors, up to a maximum of 12.
- The Board of Trustees shall be supported by volunteers who shall provide help and support with the charity’s fund-raising and grant giving.
- Trustees and Patrons of SCF are, while holding that office, also Honorary Members of SCL and entitled to those rights and privilege as set out in Regulation One. SCF Vice-Presidents are, while they hold that position, also Associate Members of SCL and entitled to the rights and privileges of Individual Members.

2. Memorandum of Understanding

A Memorandum of Understanding (MoU) exists between **Sussex Cricket Limited** and the **Sussex Cricket Foundation**, which is attached as **Appendix C**.

As well as the governance provisions stated above, it incorporates the following matters:

- Scope of operations;
- Funding;
- Management services;
- Management of facilities;
- Insurances
- Disputes;
- Timeframe;
- Review.

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

**SUSSEX CRICKET LIMITED
OBJECTS AND POWERS
[EXTRACT OF RULES (COMMUNITY BENEFITS SOCIETY 2014)]**

OBJECTS (RULE 3)

The objects of the Organisation shall be:

- 3.1 To be the local governing body for cricket within Sussex and in discharging this role to create and adopt a strategic framework and local policies.
- 3.2 To interpret and adhere to national directives and rules, regulations, policies and procedures through affiliation with the England & Wales Cricket Board ("ECB") or its successor(s) and/or any other relevant body or bodies.
- 3.3 To compete each season at as high a level as sustainably possible in such professional and amateur competitions as may, from time to time, be decided by the Board of Directors and the ECB, and to promote and arrange the playing of cricket matches by teams representing the County whether in the County or elsewhere.
- 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.
- 3.8 To provide such cricketing and other entertainment that may attract increasingly high levels of participation and membership/support that will produce surplus revenues to be deployed for the furtherance of the objects of the Organisation.
- 3.9 To do all such other things as are conducive to the attainment of the above objects or are otherwise in the best interests of the Organisation.

POWERS (RULE 4)

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:

- 4.1 Either directly or indirectly to employ, invest and deal with the assets and funds of the Organisation for the objects of the Organisation in such manner as shall be considered by the Board of Directors in its discretion to be desirable or expedient, and to carry on all such other activities (including but not limited to leasing, sub-leasing, re-leasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring, lending with or without security or otherwise dealing with real and personal property of any kind) as shall be considered by the Board of Directors to be necessary, desirable or expedient for the purposes of the Organisation or the advancement of its interests.
- 4.2 To raise or borrow money from Members or others up to a limit of £50 million for the purposes of or in connection with the activities of the Organisation or any of them, on such terms as may be decided by the Board of Directors. Any sum or sums raised or borrowed may be secured by way of mortgage or charge over all or any of the undertaking, property and assets, present or future, of the Organisation, and whether or not including any floating charge of all or any of the undertaking, property and assets of the Organisation.
- 4.3 To give any security or securities whether by way of mortgage or otherwise for the performance of any contracts or any debts, liabilities or obligations of the Organisation or any of its subsidiaries or other persons or corporations in whose business or undertaking the Organisation is interested, or to whom or in respect of whom the Organisation has given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligation of whatever nature of the Organisation by a trust deed or other assurance.
- 4.4 To accept and grant sponsorship, franchises and other arrangements, on such terms as may be decided by the Board of Directors.
- 4.5 To apply for and hold any licences consents and approvals that may be required in connection with the activities of the Organisation and to provide catering and such other facilities as the Board of Directors shall consider desirable.
- 4.6 To invite, receive and make donations for, or otherwise promote or assist in the development or continuance of facilities for, or the prestige of, cricket or any other sport or recreation.
- 4.7 To support (whether by direct subscription, the giving of guarantees, or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will, in the opinion of the Board of Directors directly or indirectly benefit, or is calculated so as to benefit, the Organisation in pursuit of its objects.
- 4.8 To promote, arrange and organise competitions and activities that will produce surplus revenues to be deployed for the furtherance of the objects of the Organisation.

- 4.9 To engage such officers, employees and consultants upon such terms and at such remuneration, as the Board of Directors may deem appropriate and to dismiss or retire any of them as may be necessary and lawful.
- 4.10 To make arrangement for the provision of pensions, insurances and other benefits for employees or ex-employees of the Organisation or dependants and relatives of any such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes.
- 4.11 To take out indemnity insurance for Board Directors and to insure property of the Organisation against any foreseeable risk and take out other insurance policies as may be considered necessary by the Board of Directors to protect the Organisation.
- 4.12 To maintain bank accounts in credit or overdrawn on such terms as the Board of Directors shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems.
- 4.13 To enter into all deeds and documents of novation, or otherwise consequent upon or by reference to the incorporation of the Organisation.
- 4.14 To invest any part of its funds, subject to the Act.
- 4.15 To maintain separate bank accounts and management accounts, prepared such that funds related to 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.

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

**SUSSEX CRICKET FOUNDATION
OBJECTS AND POWERS
[EXTRACT OF ARTICLES OF ASSOCIATION - COMPANY LIMITED BY
GUARANTEE (THE COMPANIES ACT 2006)]**

2. OBJECTS

The objects of the Foundation are for the benefit of the public to:

- 2.1 Promote community participation in healthy recreation by providing facilities for playing cricket and other sports (“facilities” means land, buildings, equipment and organising sporting activities);
- 2.2 Provide and assist in providing facilities for sport, recreation or other leisure time occupation of such persons who have need for such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving their conditions of life;
- 2.3 Advance the education of children and young people through such means as the trustees think fit in accordance with the law of charity.

3. POWERS

To further its Objects, the Foundation may:

- 3.1 Provide grants and loans for capital improvements to stadiums and grounds of community amateur sports clubs, charitable sports clubs and other bodies;
- 3.2 Provide and assist in the provision of money, materials or other help;
- 3.3 Promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.4 Publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.5 Organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.6 Provide or procure the provision of advice and guidance;
- 3.7 Alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which the English & Wales Cricket Charitable Trust may properly undertake;

- 3.8 Enter into contracts to provide services to or on behalf of other bodies;
- 3.9 Acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.10 Dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Foundation must comply as appropriate with the Charities Act 2011);
- 3.11 Borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Foundation must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.12 Set aside funds for special purposes or as reserves against future expenditure;
- 3.13 Invest the Foundation's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.14 Arrange for investments or other property of the Foundation to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.15 Lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.16 Open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.17 Accept (or disclaim) gifts of money and any other property;
- 3.18 Raise funds by way of subscription, donation or otherwise;
- 3.19 Trade in the course of carrying out the objects of the Foundation and carry on any other trade which is not expected to give rise to taxable profits;
- 3.20 Incorporate and acquire subsidiary companies to carry on any trade;
- 3.21 Subject to Article 4 (limitation on private benefits):
- engage and pay employees, consultants and professional or other advisers; and
 - make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.22 Establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.23 Become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Foundation's objects);

3.24 Undertake and execute charitable trusts;

3.25 Amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;

3.26 Co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;

3.27 Pay out of the funds of the Foundation the costs of forming and registering the Foundation;

3.28 Insure the property of the Foundation against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Foundation;

3.29 Provide indemnity insurance for the Trustees or any other officer of the Foundation in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to “charity trustees” in the said Section 189(1) shall be treated as references to officers of the Foundation); and

3.30 Do all such other lawful things as may further the Foundation’s objects.

MEMORANDUM of UNDERSTANDING

**Between
SUSSEX CRICKET LIMITED
and
SUSSEX CRICKET FOUNDATION**

1. Key Partners

Sussex Cricket Limited (company number: 30143R) whose registered office is at County Ground, Eaton Road, Hove, East Sussex BN3 3AN

and

Sussex Cricket Foundation (company number: 9592885) registered charity number: 1162649) whose registered office is at County Ground, Eaton Road, Hove, East Sussex BN3 3AN

2. Governance

2.1 Sussex Cricket Limited (SCL) is the governing body for cricket in Sussex. A Board of Directors leads the company's strategy and the Chief Executive (who is an Executive Director of SCL) is responsible for its effective delivery and for day-to-day running.

2.2 Sussex Cricket Foundation (SCF) is a registered charity, which is a wholly owned subsidiary of SCL. It is led by a group of Trustees, who are appointed by the SCL Board of Directors.

3. Memorandum of Understanding

3.1 This is a Memorandum of Understanding (MoU) that sets out the framework for the working relationship between the key partners.

4. Timeframe

4.1 This MoU, as amended from time to time, shall relate to the period from 1 November 2015.

5. Scope of Operations

5.1 SCL has determined that the responsibilities of SCF shall be as follows:

5.1.1 Managing the planning and execution of the Sussex Community Cricket programme, within the framework of SCL's *Corporate Social Responsibility* policies;

5.1.2 Receiving and managing charitable funding from the ECB/England & Wales Cricket Charitable Trust;

5.1.3 Managing the Community Cricket Department in respect of recreational cricket (*The SCL is the governing body for all organised cricket in the County, with the SCF having devolved authority for*

managing all non-professional related cricket, as defined at Regulation 13);

- 5.1.4 Undertaking various fundraising activities, with a view to making grants or loans in respect of the Academy Ground at the Blackstone Playing Fields and to recreational and community cricket. Such fund raising shall include applying for grant aid, arranging events and securing donations.
- 5.2 Whilst outsourcing to SCF the management of activities listed in 5.1, SCL retains a direct interest in and support for those areas by:
 - 5.2.1 Providing management services to SCF
 - 5.2.2 Providing facilities to SCF
 - 5.2.3 Receiving funds from SCF in support of SCL's operational commitments, including the cost of maintaining and improving the Blackstone Playing Fields.

6. Management Services

- 6.1 SCL agrees to provide to SCF the services of those departments of SCL that will allow SCF to operate effectively, namely:
 - 6.1.1 Senior Management
 - 6.1.2 Commercial/Marketing
 - 6.1.3 Human Resources
 - 6.1.4 Operations & Facilities
 - 6.1.5 Finance
- 6.2 The staff operating within the Community Cricket Department will be employed jointly by SCL and SCF. Any contractual disputes or conflicts in this respect shall be resolved in accordance with section 10 below.
- 6.3 SCL shall raise with SCF a monthly list of employment and other charges in respect of management services related to the Community Cricket Department. These expenses are to be shown in the SCF's periodic reports and accounts. Management services provided to SCB staff as at 31 October 2015 shall be allocated as a SCL cost. Additional management services utilised by SCF shall be attributed, based on usage.

7. Facilities

- 7.1 The Operations and Facilities Director of SCL shall arrange the use of such facilities under the control of SCL that are required to further the objects of SCF. Office accommodation provided to SCB staff as at 31 October 2015 shall be allocated as a SCL cost. Additional office space utilised by SCF shall be recharged, based on usage.

7.2 In order to give clarity to the ownership of the *Blackstone Playing Fields*, a separate agreement concerning this facility is attached at Annex A to this MoU.

8. Financial Matters

8.1 The Honorary Treasurer of SCL shall have overall responsibility for SCF financial matters. The SCL Audit and Risk Committee (which the Honorary Treasurer chairs) shall include SCF in its remit, including budget, financial control, risk assessment, management reporting, external audit and annual report & accounts.

8.2 SCL's Finance Director shall maintain SCF's financial records and manage day-to-day payments/receipts.

8.3 The following extracts from the Rules 4.15 & 12.6 of SCL set out the ring-fencing of funds:

8.3.1 *"Rule 4.15 - Separate bank accounts will be maintained and management accounts prepared such that funds and activities 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."*

8.3.2 *"Rule 12.6 - 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 cricket."*

8.4 The SCL Regulation 14 identifies the anticipated sources of income and expenditure for both SCL and SCF. Where doubt exists within those Regulations about the correct allocation of income or expenditure to either SCL or to SCF, the Honorary Treasurer shall come to a decision, execute it and if necessary account for his actions to the relevant Board.

9. Insurances

9.1 SCL agrees to provide and pay for all insurances relevant to SCF operations including, but not exclusively, the cover of assets and contents, public liability, directors/trustees and officers' liability and employers' liability.

Disputes

10.1 Disputes arising from this agreement are to be dealt with as follows:

10.1.1 In the first instance disputes shall be resolved at management level between the parties.

10.1.2 Should no resolution be found following that process, the matter shall be referred jointly to the Chair of Trustees and the Chief Executive of SCL.

10.1.3 If the Chair of Trustees and the Chief Executive of SCL are unable to reach an agreement, a panel of representatives of equal number (not greater than 3 each) from both the Board of Directors of SCL and the Trustees of SCF shall meet to resolve the matter and to recommend actions to prevent such disputes recurring. Any mediation required in this process shall be provided by the auditor of the SCL Accounts or other independent person.

11 Review

11.1 This MoU is subject to at least annual review by both the Board of Directors of SCL and the Trustees of SCF. It may be reviewed at any other time as agreed by both parties, should circumstances suggest this to be a prudent course of action.

11.2 Recommended amendments shall be presented to the SCL Board and the Trustees for ratification and, once approved by both, such changes will be incorporated in this MoU.

Annex:

A. *Blackstone Playing Field*

Authorisation

This Memorandum of Understanding and its annex are authorised by resolution of:

The Board of Directors of Sussex Cricket Limited dated

Chair Chief Executive

And

The Board of Trustees of Sussex Cricket Foundation dated

Chair Charity Secretary

Annex A to Memorandum of Understanding between Sussex Cricket Limited and Sussex Cricket Foundation

BLACKSTONE PLAYING FIELDS

1. INTRODUCTION

- 1.1. This annex to the Memorandum of Understanding (MoU) between Sussex Cricket Limited (SCL) and Sussex Cricket Foundation (SCF) deals with the management of Blackstone Playing Fields, a facility for the use of Sussex Cricket Academy and Sussex Community Cricket interests.
- 1.2. This agreement supersedes previous agreements reached in October 2007 between the Sussex Young Cricketers Educational Trust (SYCET) and Sussex CCC (SCCC) and in March 2011 between SCCC and Sussex Cricket in the Community Trust (SCCT), agreeing the transfer of the responsibility for managing Blackstone Playing Fields from SYCET to SCCC, with effect from 1st November 2007.
- 1.3. Noting that the objects of SCF's antecedents, namely SYCET and SCCT, were to fund-raise and make grants, SCF's Objects, *inter alia*, retain these functions. SCL therefore looks to the Foundation as the primary source of revenue and capital funding for the Blackstone Playing Fields.
- 1.4. This annex to the MoU sets out in detail the respective responsibilities of each organisation and thereby describes the partnership that exists between the two organisations in respect of the Blackstone Playing Fields facility.

2. BLACKSTONE PLAYING FIELDS

- 2.1. Blackstone Playing Fields comprises two parts, as follows:
 - a. South Field & Car Park**

The Wodmancote 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.
- 2.2. The Parish Council leased the whole ground (both parts as described above in 2.1) to the SYCET as the tenant, with effect from 6th 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.
- 2.3. 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 at 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.

- 2.4 On legal advice, with effect from 1st 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.

3. RESPECTIVE RESPONSIBILITIES

3.1. Sussex Cricket Limited

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

- has full control over the management of the Blackstone Playing Fields (“the facility”);
- has full responsibility for planning improvements and funding the facility;
- has responsibility for maintaining links with Woodmancote Parish Council, the Woodmancote Playing Fields Association and Horsham District Council;
- has responsibility for preparing and presenting new planning applications;

SCL will present annual budget requests to the SCF by 30 September in each year, in respect of future revenue and capital funds required for the improvement and upkeep of Blackstone Playing Fields.

3.2. Sussex Cricket Foundation

SCF 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 supporting activities through grant/loan-making and encouraging participation that enable, encourage and develop young people from a variety of social environments and physical abilities to gain access to improving the quality of their lives through cricket.