

Derbyshire County Cricket Club
The Central Co-op County Ground
Nottingham Road
Derby DE21 6DA

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DERBYSHIRE COUNTY CRICKET CLUB LIMITED

Founded in 1870

Club Rules to be adopted with effect from 31st January 2026

THESE RULES SUPERSEDE ANY PREVIOUS VERSIONS OF THE RULES

Derbyshire County Cricket Club Ltd. Registered in England. Company Registration Number 28711R.





Equalities Statement

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

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

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

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

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

Derbyshire County Cricket Club's colours were formalized in March 1884 as 'chocolate, Cambridge Blue and pale yellow'.

"The club's badge, the golden Tudor rose and St Edward's (red) crown, had been used as an emblem of Derbyshire since the 15th century, not long after Henry V11 married Elizabeth of York and adopted the Tudor rose badge combining the white rose of York and the red rose of Lancaster. The rose is coloured gold to symbolise quality and differentiate it from the emblems of Yorkshire and Lancashire. A Tudor rose also appears in the arms of the county council."

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1. Name

The Co-operative Benefit Society shall be called "The Derbyshire County Cricket Club Limited".

2. Registered Office

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

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

3. Objects and Powers

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

3.2 In furtherance of its objects the Club shall have power to do all such things as are incidental or conducive to the objects of the Club, including (but not limited to) all or any of the following

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

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

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

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

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

3.2.6 to support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the Board of Directors, directly or indirectly benefit or is calculated so to benefit the Club or its activities or its employees or ex-employees or the activities, officers, ex-officers, employees or ex-employees of any company which is for the time being or has at any time been a subsidiary of the Club; and

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

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

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4. Use of Name

4.1 The name of the Club shall:

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

4.1.2 be stated in legible characters:

4.1.2.1 on all business letters of the Club;

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

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

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

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

5. Memberships

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

5.2 The Board shall have the power to appoint Vice Presidents and grant Honorary Life Membership. Former players who have been capped whilst playing for the Club are eligible for an Honorary Life Membership along with any other persons who in the opinion of the Board have rendered special service to the Club or to the furtherance of the game of cricket in the County or elsewhere. The appointments of Vice Presidents is generally reserved for non-playing individuals who have served the Club in other capacities.

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

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

All members as defined in 5.3 who have paid their membership by 1st September of the previous season, have an honorary membership as listed above or are a life member shall be entitled to attend and cast one vote on each resolution at any General Meeting.

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

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

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direct debits. Officials nominated in an appropriate resolution may execute such an indemnity on behalf of the Club.

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

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

5.8 The Board shall have the power to expel any Member of the Club whose conduct is in the opinion of the Board injurious to or inconsistent with the interests of the Club. If any member transfers, lends or parts with a non-transferable ticket to any other person, then that action shall be deemed to be conduct inconsistent with the interests of the Club. Before the Board exercises its power to expel a Member, the Member concerned shall be given at least fourteen days' written notice of the proposal and of the general nature of the reason therefore and of the date, time and place of the Board Meeting at which the proposal is to be considered. In the event of the Board's decision to expel the Member the Member will have 30-day period to appeal the decision in writing to the Chair to be considered at the next available Board meeting.

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

In the case of a member of the Board, the Board shall have the power to expel any of its Directors whose conduct is, in the opinion of eight of its total voting membership of ten, seriously injurious to the interests of the Club. In the event of a meeting of the Board at which it is proposed a Director is expelled being attended by fewer than the total complement of 10 Directors, the votes of the non-attendant Directors must be sought before a decision is reached. Any such Director shall have a right of appeal to a board of three persons nominated by a Past President. Any Director expelled from the Board will be ineligible to seek election or be appointed to the Board for a period of 5 years from the date of expulsion.

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

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

5.11 A member of the Club may nominate one or more persons to become entitled at the Member's death to —

- (a) the whole of any property in the society (whether in shares, loans or deposits or otherwise) which the Member may have at the time of death, or;
- (b) to such part or respective parts of that property as may be specified in the nomination

6. Share Capital

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

6.2 Every Member shall hold one share and no more in the capital of the Club. No person who is not a Member shall be issued with a share.

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

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

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

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

7. Juniors

7.1 Juniors may at the discretion of the Board, upon completion by one of their parents or guardians of the appropriate form (obtained from the Club) approved for the time being by the Board and payment of the appropriate entrance fee (if any) and annual subscription for the time being payable in accordance with Rule 9, be permitted to participate in such of the activities of the Club as the Board may from time to time direct. This includes being able attend the Club's AGM in a non-voting capacity if accompanied by one of their parents or guardians.

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

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

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

8. General Meetings and Procedures

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

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

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

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

8.2.3 to notify Members of the Board's appointment of President.

8.2.4 to announce the result of the election for the member elected Board members as outlined in rule 10.

8.2.4.1 to ratify the appointment of the Nominations Committee Appointed Board members as outlined in rule 10 in the appropriate year.

8.2.4.2 to authorise the Board to appoint the Auditors;

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

8.2.6 to declare the result of elections and elect Board Members to fill vacancies in accordance with Rule 10;

8.2.7 to consider any resolution, notice of which has been given in writing to the Board that has been submitted 6 weeks prior to any General Meeting, such resolutions may be put by the Board or, alternatively, by a voting Member supported by at least forty other voting Members of the Club.

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

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

8.4 The Chief Executive, on the written request of not less than 10% of the voting Members, must convene a Special General

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Meeting as soon as practicable and no later than within ninety days of such request. The number of voting Members for this purpose shall be defined as being the number registered at the Club on the last day of the month preceding the receipt of such request by the Chief Executive.

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

8.6 No business may be transacted at any General Meeting unless a quorum of forty voting Members is present either in person or joining remotely (via Zoom, Teams or the Club's chosen virtual platform) at the time when the Meeting should commence and at all times until the meeting formally closes. If half an hour after the time appointed for the Meeting or at any time during the meeting, a quorum of Members is not present, the Meeting if convened upon the requisition of Members, must be abandoned. In any other case, it must stand adjourned to such other date and at such other time and place as the Board may determine and notify to voting Members. If at the adjourned Meeting a quorum is not present half an hour after the time appointed for the Meeting, the Members present shall form a quorum. Any Members choosing to join remotely must clearly state their full name on their Zoom, Teams (or the Club's chosen online platform) ID to be admitted to the meeting or must be able to provide proof of membership and show a copy of formal ID on request.

8.7 The Chair of the Club shall preside as Chair of every General Meeting. If he is unable to act, another Board member shall preside. In their absence, the Meeting must appoint a Chair from among the voting members of the Board. A resolution shall be put to the vote of the Meeting when submitted in accordance with Rule 8.2.7. The form of vote shall be one or more of the following, at the discretion of the Board:

8.7.1 a show of hands;

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

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

8.7.4 an online vote audited by the Club's Auditors within twenty-one days of the Meeting.

8.7.5 when any proposed resolution or any such business of the Club is deemed appropriate to require a vote all Members as defined in Rule 5.3 will be allowed one vote in the form determined by the Board on a one member one vote only basis.

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

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

9. President

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

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

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

10. The Board of Directors

Appointment of the Board of Directors (The Board)

The appointment of the Board of Directors is as per Rule 10 from 10.1 to 10.30 inclusively.

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10.1 The Club is led by a Board of Directors (hereinafter called the Board). The role of the Board includes:

- Establishing the Club's values
- Determining the Club's strategic direction, having regard to the views of the Members
- Setting objectives that achieve the Club's strategy and monitoring achievement of those objectives
- Ensuring the Club has the resources to achieve its objectives
- Ensuring the Club complies with all legal and statutory requirements and the rules of its governing body
- Preserving the Club's Heritage
- Supporting Recreational Cricket across Derbyshire.

10.2 The Board is quorate if a minimum of five Directors are present, the majority of whom must be the Member elected Non-Executive Directors.

10.3 The Board consists of a minimum of 10 Directors split as follows:

Five Member elected Non-Executive Directors

- Non-Executive Director – Commercial
- Non-Executive Director – Ground and Operations
- Non-Executive Director – Cricket
- Non-Executive Director – Legal
- Non-Executive Director - General with no specialist skill requirements

Three Nominations Committee appointed Non-Executive Directors

- Non-Executive Director – Finance
- Non-Executive Director – with appropriate specialist skills at the discretion of the Board
- Non-Executive Director – with appropriate specialist skills at the discretion of the Board

Two Executive Directors

- Chief Executive Officer
- Chief Financial Officer

10.4 All Member elected Non-Executive Directors must be a Member of the Club. Nominations Committee appointed Non-Executive Directors must become Members of the Club once their appointment has been ratified by the Members.

10.5 All Directors share responsibility with the other directors for the decisions made by the Board.

10.6 The Board may choose at its discretion to increase the size of the Board to a maximum number of 12 Directors to ensure the relevant skills and gender and ethnic diversity are present at any one time on the Board by increasing the number of elected Non-Executive Directors to 6 and the number of Appointed Non-Executive Directors to 4. Any additional appointments would be subject to the usual nomination and electoral process appropriate for either an elected or appointed non-executive director as set out in Rule 10.1 to 10.30 and the appropriate terms would apply. Following any increase in the size of the Board to 12 the Board may choose to reduce the size of the Board back to a minimum of 10 once any appropriate terms are complete at its discretion.

10.7 All Non-Executives Directors should have the following skills:

- The ability to constructively challenge and hold the Executive Directors to account for the delivery of strategy
- Positive relationship builder
- Commitment to inclusion, diversity and equality
- An interest in cricket and a commitment to the local community
- Independent judgement, logical thinking and diplomacy
- Integrity and discretion

One member of the Board will be allocated responsibility for Safeguarding.

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In addition to these skills, the specialist Non-Executive Directors must have the following skills according to their role:

Non-Executive Director – Finance (Nominations Committee Appointed)

- Degree-level education
- A qualified member of an accountancy institute (ICAEW, CIMA, ACCA or CIPFA) or equivalent body
- Significant experience in finance, with at least five years in senior management
- Experience of managing professional staff
- Good working knowledge of how an effective Audit and Risk Committee operates

Non-Executive Director – Cricket (Member Elected)

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

Non-Executive Director – Legal (Member Elected)

- Strong knowledge of corporate laws and regulations
- Member of the Law Society or equivalent body
- Possess a law degree

Non-Executive Director – Commercial (Member Elected)

- Experience of working with senior management teams to formulate sales strategies and solutions
- Proven track record of increasing revenue in a commercial organisation

Non-Executive Director – Ground and Operations (Member Elected)

- Senior management experience in construction, facilities management or a related sector
- Significant knowledge of Health and Safety legislation

10.8 The Board is led by a Chair. Both the Member elected and appointed Non-Executive Directors are eligible to be Chair.

As detailed in Rule 11.1 the Chair will be elected by the Board on annual basis and in line with the ECB's Governance Framework will serve as Chair for maximum of 6 years in total consecutively or otherwise.

The role of the Chair is to:

- Provide effective leadership of the Club working within the framework set out by the England and Wales Cricket Board (ECB)
- Exhibit and uphold the highest standards of governance and integrity
- Establish a collaborative and open relationship with the Club's Members
- Set the agenda for the Board in consultation with the Chief Executive Officer and Board Secretary
- Ensure the effective running of the Board
- Regularly evaluate the performance of the Board and its Committees
- Conduct an annual appraisal of the Chief Executive Officer and Non-Executive Directors
- Represent the Club as both a spokesperson and an ambassador

The individual elected as Chair must have:

- Sufficient time to carry out all activities pertaining to this role, including representing the Club at away fixtures and at ECB-related meetings, presentations and other duties as required throughout the country
- A proven track record at executive level and ideally hold or have held a main board position in a plc or mutual or public sector organisation, or have built up his or her own business
- Demonstrable commercial acumen

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- Good knowledge of governance and strategic planning

Board Appointments

Ex Officio Directors

10.9 The Chief Executive Officer and Chief Financial Officer/Finance Director will be members of the Board by virtue of the roles they perform. The Chief Executive is also the Company Secretary. Remuneration of the Company Secretary falls part of the Chief Executive salary and this is detailed in the Annual Accounts; The powers involve taking Board minutes, ensuring compliance with Club Rules and ensuring all submissions are made to the FCA.

Member Elected Directors

10.10 Every candidate for these roles must be a voting Member of the Club and if they are not already a serving Director or are only a serving Director by virtue of appointment by the Nominations Committee they must have a proposer and ten seconders, all of whom must be voting Members.

10.11 Any Member who is currently serving as a Director and Board member must confirm to the Chair of the Nominations Committee their intention to stand for re-election in writing but does not need to re-submit a proposer or seconder.

10.12 Any Member standing for election to the Board must state in a written submission to the Chair which specific Director role they are standing for along with their suitability for the role.

10.13 All submissions for election or re-election must be submitted to the Chair of the Nominations Committee no later than 4pm, 6 weeks prior to the AGM. For example an AGM on 31st March would require submission by 4pm on 17th February. An AGM date will be made available by 31st January of that particular year.

10.14 The Nominations Committee will determine the suitability of a candidate and their decision to reject a nomination will be final.

10.15 In the event of an election being necessary, all voting Members will be invited to vote in a postal or online ballot. If there is only 1 nomination an election is not deemed necessary and this person will automatically be appointed at the Annual General Meeting.

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

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

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

10.19 The elections of the member elected roles will be split on a three-year voting cycle with each serving a three-year term.

10.19.1 If a role is vacated mid-term and it is filled as outlined in 10.30, a vote will take place at the next election. The initial term for that vote will then be for the number of years to get to the next 3-year cycle. I.e. role 1 would have a cycle of 2021, 2024, 2027, 2030. If a mid-term election is held then this would be for the number of years left before the next cycle election.

Membership of the Nominations Committee

10.20 *The Nominations Committee shall consist of the following.*

- Club Chair
- The Nominations Committee Appointed Non-Executive Directors*
- One independent Human Resources Adviser (will have full voting rights and can only serve for maximum of nine year)

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**Note: In the event that the Club Chair is a Nominations Committee Appointed Non-Executive Director, one of the other Appointed Directors must be replaced on the Nominations Committee by a Member-Elected Non – Executive Director.*

10.21 The Chair of the Nominations Committee will be the Club Chair unless the agenda causes a conflict of interests for the Club Chair in which case a Nominations Committee appointed Non-Executive Director will act as Chair of the Nominations Committee for the appropriate agenda item(s).

10.22 Members of the Nominations Committee will not take part in any part of the meeting that concerns their position on the Board or may cause a conflict of interests.

10.23 The Nominations Committee is quorate if a minimum of three of its members are present, the majority of whom must be Nominations Committee appointed Non-Executive Directors.

10.24 In the event of a tied vote, the Chair of the Nominations Committee will have the casting vote.

The Role and Workings of the Nominations Committee

10.25 The Nominations Committee shall meet as required but no less than annually.

10.26 The role of the Nominations Committee is to appoint the Non-Executive Director with Finance skills as well as the two Directors with specialist skills.

All three of these roles will be appropriately advertised and candidates will be interviewed by the Nominations Committee. The interview will ensure the candidate has the requisite skills to perform the role, will act in the best long-term interests of the Club, and have no conflict of interests.

10.27 Nominations Committee appointed Non-Executive Director appointments will be ratified by the Members. If 25% of Members object to the appointment, then the appointment becomes null and void and the nominations committee will re-select a candidate for ratification. The ratification will take place with proposed appointments sent to Members prior to the AGM, if Members object to the appointments they should notify the Club's Chief Executive Officer in writing 7 days prior to the AGM.

10.28 The role of the Nominations Committee is also to determine the suitability of candidates for Member elected Director roles and discuss any succession planning for Board roles as appropriate.

Terms of Office

10.29 All Directors, other than Directors serving in an ex officio capacity, serve for defined terms.

10.29.1 All Non-Executive Directors should serve for no more than 9 years in total whether in consecutive terms or not.

10.29.2 In the exceptional circumstance that the Board believes an extension of any term is in the best interests of the Club, an extension to the said term may be offered at the Board's discretion (and Subject to ECB's Governance Framework and approval) but this extension must be for a maximum of three additional years and will be subject to the usual nomination and electoral process appropriate for either an elected or appointed non-executive director as set out in Rule 10.1 to 10.31.

10.29.3 Any previous service as a Board or Committee member will be counted for the purposes of applying clause 10.29.

10.29.4 A Directors term starts when they have undertaken a Member election or their appointment has been formally ratified by the Members.

10.29.5 Directors serving in an ex officio capacity will serve on the Board only for the duration they hold the relevant office.

Board Vacancies

10.30 The Nominations Committee has the power at any time to fill a specific Member elected Director vacancy without recourse to a ballot. The Board Director so appointed will hold office until the next Annual General Meeting at which a ballot for Board membership is required in accordance with the Club's election rules. A member elected Board member will be eligible to vote when they join the Board. For clarity this may occur before they are elected at the first available Annual General Meeting.

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Absence

10.31 Any Non-Executive Director who has been absent (either in person or joining virtually via Microsoft Teams or any such software) from Board Meetings for three consecutive months without authorisation by the Board shall be deemed to have retired and the role will be treated as a vacancy.

Removal of the Board of Directors (The Board)

10.32 Aside from the normal conventions of elections, co-options and the expiry of tenure terms, the processes for which are contained within these rules, the Board of Directors can be removed by a vote of no confidence. A vote of no confidence must be submitted as a resolution as outlined in Rule 8.2.7 for consideration at an Annual General Meeting or Special General Meeting. As per Rule 8.2.7 a resolution of a vote of no confidence must be submitted 6 weeks prior to any General Meeting, by a voting member supported by at least 40 other voting members of the club. A majority vote in favour will suffice for the proposal to be carried. In the event of a vote of no confidence in the Board being carried, the Board will be expected to resign with immediate effect with the exception of the two Executive Officers, the Chief Executive Officer and Chief Financial Officer, as these two positions are salaried, members of staff.

11. Powers and Duties of the Board of Directors

11.1 The Board shall, at its first Meeting after the Annual General Meeting in each year, elect a Chair. A Chair will be chosen from the member elected or nominations committee appointed positions. All member elected and all nominations committee appointed Directors will vote for the Chair.

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

11.3 The Board of Directors shall appoint the Head of Cricket and have the power to terminate the appointment at its discretion.

11.4 The Head of Cricket shall appoint the captain and playing staff in consultation with the Board.

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

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

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

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

11.8.1 No cricket memorabilia possessed by the Club may be sold unless agreed by the Board and no memorabilia item above £1,000 in value can be sold without it being approved at an AGM or SGM.

11.9 The Chair of the Board or, in his absence, any nominated Director, shall preside as Chair at Meetings of the Board.

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

11.11 No business may be transacted at a Board meeting unless attended by a quorum of Directors as outlined in 10.2.

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

11.13 *Other than the reimbursement of reasonable out of pocket expenses properly incurred when acting on behalf of the Club,*

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no member of the Board may be remunerated by the Club for being a member of the Board.

11.14 The Remuneration of the Club's officer's and executive staff will be agreed by the Board's Remuneration Committee on an annual basis in line with the annual budget process.

12. Auditors

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

12.2 The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications (other than voting forms) relating to any general meeting which any Member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns them as auditors.

12.3 The Members will give authority to the Board to appoint the auditors and agree their remuneration on an annual basis at the AGM. The proposed auditors will be presented in advance to the Members and will be ratified by a majority show of hands by those Members in attendance at the meeting.

13. Register of Members and Directors

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

13.1.1 the names and addresses of the Members;

13.1.2 a statement of the number of shares held by each Member and of the amount paid or agreed to be considered as paid on the shares of each Member;

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

13.1.4 the date on which each person was entered in the register, as a Member and the date on which any person ceased to be a Member; and

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

14. Inspections of Books

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

15. Annual Return

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

15.2 Subject to the Co-operative and Community Benefit Societies Act 2014 the annual return shall be made up for the period beginning with the date of registration of the Club under the Acts or with the close of business on the date to which the Club's last annual return was made up (whichever is the later), and ending:

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

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

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

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

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

16. Publication of Accounts

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

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

17. Seal

The Club shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Chief Executive Officer and shall be used only under the authority of the Board which may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by any two Directors.

18. Rules

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

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

19. Notices

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

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

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

20. Registration

These Rules shall take effect on and from their registration pursuant to the provisions of the Co-operative and Community Benefit Societies Act 2014

21. Definitions and Interpretation

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

"the Acts" means the Subject to the Co-operative and Community Benefit Societies Act 2014 any subsequent Acts governing or otherwise affecting Co-operative and Community Benefit Societies

"annual return" means the annual return which the Club is required to send to the appropriate registrar under the Co-operative and Community Benefit Societies Act 2014

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

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

"Club" means The Derbyshire County Cricket Club Limited

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

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

"financial year" means a period of 12 months ending on 31st December"

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

"junior" means a person under the age of 18

"Member" means a Member of the Club

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

"resolution" includes motion

"Return Address" means the Club's registered office or such other address as the Board of Directors may notify to Members

"returned voting form" means to the Club's registered office or such other address as the Board may notify to members

"Rules" means the Rules of the Club from time to time

"special resolution" means a resolution which has been passed by a majority of not less than two thirds of such Members as (being entitled to do so) vote in person or by post at a general meeting of which a notice, specifying the intention to propose the resolution as special resolution, has been duly given in accordance with these Rules

"subsidiary" shall have the same meaning as is given to it by the Co-operative and Community Benefit Societies Act 2014

"working day" means any day on which the Club office is open for normal business`

22. Interpretation

22.1 In these Rules, the masculine shall include the feminine and where appropriate the singular shall include the plural.

22.2 Any dispute with the Club rules that cannot be settled will be referred to an independent body to act as arbitrator as agreed between the parties or, in default of agreement, the arbitrator shall be Sports Resolutions UK.

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