



Cornwall Cricket Board



THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF CORNWALL CRICKET BOARD LTD

INTERPRETATION

- In these Articles, “**the 1985 Act**” means the Companies Act 1985, “**the 2006 Act**” means the Companies Act 2006
- “**Address**” means a postal address, or for the purposes of electronic communication a fax number, an email or postal address or a text message number in each case registered with the Company.
- “**the Company**” means the Company intended to be regulated by these Acts, i.e., Cornwall Cricket Board.
- “**Clear days**” in relation to a period of notice means a period excluding
 - The day when the notice is given or deemed to have been given, and
 - The day for which it is given or on which it is to take effect
- “**the Memorandum**” means the Memorandum of Association of the Company
- “**Officers**” includes the Directors and the (Company) Secretary.
- “**Members**” means Voters and non-voting members of the Company
- “**Voters**” means the voting Members, Officers, Chair and non-Executive Directors.
- “**Secretary**” means the person appointed to perform the secretarial administrative duties of the Company, without voting rights.
- “**the Directors**” means of the Company (i.e., the Cornwall Cricket Board).
- “**Non-executive Directors**” means the independent, voluntary board voting positions held by the Directors of the Company.
- “**Executive Directors**” means the board voting positions responsible for the day-to-day management of the business.
- “**the United Kingdom**” means Great Britain and Northern Ireland and words importing one gender shall include all genders and the singular includes the plural and vice versa
- Unless the context otherwise requires, words or expressions contained in these Articles have the same meaning as in the 1985 Act or the 2006 Act but excluding any statutory modification not in force when this constitution becomes binding on the Company.
Apart from the exception mentioned in the above paragraph, a reference to an Act of Parliament includes a statutory modification or re-enactment of it for the time being in force.

The provisions of the Memorandum of Association to the extent that they could have been contained in the Articles shall take effect as though repeated here.

1. MEMBERS

- 1.1 The subscribers to the Memorandum and such other persons, associations or organisations that are admitted to membership in accordance with these Articles and any rule made under Article 27 shall be Members of the Company.
- 1.2 Membership is open to other individuals or organisations who: apply to the Company in the form required by the Voters, and are approved by the Voters
- 1.3 There shall be two classes of Board membership – voting and non-voting
- 1.4 The Company may from time to time admit new Voters; the current list of Voters is held by the Secretary and may be inspected upon application.



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- 1.5 The Company may from time to time admit new non-voting members; a current list of members (non-voting) is held by the Secretary and may be inspected upon application.
- 1.6 The Voters may only refuse an applicant for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application
- 1.7 The Voters must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 1.8 The Voters must consider any written representations the applicant may make about the decision. The Voters' decision following any written representations must be notified in writing but shall be final.
- 1.9 Membership is not transferable to anyone else.
- 1.10 The Directors must keep names and address of Members.

2. CLASSES OF MEMBERSHIP

- 2.1 The Voters may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of Members.
- 2.2 The Voters may not directly or indirectly alter the rights or obligations attached to a class of membership
- 2.3 The rights and obligations attached to a class of membership may only be varied if:
 - 2.3.1 Three-quarters of the Members of that class consent in writing to the variation, or
 - 2.3.2 A special resolution is passed at a separate general meeting of the Members of that class agreeing to the variation.
- 2.4 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

3 TERMINATION OF MEMBERSHIP

- 3.1 Membership is terminated if
 - 3.1.1 The Member dies, or if it is an organisation, ceases to exist
 - 3.1.2 The Member resigns by written notice to the Company unless after the resignation, there would be fewer than two Members
 - 3.1.3 Any sum due to the Company is not paid within six months of it falling due
 - 3.1.4 The member is removed from membership by a resolution of the Voters that it is in the best interests of the Company that his or her membership is terminated. A resolution to remove a Member from membership may only be passed if:
 - 3.1.4.1 The Member has been given at least twenty-one days' notice in writing of the meeting of the Voters at which the resolution will be proposed and the reasons why it is to be proposed.
 - 3.1.4.2 The Member, or at the option of the Member, the Member's representative (who need not be a Member of the Company) has been allowed to make representations at the meeting.

4 GENERAL MEETINGS

- 4.1 The Company must hold its first annual general meeting within eighteen months of its Incorporation.
- 4.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may lapse between successive annual general meetings.
- 4.3 The minimum of three Voters may call a general meeting at any time giving the usual notice.



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5 NOTICE OF GENERAL MEETINGS

- 5.1 The minimum periods of notice required to hold a general meeting of the Company are:
- 5.1.1 Twenty-one clear days for an annual general meeting.
 - 5.1.2 Fourteen clear days for all other general meetings.
- 5.2 A general meeting may be called at shorter notice if it is so agreed by a majority in number of Voters having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.
- 5.3 The notice must specify the date and time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Voters to appoint a proxy under section 324 of the 2006 Act and Article 9 of these Articles.
- 5.4 The notice must be given to all Members and auditors (if applicable).
- 5.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.

6 PROCEEDINGS AT GENERAL MEETINGS

- 6.1 No business shall be transacted at any general meeting unless a quorum is present.
- 6.2 A quorum is six Voters present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 6.3 The authorised representative of a member organisation shall be counted in the quorum.
- 6.4 The meeting shall be adjourned until such time and place as the Voters shall determine if:
- 6.4.1 A quorum is not present within half an hour of the time appointed for the meeting.
 - 6.4.2 During a meeting a quorum ceases to be present.
- 6.5 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 6.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the Voters present in person or proxy at that time shall constitute the quorum for that meeting.
- 6.7 General meetings shall be chaired by the elected Chairperson.
- 6.8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a Voter nominated by the Voters shall chair the meeting.
- 6.9 The Voters present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 6.10 The person chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 6.11 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 6.12 If a meeting is adjourned by a resolution of the Voters for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 6.13 No Voter shall have a vote for the appointment to a role for which they have been nominated.

7 VOTING PROCEDURES

- 7.1 Any vote at a meeting shall be decided by a show of hands unless before or on the declaration of the result of a show of hands a poll is demanded:
- 7.1.1 By the person chairing the meeting, or



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- 7.1.2 By at least two Voters present in person or by proxy and having the right to vote at the meeting, or
- 7.1.3 By a Voter or Voters present in person or by proxy representing not less than one tenth of the total voting rights of all members having the right to vote at the meeting
- 7.2 The declaration by a person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 7.3 The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.
- 7.4 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the person who is chairing the meeting.
- 7.5 If a demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 7.6 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Voters) and who may fix a time and place for declaring the results of a poll.
- 7.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 7.8 A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately.
- 7.9 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 7.10 A poll must be taken within thirty days after it has been demanded.
- 7.11 If a poll is not taken immediately, at least seven days' clear notice shall be given specifying the time and place at which the poll is to be taken.
- 7.12 If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

8 PROXIES: APPOINTMENT AND VOTING

- 8.1 Any Voter is entitled to appoint another person as a proxy to exercise all or any of the Voter's rights to attend, speak and to vote at a general meeting of the Company
- 8.2 The appointment of a proxy shall be executed by or on behalf of the appointer and shall be in the following form (or a form as near thereto as circumstances allow or in any other form which is usual or which the Voters may approve):
- Company name*
I/We (name) of (address) being a Voter/Voters of the above-named Company hereby appoint (name) of (address) or failing him/her of (name), (address) as my/our proxy to vote in my/our name(s) and on my/our behalf at the general meeting of the Company to be held on (date) and at any adjournment thereof
Signed on (date)
- 8.3 Where it is desired to afford members an opportunity of instructing the proxy how to act, the appointment of a proxy shall be of the following for (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Voters may approve):
- Company (name)*
I/We (name) of (address) being a Voter/Voters of the above Company, hereby appoint (name) of (address) or failing him/her of (name), (address) as my /our proxy to vote in my/our name(s) and on my/our behalf at the general meeting of the Company to be held on (date) and at any adjournment thereof.
This form to be used in respect of the resolutions mentioned below as follows:
Resolution No.1 "for" "against"



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Resolution No.2 “for” “against”

**strike out whichever is not desired*

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstain from voting

Signed this (date)

- 8.4 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Voters), may be lodged with the Company as follows:
- 8.4.1 In the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
 - 8.4.2 In the case of an appointment contained in an electronic communication where an address has been specified for the purpose of receiving electronic communications –
 - 8.4.2.1 In the notice convening the meeting, or
 - 8.4.2.2 In any instrument of proxy sent out by the Company in relation to the meeting, or
 - 8.4.2.3 In any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting it must be received at such address not less than 48 hours before the time for the meeting or adjourned meeting at which the person named in the appointment proposes to vote.
 - 8.4.2.4 In the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
 - 8.4.2.5 Where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting, to the Secretary or to any Voter.
- 8.5 An appointment of proxy which is not deposited, delivered or received in a manner described in sub-clause 9.4 shall be invalid
- 8.6 A vote given or poll demanded by proxy or by the duly authorised representative of a Voter which is an organisation shall be valid even if the authority of the person voting or person demanding a poll has been determined unless notice of the determination was received by the Company at:
- 8.6.1 its registered office, or
 - 8.6.2 at such place at which the instrument of proxy was duly deposited, or
 - 8.6.3 (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

9 WRITTEN RESOLUTION

- 9.1 Provided that a copy of any proposed written ‘resolution’ generated outside of a General Meeting of the Cornwall Cricket Board has been sent to every eligible voter, it can be agreed upon by a simple majority of the total voting rights (unless it is a ‘special resolution’ in which case at least three-quarters of those



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with total voting rights must agree). Eligible voters must return their vote in an authenticated document (which can include email) within 28 days of the original circulation date of the written resolution. In the case of a voter that is an organisation (e.g., CCCC, CCL, CCY etc.), its authorised representative may signify its agreement.

10 VOTES OF MEMBERS

- 10.1 Subject to Article 2, every Voter, whether an individual or an organisation shall have one vote
- 10.2 Any objection to the qualification of any Voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 10.3 Any organisation that is a Voter of the Company shall nominate a person to act as its representative at any meeting of the Company.
- 10.4 Any organisation or nominated person (as in 11.3, above) shall be entitled to nominate a deputy to act as the representative of that organisation at any meeting of the Company.
- 10.5 Any notice given to the Company will be conclusive evidence that the nominee is entitled to represent the organisation or that his/her authority has been revoked. The Company shall not be required to consider whether the nominee has been properly appointed by the organisation.

11 DIRECTORS

- 11.1 A Director shall be a natural person aged 16 years or older.
- 11.2 No one may be appointed a Director if they would be disqualified from acting under the provisions of Article 16.
- 11.3 The number of Directors shall be not less than two but (unless otherwise determined by ordinary resolution) shall not exceed 12 persons.
- 11.4 The first Directors shall be those notified to Companies House as the first Directors of the Company.
- 11.5 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of Directors.
- 11.6 CCB Limited aims to achieve the requirements outlined in the UK Sport/Sport England: A Code for Sports Governance.
- 11.7 In exceptional circumstances, a Director may be co-opted onto the Board if this is necessary to ensure that the Board has the skills and/or maximum necessary to fulfil its role.
- 11.8 A Director may serve on the Board for a maximum of nine years. A Chair may serve in that position for a maximum of six years.
- 11.9 A Director appointed in an Ex Officio capacity may serve on the Board for the duration of their holding the relevant office.
- 11.10 In exceptional circumstances and at the decision of the Board, a Director or Chair may hold office for a further year.
- 11.11 When a Director has completed their maximum term, a minimum of 4 years must elapse before they can be eligible to stand again as a Director of CCB.
- 11.12 When a Director has completed their maximum term, the Board have the discretion to consider how to retain a Director's skills and experience through approaches such as non-voting board advisors, mentors or sub committee members.



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12 POWERS OF DIRECTORS

- 12.1 The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the 1985 Act or the 2006 Act, the Memorandum, these Articles or any special resolution.
- 12.2 No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 12.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

13 RETIREMENT

- 13.1 All executive and non-executive Directors may hold the position of Director for a maximum term of three years, with annual evaluations assessing their continued suitability to meet the requirements of the Director position.
- 13.2 Subject to agreement from the Cornwall Cricket Board, Directors shall be eligible to hold office for a further two terms of three years.
- 13.3 A maximum of three terms of three years may be served by the Director (irrespective of the position they hold).
- 13.4 After the maximum term, at least four years must elapse before Directors are eligible to stand for any of the Director positions again.
- 13.5 In exceptional circumstances a Director may hold office for a further year.
- 13.6 Executive Directors; the Managing Director is exempt from term limitations.

Independent Chair

Managing Director

Company Secretary

Director of Recreational Cricket

Director of Representative Cricket

Director of Finance

Director of Women and Girls

Non-Executive Director of People, Governance and Risk

Non-Executive Director of Marketing, Communications and Fundraising

Non-Executive Director of Safeguarding

Non-Executive Director

- 13.7 The maximum (unbroken) period of office for the Independent Chair and Non-Executive Director(s) shall be three terms of 3 Years.
- 13.8 If a Director is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.
- 13.9 Directors who hold office, do not need to follow Cornwall Cricket Board's Recruitment Policy for re-election, this Policy is only applicable to initial appointments.

14 THE APPOINTMENT OF DIRECTORS

- 14.1 Cornwall Cricket Board, will follow the companies Recruitment Policy when appointing a new Director.
- 14.2 The Company may by ordinary resolution following the Recruitment Policy and Nominations Sub Committee Proposals:
 - 14.2.1 Appoint a person who is willing to act to be a Director, and



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- 14.2.2 Determine the rotation in which any additional Directors are to retire.
- 14.2.3 Executive Director(s) has(ve) the delegated authority from the Cornwall County Cricket Board to undertake day-to-day operational activities in the pursuance of the company articles, vision, mission or business strategy. This also includes but is not exclusive to the people and operational management of the following roles/areas of the business: Managing Director, Director of Finance, Director of Recreational Cricket, Director of Representative Cricket, and Director of Women and Girls. Further Executive Directors can be elected as the need arises.
- 14.2.4 Non-executive Directors are responsible for providing an independent and conflict free oversight of the company, bringing expertise, knowledge, and insights to constructively challenge management when the need arises. They are accountable for effective leadership, considering the company strategy, performance, risk, people, culture and monitoring of the non-executive team's activities.
 - 14.2.4.1.1 the Non-executive Directors shall collectively cover essential business expertise, knowledge, and skill in following areas: people, governance, risk, marketing, communications, fundraising, safeguarding, equality, diversity, and inclusion.
- 14.2.5 New directors will be elected by majority vote, with all directors having a vote each, and the member organisations (i.e., Cornwall County Cricket Club (CCCC), Cornwall Cricket League (CCL), Cornwall Cricket Youth (CCY), Cornwall Cricket Women (CCW), Cornwall Association of Cricket Officials (CACO) and Cornwall Cricket Groundskeepers (CCG)) each having a single vote.
- 14.3 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
 - 14.3.1 They are recommended for re-election by the Voters, or
 - 14.3.2 Not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Company is given a notice that:
 - 14.3.2.1 Is signed by a Voter entitled to vote at the meeting.
 - 14.3.2.2 States the Voter's intention to propose the appointment of a person as a Director.
 - 14.3.2.3 Contains the details that, if that person were to be appointed, the Company would have to file at Companies House, and,
 - 14.3.2.4 is signed by the person who is to be proposed to show his or her willingness to be appointed
- 14.4 All Voters who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight days' clear notice of any resolutions to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
- 14.5 The appointment of a Director, whether by the Company in general meeting or by the other Voters, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

15 DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 15.1 A Director shall cease to hold office if her or she:
 - 15.1.1 Ceases to be a Director by virtue of any provision in the Acts or is prohibited by law from being a Director.
 - 15.1.2 Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
 - 15.1.3 Resigns as a Director by notice to the Company (but only if at least two Directors remain in office when the notice of resignation is to take effect), or



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- 15.1.4 Is absent without permission of the Directors from all of their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

16 DIRECTORS' REMUNERATION

- 16.1 The Directors may be remunerated, such remuneration will be fixed by a General Meeting.

17 PROCEEDINGS OF DIRECTORS

- 17.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles, but there will be a General Meeting at least twice per year.
- 17.2 Any Director may call a meeting of Directors (to be named a Board Meeting).
- 17.3 There will be a Board Meeting at least six times per year, at bi-monthly intervals.
- 17.4 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles but there will be a General Meeting at least twice per year.
- 17.5 The secretary must call a meeting of the Directors if requested to do so by a Director.
- 17.6 Questions arising at a Board Meeting or at a General Meeting shall be decided by a majority of votes.
- 17.7 No decision may be made by a meeting of Directors unless a quorum is present at the time the decision is purported to be made.
- 17.8 The quorum shall be two or the number nearest to one third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
- 17.9 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 17.10 If the number of Directors is less than the number fixed as a quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 17.11 The Members may meet as a group without the Directors.

18 CHAIRPERSON

- 18.1 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 18.2 If no-one has been appointed to chair meetings of the Directors or, if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 18.3 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated by him or her by the Directors.

19 DELEGATION

- 19.1 The Voters may delegate any of their powers or functions to a committee of two or more Voters but the terms of any delegation must be recorded in the minute book.
- 19.2 The Voters may impose conditions when delegating, including the conditions that:
- 19.2.1 The relevant powers are to be exercised exclusively by the committee to whom they delegate.
- 19.2.2 No expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Directors.
- 19.3 The Voters may revoke or alter a delegation.
- 19.4 All acts and proceedings of any committees must be fully and promptly reported to the Voters.



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20. VOTER'S INTERESTS

- 20.1 A Voter must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A Voter must absent himself or herself from any discussions of the Voters in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest)
- 20.2 Subject to Article 20.3, all acts done by a meeting of Voters or of a committee of Voters, shall be valid notwithstanding the participation in any vote of a Voter:
- 20.2.1 Who was disqualified from holding office
 - 20.2.2 Who has previously retired or who has been obliged by the constitution to vacate office
 - 20.2.3 Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise
- If without:
- 20.2.4 The vote of that Voter, and
 - 20.2.5 That Voter being counted in the quorum the decision has been made by a majority of the Voters at a quorate meeting.
- 20.3 Article 20.2 does not permit a Voter to keep any benefit that may be conferred upon him or her by a resolution of the Voters or of a committee of Voters if, but for para 22.1, the resolution would have been void or if the Voter has not complied with Article 20.

21. SEAL

- 21.1 If a Company has a seal, it must only be used by the authority of the Voters or of a committee of Voters authorised by the Voters. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary and the second Director.

22. MINUTES

- 22.1 The Directors must keep minutes of all:
- 22.1.1 Appointments of Officers made by Voters
 - 22.1.2 Proceedings at meetings of the Company
 - 22.1.3 Meetings of the Voters and committee of Voters including
 - 22.1.4 The names of Voters present at the meeting
 - 22.1.5 The decisions made at the meeting, and
 - 22.1.6 Where appropriate, the reasons for the decisions

23. ACCOUNTS

- 23.1 The Directors must prepare, for each financial year, accounts as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 23.2 The Directors must keep accounting records as required by the 2006 Act.



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24. INDEMNITY

- 24.1 The Company may indemnify any Director, Auditor, Reporting Accountant or other officer of the Company against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act

25. RULES

- 25.1 The Voters may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company.
- 25.2 The bye laws may regulate the following matters but are not restricted to them:
- 25.2.1 The admission of Members of the Company (including the admission of organisations to membership) and the rights and privileges of such Members and the entrance fees, subscriptions and other fees and payments to be made to Members
 - 25.2.2 The conduct of Members of the Company in relation to one another and to the Company's employees and volunteers
 - 25.2.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes
 - 25.2.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Acts or by these Articles
 - 25.2.5 the disciplinary procedure and any appeals procedure
 - 25.2.6 generally, all such matters as are commonly the subject matter of Company rule
- 25.3 The Company in general meeting has the power to alter, add to or repeal the rules or bye laws
- 25.4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company
- 25.5 The rules or bye laws shall be binding on all members of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or the Articles.

26. COMMITTEES

26.1 Generic Committee Rules

26.1.1 At a General Meeting, the Cornwall Cricket Board (CCB) will establish committees and appoint chairpersons as required to delegate authority for defined responsibilities. Such committees will meet on a bi-monthly basis unless, by means of a majority vote of those present, they elect to meet at other intervals.

26.1.2 The length of each committee chairperson's tenure shall align to the term of the individual's wider office within the CCB, as directed at the AGM.

26.1.3 Each chairperson shall be responsible for leading their committee to fulfil its responsibilities, to measure performance against any delegated objectives, and to report progress to the CCB Executive Committee (and, by extension, the Board at a General Meeting).

26.1.4 Within a month of the AGM, each committee shall meet to appoint its members, based on the positions shown in the composition for each, as outlined below. Such committee members shall serve for one year or, if appointed mid-year, up until the next AGM.



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26.1.5 Voting members and chairpersons of committees need not be members of the CCB but, if they are not, they must instead be affiliated to Cornwall Cricket through a registered Cricket Club or be an elected (or co-opted) official of a member organisation. Committees may call on the advice of people without such qualifications but, if they do, they will not have a vote in any decisions made.

26.1.6 Committee members must sign annually a declaration of good character and a declaration of interests upon appointment and, where needed, complete a Disclosure Barring Service vetting check prior to commencing the role. The committee Chair is responsible for completing this process for providing such declarations to the Managing Director.

26.1.7 Should a committee member wish to resign their position during their tenure, they must inform the Chair of the committee, who will then inform the Managing Director and the Non-Executive Chair of the CCB.

26.1.8 Committees must have three members present at meetings to be quorate. Where votes are required and there is a tie, the committee chairperson will have the casting vote.

26.1.9 Decisions taken at committee meetings shall be recorded and forwarded to the CCB Managing Director and Company Secretary no longer than one week after the committee's meeting. The extent to which decisions shall be binding for member organisations is to be discussed in the relevant committee meeting, with clarity in place before a matter is taken to a vote.

26.1.10 Committees shall not make or commit to any expenditure without the approval of the Managing and Finance Directors.

Cornwall Cricket Board Committees

27. Representative Cricket Committee

27.1 Composition: Director of Representative Cricket (Chair), Managing Director, the Performance Manager (EPP/CAG), Director of Women and Girls or Women and Girls Officer (W&G), Disability Development Officer (Disability), empowered representatives from CCCC, Cornwall Cricket O50/60s, and CACO.

27.2 Purpose: To provide strategic direction for the conduct of representative cricket in Cornwall (including maximisation of the potential of Cornwall's most talented players and officials), to manage strategic risks relating to the development and delivery of representative cricket, and to monitor progress towards the objectives established in the CCB County Partnership Agreement, enabling resources to be applied in areas of need.

27.3 Responsibilities:

- Ensure consistency in the application of policies across the various entities delivering representative cricket (i.e., for people representing Cornwall at any level).
- Analyse and evaluate strategic risks pertinent to the running of representative cricket and elevate them to the CCB Strategic Risk Matrix.
- Advise on the need for fundraising, communications and marketing in support of representative cricket.



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- Approve, confirm, and oversee delivery of the annual male, female, and disability pathway programme as developed by the Performance Manager.
- Resolve issues relating to winter indoor training and the summer match programme, including tours.
- Negotiate the availability of officials for matches and tournaments.
- Approve nominations for end of season awards.
- Implement policies and procedures that are determined by any other committee, e.g., on safeguarding or EDI.
- Ensure that the county's Over 50 and Over 60 teams run in accordance with the competition framework as formulated by the ECB competitions department, that they manage and account for income and expenditure, and that selection criteria are fair and transparent.

28. Recreational Cricket Committee

28.1 **Composition:** Director Recreational Cricket (chair), Managing Director, School and Club Development Officer Lead (Schools/Clubs), Women and Girls Director/ Development Officer (Women and Girls), Disability Development Officer (Disability), empowered representatives from CCL, CCY, CACO, CCG and CCCC.

28.2 **Purpose:** To provide strategic direction for the conduct of recreational cricket in Cornwall, to manage strategic risks to the development and delivery of recreational cricket, and to monitor progress towards the objectives established in the CCB County Partnership Agreement, enabling resources to be applied in areas of need.

28.3 **Responsibilities:**

- Ensure consistency in the application of policies across the various entities delivering recreational cricket (i.e., cricket that is below representative level).
- Analyse and evaluate strategic risks pertinent to the running of recreational cricket and elevate them to the CCB Strategic Risk Matrix.
- Provide strategic guidance to the development of complementary activities and competitions for open age, women's, youth (boys and girls), and disability recreational cricket.
- Oversee the implementation of national programmes designed to deliver greater youth participation.
- Provide top-down direction and guidance to member organisations on matters pertinent to their areas of expertise, concurrently providing a forum within which each representative can update committee members on developments within their bailiwicks.
- Update committee members on governing body matters from the ECB and CCB.
- Develop policy initiatives that serve collectively to overcome challenges faced in planning and delivering recreational cricket.
- Determine, annually, mutually agreed levels of remuneration for officials.
- Advise on the need for fundraising, communications, and marketing in support of recreational cricket in Cornwall.
- Generate and approve nominations for end of season awards.
- Implement policies and procedures that are determined by any other committee, e.g., on safeguarding or EDI.
- Determine the degree to which decisions made by the committee are binding within any member organisation and make recommendations accordingly.
- Oversee and deliver the annual ECB County Grants programme.



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29: Finance, Remuneration, and Fundraising Committee

- 29.1 Composition:** Finance Director (Chair), Managing Director, NED for People, Governance, and Risk, NED for Marketing, Communications, and Fundraising, NED without Portfolio, Chair of/empowered representative from Cornwall Cricket Trust, and professional staff as deemed appropriate by the Managing Director.¹
- 29.2 Purpose:** (a) to provide for the good financial management of CCB; (b) to set an annual budget, and fundraising targets, and apply due diligence in managing these in-year; (c) to provide strategic direction for the Cornwall Cricket Board and its partner organisations in marketing, sponsorship and income generation for cricket as a whole; (d) to determine an appropriate level of remuneration and reward that attracts and motivates directors, professional, and other paid members of staff.
- 29.3 Responsibilities:**
- Manage the annual budget for CCB in accordance with good governance principles.
 - Set an annual budget and monitor compliance.
 - Establish annual fundraising requirements and targets, and design strategy for CCB staff and the CCT to achieve the latter.
 - Determine the guiding policy on the remuneration of key personnel (Executives, Directors, and Staff).
 - Create and communicate specific remuneration packages for each of the above.
 - Review the framework for the remuneration and terms and conditions of employment of the staff or those in receipt of Cornwall Cricket's funds, including termination payments.
 - Ensure that executive directors are fairly rewarded for their contribution to the company, where agreed by the Cornwall Cricket Board.
 - Assure transparency to CCB members with no personal interest in decisions made.

30. Safeguarding Committee

- 30.1 Composition:** CCB Safeguarding Lead (Chair), Lead County Safeguarding Officer, County Safeguarding Officer (Youth), County Safeguarding Officer (Talent), County Safeguarding Officer (Adult) and County Safeguarding Officer (Women and Girls) and up to three other members to be co-opted, including the Disability Development Officer.
- 30.2 Purpose:** to improve inclusion and safety for everyone to participate in all aspect of cricket in Cornwall. Promoting appropriate conduct, an inclusive culture and being accountable for players, coaches and officials who do not uphold CCB's and the safeguarding and EDI committee's agreed code of conduct
- 30.3 Responsibilities:**
- Ensure that the CCB's policies, procedures and practices are reviewed, updated and implemented annually across the spectrum of cricket in the county.
 - Design communications such that committees, officials, parents and players of all ages are aware of the latest policies, procedures and any other safeguarding developments identified by the ECB/CCB and that they are adhered to.

¹ N.B., professional staff will be excused from proceedings where remuneration is being discussed. Where there are decisions on the Managing Director's remuneration, the Managing Director must not be party to these discussions and an alternative member must be found.



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- Act proactively as a support group to provide advice to their areas of the game, whilst supporting each other to perform effectively in their roles.
- Respond, Record and Report concerns, investigate breaches as requested by the ECB and collate information, carry out recommendations based on the ECBs decisions and communications.
- Investigate and present findings to the Board on complaints, concerns or whistleblowing cases that relate to harm* towards an individual, caused by a player, coach or official within a cricketing capacity.
*Harm is inclusive of but not limited to abuse, discrimination and physical injury/harm

Remarks: All members of this committee must hold relevant, up to date safeguarding training (Safeguarding Young Cricketers or equivalent other safeguarding training, including ECB Safehands (encouraged though not mandatory), 'Prevent Training', and a valid DBS check.

31. People, Risk, and Governance Committee

31.1 Composition: NED for People, Risk, and Governance (Chair), Finance Director, Managing Director, NED without Portfolio, an empowered representative from CCL and an empowered representative from CCCC.

31.2 Purpose:

- (a) Provide oversight and work towards good Governance in accordance with the CCB Articles of Association and the ECB Governance Standards, developing good governance initiatives and proposing amendments to CCB governance to the Board.
- (b) Oversee the currency and relevance of CCB policies, updating them as necessary.
- (c) Understand and monitor Risk and Opportunities to enable Cornwall Cricket Board and its partner organisations to mitigate risk and take opportunities that arise.
- (d) Design, update, and manage the CCB Strategic Risk Matrix, in conjunction with input from the other Committees.
- (d) Design and implement HR policy and strategies, developing good policies, protocols, and procedures to support recruitment and retention. Provide oversight and strategy on staff and volunteer recruitment.
- (e) Manage the recruitment nominations process, such that suitably qualified people with the best knowledge, skills, and experience enhance the planning and delivery of cricket in Cornwall.
- (f) Review the framework for the remuneration and terms and conditions of employment of the staff and those in receipt of CCB funds.
- (g) Develop and implement policy aspects of the CCB EDI Action Plan.
- (h) Manage disciplinary procedures for the conduct of cricket in Cornwall (i.e., in conjunction with CCL, CCD, CCY and CCW, manage the implementation and interpretation of ECB General Conduct Regulations), and for directors and staff such that the Board is able to deal with a disciplinary procedure.

31.3 Responsibilities:

- Oversee adherence to the Articles of Association, determine proposals for amendment and prepare for General Meetings of the Board.
- Determine the need for changes in governance and professional development of Directors to meet the demands of the National Governing Body.
- Scrutinise existing policies for currency and continuing relevance and make proposals as necessary for their development and/or deletion.



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- Maintain the CCB's strategic risk matrix, setting standards and deadlines for input from other committees and promoting discussions of risk at each meeting of the Executive Committee.
- Develop HR policies for CCB directors, other volunteers and professional staff, ensuring that they are recompensed appropriately for their work (whether financially or otherwise), with an overarching aim of aiding recruitment and improving retention.
- Publicise available voluntary positions within CCB and review all applications; conduct interviews and determine suitability of candidates; nominate successful candidates to the AGM for approval.
- Scrutinise new CCB policies to ensure they do not preclude or deter minority groups from participating in any aspect of the sport, and that they are not discriminatory against people with protected characteristics in any other way.
- Draft, propose and implement the EDI action plan for CCB.
- Work with entities delivering recreational cricket in Cornwall to govern disciplinary elements of the game, providing a system that enables an appeals process against decisions made by CCL, CCY or CCW, and which can deal with disciplinary matters akin to the Board's own areas of responsibility (e.g., by an individual bringing the game into disrepute through social media messaging).

32. Nominations Committee

32.1 Composition: Managing Director (Chair), and a minimum of two others (one from CCB and another from a Member Organisation linked to the area for the appointment).

32.2 Purpose: To appoint suitably qualified people with the best knowledge, skills and experience to enhance the planning and delivery of cricket in Cornwall.

32.3 Responsibilities: The Nominations committee is to:

- Publicise available voluntary positions within CCB and review all applications.
- Conduct interviews and determine suitability of candidates.
- Nominate successful candidates to the AGM for approval.

33. Cornwall Over-50s/60s committee

33.1 Composition: Chair, Secretary and a Finance manager, over 50s Captain and over 60s Captain, and a minimum of two others.

33.1 Purpose: To ensure that the county's Over 50 and Over 60 teams run in accordance with the competition framework as formulated by the ECB competitions department.

33.3 Responsibilities: The Over-50s/60s committee is to:

- Manage and account for the income and expenditure of the O50 and O60 teams.
- Oversee selection criteria.
- Establish any necessary policies and procedures relating to the successful running of the teams.

These Articles were subscribed to by the Directors and witness whose signatures and other details can be viewed by application to the Secretary at the Cornwall Cricket Centre, Truro.