NOTABLE CHANGES

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| **CLAUSE** | **CHANGE** | **COMMENT** |
| 2.1.6 | Expanded the rule within objects and powers to specifically include recreational cricket within Nottinghamshire as one of the objects of the Club. | This recognises our additional responsibilities to the recreational game within our County. |
| 2.1.7 | Added to objects and powers:  ‘maintain and preserve the cricket library and cricket memorabilia for the benefit of Nottinghamshire and English cricket’ | To assist our heritage projects in regard to future grant funding. |
| 2.2.12 | Added to powers:  ‘to develop and conserve a heritage collection, provide a museum and organise events and activities that promote an interest and involvement in the history of cricket amongst members and the public’ | As above |
| 3.1.6 | Added to Membership and Share Capital  ‘The General Committee may fix the number of members in any one year, either as a whole or in one or more categories of members.’ | Where the benefits of certain memberships apply to a finite resource it could become necessary in the future to fix the number of members, e.g. number of members should not exceed the number of seats in Trent Bridge. |
| 3.6 | Changed to read ‘ Any proposed revision to members’ rights contained in the Rules within the control of the Club shall require approval at a General Meeting of members.’ | This confirms that any change relating to members’ rights within the rules will require approval at a General Meeting of such members, therefore offering protection. |
| 3.7 | Sections have been deleted here concerning the particulars of membership that the Club will maintain and make available. Reference has then be made to the Act which already provides for this in law. | Removed to avoid duplication of legislative requirements already covered under the Act to which we are party. |
| 3.10 to 3.12 | Defining possible categories of membership | For clarity |
| 3.13 to 3.22 | Further clarification around the categorisation of membership, voting rights, cessation of membership and share ownership. | For clarity |
| 5.1 | Changed to include a clear statement that the General Committee will consist of 8 Elected Members and 4 Nominated Members. |  |
| 5.2 & 5.3 | Added ‘No Elected Member shall serve for more than three years without seeking re-election from the Club’s membership’ and ‘No Nominated Member shall serve for more than three years without being submitted to the Nominations Panel for re-appointment following the agreed procedure’. | Meets the current Club requirement and ECB requirement for members of the GC to retire every three years. |
| 5.5 | Added ‘Subject to 5.6 and 5.10, Members of the General Committee who have served three consecutive terms or served for nine years in aggregate at any time (the “Maximum Term”) may not be re-elected or re-appointed to the General Committee.’ | The standard maximum term is three consecutive terms of three years, or nine years in aggregate, to align with the County Governance Framework and to encourage genuine rotation on the General Committee. (This provision does not allow members to return to the General Committee after an interval.) |
| 5.6 | ‘An Elected Member or Nominated Member may serve in excess of the Maximum Term in the following circumstances:  if the Member is appointed Chair and the Nominations Panel unanimously votes to extend the Member’s appointment by one year. Any such extension may only be made three times, and is therefore limited to a maximum of three years (and always subject to 5.8); or  if the Nominations Panel unanimously votes that the Member should be re-appointed to the General Committee, due to their exceptional skills or experience being required, or the Club facing exceptional circumstances. Any such re-appointment can only be made once and shall be limited to a maximum of one year;  in each case subject to a vote of two-thirds of the members of the General Committee eligible to vote, at a meeting of the General Committee (anticipated to be in November) prior to the Annual General Meeting at which the Member is due to retire. | The vote should have the unanimous approval of the Nominations Panel and two thirds of the General Committee to allow any extension. |
| 5.8 | Added the six year limit for the Chair subject to 5.5 and 5.6 |  |
| 5.10 | Transitional arrangement outlined for the current serving General Committee members and how they will be treated under the new rules. | There is a need to outline how the current General Committee will transition to the new one proposed under these rules. Additional consultation papers and information have already been disseminated to provide more detail on this topic. |
| 5.11 | Added ‘Vacancies arising on the General Committee following retirement at the Annual General Meeting shall be filled as follows in a three year cycle, starting at the first Annual General Meeting following the adoption of these rules, and continuing thereafter:’  Year 1: 2 Nominated and 2 Elected  Year 2: 1 Nominated and 3 Elected  Year 3: 1 Nominated and 3 Elected | We have to introduce a system whereby the Elected Members and Nominated Members are installed (eight and four respectively in the attached draft), without the system getting out of sync. We have therefore suggested a schedule which achieves this outcome in 5.11, which should be an ongoing three year cycle. It also deals with transition, by gradually populating the General Committee with Elected and Nominated Members at the AGMs in 2021, 2022 and 2023. |
| 5.12 | Allows co-opted members to fill a vacancy that arises mid-year. | Will be chosen by the Nominations panel but must meet the respective requirements of an Elected Member or a Nominated Member depending on who they are replacing as a co-opted member. |
| 5.13 | Added ‘To ensure the Schedule in 5.11 is not disrupted, if a vacancy arises in the General Committee due to:   * A Co-opted Member resigning at the AGM where the previous incumbent’s three year term has not yet expired; or * A Member of the GC resigning at the AGM having had their term of office extended for only up to two years under 5.6; or * A Member of the GC resigning before the expiry of their three year term (including reaching their Maximum Term);   A replacement member shall be elected or appointed at the next AGM, and such replacement shall serve for the remainder of the three year term of the previous incumbent. Such period of service shall be counted towards the calculation of the Member’s Maximum Term under rule 5.5. | This provision allows us to deal with the scenario where a Co-opted, Elected or Nominated Member retires at an AGM before the expiry of their three year term, leaving a “balance” of years to be served. It allows us to install a replacement Elected or Nominated Member who then serves the remainder of the relevant term. We have outlined a number of situations where this might occur at 5.13.1 – 5.13.3. (The provision makes clear that any time served in this way counts towards an individual’s Maximum Term.) |
| 5.14 | There must be a minimum of seven members of the general Committee. If the number falls below this minimum, the remaining Members may only act to call a meeting of the General Committee, or co-opt Members under rule 5.12. |  |
| 5.15 | Added ‘ All applicants for Elected Member or Nominated Member roles will be interviewed by a member of the Nominations Panel prior to the next AGM’. | The General Committee has a duty to ensure that any applicant satisfies the requirements of a fit and proper persons test, which is detailed within the rules at several points (5.18.3, 5.21.5, 5.21.6, 5.21.7 and 5.21.8).  This will also give the applicant the opportunity to ask the Nominations Panel any questions about the role and to explain what contribution the applicant can make to the Club. In turn, it will allow the Nominations Panel to ensure that they understand what is required of them, the time demands and what the Club is seeking in an individual being elected or nominated. |
| 5.17 | Nominated Members to the General Committee will be selected by the Nominations Panel at their absolute discretion, taking into account any submissions or representations from the General Committee. | The Nominations Panel has the power to appoint the Nominated Members. The General Committee may make “submissions and representations” but the Nominations Panel has absolute discretion over appointments, which will be announced at the AGM. Democratic oversight is ensured by having the General Committee control the make-up of the Nominations Panel itself. |
| 5.18.1 | No person shall be elected to the General Committee as an Elected Member unless such person shall have been a member of the Club and entitled to vote for a period of not less than two calendar years on 31 October prior to the Annual General Meeting at which the result of the election is to be announced. This rule does not apply to Nominated Members who need only to be a member at the time their nomination takes effect (i.e. at the time of the Annual General Meeting). | Where it is proposed to nominate an individual who is not currently a member of the Club due to their experience, skills or compatibility with the role, this makes it mandatory that they take up membership prior to the AGM at which their nomination takes effect. |
| 5.18.2 | The number of ex-employees able to serve on the General Committee at any one time has been reduced from four to three. | As the number of elected members will reduce under the proposed changes we have also reduced the number of ex-employees able to serve, so as to maintain proportionality in the membership of the General Committee. |
| 6 | Added:  ‘The duties of the Nominations Panel are:  appointing Nominated Members of the General Committee;  proposing a candidate for the Presidency to the General Committee;  interviewing all candidates for election to the General Committee as per 5.15 above and ensure their eligibility and suitability as Members of the General Committee;  proposing Co-opted Members to the General Committee when required under Rule 5.12;  periodically reviewing the process for election, appointment or co-option to the General Committee and proposing any changes to the General Committee that they feel are necessary or advisable;  planning for the succession to vacancies anticipated to arise on the General Committee, having regard to the challenges faced by and the opportunities available to, the Club and the skills and experience required thereon;  ensuring that the process for electing, appointing and co-opting Members of the General Committee is an open and transparent process.  The Nominations Panel will be selected by the Chair and Vice-Chair and be ratified or otherwise by the General Committee on an annual basis. The Nominations Panel is a standalone panel and shall not be a Sub-Committee of the General Committee.  The Nominations Panel will consist of five members as follows:  the Chair;  a member of the General Committee;  two members of the Club that are not on the General Committee; and  one member who is neither on the General Committee or a member of the Club.  Members of the Nominations Panel, other than the Chair of the Club, will serve for a period of no more than three years. The Chair will serve for as long as they hold office.  The Chair will call a meeting of the Nominations Panel at least once a year and ensure that any nominations made are announced at and recorded in the minutes of the next General Committee Meeting.  A quorum will be at least four members of the Nominations Panel. Where only four members are in attendance, voting must be unanimous for a nomination to be passed. Where five are present, then four votes are required to pass a nomination.  The Nominations Panel will report when necessary to the General Committee at its regular meetings and otherwise as required.  The Nominations Panel will have regard to the following factors when making recommendations to ensure that the General Committee meet the necessary criteria of a well governed club:  the requirement to promote and protect the interests of the members and stakeholders of the Club;  the requirement that the General Committee is sufficiently diverse in all regards, including in gender, ethnicity and age, wherever and whenever practicable;  the requirement to engage effectively with the recreational game in the County and to promote the development and community objectives of the Club;  the requirement to comply with any regulations, charter or code applicable to the Club issued by the Government, the ECB or other relevant regulators or organisation regarding governance wherever possible or practicable;  the requirement to ensure that the General Committee has sufficient skills and experience including cricketing, financial, commercial, human resources, property and legal;  the requirement to ensure that members of the General Committee do not serve for excessive periods of time and to ensure succession planning; and  such other factors as may be recommended by the General Committee from time to time.’ |  |
| 7.14 | The procedures for General Committee meetings have been extended here to ensure that decisions taken in good faith will remain valid if a subsequent defect in the technicalities of the meeting are identified. | This reflects standard practice across other organisations and aims to ensure decisions made are not later challenged on an unrelated basis. |
| 9.2 | A quorum for the Annual General Meeting shall be 100 members present in person and entitled to vote. If a quorum is not present the chair of the meeting shall adjourn the meeting, to be held within 60 days of the date of the original meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the members present shall constitute a quorum. |  |
| 9.4.2 | A member wishing to propose a members’ resolution for consideration at an AGM must now be supported by the proposer, seconder and 18 additional members. | This is an increase from the current rules, however it has been greatly reduced from the original proposal to have 100 supporting members, as a result of feedback received at the various consultation meetings. This is aimed at ensuring those items put forward are of relevance to the membership. |
| 9.11 | Additional wording added to provide greater clarity on the process of operating a postal ballot when called. | To allow increased transparency around the workings of such a voting mechanism. |
| 12.4 | Additions made as to the method by which the Rules of the Club may be disseminated to the membership, ultimately increasing the ways in which they can be shared. | Publication of the Rules on the Club’s website are shown at the ‘discretion’ of the General Committee to allow them to ensure the presentation and quality of this approach meets with the members requirements. |