



**A Registered Society under the Co-Operative
and Community Benefit Societies Act 2014**

Number: 29995R

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Part 1– Preliminary Matters

1 Name

The name of the society shall be the Somerset County Cricket Club Limited (the **Club**).

2 Registration

2.1 The Club shall be a registered society under the Co-operative and Community Benefit Societies Act 2014 (the **Act**).

2.2 The Club shall not be deregistered except with the authority of a resolution of the Members as is required from time to time to amend these Rules generally in accordance with Rule 31 or except as provided by law

3 Rules

3.1 These rules (the **Rules**) constitute the rules of the Club to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.

3.2 These Rules shall come into force and shall have effect to the exclusion of all other rules as from the date that they are registered in accordance with the Act (the **Effective Date**).

4 Registered office

The registered office of the Club shall be at The County Ground, St James Street, Taunton, Somerset TA1 1JT or such other place as the Board shall from time to time decide (the **Registered Office**).

Part 2– Objects and Powers

5 Objects

The objects of the Club shall be:

5.1 to promote interest and understanding in the game of Cricket throughout the County of Somerset (as legally constituted prior to the Local Government Act 1972) (**Somerset**) and in the surrounding areas;

5.2 to compete each season in the County Championship and in other leagues and competitions organised and conducted by or under the control of the England and Wales Cricket Board or its successors (**ECB**) and any other competition which the Board considers it appropriate for the Club to enter;

5.3 to ensure that all matches under the auspices of the Club shall be played in accordance with the official laws of cricket and that the traditions and spirit of the game both on and off the field are upheld by the Club, its Members and Employees;

5.4 to be a member of the ECB and to take part in the activities of the ECB;

- 5.5 to provide and maintain the facilities for the enjoyment of domestic, international and recreational cricket at the County Ground, Taunton which shall be the Club's headquarters;
- 5.6 to provide facilities for the coaching and development of cricket in Somerset and the neighbouring counties so that potential players can be identified;
- 5.7 to engage in such commercial activities (including conferencing, banqueting, concerts and other similar uses of the Club's facilities) as the Board may decide;
- 5.8 to maintain and employ an adequate playing and operational staff in furthering the objects of the Club;
- 5.9 to apply the funds of the Club in furthering the objects of the Club;
- 5.10 to recognise that the safeguarding of children and adults is everyone's responsibility by adopting and implementing the current (from time to time) ECB Safe Hands Safeguarding Procedures;
- 5.11 to use reasonable endeavours to ensure equitable treatment by the Club's employees and the Board of persons having contact with the Club regardless of gender, religion, disability, ethnic origin or sexual orientation.

6 Powers

To further its objects the Club shall have the power to do all such things as are incidental or conducive to the objects of the Club including all or any of the following:

- 6.1 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 in such manner as shall be considered by the Board in its discretion to be desirable or expedient and to do all such other acts and things and carry on all such activities, including but not limited to, leasing, sub-leasing, re-leasing, renting, purchasing, altering, holding, selling, developing, repairing, hiring, lending with or without security or otherwise dealing with real and personal property of any kind as shall be considered by the Board to be necessary, desirable or expedient for the purposes of the Club or the advancement of its interests;
- 6.2 raise or borrow Money from any person for the purposes of, or in connection with the activities of the Club or any item as the Board thinks fit. Any sum or sums raised or borrowed may be secured by way of mortgage or charge over all or any of the undertaking, property and assets of the Club;
- 6.3 give any security or securities whether by way of mortgage or otherwise for the performance of any contracts or in respect of any debts, liabilities or obligations of the Club or other persons or corporations in whose business or undertaking the Club is interested, or to whom or in respect of whom the Club have given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligation of whatever nature of the Club by a trust deed or other assurance;

- 6.4 maintain bank accounts on such terms as the Board shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection system;
- 6.5 to engage such officials and employees upon such terms of and at such remuneration as the Board may deem appropriate and to dismiss or retire any of them as may be necessary;
- 6.6 to provide pensions, insurance and other benefits to Employees of the Club or the dependants and relatives of any such persons and to establish and maintain or concur in establishing and maintaining trusts, funds or other arrangements (whether contributory or non-contributory) with a view to providing benefits including (but not limited to) retirement benefits and/or life assurance schemes;
- 6.7 accept and grant sponsorship, franchises and other arrangements as the Board shall think fit;
- 6.8 to apply for and hold any licences that may be required for or in connection with the activities of the Club and other such facilities as the board should consider desirable;
- 6.9 to provide hospitality and other such facilities as the Board should consider desirable;
- 6.10 to invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for, or prestige of, cricket or any other sport or recreation;
- 6.11 to promote arrange and organise competitions and entertainments in connection with cricket and any other sport or recreation;
- 6.12 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, directly or indirectly benefit, or is calculated so as to benefit, the Club or its activities, or its Employees, Former Employees, players, former players or their dependents;
- 6.13 to enter into any contracts or arrangements of any type whatsoever and with any person, firm, company, body or organisation including (without limitation) any one or more of its members;
- 6.14 enter into all deeds and documents of novation or otherwise, consequent upon or by reference to the incorporation of the Club as a society.

Part 3 – Board – Composition, Appointment and Removal

7 Composition

- 7.1 The Board when complete shall consist of at least 10 members as follows:
 - 7.1.1 the Chief Executive (*ex officio*);
 - 7.1.2 a person elected by the Members as the chair of the Club (the **Chair**);
 - 7.1.3 a person appointed by the Somerset Cricket Foundation as their nominee (the **Nominee Director**);

- 7.1.4 three persons elected by the Members as member directors (the **Member Directors** and each a **Member Director**);
 - 7.1.5 four persons appointed by the Board as appointed directors (the **Appointed Directors** and each an **Appointed Director**);
- plus any persons appointed by the Board as co-opted directors (the **Co-opted Directors** and each a **Co-opted Director**).
- 7.2 Unless otherwise agreed with UK Sport and/or Sport England:
 - 7.2.1 the Board shall not exceed 12 members;
 - 7.2.2 at least 25% of the Board must be independent, non-executive directors.
 - 7.3 Each Director, other than the Chief Executive or any other *ex officio* Director from time to time, shall be a **Term Limited Director** for the purposes of these Rules.
 - 7.4 The Board may invite any other person (including the Club President, the Club's Director of Cricket or any other executive director) to attend any meeting of the Board, provided that such person shall not have a vote or count in the quorum.
 - 7.5 As soon as practicable following Adoption:
 - 7.5.1 the Club shall hold elections for the Chair and Member Directors;
 - 7.5.2 all members of the committee as constituted by the Club before the relevant general meeting (**Prior Committee**) shall, subject to Rule 9.4.2, be eligible to stand as a Member Director or the Chair;
 - 7.5.3 any member of the Prior Committee who would otherwise be deemed ineligible to stand under Rule 8.3 shall be so eligible, but shall be deemed to be commencing their second Term of Office upon becoming a Director;
 - 7.5.4 if more than one member of the Prior Committee to whom Rule 7.5.3 applies is elected as the Chair or a Member Director at such meeting, the Terms of Office of such Directors shall expire on a three year cycle, such that the Terms of Office of the longest-serving such Directors (including service as a member of the Prior Committee) shall be deemed to expire in sequence at the beginning of the next three succeeding annual general meetings of the Club. Subject to these Rules, such Member Directors shall then be eligible to stand for re-election.
 - 7.6 On the Effective Date:
 - 7.6.1 the Prior Committee shall be deemed disbanded, and all members of the Prior Committee shall be deemed to have retired;
 - 7.6.2 the Board shall be constituted in accordance with these Rules, and the Chair and Member Directors elected pursuant to Rule 7.5 shall be the first Directors. The Terms of Office of such Directors shall be deemed to have begun on the date of the meeting at which they are elected.

8 Terms of Office

- 8.1 In respect of each Term Limited Director, each term of office served by them shall be calculated as follows (a **Term of Office** as applicable):
- 8.1.1 each Term of Office to be served by the Chair shall commence on the date he or she is elected to such position, and shall expire at the beginning of the first annual general meeting of the Club taking place on or after the third anniversary of commencement of the term of office;
 - 8.1.2 each Term of Office to be served by the Nominee Director shall commence on the date the Club receives written notice that he or she has been nominated by the Somerset Cricket Foundation to such position, and shall expire at 12noon on the third anniversary of commencement of the term of office (or, if such date is not a Business Day, on the next following Business Day);
 - 8.1.3 each Term of Office to be served by a Member Director shall commence on the date he or she is elected to such position, and shall expire at the beginning of the first annual general meeting of the Club taking place on or after the third anniversary of commencement of the term of office;
 - 8.1.4 each Term of Office to be served by an Appointed Director shall commence on the date the Board appoints him or her to such position in accordance with Rule 9.5.1, and shall expire at the earlier of:
 - (a) the end of the first annual general meeting of the Club after commencement of the term of office if, at such meeting, the Members fail to ratify the appointment by simple majority; or
 - (b) 12noon on the third anniversary of commencement of the term of office (or, if such date is not a Business Day, on the next following Business Day);
 - 8.1.5 each term of office to be served by a Co-opted Director shall commence on the date the Board appoints him or her to such position in accordance with Rule 9.6.1, and shall expire on such date as is specified by the Board (with the recommendation of the Nominations Subcommittee), to fall no later than 12noon on the third anniversary of commencement of the term of office (or, if such date is not a Business Day, on the next following Business Day)
- 8.2 Upon the expiry of any Term of Office in accordance with Rule 8.1 (or Rule 8.7 as applicable), the relevant Term Limited Director shall be deemed to have retired with immediate effect. Subject to Rule 8.3, each such Director may be eligible for re-election or re-appointment to the Board:
- 8.3 No Term Limited Director will be eligible for re-election or re-appointment to the Board if, upon commencement of his or her new Term of Office, he or she shall have served:
- 8.3.1 three consecutive Terms of Office; or
 - 8.3.2 as a Director for more than nine years in aggregate.

- 8.4 The Board may, in accordance with Rule 8.5 and prior to the expiry of any Term Limited Director's Term of Office, vote to suspend the expiry of that Term of Office for a maximum of 1 year.
- 8.5 The Board may only suspend the expiry of any Term of Office in accordance with Rule 8.4 if:
- 8.5.1 the Nominations Subcommittee has recommended the relevant suspension; and
 - 8.5.2 the Board acting reasonably and in good faith, considers that the relevant suspension is reasonably necessary to ensure the Club has access to relevant skills and experience for the furthering of the Club's objects.
- 8.6 No Term Limited Director whose Term of Office is considered for suspension shall have a vote or form part of the quorum in relation to any resolution relating to such suspension.
- 8.7 If the expiry any Term of Office is suspended in accordance with Rule 8.4, it shall be deemed to expire as follows:
- 8.7.1 in the case of the Chair, at the beginning of the first annual general meeting of the Club taking place on or after the fourth anniversary of commencement of the term of office;
 - 8.7.2 in the case of the Nominee Director, at such date and time specified by the Board, to fall no later than 12noon on the fourth anniversary of commencement of the term of office (or, if such date is not a Business Day, on the next following Business Day);
 - 8.7.3 in the case of a Member Director, at the beginning of the first annual general meeting of the Club taking place on or after the fourth anniversary of commencement of the term of office;
 - 8.7.4 in the case of an Appointed Director at such date and time specified by the Board, to fall no later than 12noon on the fourth anniversary of commencement of the term of office (or, if such date is not a Business Day, on the next following Business Day),
 - 8.7.5 in the case of a Co-opted Director, at such date and time specified by the Board, to fall no later than 12noon on the fourth anniversary of commencement of the term of office (or, if such date is not a Business Day, on the next following Business Day)

or, in each case, such earlier date as is notified to the relevant Director by the Board in writing (such expiry to take place no fewer than 10 Business Days from the date of such written notice).

9 Appointment and Removal

9.1 Chief Executive

The Board shall have the power to:

- 9.1.1 appoint a Chief Executive for such period and on such terms of service as to remuneration and otherwise howsoever as shall be agreed between him or her and the Board; and

9.1.2 remove the Chief Executive upon such terms as the Board shall determine.

9.2 Chair

9.2.1 The Members shall have the power to elect any eligible person as the Chair in general meeting where there is a vacancy.

9.2.2 A person shall not be eligible to stand for election as the Chair:

(a) in the case of any person standing for election as a Director for the first time, unless that person has attended an interview with the Nominations Subcommittee and the Nominations Subcommittee have recommended that person for election; and

(b) unless that person would otherwise be entitled to stand for election as a Member Director in accordance with Rule 9.4.2(b).

9.2.3 If the Chair for the time being leaves office for any reason prior to the expiry of his or her Term of Office, a Member Director elected by the Board shall act as a temporary Chair (in addition to his or her duties as a Member Director) until the beginning of the next annual general meeting of the Club, when they shall cease acting as a temporary Chair and, as the first order of business, the Club shall hold an election for a new Chair.

9.2.4 Any Member Director fulfilling the role of temporary Chair shall, subject to Rules 13.4 and 23.10 not have any additional vote on the Board or at any general meeting by virtue of fulfilling the role. His or her position as a Member Director shall be deemed not to be a casual vacancy for the purposes of these Rules.

9.3 Nominee Director

9.3.1 Somerset Cricket Foundation, acting in accordance with its constitution from time to time, shall have the power to:

(a) appoint a Nominee Director; and

(b) remove the Nominee Director,

in each case by notice in writing to the Board, such appointment or removal to take effect in accordance with such notice.

9.3.2 If the Nominee Director for the time being leaves office for any reason prior to the expiry of his or her Term of Office, Somerset Cricket Foundation shall be entitled to appoint a replacement. The vacation of his or her office as Nominee Director shall be deemed not to be a casual vacancy for the purposes of these Rules.

9.4 Member Director

9.4.1 The Members shall have the power to elect any eligible person as a Member Director in general meeting where there is a vacancy.

9.4.2 A person shall not be eligible to stand for election or be elected as a Member Director:

- (a) in the case of any person standing for election as a Director for the first time, unless that person has attended an interview with the Nominations Subcommittee and the Nominations Subcommittee have recommended that person for election;
- (b) if that person:
 - (i) is not a Member; or
 - (ii) is a Member but has been a Member and entitled to vote for a period of less than two calendar years on 31 October prior to the prospective commencement of his or her Term of Office; or
 - (iii) is an Employee; or
 - (iv) is a Former Employee and less than three years have elapsed since the cessation of such employment; or
 - (v) is a Former Employee and more than two other Term Limited Directors in office at the prospective commencement of his or her Term of Office are Former Employees; or
 - (vi) is a person who, in the opinion of the Board, brings or has brought the Club into disrepute; or
 - (vii) has previously ceased to be a Director for any reason set out in Rules 10.1.2 to 10.1.5 (inclusive).

9.4.3 If a Member Director for the time being leaves office for any reason prior to the expiry of his or her Term of Office, his or her position as a Member Director shall be filled by the Board as a casual vacancy.

9.5 Appointed Director

9.5.1 The Board shall have the power (with the recommendation of the Nominations Subcommittee) to appoint any eligible person as an Appointed Director.

9.5.2 A person shall not be eligible to be appointed as an Appointed Director:

- (a) in the case of any person to be appointed as a Director for the first time, unless that person has attended an interview with the Nominations Subcommittee and the Nominations Subcommittee have recommended that person for appointment; and
- (b) unless that person would otherwise be entitled to stand for election as a Member Director in accordance with Rule 9.4.2(b).

9.5.3 If an Appointed Director for the time being leaves office for any reason prior to the expiry of his or her Term of Office, his or her position as an Appointed Director shall be filled by the Board as a casual vacancy.

9.6 Co-opted Director

9.6.1 The Board shall have the power (with the recommendation of the Nominations Subcommittee) to appoint any eligible person as a Co-opted Director.

9.6.2 A person shall not be eligible to be appointed as an Appointed Director, unless

- (a) the Nominations Subcommittee have recommended that person for appointment;
- (b) the Board acting reasonably and in good faith, considers that the relevant appointment is reasonably necessary to ensure the Club has access to relevant skills and experience for the furthering of the Club's objects.

9.6.3 If a Co-opted Director for the time being leaves office for any reason prior to the expiry of his or her Term of Office, his or her position as a Co-opted Director may be filled by the Board as a casual vacancy.

10 Ceasing to be a Director

10.1 A person shall cease to be a Director as soon as:

10.1.1 that person resigns from office in writing, and that resignation has taken effect in accordance with its terms;

10.1.2 that person is absent without permission of the Board from at least half of the meetings in any calendar year, and the Board resolves that they cease to be a Director;

10.1.3 that person is prohibited from being a company director or a director of a registered society in law;

10.1.4 that person convicted of a criminal offence (other than a minor motoring offence) and the Board resolves that they cease to be a Director;

10.1.5 in the written opinion, given to the Club, of a registered medical practitioner treating that person, that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

10.1.6 the Board passes a resolution with the support of two thirds of the Board appointed at that time (disregarding the vote of the person subject to the resolution) that they cease to be a Director;

10.1.7 the Members pass a resolution in accordance with these Rules (disregarding the vote of the person subject to the resolution) that they cease to be a Director;

- 10.1.8 in the case of an Appointed Director the Members fail to ratify the appointment by simple majority at the next following annual general meeting after the commencement of their Term of Office.
- 10.2 No person the subject of any resolution relating to his or her ceasing to be a Director shall have a vote or be counted in the quorum of any meeting of the Board or general meeting of the Club.
- 11 Casual Vacancy**
- 11.1 If any vacancy of the Board or the Club President stands to be filled as a casual vacancy in accordance with these Rules, the Board may (with the recommendation of the Nominations Subcommittee) fill such vacancy by a temporary appointment of any person.
- 11.2 No person shall fill a temporary appointment on a casual vacancy arising:
- 11.2.1 in relation to a Member Director who would not otherwise be entitled to stand for election as a Member Director in accordance with Rule 9.4.2; or
- 11.2.2 in relation to an Appointed Director who would not otherwise be entitled to be appointed as an Appointed Director in accordance with Rule 9.5.2.
- 11.3 Any person filling a temporary appointment in accordance with this Rule 11 shall be a Director until:
- 11.3.1 in the case of a Member Director, the beginning of the next annual general meeting of the Club, when they shall be deemed to have retired at the end of a Term of Office and the Club shall hold an election for a new Member Director;
- 11.3.2 in the case of an Appointed Director, such date and time specified by the Board, to fall no later than the normal expiry of the Term of Office of the Director whose vacation of the office gave rise to the relevant casual vacancy; and
- 11.3.3 in the case of a Club President, the beginning of the next annual general meeting of the Club, when they shall be deemed to have retired and the Club shall hold an election for a new Club President.

Part 4– Board – Proceedings

12 Management

- 12.1 The overall management of the Club and of its property, funds and affairs shall be vested in the Board whose decisions on all matters relating thereto shall be final and binding on every Member. The Board shall have the power to make, repeal and amend any bye-laws, not being inconsistent with these Rules, the Act or any other applicable law as it may from time to time consider necessary for the well-being of the Club.
- 12.2 The Chief Executive shall, amongst other things:
- 12.2.1 conduct the day-to-day business of the Club subject to the general direction of the Board;

- 12.2.2 appoint and remove all staff;
- 12.2.3 supervise and be responsible for all Employees.
- 12.2.4 have the power to refuse admission or to expel from the Club premises any person, whether a Member or not, whose conduct is:
 - (a) in breach of any Ground Regulations approved by the Board from time to time; and/or
 - (b) in the Chief Executive's opinion not in the interests of the Club.
- 12.2.5 refuse admission to any Member who is unable to produce their Membership Card and to demand the forfeiture of the Membership Card of any Member who has not observed the non-transferability restriction in Rule 27.1;
- 12.2.6 in his or her discretion, delegate any of their duties to any Employee or Director as he or she shall think fit.
- 12.3 The Chair shall, amongst other things:
 - 12.3.1 chair all meetings of the Board;
 - 12.3.2 chair all meetings of any subcommittee on which he or she sits;
 - 12.3.3 chair all general meetings of the Club;
 - 12.3.4 represent the Club at meetings of the ECB or any other relevant organisation.
- 12.4 The Board shall elect a Member Director to be the vice chair of the Board (**Vice Chair**). The Board may remove any person elected to Vice Chair from such office and elect a replacement at any time, provided that any person so removed shall remain a Director until they cease to be a Director in accordance with Rule 10.
- 12.5 The Vice Chair shall, amongst other things:
 - 12.5.1 chair all meetings of the Board at which the Chair is not in attendance;
 - 12.5.2 chair all general meetings of the Club at which the Chair is not in attendance;
 - 12.5.3 represent the Club at meetings of the ECB or any other relevant organisation where the Chair is unable to attend
- 12.6 The Board shall annually make a report upon the cricket, financial, governance and general affairs of the Club (**Report of the Board**).
- 12.7 The Board shall ensure that the Report of the Board includes all appropriate information to comply with the Code from time to time, including relevant information regarding:
 - 12.7.1 the remuneration of the Board (other than *ex officio* Directors) during the relevant year;

12.7.2 its annual review of its People Plan.

12.8 The Board shall draft and maintain up-to-date a matrix detailing the skills, experience, diversity, independence and knowledge required of the Board (**Skills Matrix**).

13 Board Procedures and Powers

13.1 The Board may on behalf of the Club exercise any or all of the powers of the Club.

13.2 Six Directors present shall be a quorum for meetings of the Board of which:

13.2.1 at least three must be either the Chair and/or the Member Directors;

13.2.2 at least two must be Appointed Directors.

13.3 The Chair, if present, shall chair the meeting. In the absence of the Chair, the Vice Chair or (in their absence) any Member Director so elected by the Board for that purpose shall chair the meeting.

13.4 If voting is equal the chair of the meeting shall have the casting vote.

13.5 A meeting of the Board:

13.5.1 shall be convened by the Chair (or by the Chief Executive on the Chair's behalf) as and when necessary but at least four times in any calendar year.

13.5.2 may be convened either:

(a) by written notice of not less than seven clear days from the date of delivery, any such notice to be delivered by email, or by hand or by first class post to the registered address of each member of the Board;

(b) on short notice and without any formalities for reasons which the Chair (or the Chief Executive on the Chair's behalf) reasonably considers constitute an emergency.

13.5.3 may be held in person or by any other means (including electronic) where all attending Directors can communicate with the others any information or opinions they have on any particular item of business of the meeting.

13.6 A special meeting of the Board shall be held within twenty-eight days of the receipt by the Chief Executive of a requisition in writing, signed by 250 (two hundred and fifty) Members stating the matter to be discussed. Not more than three of such requisitioning Members (who shall be named for that purpose in the requisition) shall be entitled to attend and speak at such a special meeting.

13.7 A Director who is any way, whether directly or indirectly and whether for himself or herself or through a person connected with him or her, interested in a contract, transaction or arrangement with the Club:

13.7.1 shall declare the nature of their interest in accordance with Sections 177 and 182 of the Companies Act 2006 as if such member were a director and the Club were a company for the purposes of that Act;

13.7.2 shall not vote, nor count in the quorum, at a meeting of the Board on any resolution concerning a matter in which or in connection with which he or she has, directly or indirectly, an interest or duty which in the opinion of the chair of the meeting is material and conflicts with or may conflict with the interests of the Club. If requested to do so by the chair of the meeting, such Director shall withdraw from the meeting while the matter in question is discussed and if applicable voted on. If the member in question is the Chair or Vice Chair, the meeting shall elect a chair of the meeting for the purposes of consideration of the matter in question as necessary.

13.8 No Director or member of a Subcommittee shall be entitled to be remunerated for serving in the role (save for a member of a Subcommittee who is an Employee and is remunerated under their contract of employment).

14 Board responsibilities

The Board shall be responsible for:

14.1 being the ultimate decision-taking body of the Club, and it shall accordingly exercise all powers of the Club;

14.2 exercising collective responsibility;

14.3 leading and overseeing the strategic planning of the Club;

14.4 delegating to and empowering the Chief Executive to effectively deliver the Board's strategy, whilst maintaining oversight and authority;

14.5 promoting the Club's objects as set out in Rule 5;

14.6 the stewardship of the assets of the Club on behalf of the membership;

14.7 maximising income and maintaining control of expenditure whilst actively planning and monitoring the financial position and performance of the Club against an annually approved budget and financial forecast;

14.8 preparing audited annual accounts that comply with legal requirements (including the Code) and recognised accounting standards;

14.9 adopting appropriate and proportionate financial and operational policies and procedures, including:

14.9.1 agreeing an annual budget;

14.9.2 regular review of management accounts, cash flow forecasts and financial risks and mitigations;

14.10 initiating and maintaining the effective management of the Club and its systems, including:

- 14.10.1 risk management and internal control systems;
- 14.10.2 legal and regulatory obligations which affect the Board and the Club;
- 14.10.3 welfare and safety of Members and other person (including Employees, participants and volunteers);
- 14.10.4 environmental social governance;
- 14.11 organising, administering and promoting any ancillary activities aimed at ensuring the Club's financial viability;
- 14.12 ensuring the Club complies with the Code from time to time including:
 - 14.12.1 adopting and publishing appropriate and clear ambitions to ensure its leadership represents and reflects the diversity of the communities represented by the Members;
 - 14.12.2 adopting and publishing, reviewing a Diversity and Inclusion Action Plan in accordance with the Code;
 - 14.12.3 developing, delivering a strategy for engagement with and listening to stakeholders;
 - 14.12.4 setting out, promoting and supporting the implementation of minimum good governance standards, including with respect to diversity and inclusion throughout the Club and within the membership of the Club from time to time;
 - 14.12.5 adopting a record of annual evaluation of the Board's own skills and performance and other appropriate development and evaluation goals;
 - 14.12.6 adopting a mandatory code for all Directors requiring that, amongst other things, all Directors act at all times in the best interests of the Club, with inclusivity, integrity, in an ethical manner and in accordance with the Club's conflicts policy;
 - 14.12.7 adopting an appropriate conflict of interest policy in relation to the Board;
 - 14.12.8 maintaining and regularly (at least annually) reviewing the matters set out in this Rule 14.12.

Part 5 – Board – Subcommittees

15 Subcommittees

- 15.1 The Board:
 - 15.1.1 shall constitute the following Subcommittees:
 - (a) the Nominations Subcommittee;
 - (b) the Members Subcommittee;
 - (c) the Finance, Risk and Governance Subcommittee;
 - (d) the Commercial Subcommittee, and

- 15.1.2 may constitute such other subcommittees as it thinks fit.
- 15.2 In respect of any Subcommittee, subject to these Rules, the Act and any other applicable law, the Board may:
- 15.2.1 constitute such Subcommittee with such rules and terms of reference as it thinks fit, including voting rights (**Terms of Reference**);
- 15.2.2 make, repeal and amend any Terms of Reference or other rules governing the proceedings of the relevant Subcommittee from time to time;
- 15.2.3 invite persons, whether members of the Club or not, to assist or advise on such Subcommittees.
- 15.3 No person shall serve on any Subcommittee:
- 15.3.1 for longer than three consecutive years without reappointment by the Board; or
- 15.3.2 for longer than nine years in total,
- provided that, if the relevant person is a Director, they shall be eligible to serve on any Subcommittee until the expiry of their Term of Office or they otherwise cease to be a Director.
- 15.4 The Board shall have the power to appoint and/or remove all members of any Subcommittee.
- 15.5 In respect of the Nominations Subcommittee:
- 15.5.1 any subcommittee constituted under previously adopted rules of the Club for similar purposes may discharge the rights, powers and duties of the Nominations Subcommittee under these Rules pending the constitution of the Nominations Subcommittee under Rule 15.1.1;
- 15.5.2 the Board shall:
- (a) use its power set out in Rule 15.4 to ensure that independent non-executive directors of the Club hold a majority of votes from time to time;
- (b) ensure that any Terms of Reference include the requirement that, in dealing with the appointment of a successor to the Chair, the relevant meeting shall be chaired by an independent non-executive director of the Club.
- 15.6 All Subcommittees shall report to the Board.
- 15.7 The Board shall:
- 15.7.1 ensure that each Subcommittee has sufficiently clear Terms of Reference.
- 15.7.2 publish such Terms of Reference of any Subcommittee, as amended from time to time.
- 15.8 Each Subcommittee will have regard to the following factors when making recommendations to ensure that the Board meets the necessary criteria of a well-governed club:

- 15.8.1 the requirement to promote and protect the interests of the members and stakeholders of the Club;
- 15.8.2 the requirement to promote the development and community objectives of the Club;
- 15.8.3 the requirement to comply with any regulations, charter or code applicable to the Club issued by HM Government, the ECB or other relevant regulators or organisation regarding governance wherever possible or practicable (including the Code);
- 15.8.4 such other factors as may be recommended by the Board from time to time; and
- 15.8.5 (in the case of the Nominations Subcommittee only):
 - (a) the requirement that the Board is sufficiently diverse in all regards, including in gender, ethnicity and age, wherever and whenever practicable;
 - (b) the requirement to ensure that the Board has sufficient skills and experience including cricketing, financial, commercial, human resources, property and legal, and otherwise to ensure the Board is sufficiently composed to comply with the Skills Matrix;
 - (c) the requirement to ensure that members of the Board do not serve for excessive periods of time and to ensure succession planning;
 - (d) the potential need to publicly advertise vacancies on the Board;

16 Additional Subcommittees

The Board shall have the power to (acting reasonably) constitute and deconstitute any additional Subcommittees with such membership and terms of reference as it may think fit from time to time having regard to upcoming projects, the challenges faced by and the opportunities available to the Club and the skills, experience and diversity required on the Board.

Part 6 – Club President and Honorary Life Members

17 Club President

- 17.1.1 The Club shall from time to time elect a president (**Club President**) who may or may not also be a Director if appointed in accordance with Rule 9.
- 17.1.2 The Club President may, if invited at the discretion of the Board, attend, observe at and contribute to discussions at any meeting of the Board, provided that he or she shall not have the right to vote at such meetings, unless otherwise appointed as a Director in accordance with Rule 9.
- 17.1.3 In respect of the Club President:
 - (a) he or she shall be elected by the Members in accordance with these Rules;

- (b) his or her term of office as Club President shall commence on the date he or she is elected to such position, and shall expire at the beginning of the first annual general meeting of the Club taking place on or after the second anniversary of commencement of the term of office;
- (c) a person shall not be eligible to be elected as Club President:
 - (i) in the case of any person standing for election as Club President for the first time, unless that person has attended an interview with the Nominations Subcommittee and the Nominations Subcommittee have recommended that person for election or is otherwise a Director; and
 - (ii) unless that person would otherwise be entitled to stand for election as a Member Director in accordance with Rule 9.4.2(b).
- (d) he or she shall immediately cease to be the Club President if:
 - (i) if a Director, they cease to be a Director in accordance with Rule 10; or
 - (ii) otherwise had they been a Director, they would have ceased to be a Director in accordance with Rule 10.
- (e) if a Club President for the time being leaves office for any reason prior to the expiry of his or her term of office, his or her position as a Member Director shall be filled by the Board as a casual vacancy

18 Honorary Life Members

- 18.1 The Board may appoint as Honorary Life Members any individuals who have given outstanding service to cricket in Somerset.
- 18.2 An Honorary Life Member shall be a Member for the purposes of these Rules unless the Board directs otherwise (acting reasonably).

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Part 8 – Members - Meetings

23 General

- 23.1 The Chair, if present, shall chair all general meetings including the annual general meeting. In the absence of the Chair, the Vice Chair or (in their absence) any Member Director so elected by the Members for that purpose shall chair the meeting.

23.2 If the Board calls a general meeting (including an annual general meeting):

23.2.1 the Board shall provide written notice of the meeting (a **General Meeting Notice**) to the Members to their registered email address, or where no email address is registered, their registered residential address.

23.2.2 the General Meeting Notice shall:

- (a) specify the proposed date of the meeting (**Meeting Date**);
- (b) be given to the Members not less than 21 nor more than 42 days before the Meeting Date;
- (c) be accompanied by:
 - (i) a written agenda of the business to be transacted at the relevant general meeting (**Agenda**);
 - (ii) copies of any supporting documents in the discretion of the Board;
 - (iii) appropriate forms for voting by proxy;
 - (iv) notification of whether the meeting can be attended by electronic means in accordance with Rule 23.7, and appropriate joining instructions in respect of the Approved Electronic Platform if so.

23.3 Accidental omission to give a General Meeting Notice in accordance with Rule 23.2, or non-receipt of any General Meeting Notice by any one or more Members (not exceeding 100 Members) shall not invalidate the business transacted at the relevant general meeting.

23.4 The Agenda shall include business to be transacted at the relevant general meeting, including:

23.4.1 such resolutions as the Board has resolved to submit to the Members;

23.4.2 any resolution proposed to be moved by a Member, provided:

- (a) the relevant resolution is not ineffective, frivolous, vexatious or requiring the publication of defamatory or otherwise offensive material, in the opinion of the Board (acting reasonably); and
- (b) in the case of a resolution to be moved at a meeting requisitioned by the Members in accordance with 23.16.2, such resolution, including its full text, is included in the relevant requisition; or
- (c) in any other case:
 - (i) such resolution has been notified in writing to the Board, including its full text, not less than 42 days prior to the date of the meeting;
 - (ii) such notice is accompanied by the signatures of at least 250 Members.

- 23.5 No business shall be transacted at a general meeting except that which is included on the Agenda (or, in the case of an annual general meeting, otherwise under Rule 25.5) and no amendment to the business or to any resolution forming part thereof shall be moved at the meeting save with the permission of the chair of the meeting.
- 23.6 The quorum for any general meeting of the Club shall be 100 members present in person or by proxy or (if Rule 23.7 applies) by electronic means. 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.
- 23.7 This Rule 23.7 applies where the Board resolves to enable Members to attend and participate in any general meeting by electronic means. Where the Board so resolves:
- 23.7.1 the Board shall identify an approved electronic platform through which Members may attend the general meeting (**Approved Electronic Platform**)
- 23.7.2 all Members attending the general meeting via the Approved Electronic Platform shall be counted in the quorum and entitled to vote, or otherwise participate in the general meeting in question.
- 23.8 Any meeting at which some or all Members attend via electronic means shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied (acting reasonably) that adequate facilities have been available at all material times during the meeting to ensure that Members attending the meeting by all means (including electronic) are able either in person or via the Approved Electronic Platform to:
- 23.8.1 participate in the business for which the general meeting has been convened;
- 23.8.2 communicate to the others any information or opinions they have on any particular item of business at the meeting.
- 23.9 The chair of any meeting shall have the power to adjourn the meeting. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.
- 23.10 In respect of voting at any general meeting, each Member shall have one vote on each motion which may be cast as follows:
- 23.10.1 in person; or
- 23.10.2 by proxy; or
- 23.10.3 by electronic means approved by the chair of the general meeting.
- 23.11 In the event of an equality of votes the chair of the general meeting shall have a second or casting vote.

- 23.12 Unless otherwise specified in these Rules, the Act or otherwise by any applicable law, any resolution moved at a duly quorate general meeting may be passed by simple majority of those Members present in person or by proxy and eligible to vote on the resolution.
- 23.13 The instrument appointing a proxy (who shall be a Member, or if unspecified, the chair of the relevant general meeting) shall be in writing in a form to be determined and supplied by the Board and shall give the Member an opportunity of voting for or against any resolution. The instrument shall be signed by the Member.
- 23.14 The instrument appointing a proxy shall be deposited at the Registered Office not less than forty-eight hours before the time for holding the general meeting at which the person named in the instrument proposes to vote.
- 23.15 All general meetings other than the annual general meeting shall be called extraordinary general meetings.
- 23.16 An extraordinary general meeting:
- 23.16.1 may be convened by the Board at any time, subject to Rule 23.2;
- 23.16.2 shall be convened by the Board on receipt by the Chief Executive of a requisition signed by at least 250 (two hundred and fifty) Members (identified by inclusion of their names and addresses and current Membership numbers). Such meeting must be convened within 42 days of receipt of the relevant requisition.

24 Remote Ballots

- 24.1 At the discretion of the Board, subject to the Act and any other applicable law, any resolution of the Club required by these Rules to be passed at a general meeting may be passed by postal or electronic ballot of the Members (**Remote Ballot**).
- 24.2 If any business is conducted by Remote Ballot:
- 24.2.1 the Board shall provide written notice of the Remote Ballot (a **Remote Ballot Notice**) to the Members to:
- (a) in the case of a postal ballot, their registered residential address; or
 - (b) in the case of an electronic ballot, their registered email address.
- 24.2.2 the Remote Ballot Notice shall:
- (a) specify the closing date for receipt of completed postal ballots or electronic ballots as applicable (**Closing Date**);
 - (b) be given to the Members not less than 14 nor more than 42 days before the Closing Date;
 - (c) in the case of a postal ballot, contain:
 - (i) a ballot paper, with the full text of the resolutions proposed; and

- (ii) copies of any supporting documents in the discretion of the Board;
 - (d) in the case of an electronic ballot, contain:
 - (i) the full text of the resolutions proposed;
 - (ii) copies of any supporting documents in the discretion of the Board;
 - (iii) appropriate instructions for how to return the Member's ballot electronically.
- 24.3 Accidental omission to give a Remote Ballot Notice in accordance with Rule 24.2, or non-receipt of any Remote Ballot Notice by any one or more Members (not exceeding 100 Members) shall not invalidate the Remote Ballot.
- 24.4 Completed Remote Ballots shall be returned:
- 24.4.1 in the case of a postal ballot, by post to the Club at the Registered Office; or
 - 24.4.2 in the case of an electronic ballot, in accordance with instructions set out in the Remote Ballot Notice,
- in each case on or before the Closing Date.
- 24.5 Each Member shall have one vote on each resolution conducted by Remote Ballot.
- 24.6 Unless otherwise specified in these Rules, the Act or otherwise by any applicable law, any resolution conducted by Remote Ballot may be passed by simple majority of all the Members on the date of the Remote Ballot Notice. In the event of an equality of votes the Chair shall have a second or casting vote.
- 25 Annual general meeting**
- 25.1 The financial year of the Club (the **Financial Year**) shall run from 1 January to 31 December.
- 25.2 The annual general meeting of the Club shall be held each year, within six months of the end of the Financial Year, at the Registered Office or such other venue as the Board shall resolve.
- 25.3 The Accounts of the Club duly certified by the Auditors and the Report of the Board shall be presented at the annual general meeting.
- 25.4 Notice of an annual general meeting shall be given in accordance with Rule 23.2, accompanied by copies of the Accounts and Report of the Board to be presented to the meeting.
- 25.5 The business to be transacted at the annual general meeting shall include:
- 25.5.1 receipt of the Report of the Board;
 - 25.5.2 receipt and, if approved, adoption of the Accounts in respect of the previous Financial Year;

- 25.5.3 administration of the election of Member Directors, and announcement of the results;
- 25.5.4 administration of such resolutions as are included on the Agenda;
- 25.5.5 appointment of the Auditors for the current Financial Year at such remuneration as shall be fixed by the Board.

Part 9 – Members – Subscription and rights of membership

26 Share capital and financing

- 26.1 The capital of the Club shall consist of shares of a nominal value of £1 (one pound) each and one share shall be the maximum shareholding that any individual Member may hold.
- 26.2 Any person admitted to membership of the Club shall be allotted one share on admission and £1 (one pound) of the first Subscription paid by such Member shall be applied in paying up the share price in full.
- 26.3 No person who is not a Member shall be issued with a share.
- 26.4 The liability of each Member shall be limited to the value of the Member's shareholding of £1 (one pound).
- 26.5 All shares in the share capital of the Club, whether issued or not, shall be non-transferable and non-withdrawable and no interest, dividend or bonus shall be payable on any share nor may a share be held on trust for any other person.
- 26.6 Upon a Member ceasing to be a Member their share will be cancelled.
- 26.7 The Club shall not be required to issue share certificates in respect of the shares to any Member in respect of the share allotted to that Member.
- 26.8 The profits of the Club shall be applied only in furthering the objects of the Club.

27 Subscription

- 27.1 Subject to the following provisions, membership of the Club is available to any eligible candidate provided that:
 - 27.1.1 the applicant has supplied such information concerning their application as is required by the Board (acting reasonably), including:
 - (a) a residential address; and
 - (b) an email address;
 - 27.1.2 the applicant has paid his or her Subscription for the current subscription year in full.
- 27.2 Admissions of Members shall be vested in and under the control of the Board. The Board shall have the power to refuse membership to any person without giving a reason, provided that the Subscription paid by any such person is returned.

27.3 In respect of subscription:

27.3.1 each Member shall be required, as a condition of membership, to pay an annual subscription fee (**Subscription**);

27.3.2 the subscription year shall begin on 1 January of each year and end on the following 31 December;

27.3.3 a Member joining part way through a Subscription Year shall be obliged to pay their Subscription in full before admission as a Member, with no discount for any part of the year elapsed;

27.3.4 the Subscription shall be determined by the Board annually, acting reasonably.

27.4 Each existing Member (being a member of the Club who has paid their Subscription for the immediately previous Subscription Year) must pay their Subscription on or before 11.59pm on 31 December in respect of the forthcoming subscription year from time to time, by such payment method as is reasonably specified by the Board.

27.5 If any existing Member fails to pay their Subscription in accordance with Rule 27.4, their membership shall immediately terminate at the commencement of the new subscription year. Any existing Member whose membership terminates in accordance with this Rule 27.5 must re-apply for membership.

28 Membership

28.1 Upon admission as a Member:

28.1.1 a Member will be entered in the Register of Members; and

28.1.2 shall be issued with a Membership Card.

28.2 In respect of each Member, the addresses supplied pursuant to Rule 27.1.1 shall be inserted in the Register of Members and shall be their relevant registered address for the purposes of these Rules. Any Member may amend any registered address(es) by five Business Days written notice to the Club, and upon the expiry of such notice the relevant Member's registered address(es) shall be updated in the Register of Members.

28.3 Membership of the Club shall consist of different categories that may from time to time be changed by the Board in its entire discretion (after consultation with the Members Subcommittee), provided always that no class of Membership may be created with voting rights greater than those held by Members under these Rules.

28.4 Subject to Rule 28.3, the Board may include a category of junior membership of the Club, to be made available to those under 16 years of age at the commencement of the relevant subscription year. Such persons may not hold shares in the capital of the Club or be entitled to vote at a general meeting of the Club, and shall not be categorised as Members for the purposes of these Rules.

- 28.5 Subject to Rule 28.3, the Board may include a category of corporate membership of the Club, to be made available to incorporated and unincorporated organisations. Such organisation may hold shares in the capital of the Club, and may be entitled to vote at a General Meeting of the Club (and for this purpose shall hold one vote), and shall be categorised as Members for the purposes of these Rules.
- 28.6 All rights and privileges associated with membership shall be personal to the Member and shall not be transferable.
- 28.7 A copy of the Rules shall be made available at the Registered Office and all Members shall be deemed to have notice thereof.
- 28.8 Without prejudice to the right of Members to vote under these Rules, Members shall be entitled (on production of their Membership Card) to such rights and privileges attaching to their category of membership as the Board may determine from time to time.
- 28.9 Upon a claim being made by:
- 28.9.1 the personal representative of a deceased Member; or
 - 28.9.2 the trustee in bankruptcy of a Member who is bankrupt; or
 - 28.9.3 the Office Holder to any property in the Club belonging to such a Member,
- the Club shall transfer or pay such property to which the personal representative or trustee in bankruptcy or Office Holder has become entitled as the personal representative or trustee in bankruptcy or Office Holder shall direct them.
- (In this Rule, **Office Holder** means a receiver, administrative receiver, liquidator, provisional liquidator or administrator of a member of all or substantially all of the member's assets.)
- 28.10 A Member may in accordance with the Act nominate any individual or individuals to whom any of his/her property in the Club at the time of his/her death shall be transferred, but such nomination shall only be valid to the extent of the amount for the time being allowed in the Act. On receiving satisfactory proof of death of a Member who has made a nomination the Club shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the individual or individuals entitled thereunder.

29 Cessation, suspension and termination

- 29.1 A Member shall cease to be a Member:
- 29.1.1 on resignation in writing to the Club;
 - 29.1.2 on death; or
 - 29.1.3 otherwise in accordance with these Rules.
- 29.2 The Board shall have discretionary power (to the extent permitted by law and acting reasonably) to:

- 29.2.1 suspend the membership of any Member for any period of time;
- 29.2.2 terminate the membership of any Member if the relevant Member has committed or threatened to commit any act that is considered prejudicial to the interests and good conduct of the Club, including any breach of these Rules.
- 29.3 Prior to termination of the membership of any Member pursuant to Rule 29.2.2:
 - 29.3.1 the Board must give seven days written notice containing details of the breach or conduct complained of to the Member; and
 - 29.3.2 the Member shall be given reasonable opportunity to state their case through submission of written representations to the Chief Executive.
- 29.4 In respect of any Member whose membership is suspended in accordance with these Rules, during such suspension the relevant Member:
 - 29.4.1 shall not be entitled to admission to any part of the Club premises;
 - 29.4.2 shall not be entitled to vote at any general meeting of the Club;
 - 29.4.3 shall not be entitled to any rights and privileges attaching to their category of membership under these Rules.
- 29.5 In respect of any Member whose membership has been terminated in accordance with these Rules, upon such termination the relevant Member
 - 29.5.1 shall not be entitled to admission to any part of the Club premises;
 - 29.5.2 shall not be entitled to vote at any general meeting of the Club;
 - 29.5.3 shall not be entitled to any rights and privileges attaching to their category of membership under these Rules;
 - 29.5.4 shall cease to be a Member; and
 - 29.5.5 shall have their share in the capital of the Club cancelled,

unless their membership is reinstated in accordance with Rule 29.6, in which case all such rights, privileges and shares shall be reinstated.
- 29.6 In respect of any Member whose membership is terminated or suspended under Rule 29.1:
 - 29.6.1 the relevant Member may appeal in writing delivered to the Chief Executive within seven days of the relevant termination or suspension;
 - 29.6.2 if any such appeal is submitted:
 - (a) the appeal shall be heard by not less than three Members nominated by the Board (**Appeal Panel**);

- (b) the Appeal Panel shall hear the Member in person or the Member's representative if the Member so desires before reaching their decision and which decision shall be notified to the Member in writing;

29.6.3 if the Appeal Panel decides to allow the relevant appeal:

- (a) the relevant suspension shall be lifted or the relevant membership reinstated (as applicable);
- (b) the Board shall not be entitled to impose any suspension or termination on such Member in respect of the same conduct.

Part 10 – Miscellaneous

30 Electronic communications

- 30.1 Where under these Rules a document, including a proxy form, is required to be signed by a Member or other person and it is in electronic form, the relevant document may be signed or otherwise authenticated in electronic form in any form approved by the Board.
- 30.2 A notice may be served by the Club upon any Member by electronic communication.
- 30.3 Each Member agrees to receive notice and other documents from the Club by electronic communication to their registered email address.
- 30.4 The Club may send any Member any notice or other document by publishing the notice or other document on a website and notifying the Member by email to their registered email address that the notice or other document has been published on the website.

31 Additions and amendments to rules

- 31.1 Subject to Rule 31.3 no alteration, addition or amendment to these Rules shall be effective unless passed either:
 - 31.1.1 by a resolution at a general meeting supported by a majority of two thirds of the votes cast; or
 - 31.1.2 by a resolution by Remote Ballot supported by a majority of two thirds of the Members.
- 31.2 The chair of any general meeting at which such a resolution is moved may accept at the meeting any minor amendment(s) to the proposals if, in their absolute discretion, such amendment would clarify or assist the proceedings and is in accordance with the wishes of the Members.
- 31.3 The Board shall, unless specifically provided otherwise herein, have power to determine any question that may arise on the construction of these Rules and to pass by simple majority temporary rules dealing with any matter not covered by these Rules. Any such temporary rules shall cease to have effect after the next annual general meeting unless adopted in accordance with Rule 31.1.

32 Dissolution

- 32.1 The Club may only be dissolved in accordance with the Act.
- 32.2 The Club may be wound up either compulsorily or by order pursuant to the Insolvency Act 1986 or voluntarily by resolution of the Members (passed by a majority of two thirds of the Members voting thereon) as if the Club were a company within the meaning of the Insolvency Act 1986.
- 32.3 In the event of a dissolution or winding up, the property of the Club, after the discharge of all liabilities, shall not be distributed amongst the Members but shall be transferred in the furtherance of the Club's objects to some other institution having objects similar to or comparable with the objects of the Club, or insofar as property is not transferred, shall be held for charitable purposes.

33 Indemnity

- 33.1 All Directors shall respectively be chargeable only with such monies as they shall actually receive, and shall not be answerable for each other, nor for any banker, broker or other person in whose hands any monies or securities shall be placed or business entrusted, nor otherwise for involuntary losses unless the same shall happen through their own willful neglect or default.
- 33.2 Each Director, Employee or member of a Subcommittee shall (to the extent that such person is not entitled to recover under a policy of insurance) be entitled to be indemnified out of any and all funds available to the Club, which may be lawfully so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by him or her in the execution and discharge of his or her duties in relation thereto, or incurred by him or her in good faith in the purported discharge of his or her duties in relation thereto, including any liabilities incurred by him or her in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted in good faith by him or her or alleged to have been done or omitted by him or her as a Director, Employee or member of a Subcommittee, as the case may be whether before or after the Effective Date.

34 Interpretation

- 34.1 In these Rules, unless the context otherwise requires, the following expressions shall have the following meanings:

Accounts means the annual accounts of the Club, audited as required by applicable law and accounting principles, in respect of a Financial Year;

Adoption means (as applicable) the passage of the resolution to adopt these Rules in general meeting, or the announcement of the passage of the resolution to adopt these Rules by Remote Ballot, in each case at a general meeting of the Club;

Business Day means a day, other than a Saturday, Sunday or public holiday, on which banks are open for non-automated commercial

	business in the City of London;
Board	means the board of directors of the Club, constituted in accordance with these Rules;
Code	means of the Code Governance adopted and published by UK Sport and/or Sport England (or their respective successors) from time to time;
Director	means a director of the Club from time to time and Directors means more than one of them;
Employee	means an employee of the Club, or of any body controlled by the Club, including any player or coaching staff;
Former Employee	means any person who was formerly an Employee, but has ceased such employment;
Member	means a member of the Club from time to time and Members means more than one of them;
Membership Card	means such physical or digital proof of membership as approved by the Board from time to time;
Register of Members	means the register of Members maintained by the Club from time to time.

34.2 In these Rules, unless the context otherwise requires:

34.2.1 each gender includes the other genders;

34.2.2 the singular includes the plural and vice versa;

34.2.3 references to persons include individuals, unincorporated bodies and partnerships (whether or not having a separate legal personality), governments, government entities, companies and corporations and any of their successors, permitted transferees or permitted assignees;

34.2.4 the words 'include', 'includes' and 'including' are deemed to be followed by the words 'without limitation';

34.2.5 the words and phrases 'other', 'including' and 'in particular' or similar words shall not restrict the generality of any preceding words or be construed as being limited to the same class, acts, things or matters as the preceding words where a wider construction is possible;

34.2.6 the contents table and the descriptive headings to provisions in these Rules are inserted for convenience only, have no legal effect and shall be ignored in the interpretation of these Rules;

34.2.7 references to legislation include any modification or re-enactment thereof but exclude any re-enactment or modification after the date of these Rules to the extent they make any person's obligations more onerous or otherwise adversely affect the rights of any person;

34.2.8 references to 'writing' or 'written' include email and any other method of reproducing words in a legible and non-transitory form, but not faxes.

34.2.9 In these Rules words importing the masculine shall include the feminine and the singular shall include the plural.

35 Branding: Crest and Colours

35.1 The registered crest of the Club shall be a dynamic, athletic Wyvern which faces to the left of the page. The Wyvern may also be used alongside or above wording such as "Somerset County Cricket Club" "Somerset CCC" and "SCCC".

35.2 The registered crest of the Venue will be a diamond shape with the "The County Ground" wording enclosed which may also accommodate any Ground Naming Rights Partner.

35.3 The Club's Brand Guidelines are to be adhered to at all times for any collateral relating to both Somerset County Cricket Club and the County Ground, Taunton (**Venue**).

35.4 The Club's Brand asset's such as fonts and colour palettes may be periodically updated to reflect the current trends. Any updates to these Guidelines must be approved by the Board.

35.5 The primary colours of the Club shall remain as maroon, silver and black. The primary colour of the Venue shall be navy blue, maroon and silver. Accent colours such as pinks and yellows may also be used but their base colour must be derived from the core colour palette.