



Oxfordshire Cricket
#sportofchoice

Oxfordshire Cricket Board Ltd
("the company" or "OCB")

Preamble

The purpose of the bye-laws is to :

- ***Demonstrate how the Articles will be applied***
- ***Demonstrate the Board's commitments to the company and membership***
- ***Protect the assets of the company***
- ***Allow for flexibility to fine tune the operation of the Company without constant changes to the Articles***

All bye-Laws are made in accordance with Article 57 in accordance with the powers set out in that article of the Company's Articles of Association

Bye-Law No.1 : Making of Bye-Laws

1. Bye-laws shall be made by the directors of the company in accordance with Article 57 of the Articles of Association.
2. In exercising their powers, the directors will publish additional, amended or removed bye-laws and submit them for discussion to the following meeting of members. Any proposal published and placed before the Members Meeting shall be approved by a majority of the full members attending to achieve ratification
3. In circumstances which require urgent action and where it is necessary to make, amend or remove a bye-law in the best interests of the company and to achieve its objects, the directors can do so acting under their powers in article 57. In the event that they exercise those powers, the secretary shall report the amendment of the bye-laws to the next members meeting. In such a case the amended bye-laws will be published on the company website as soon as it is made and a copy of the bye-laws is to be sent to each member by an approved form of communication.
4. Where the circumstances arise in 3 above, the members shall, at the next meeting of members consider it and approve it, or any further amendment, by a majority of the full members attending.
5. In accordance with Article 57 of the Articles of Association of the company,

any decision to alter, add to or repeal a bye-law shall only be made in a members meeting on a proposal from either the directors or from a prior members meeting

Bye-Law 2 : The conduct of business at General Meetings of the company

This bye-law is made in conjunction with (but not to be inconsistent with the provisions in Articles 10 – 23) of the Articles of Association in so far as they relate to the conduct of general meetings.

1. The agenda for the Annual General Meeting shall provide for the minimum items to be dealt with:
 - i. Election of directors (those who are required to be elected in accordance of the Articles of Association);
 - ii. Election of officers (as nominated by the Board under bye law 7)
 - iii. Any other person required to be elected by the byelaws at the General Meeting;
 - iv. Presentation and approval of Directors Reports;
 - v. Presentation and approval of Annual Accounts;
 - vi. Consideration and approval of any proposed change in membership fees.
 - vi Notification of changes to Management Teams
2. Any items for the agenda of the Annual General Meeting, must be delivered to the company secretary by 30th October and be supported by at least five full members (which may include clubs or organisations). Such notice, and approvals, may be made by post or email to the company secretary
3. The company secretary will advertise the timeline outlined in 2 annually, with a posting on the website by 30th September.
4. The quorum required for the general meeting shall be that as set out in the Articles of Association save that where a meeting is reconvened because it was originally inquorate (as found in article 15 (3)) there must be a minimum of three members present for the meeting to proceed who shall currently be serving as directors.
5. Any full member, or a club or organisation who attends a general meeting of the company, shall be able to nominate a person on their behalf to vote on any particular item of business before the meeting. Further, that person may be required to provide written evidence of their nomination to vote to the company secretary prior to the commencement of the general meeting, and must not be under a rejection, suspension or removal from full membership of the company.
6. Other general meetings, called under the terms laid out in the Articles, will follow the timelines prescribed and have an agenda formed around the specific reasons for the calling of that general meeting

Bye-Law 3 : Making of Policies

All copies of company policies are to be retained by the company secretary, made available to members on request, and published on the company website where applicable

1. "Company policies" are defined as policies which are made to assist with the running of the company and for the purposes of the company to meet its objects as set out in the Articles of Association.
2. "Company policies" shall further be defined as those policies currently in existence.
3. Any policies which are made by the directors on behalf of the company shall be published in draft form and confirmed at the following members meeting.
4. In any event "Company policies" shall relate to the following (although the list is not exhaustive):
 - i. structure of the company and the powers of the directors, committees, management group, volunteers and employees (subject to law and the Articles of Association);
 - ii. the company's financial policies;
 - iii. conduct of players/managers/coaches/officials and members
5. Any policy which is made by the company shall not be altered, amended or removed without the prior agreement of the directors, who shall then lay such change in front of a members meeting as in 3 above
6. Copies of all policies shall be kept by the company secretary and available for inspection upon reasonable request.
7. All ECB policies, directives and guidelines shall be adopted by the company without reference to the members' meetings, save they shall be reported upon where appropriate at the following members meeting

Bye-Law 4 : Membership and conduct of Members Meetings of the company

The classes of membership of the company together with their rights and obligations are set out in the attached schedule to these bye-laws.

1. Subject to the description of the individual classes of membership, membership of the company shall be open to anyone who is 18 years of age or over regardless of, gender, disability, race, ethnic origin, creed, religion, social status or sexual orientation.
2. In addition to individual membership, any cricket club or properly constituted cricket-related organisation is eligible to apply for membership of the company
3. Any person, club or organisation wishing to apply for full membership of the company shall apply on the prescribed application form to be obtained from the company secretary and submitted to him/her.
4. Such application will be placed before the directors who shall either accept or refuse the application. If the application is accepted the company secretary will place the name of the member and his/her details into the members' book and advise the member accordingly.
5. All applications must be considered by the directors within 28 days of its receipt. The company secretary must notify the applicant of the decision of the directors, within a further 14 days.
6. In the event of an application for membership being refused for any reason, the applicant will have a right of appeal to a panel of members.

Appeal Panel

7. The members of the panel, none of whom will be directors, will be those members who volunteer to serve on such a panel, and who are authorised at a general meeting. The company secretary will act as a non-voting secretary to the panel.
8. The secretary to the panel will convene panel meetings where necessary and will appoint 3 of the pool members to hear any given appeal.

Conduct of the Appeal

9. The applicant can attend the appeal panel if they so wish and make representations. The panel will receive the reasons for the refusal as to membership from the directors, and may invite attendance from the directors at its discretion
10. The secretary will produce minutes of the meeting and will notify the panel's decision to the applicant.
11. The company secretary will inform the applicant of the appeal panel's decision within 7 days. If the appeal is not upheld the applicant will be given reasons for that decision in writing.

Members Meetings

12. Members meetings will be held at least three times per year at dates and venues for the following year which will be determined at the general meeting. Members of all classes will be entitled to attend. Only full members will be entitled to vote at such meetings. Voting at meetings shall be by simple majority by those members who attend and are entitled to vote.
13. The meeting will be chaired by the Chairman of the Members Management Team (or its successor), other than for any formal business where the chair shall be handed to the Chairman of the OCB. The Chairman of the OCB shall also act as the chair for the Members meeting where the appointed chairman is absent.
14. Any member may request that an item required to be voted upon can be undertaken through a secret ballot and the company secretary shall ensure conduct of the ballot accordingly.
15. The notice for meetings will be posted on the website, and Members will have the option of receiving notice of meetings by post or by email, on request to the company secretary.
16. A code of conduct for members shall be drawn up and such a code of conduct shall be entered into the list of company policies and shall be treated such for the purposes of any further amendments, alterations or removal, as in accordance with bye-law 2.

Schedule of Prescribed Membership to Oxfordshire Cricket Board Ltd (“OCB”)

Full membership

Full membership is available to any individual, club, or organisation who applies for membership to the company and who pays the annual subscription and guarantees the payment of £10 in the event of the company being wound up.

Full members are entitled to the following benefits:-

- (i) the right to attend and vote at general meetings (clubs and organisations may send a number of delegates, one of which they can nominate to vote on their behalf).
- (ii) the right to attend 3 members meetings per year with the directors to influence thinking and the future direction of the company (clubs and organisations may send one delegate) and the right to vote at such meetings.
- (iii) the right to free entry to all home grounds where an Oxfordshire side is playing (except ECB Nationally organised games).
- (iv) the right to receive a fixture card if published

- (v) the right to purchase at a discount a copy of the handbook in hard copy form
- (vi) insurance cover through OCB Limited whilst on OCB activities.
- (vii) the right for Clubs to enter OCB run competitions (and where necessary to pay the appropriate entry fee) for which they are eligible under those competition's rules
- (viii) only an individual member can be proposed or appointed as a director of the company.

Affiliate membership

Affiliate membership is available to any individual, club or organisations who wish to affiliate to OCB Limited by paying the appropriate affiliation fee, and who do not wish to guarantee payment of £10 in the event of the company being wound up.

Affiliate members are entitled to the following benefits:-

- (ix) the right to attend general meetings but not vote.
- (x) the right to send 1 delegate to 3 members meetings per year with directors to influence thinking in the future direction of the company.
- (xi) the right for Clubs to enter OCB run competitions (and where necessary to pay the appropriate entry fee) for which they are eligible under those competition's rules
- (xii) the right to receive a fixture card if published
- (xiii) the right to purchase at a discount a copy of the handbook in hard copy form
- (xiv) Insurance cover through OCB Limited whilst on OCB activities.

All individual members of the Oxfordshire OA and Oxfordshire CA and Oxfordshire Members of the Institute of Groundsmanship, who are not full members of OCB, are automatically affiliate members.

Honorary membership

Honorary membership may be granted to individuals by the company for significant contributions to OCB. This will include all vice presidents of OCB. An Honorary member would have all the rights of full membership but could not

be proposed as a director of the company and they would not be expected to guarantee £10 in the event of the company being wound up.

Junior membership

All members of the Boys and Girls County Age Group and Development Squads will automatically become Junior members of the OCB. Junior membership does not carry any rights other than for a nominated parent or guardian to have Affiliate Membership of OCB and all the rights associated therein.

Bye-Law 5: Management Teams

1. Management Teams may be established in accordance with paragraphs 4 to 6 below to carry out the on-going management of areas of company business as specified in their terms of reference, and to assist the directors in any way with the conduct of company business in accordance with the company's Articles of Association and its policies made in accordance with bye-law 3.
2. Management Teams may be "permanent" or "temporary". A permanent management team is established to manage a specified sector of company business and remains in existence until dissolved in accordance with paragraph 5 below. A temporary management team is established for a set period of time to carry out a specified task and is automatically dissolved at the end of its set period of time.
3. In this bye-law the term "management team" refers to both permanent and temporary management teams unless stated otherwise.
4. The directors may resolve from time to time establish new management teams. Such resolution will immediately come in to being and remain in force subject to the approval of the next available members meeting which shall approve the powers, responsibilities, membership and (in the case of temporary management teams) the period of time for which they are established.
5. Powers and responsibilities for each management team must be included within a written terms of reference and published on the website of OCB, and available on request from the company secretary.
6. The membership of any management team must comply with paragraphs 9 - 12 below
7. The Board may add to or reduce its powers, responsibilities and membership of a management team at any time, if it appears to the Board that it is necessary and desirable. A report on the changes will be submitted to the next members meeting for approval.
8. If at any time it appears to the directors that it is desirable to dissolve any management team, they may dissolve that team and should report on the action taken to the next members meeting.

9. Each permanent management team shall include a minimum of three full members of the company who shall serve for a term of one year at the end of which they shall be eligible for re-election. Each temporary management team shall include a minimum of three full members of the company.
10. Each management team shall elect one of its full members as Chair and may also elect a secretary. A director of the company may be a member of a management team, and the team will be supported by relevant members of the workforce who will provide professional support.
11. The full member(s) may appoint such other persons as they think fit to be members of the management team (which may include named individuals, representatives or officers of clubs and other bodies, representatives of other management teams and representatives of other County Cricket Boards). Only full members and representatives of clubs and bodies which are affiliated as full members shall be entitled to vote at meetings of any management team.
12. Management teams may invite such persons and representatives as they think fit to be advisors or observers. Such persons shall be entitled to speak at meetings but not vote.
13. Meetings of any management team shall be convened by its Chair. The directors shall have the power to draw up a timetable for the meetings of the various management teams each year if they consider this to be in the interests of good management. All permanent management teams must meet a minimum of two times per year. In the event of the Chair being unavailable, a meeting may be convened by the company secretary. If the directors wish a management team to deal with a specific issue or issues, they shall notify the Chair who shall convene a meeting as soon as may conveniently be done. Voting at meetings shall be by simple majority. Proper minutes of all management team meetings shall be taken and these will be communicated to the directors and made public on the company's website within twenty-eight days of the meeting.
14. Chairs of management teams shall attend board meetings if required by the directors.

Bye-Law 6: Appointment of Directors

The role of a director to the company comes with the full range of statutory and fiduciary duties associated with being a director in any company, as well as the additional duties around safeguarding and child welfare. It is important that those individuals seeking to take such office are aware of those responsibilities, how they should discharge them, and the time commitment required to ensure this is done appropriately.

It is incumbent on the board to ensure that candidates fully understand the above and are capable of carrying out their duties, especially given the

collective responsibility that the board holds in fulfilling the governance requirements of the company.

Further, the board needs to ensure that the composition of the Board has the required range of skills and competencies, and diversity to ensure a wide range of views and requirements are catered for, and is able to function as an effective Board.

1. Articles 24 to 36 cover the requirements, powers, retirement, appointment, and disqualification of directors. In addition, any Director must pass the England & Wales Cricket Board “Fit & Proper Person” test as it prevails at the time, and continue to meet this test at all times through their directorship, and undertake and maintain CRB clearance throughout their tenure.
2. As a vacancy occurs on the board – either through the Board identifying a gap in the composition, or via retirement / resignation of a standing Director whom the Board deems should be replaced – the vacancy will be advertised via the website and through other reasonable means to ensure it reaches as many members of the community as possible. Such advertisement should include a job description, details of how to apply, and a closing date which should allow at least 28 days from initial advertisement
3. The Board will nominate a team, which will comprise both board and non-board members, to carry out the interview and selection process. Such team should keep suitable notes to support their decision making and allow appropriate feedback to all candidates
4. Any appointment made will be subject to ratification by the members at the next annual general meeting, in line with Article 33
5. The Directors may co-opt further directors on to the Board outside of the recruitment process noted above, subject to the following :
 - a. No more than one third of board members will be co-opted members
 - b. no individual who stood for election at a general meeting and failed to gain the necessary support to be elected to the board, can be co opted on to the board by the directors, for a period of at least 12 months following that general meeting
 - c. for the avoidance of doubt, a director selected as a result of the recruitment process detailed above, shall not be deemed a co-opted director for the purposes of a
6. Any director seeking election or re-election at a general meeting shall provide a resume, of up to 250 words, on their suitability and reasons for

undertaking the role to the company secretary for circulation with the notice of general meeting

Bye-Law 7: Election of Officers

At the appropriate Board meeting preceding the Annual General Meeting, which must be held to offer appropriate notice to that meeting, the directors will nominate for election the following officers :

1. Chairman, Secretary, Treasurer (or Finance Director)
2. The directors may also elect a Vice Chairman should they see fit
3. Each post will require any nominee to be proposed and seconded
4. Should there be more than one nominee for any post, there will be a show of hands of those present, with a simple majority being required for election
5. In the event of a vote, Directors may vote for themselves
6. Should a majority of Directors prefer an anonymous poll, the Secretary will make the necessary arrangements.
7. The Secretary will conduct any vote or poll, with the Treasurer acting as scrutineer should a majority of Directors request it
8. In the event of any Officer nominated by the board not being approved by the general meeting, the Board – at its first meeting following the general meeting - will follow the process outlined in this bye-law to fill that vacancy with an alternate director which will then be subject to approval by the members at the following members meeting
9. Should the members meeting not approve the alternate nomination, the process will be repeated at subsequent meetings until a nomination is accepted by the members