

EUROPEAN COMMERCIAL COMMITTEE

TERMS OF REFERENCE

1. Status and Definition

- 1.1 A Commercial Committee Meeting will be held twice a year.
- 1.2 In consultation with the ICC Regional Development Manager-Europe, the Chairman of the Commercial Committee shall be entitled to convene other Commercial Committee Meetings during the year if pressing matters arise.

2. Venue

Meetings shall take place at such venue as shall be designated by the ICC Regional Development Manager-Europe in consultation with the Chairman of the Commercial Committee, but at least one per year will be at Lord's Cricket Ground.

3. Business

The Commercial Committee shall act as an expert consultant to the ICC Europe Office on commercial, sponsorship, advertising, finance, media and communication issues. Commercial Committee Meetings will:

- (A) discuss and consult on any commercial and revenue matters under the auspices of the ICC Development Program
- (B) discuss and consult on any media and communication matters under the auspices of the ICC Development Program
- (C) formulate recommendations to the ECC Board which have any significant financial implications to the ICC Europe budget or to any governance or structural changes

4. Chairman

- 4.1 The Chairman shall be appointed by the ICC Europe Appointments Committee, following nominations by the ICC European member countries.
- 4.2 The Chairman shall have an additional casting vote in the case of a split decision.
- 4.3 In the Chairman's absence, the Chairman shall nominate a deputy from the remaining committee members, who shall have a casting vote.

5. Committee Members

- 5.1 The Committee shall consist of the Chairman of the Commercial Committee, ICC Regional Development Manager-Europe and 3 other members appointed in accordance with these Terms of Reference:
 - a) One representative with expertise in media and communications
 - b) One representative with expertise in commercial and brand development
 - c) One representative with expertise in financial operations
 - d) ICC Regional Development Manager – Europe

The ICC Regional Project Officer shall be the Administrator of this committee.

- 5.2 A Commercial Committee member shall serve a three year term and shall be eligible for re-election or re-appointment at the end of that term.
- 5.3 The Chairman shall have the power to co-opt persons onto the Committee to advise on a specific project or issue, one meeting at a time. Once co-opted, a co-opted member shall be treated as a member of the Committee for that meeting, but he/she shall not be entitled to vote.
- 5.4 If a vacancy should arise on the Commercial Committee then the vacancy shall be filled in accordance with the principles of appointments set out in this clause 5 above.

6. Appointments of the Committee

- 6.1 Nominations of Committee Members will be made by Member Country Boards.
- 6.2 The following roles will then be appointed and removed by the Appointments Committee:
- a) Chairman
 - b) One representative with expertise in media and communications
 - c) One representative with expertise in commercial and brand development
 - d) One representative with expertise in financial operations
- 6.3 An alternate shall be appointed by the member countries, who shall attend the Commercial Committee meeting in the event that the originally elected member cannot attend. The person appointed as alternate shall be the person with the second number of votes when nominations were last required.

7. Attendees

- 7.1 The Chairman may grant permission for any other person to attend Commercial Committee Meetings as an observer but such person shall have no right to vote.

8. Quorum

- 8.1 The quorum for the Commercial Committee shall be 3 of those entitled to attend and vote at the Commercial Committee.
- 8.2 The quorum referred to above shall also be required to be present at the time when recommendations are voted upon.

9. Voting

- 9.1 Each member of the Commercial Committee shall be entitled to one vote at the Commercial Committee Meetings.
- 9.2 The Chairman shall have an additional casting vote if a split decision were to occur.
- 9.3 A resolution of the Commercial Committee Meetings shall be deemed to be passed by a simple majority of those present and entitled to vote voting in favour.

10. Responsibilities

10.1 The Committee members should not forward papers as these are confidential but the Agenda only may be forwarded to other member countries for information only. All decisions made by the committee are confidential until such time as the ICC Europe Office publicise them, and no member should discuss these until such time.

10.4 The Minutes will be distributed to all Committee members following review by the Committee Chairman and a summary of decisions will then be distributed to all member countries for their information.

11. Governing Law

11.1 These Terms of Reference shall be governed by and construed in accordance with English law.

11.2 If any dispute arises concerning the interpretation of these Terms of Reference, then the dispute shall be determined by the ECC Board.

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