

**Company number: 03251364**

**SPECIAL RESOLUTION**

OF

England and Wales Cricket Board Limited (**Company**)

Passed on 7 December 2017

The following resolution was duly passed as a special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**SPECIAL RESOLUTION**

The Company shall adopt new articles of association in the form attached in the Schedule to this Resolution, in substitution for and to the exclusion of the existing articles of association of the Company (including the relevant provisions of the Company's memorandum of association that would otherwise be treated as provisions of the articles under section 28 of the Companies Act 2006).

Signed.....

Scott Smith  
Company Secretary



**ARTICLES OF ASSOCIATION OF  
ENGLAND AND WALES CRICKET BOARD LIMITED  
(company number 3251364)**

**A COMPANY LIMITED BY GUARANTEE**

(adopted by special resolution passed on 7 December 2017)

**THE COMPANIES ACTS 1985, 1989 AND 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

*of*

**ENGLAND AND WALES CRICKET BOARD LIMITED**

**PART 1**

**INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY**

**1. Defined terms**

1.1 In these Articles, in addition to the capitalised defined terms set out herein and unless the context requires otherwise:

**"2006 Act"** means the Companies Act 2006 as modified by statute or re-enacted from time to time;

**"AGM"** means an annual general meeting of the Company;

**"Articles"** means these articles of association, as may be amended from time to time;

**"Board"** means the board of directors of the Company from time to time;

<b>"Chair"</b>	means the person appointed as chairperson of the Company in accordance with Article 17.1.1;
<b>"Clear Days"</b>	means a period of days exclusive of the day on which the notice is served and of the day for which it is given;
<b>"Committee"</b>	means any committee of the Board which is maintained or established in accordance with Article 7.1;
<b>"Companies Acts"</b>	means the Companies Acts (as defined in section 2 of the 2006 Act), insofar as they apply to the Company;
<b>"Company"</b>	means England and Wales Cricket Board Limited, a company incorporated in England and Wales with company number 3251364;
<b>"County Cricket Board"</b>	means a body designated as such which is responsible for the organisation of recreational cricketing activity and the development of Cricket generally within a county and such other areas (if any) as may be agreed by the Board;
<b>"Cricket"</b>	means cricket of all kinds and at all levels, both professional and recreational, and any other game or activity related or connected directly or indirectly, and however remotely, to or with cricket;
<b>"Cricket Non-Executive Director"</b>	means a Director appointed in such capacity who has relevant experience of the administration or playing of international cricket and/or First Class County Cricket and/or recreational cricket and/or women's cricket, but who shall not be an existing officer, employee or representative of or have any material financial connection with any First Class County Club, the MCC, the MCCA or any member of the Recreational Assembly (save only that the Chair of the Recreational Assembly shall be a Cricket Non-Executive Director in accordance with Article 17.7);
<b>"Director"</b>	means a director of the Company, and includes the Chair and any other person occupying the position of director, by whatever name called (including, where applicable and in accordance with Article 23, an alternate director);

<b>"ECB Director and Officer Regulations"</b>		means the ECB Director and Officer Regulations (as amended from time to time);
<b>"ECB Financial Regulations"</b>		means the ECB Financial Regulations (as amended from time to time);
<b>"Effective Date"</b>		means the time and date when these new Articles shall take effect and become binding on the Company and the Members, being the 2018 AGM of the Company which is scheduled to take place on Wednesday 9 May 2018 or such earlier date as the Board stipulates;
<b>"First Class County Clubs"</b>		means those County Cricket Clubs listed in the form of their current relevant operating entity at Schedule A;
<b>"First Class County Cricket"</b>		means all cricket played by First Class County Clubs' men's teams in competitions authorised and organised by the Company;
<b>"General Meeting"</b>		means a general meeting of the Members;
<b>"Governance Code"</b>		means the UK Government's Code for Sports Governance, as published by Sport England and UK Sport on 31 October 2016 (as may be amended or superseded from time to time);
<b>"Independent Non-Executive Director"</b>		means a Director who, immediately prior to appointment to the Board has been free of any close connection (as defined under the Governance Code) with the Company or any Member for at least four years;
<b>"International Cricket Council"</b>		means the International Cricket Council, being the international governing body of cricket which is currently based in Dubai, the United Arab Emirates (and any successor body which acts as the international governing body of cricket);
<b>"MCC"</b>		means the Marylebone Cricket Club;
<b>"MCCA"</b>		means the Minor Counties Cricket Association;
<b>"Members"</b>		means the members of the Company, as set out in Article 24;
<b>"Minor County Cricket"</b>		means any domestic cricket matches in which both of the

participating teams are county members of the MCCA;

**"Nominations Committee"** means the Nominations Committee of the Company, as established by the Board in accordance with Article 7;

**"Participant"** means any person who is subject to the jurisdiction of the Company under any applicable Rules and Regulations or other written agreement or as a result of participating from time to time in any cricket-related activity which is organised or approved by, or takes place under the auspices of, the Company;

**"Recreational Assembly"** means the body of that name consisting of the County Cricket Boards of each of the 39 counties referred to in Schedule B and Schedule C and the MCCA and such other members as that body may admit to its membership;

**"Registered Office"** means the registered office of the Company from time to time;

**"Rules and Regulations"** means any rules, regulations, codes and policies published by the Company in support of its administration and regulation of Cricket at all levels and which are binding on all or specified categories of Participants in accordance with their terms, as amended and supplemented from time to time;

**"Senior Independent Director"** means the Senior Independent Director of the Board, as appointed by the Board in accordance with Article 17.6; and

**"Territory"** means England and Wales.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force on the Effective Date.

1.3 For the purpose of these Articles, any reference to a statute or other legislation shall be construed as a reference to that statute or other legislation as from time to time re-enacted or amended.

1.4 Words importing the singular number shall include the plural number and vice versa. Words importing persons shall include corporations and unincorporated associations.

1.5 The words "include" and "including" shall be construed as being by way of illustration or emphasis only and shall not be construed as, nor shall they take effect as, *limiting the generality of any preceding words*.

1.6 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

## **2. Name and Registered Office**

2.1 The name of the Company is "England and Wales Cricket Board Limited".

2.2 The registered office of the Company is to be situated in England at Lord's Cricket Ground, St John's Wood, London or such other location as is determined by the Board.

## **3. Objects**

3.1 The objects for which the Company is established (the "**Objects**") are:

3.1.1 to act as the governing body for Cricket in the Territory;

3.1.2 to lead and administer the sport of Cricket in the Territory and as such be responsible for the organisation, development, promotion, fostering and regulation of Cricket at all levels for the benefit of its Members and all other stakeholders, including players, officials and supporters, and to undertake any and all activities directly or indirectly associated therewith;

3.1.3 the commercialisation, marketing and promotion of Cricket at all levels, *whether or not in the Territory, including the organisation, administration and financing of competitive Cricket*;

3.1.4 to encourage maximum participation and interest in the sport of Cricket, to improve playing standards at all levels and to uphold and enhance the traditions and spirit of the sport of Cricket;

- 3.1.5 to maintain membership of the International Cricket Council or any other body formed in the future to fulfil the functions and role currently fulfilled by the International Cricket Council; and
  - 3.1.6 the doing of all such other things as are incidental or conducive to the attainment of the objects set out in Articles 3.1.1 to 3.1.5 above or any of them.
- 3.2 In discharging these Objects, the Board shall have the powers to do all such lawful things as are consistent with the furtherance of those Objects and shall exercise its fiduciary duties in good faith having regard to the need:
- 3.2.1 to act fairly as between the Members;
  - 3.2.2 to balance the short term consequences of its decisions with the long term benefit;
  - 3.2.3 for the Company to maintain a reputation for the highest standards of probity and for upholding the “spirit of cricket”;
  - 3.2.4 to support and foster the recreational game, including in schools and amongst minority groups and the disabled; and
  - 3.2.5 to develop competitive international teams at all levels (including women, youth and disabled teams).

#### **4. Liability of Members**

The liability of each Member is limited. Each Member undertakes to contribute to the Company's assets, if the Company should be wound up while he/she is a Member or within one year after he/she ceases to be a Member, such amount as may be required (not exceeding £10) for payment of the Company's debts and liabilities contracted before he/she ceases to be a Member, and of the costs, charges and expenses of winding up.



**PART 2**  
**DIRECTORS AND OTHER OFFICE HOLDERS**

**DIRECTORS' POWERS AND RESPONSIBILITIES**

**5. Directors' general authority and powers of the Board**

5.1 Subject always to the provisions of these Articles and to any directions given by the Members by a resolution passed at a General Meeting by at least two-thirds of the votes cast at that meeting (for the avoidance of doubt, an abstention shall not be treated as a vote cast), the administration, direction and management of the business and affairs of the Company shall be conducted by the Board, **PROVIDED THAT** the Board shall, in so conducting, act in accordance with the fiduciary duties to the Company imposed on its Directors by law and shall not cause the Company's affairs to be conducted in a manner which is unfairly prejudicial to the interests of the Members or of some part of the Members (for the avoidance of doubt, this Article 5.1 shall not confer any right on any Member which such Member would not have under general law including the 2006 Act).

5.2 In addition to Article 5.1, the prior consent of two-thirds or more of the First Class County Clubs must be obtained before any of the following decisions are made:

5.2.1 a change in the number of First Class County Cricket competitions authorised and organised by the Company (which are, as at the Effective Date, the Specsavers County Championship, the Royal London One-Day Cup and the NatWest T20 Blast);

5.2.2 a reduction in the number of participating teams or matches in each division of any First Class County Cricket competition authorised and organised by the Company;

5.2.3 a change in the number of First Class County Clubs to be promoted or relegated from each division of any First Class County Cricket competition authorised and organised by the Company; and

- 5.2.4 the introduction of any additional men's professional cricket competition authorised and organised by the Company, in addition to the new and additional domestic T20 competition to be played by new teams with effect from the 2020 season which was approved by the Members on 25 April 2017, in which one or more First Class County Clubs do not have the right to participate.
- 5.3 Article 5.2 above has been entrenched pursuant to section 22 of the 2006 Act and accordingly cannot in any way be altered, varied, removed, replaced or repealed without:
- 5.3.1 the prior consent in writing of two-thirds or more of the First Class County Clubs; or
- 5.3.2 the unanimous consent of all Members; or
- 5.3.3 by order of a court or other authority having power to alter the Articles.
- 5.4 Nothing in these Articles imposes any obligation on the Company to give financial support to a First Class County Club, County Cricket Board or other Company stakeholder which is in financial difficulties.
- 5.5 No resolution passed by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed. No alteration of these Articles and no such direction as is referred to in Article 5.1 shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
- 6. Directors may delegate**
- 6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles to such person or Committee, by such means (including by power of attorney), to such an extent, in relation to such matters and on such terms and conditions, in each case as it thinks fit.
- 6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.

6.3 The Board may at any time revoke or alter the terms and conditions of any such delegation in whole or part.

7. **Committees**

7.1 The Board shall maintain or establish (as applicable) such Board committees as it deems necessary, including a Cricket Committee, an Audit, Governance and Risk Management Committee, a Nominations Committee, a Remuneration Committee, a Regulatory Committee and a Cricket Discipline Commission (which is established to operate on an arms-length basis from the Board), in each case under such name, conditions and terms of reference and for as long as it thinks fit.

7.2 The Board shall appoint a Director to be chair of the Audit, Governance and Risk Management Committee, the Nominations Committee and the Remuneration Committee, though such positions do not need to be filled by the same Director.

7.3 The Nominations Committee shall comprise a majority of Independent Non-Executive Directors in accordance with the Governance Code.

7.4 The Board shall make written terms of reference (including rules of procedure) for all or any Committees, which prevail over rules derived from these Articles if they are not consistent with them.

7.5 The quorum for meetings of any Committee formed pursuant to the provisions of the Articles shall be determined by the Board and, if relevant, shall be set out in the relevant Committee's written terms of reference.

## DECISION-MAKING BY DIRECTORS

### 8. Directors to take decisions collectively

Any decision of the Board must be either a majority decision or a unanimous decision.

### 9. Calling a meeting of the Board

9.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

9.2 Any Director may call a meeting of the Board by giving not less than 7 days' notice of the meeting to the Directors or by directing the company secretary (if there is one in office) to give such notice.

9.3 The Chair may dispense with the need for not less than 7 days' notice for any given meeting of the Board where he/she deems it necessary or appropriate for any such meeting of the Board to take place at shorter notice.

9.4 Notice of any meeting of the Board must indicate its proposed date and time and where it is to take place.

9.5 Notice of a meeting of the Board must be given to each Director, but need not be in writing.

### 10. Participation in meetings of the Board

10.1 Subject to these Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when:

10.1.1 the meeting has been called and takes place in accordance with these Articles; and

10.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 10.2 In determining whether Directors are participating in a meeting of the Board, it is irrelevant where any Director is or how they communicate with each other.
- 10.3 If all the Directors participating in a meeting of the Board are not in the same location, they may decide that the meeting is to be treated as taking place wherever any of them is.

**11. Composition of the Board and quorum**

- 11.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another Board meeting.
- 11.2 The quorum for meetings of the Board is seven Directors (and shall include any alternate directors validly attending the meeting).
- 11.3 Subject to Article 11.4, the Board may act notwithstanding any Board vacancy.
- 11.4 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to call a General Meeting in accordance with these Articles.

**12. Chairing of meetings of the Board**

- 12.1 The Chair shall preside as chair at all meetings of the Board at which he/she shall be present.
- 12.2 If at any meeting the Chair is not present within thirty minutes after the time appointed for holding the meeting or he/she is not willing to preside, the Deputy-Chair (if one is appointed pursuant to Article 17.5) shall be chair of the Meeting, failing which the members of the Board present shall choose one of their number to be chair of the Meeting. The person who is chair of the relevant Board meeting is hereinafter referred to as "**the Chair of the Board Meeting**".

**13. Casting vote**

If the numbers of votes for and against a proposal are equal, the Chair of the Board Meeting has a casting (or second) vote. This does not apply if, in accordance with these Articles, the Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

**14. Conflicts of interest**

14.1 Subject to Article 14.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is directly or indirectly interested or a situation in which a Director has a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, that Director is not to be counted as participating in the Board decision-making process for quorum or voting purposes, but he/she may be permitted by the Chair of the Board Meeting (in accordance with Article 14.4) or the Directors at that meeting (in accordance with Article 14.5) to participate in the Board discussions regarding any such matter.

14.2 The prohibition under Article 14.1 shall not apply when:

14.2.1 the Board authorises the Director counting towards the quorum and voting on the transaction or arrangement in accordance with the 2006 Act notwithstanding such interest; or

14.2.2 the Director need not declare an interest pursuant to the 2006 Act.

14.3 For the purposes of this Article 14, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.

14.4 Subject to Article 14.5, if a question arises at a meeting of the Board as to the right of a Director to participate in the meeting (or part of the meeting) for discussion, voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair of the Board Meeting whose ruling in relation to any Director other than himself is to be final and conclusive.

14.5 If any question arises at a meeting of the Board as to the right of the Chair of the Board Meeting to participate in the meeting (or part of the meeting) for discussion,

voting or quorum purposes, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chair of the Board Meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

- 14.6 A Director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he/she has, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Company only where *such matter has been authorised in accordance with Article 14.2.*
- 14.7 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a Director from voting at a meeting of the Board or any Committee.
- 14.8 The requirements of this Article 14 shall apply *mutatis mutandis* to the proceedings of all Committees.

**15. Records of decisions to be kept**

- 15.1 The Board must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board and by the Company at General Meeting.
- 15.2 Any such records, if purporting to be signed by the Chair of the Board Meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

**16. Directors' regulatory powers**

The Board (or any Committee to whom it delegates its powers) shall have the power to make, vary and revoke Rules and Regulations and to issue guidance for the better administration of the Company and all levels of Cricket in the Territory, as the Board thinks fit, provided only that any material amendments which are proposed to either the ECB Financial Regulations or the ECB Director and Officer Regulations are approved by a majority of the First Class County Clubs (such approval not to be unreasonably withheld, conditioned or delayed).

## APPOINTMENT OF DIRECTORS AND OTHER OFFICE HOLDERS

### 17. Appointing and removing Directors

17.1 With effect from the Effective Date, the Board shall consist of a maximum of twelve Directors on the following basis:

17.1.1 one Director who shall be the Chair of the Company (the “**Chair**”) and shall take the chair at all meetings of the Board and General Meetings at which he/she shall be present, such position to be nominated by the Nominations Committee and then appointed by a majority vote of the Board;

17.1.2 the Chief Executive of the Company so long as he/she remains employed by the Company in such a role, such position to be nominated by the Nominations Committee and appointed by a majority vote of the Board;

17.1.3 the Chief Financial Officer of the Company so long as he/she remains employed by the Company in such a role, such position to be nominated by the Nominations Committee and appointed by a majority vote of the Board;

17.1.4 four Independent Non-Executive Directors who have been nominated by the Nominations Committee and then appointed by a majority vote of the Board; and

17.1.5 five Cricket Non-Executive Directors who have been nominated by the Nominations Committee and then appointed by a majority vote of the Board.

17.2 The appointment of each new Director shall be subject to ratification by a majority vote of the Members at the next AGM of the Company after the relevant appointment. Each Director shall also be subject to annual re-appointment through ratification by a majority vote of the Members at each AGM of the Company and, in the absence of such Member approval, the Director(s) in question shall be deemed to have been removed from office.

17.3 The Nominations Committee shall be required to ensure that:



- 17.3.1 all vacancies to the Board (and to those Committees for which the Nominations Committee is responsible for recommending appointments) are advertised;
  - 17.3.2 all Members are invited to submit recommendations;
  - 17.3.3 the preferred characteristics of the appointment are included in any such advertisement or invitation having regard to the relevant skills and diversity requirements;
  - 17.3.4 the requirements of the Governance Code are taken into account;
  - 17.3.5 the specific skills or areas of expertise required at the relevant time are taken into account;
  - 17.3.6 the requirement for diversity as regards, gender, ethnicity, geography and disability are taken into account; and
  - 17.3.7 as regards the appointment of Cricket Non-Executive Directors, the requirement to ensure, to the extent feasible, that such group contains those with experience of the administration or playing of each of international, first class, recreational and women's cricket.
- 17.4 The Chair shall not be an existing officer, employee or representative of any First Class County Club, the MCC, the MCCA or any member of the Recreational Assembly.
- 17.5 The Board may from time to time appoint one of the existing members of the Board to act as the deputy-chair of the Company (the "**Deputy-Chair**") for the duration of his/her term of office (but which appointment as Deputy-Chair shall end upon that Board member's cessation of office, retirement or re-appointment as applicable) and who shall take the chair at all meetings of the Board and General Meetings at which he/she shall be present in the absence of the Chair.
- 17.6 The Board shall appoint one of the Independent Non-Executive Directors to be the Senior Independent Director, with such responsibilities as decided by the Board from time to time and with such appointment to be recommended to the Board by the Nominations Committee.

- 17.7 The Board shall appoint one of the Cricket Non-Executive Directors with recreational cricket experience to be the Chair of the Recreational Assembly.
- 17.8 Without prejudice to the provisions of the 2006 Act, any Director may be removed at any time by a majority vote of the non-conflicted members of the Board.
- 17.9 If a Director is removed from office or otherwise ceases to be a Director before retiring from office pursuant to Article 17.10, the vacancy may be filled by the relevant procedure set out in Article 17.1, as applicable.
- 17.10 Each Director shall, subject to any earlier removal under these Articles, retire on the third anniversary following commencement of his/her office, save for:
- 17.10.1 the Chair who shall serve for one fixed non-renewable term not exceeding five years (unless the Board decides that there are exceptional circumstances to justify a 12 month extension and such extension has been ratified by a majority of the Members as soon as reasonably possible following the Board's decision);
  - 17.10.2 the Chief Executive who shall remain a Director so long as he/she remains employed by the Company as Chief Executive;
  - 17.10.3 the Chief Financial Officer who shall remain a Director so long as he/she remains employed by the Company as Chief Financial Officer;
  - 17.10.4 the other Directors who are in office as at the Effective Date who, subject to meeting from the Effective Date the eligibility requirements of the relevant category of Director in accordance with these Articles (including as set out in the relevant defined terms), shall be obliged to retire from their then current appointments at the end of their then current term of office; and
  - 17.10.5 a Director joining the Board to fill a vacancy (pursuant to Article 17.9) shall retire at the time at which the person whom he/she replaced would otherwise have retired.
- 17.11 Any retiring Director (other than the Chair) shall be eligible for re-appointment immediately following his/her retirement provided only that no Director may serve on the Board for a continuous term of more than nine years, save for:

17.11.1 any Director who is subsequently appointed as the Chair or to a senior position at the International Cricket Council (or its successor body), who may serve on the Board for a maximum of twelve years; and

17.11.2 the Chief Executive, the Chief Financial Officer and any other Director appointed to the Board in an "ex officio" capacity who may serve on the Board for the duration of their relevant office.

17.12 At least four years must elapse before a Director who has served his/her maximum term of office is again eligible to become a Director.

17.13 Should the Board's composition at any time fail (or be about to fail) to meet the requirements in these Articles, the Board shall promptly proceed to address such failure in the best manner as it thinks fit with regards to the provisions of these Articles, but such failure shall in no way invalidate any acts or business conducted by the Board.

17.14 All acts carried out in good faith at any meeting of the Board or of any Committee, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

**18. Termination of Director's appointment**

18.1 Without prejudice to the provisions of Section 168 of the 2006 Act, and notwithstanding anything in Articles 17 and 20 or any applicable Rules and Regulations, a person shall cease to be a Director of the Company as soon as:

18.1.1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is otherwise prohibited from being a Director by law;

18.1.2 a bankruptcy order is made against that person;

18.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

- 18.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
  - 18.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
  - 18.1.6 notification is received by the Board from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 18.2 A person serving as Chair, Deputy-Chair or Senior Independent Director who is removed from office as a Director for whatever reason shall be deemed to have resigned from his/her position as Chair, Deputy-Chair or Senior Independent Director (as appropriate) and the vacancy shall be filled in accordance with these Articles.

**19. Directors' remuneration and expenses**

- 19.1 The Board may enter into an agreement with any Director for the provision by him/her of any services as a Director for an appropriate remuneration (which remuneration shall be waivable).
- 19.2 The Company may also pay any reasonable expenses which a Director properly incurs in connection with his/her attendance at meetings of the Board or Committees, General Meetings or otherwise in connection with the exercise of his/her powers and the discharge of his/her responsibilities in relation to the Company.

**20. Chief Executive and Chief Financial Officer**

The Board may appoint a Chief Executive and a Chief Financial Officer on such terms as to length of office, remuneration and otherwise as they think fit and they may delegate to each of them such of their powers as considered desirable to be exercised by them, subject to such conditions as they may impose. The Board may

revoke or terminate the appointment of either person in their absolute discretion at any time, but without prejudice to any claim to damages for breach of the contract of employment between them and the Company.

**21. President**

The Board may from time to time appoint a person, who has been approved by an ordinary resolution of the Members, as President of the Company to assist the Chairman and Chief Executive with ceremonial, ambassadorial and other non-executive duties and responsibilities. The position of President shall not be a Board position and the Board may revoke or terminate the appointment of that person as President in their absolute discretion at any time.

**22. Company Secretary**

Subject to the provisions of the Companies Acts, the Company is not required to have a company secretary, but the Board may (if it so wishes) appoint a company secretary for such term at such remuneration and upon such conditions as they may think fit and any company secretary appointed may be removed by them.

### **ALTERNATE DIRECTORS**

**23. Alternate directors**

23.1 Any Director (the "**Appointor**") may appoint another Director on an occasional basis to be his/her alternate director to exercise the Appointor's powers, and carry out the Appointor's responsibilities, in relation to attendance at Board meetings and the taking of decisions by the Directors, in the absence of the Appointor. In these Articles, where the context so permits, the term "Director" shall include an alternate director appointed by the relevant Director. A person may be appointed an alternate director by more than one Director.

23.2 Any appointment or removal of an alternate director must be effected by notice in writing to the Company (and to the alternate, on removal) signed by the Appointor, or in any other manner approved by the Directors.

- 23.3 An alternate director has the same rights, in relation to any decision of the Directors, as the alternate director's Appointor.
- 23.4 Except as the Articles specify otherwise, alternate directors:
- 23.4.1 are liable for their own acts and omissions;
  - 23.4.2 are subject to the same restrictions as their Appointors; and
  - 23.4.3 are not deemed to be agents of or for their Appointors.
- 23.5 An alternate director is entitled, in the absence of his/her Appointor(s), to a separate vote on behalf of each Appointor, in addition to his/her own vote on any decision of the Directors.

### **PART 3 MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER**

#### **24. Members**

- 24.1 Any person who is at the time of application the Chair of one of the First Class County Clubs listed in Schedule A or Chair of one of the County Cricket Boards listed in Schedule B or the MCC Chair or, unless such person is already eligible to be a Member of the Company by virtue of holding one of the above-mentioned positions, the Chair of the MCCA, and who wishes to become a Member of the Company, may submit to the Company (for the attention of the Chair) at the Registered Office an application for membership in a form approved by the Board accompanied by such evidence as the Board may require. If the Board shall accept that the candidate holds such office, then such person shall automatically become a Member. Any such person shall automatically cease to be a Member:

- 24.1.1 if and when he/she ceases to hold such office;

- 24.1.2 if his/her membership is withdrawn and/or his/her First Class County Club's status as a First Class County Club is unconditionally relinquished pursuant to the ECB Financial Regulations (provided that any such decisions have been approved by two-thirds or more of the First Class County Clubs); or
- 24.1.3 if he is disqualified as a director or officer of his/her First Class County Club in accordance with the ECB Director and Officer Regulations (provided that any such decision has been approved by two-thirds or more of the First Class County Clubs).
- 24.2 A Member may at any time withdraw or resign his/her membership of the Company by giving at least seven Clear Days' notice to the Company.
- 24.3 Membership of the Company is not transferable.
- 24.4 Membership terminates automatically when such person dies or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Articles.
- 24.5 Any person ceasing to be a Member forfeits all rights in relation to and claims upon the Company, its property and its funds and has no right to the return of any part of any subscription paid.

## **ORGANISATION OF GENERAL MEETINGS**

### **25. Notice of and Calling General Meetings**

- 25.1 General Meetings are called on at least 14 Clear Days' written notice.
- 25.2 A General Meeting may be called at any time by the Board or by the company secretary or the Chair acting on behalf of the Board or may be called on a written request to the Board from at least 5% of the Members.
- 25.3 On receipt of a written request made pursuant to Article 25.2, the company secretary or the Chair must call a General Meeting within 21 days and the General

Meeting must be held not more than 28 days after the date of the notice calling the General Meeting.

**26. Annual General Meetings**

26.1 The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.

26.2 The business of any General Meeting (including the Annual General Meeting) shall be decided by the Board subject to due notice having been given and consideration being given by the Chair to the inclusion (in his/her absolute discretion) of any agenda item(s) which are proposed by any Member in writing to the Chair not less than 10 days before the General Meeting in question.

**27. Attendance and speaking at General Meetings**

27.1 A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

27.2 A person is able to exercise the right to vote at a General Meeting when:

27.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

27.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

27.3 The Board may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.



**28. Quorum for General Meetings**

28.1 No business is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.

28.2 Subject to Article 31.4.3, twenty persons entitled to vote upon the business to be transacted, each being a Member (or his/her proxy validly appointed in accordance with these Articles), shall be a quorum at any General Meeting.

**29. Chairing General Meetings**

The Chair shall chair General Meetings if present and willing to do so. If the Chair shall be absent, or if at any meeting he/she is not present within thirty minutes after the time appointed for holding the same, the Deputy-Chair shall preside. If the Deputy-Chair is also not present or is unwilling to preside within thirty minutes of the time at which a meeting was due to start the Directors present, or if no Directors are present, the meeting, must appoint a Director (or, if no Directors are present, a Member) to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting. The person chairing a meeting in accordance with this Article 29 is referred to as "**the Chair of the General Meeting**".

**30. Attendance and speaking by Directors and non-members**

30.1 Directors may attend and speak at General Meetings.

30.2 The Chair of the General Meeting may permit other persons who are not Members of the Company to attend and speak at a General Meeting.

**31. Adjournment**

31.1 If the persons attending a General Meeting within thirty minutes of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the General Meeting must adjourn it.

31.2 The Chair of the General Meeting may adjourn a General Meeting at which a quorum is present if:

- 31.2.1 the meeting consents to an adjournment; or
  - 31.2.2 it appears to the Chair of the General Meeting that an adjournment is necessary to ensure that the business of the meeting is conducted in an orderly manner.
- 31.3 When adjourning a General Meeting, the Chair of the General Meeting must:
- 31.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
  - 31.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 31.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven Clear Days' notice of it:
- 31.4.1 to the same persons to whom notice of the Company's General Meetings is required to be given;
  - 31.4.2 containing the same information which such notice is required to contain; and
  - 31.4.3 the Members who attend at such an adjourned meeting shall be deemed to constitute a quorum for that reconvened meeting.

## **VOTING AT GENERAL MEETINGS**

### **32. Voting: general**

- 32.1 Every Member shall be entitled to receive notice of, attend General Meetings and cast one vote.
- 32.2 A resolution put to the vote of a General Meeting must be decided on a show of hands (or, where the Chair deems it appropriate to do so in his/her absolute discretion, by way of a secret ballot). Except where otherwise provided by the Companies Acts, every resolution is decided by a majority of votes cast.

**33. Errors and disputes**

No objection may be raised to the eligibility of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the Chair of the General Meeting whose decision is final.

**34. Content of Proxy Notices**

34.1 Proxies may only validly be appointed by a notice in writing (a "**Proxy Notice**") which:

34.1.1 states the name and address of the Member appointing the proxy;

34.1.2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;

34.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

34.1.4 is delivered to the Registered Office in accordance with these Articles and any instructions contained in the notice of the General Meeting to which they relate.

34.2 The Board may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

34.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

34.4 Unless a Proxy Notice indicates otherwise, it must be treated as:

34.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

34.4.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

**35. Delivery of Proxy Notices**

- 35.1 A person who is entitled to attend, speak or vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Registered Office by or on behalf of that person.
- 35.2 An appointment under a Proxy Notice may be revoked by delivering to the Registered Office a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 35.3 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

**36. Amendments to resolutions**

- 36.1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
- 36.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the General Meeting may determine); and
- 36.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the General Meeting, materially alter the scope of the resolution.
- 36.2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:
- 36.2.1 the Chair of the General Meeting proposes the amendment at the General Meeting at which the resolution is to be proposed; and
- 36.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

36.3 With the consent of the Chair of the General Meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

36.4 If the Chair of the General Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, his/her error does not invalidate the vote on that resolution.

**37. Written resolution**

37.1 Subject to Article 37.3, a resolution in writing agreed by the Appropriate Majority of Members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Member and the Appropriate Majority of members has signified its agreement to the resolution in an authenticated document which has been received at the Registered Office within 28 days of the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

37.2 In Article 37.1, the "**Appropriate Majority**" is:

37.2.1 in the case of an ordinary resolution, a simple majority of the Members;  
and

37.2.2 in the case of a special resolution, 75% or more of the Members.

37.3 The following may not be passed as a written resolution:

37.3.1 a resolution to remove a Director before his/her period of office expires;  
and

37.3.2 a resolution to remove an auditor before his/her period of office expires.

**PART 4**  
**ADMINISTRATIVE ARRANGEMENTS**

**38. Means of communication to be used**

38.1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the 2006 Act provides.

38.2 The applicable address shall be, in the case of a Member, at his/her registered address as it appears in the register of Members or by giving notice using electronic communications to an address notified in writing to the Company by the Member.

38.3 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents.

38.4 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given 48 hours after the time it was sent.

**39. No right to inspect accounts and other records**

Except as provided by law or authorised by the Board or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

## DIRECTORS' INDEMNITY AND INSURANCE

### 40. Indemnity and Insurance

40.1 In this Article:

40.1.1 a "relevant director" means any Director, Committee member or former Director or former Committee member of the Company or an associated company;

40.1.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company or any associated company; and

40.1.3 companies are "associated" if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

40.2 Each relevant director of the Company shall be indemnified out of the Company's assets against any liability incurred by that relevant director in that capacity in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company or any other liability incurred by that relevant director as an officer of the Company or an associated company, save that such person shall not be entitled to be indemnified:

40.2.1 for any liability incurred by him/her to the Company or any associated company;

40.2.2 for any fine imposed in criminal proceedings which have become final;

40.2.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

40.2.4 for any costs for which he/she has become liable in defending any criminal proceedings in which he/she is convicted and such conviction has become final;

- 40.2.5 for any costs for which he/she has become liable in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him;
  - 40.2.6 for any fine, liability or costs for which he/she has become liable in connection with any breach of any Rules and Regulations; or
  - 40.2.7 for any other indemnification which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 40.3 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

**41. Dissolution**

If upon the winding-up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or distributed equally among the Members of the Company.

**42. Dispute Resolution**

Save where a dispute resolution process and/or forum is expressly provided in the Rules and Regulations or otherwise, all disputes between any Member(s) and the Company or between two or more Members regarding either these Articles or other matters which cannot be resolved, in a reasonable timescale, through dialogue between the respective parties, shall be referred to Sport Resolutions (UK) (a trading name of The Sports Dispute Resolution Panel Ltd - Company No. 3351039) for final and binding arbitration in accordance with the Arbitration Act 1996 and Sport Resolutions (UK)'s Arbitration Rules, which Rules are deemed to be incorporated by reference to this Article.



**SCHEDULE A**  
**First Class County Clubs**

Derbyshire County Cricket Club Limited  
Durham Cricket Limited  
Essex County Cricket Club Limited  
Glamorgan County Cricket Club Limited  
Gloucestershire County Cricket Club Limited  
Hampshire Cricket Limited  
Kent County Cricket Club Limited  
Lancashire County Cricket Club Limited  
Leicestershire County Cricket Club Limited  
Middlesex County Cricket Club Limited  
Northamptonshire County Cricket Club Limited  
Nottinghamshire County Cricket Club Limited  
Somerset County Cricket Club Limited  
Surrey County Cricket Club Limited  
Sussex Cricket Limited  
Warwickshire County Cricket Club Limited  
Worcestershire County Cricket Club Limited  
Yorkshire County Cricket Club Limited

If a First Class County Club changes its legal status it may, by written application to the Board, request that this Schedule A be amended to refer to the new entity for the purposes of these Articles and the Board may, upon receipt of such application, make the required change to this Schedule A.

The Board may require a First Class County Club to relinquish its status as a First Class County Club in such circumstances as expressly provided for in the ECB Financial Regulations, provided that any such decision has been approved by two-thirds or more of the First Class County Clubs.

## SCHEDULE B

Bedfordshire  
Berkshire  
Buckinghamshire  
Cambridgeshire  
Cheshire  
Cornwall  
Cumberland  
Devon  
Dorset  
Herefordshire  
Hertfordshire  
Huntingdonshire  
Isle of Wight  
Lincolnshire  
Norfolk  
Northumberland  
Oxfordshire  
Shropshire  
Staffordshire  
Suffolk  
Wiltshire

## SCHEDULE C

Derbyshire  
Durham  
Essex  
Gloucestershire  
Hampshire  
Kent  
Lancashire  
Leicestershire and Rutland  
Middlesex  
Northamptonshire  
Nottinghamshire  
Somerset  
Surrey  
Sussex  
Wales  
Warwickshire  
Worcestershire  
Yorkshire