Partially amended – May 2026, Final
(Registered No. 27221R)

CO-OPERATIVE AND COMMUNITY BENEFIT SOCIETIES ACT 2014

RULES

of

THE WARWICKSHIRE COUNTY CRICKET CLUB LIMITED

CONTENTS

1. **NAME**

1.1 The society shall be called "**The Warwickshire County Cricket Club Limited**".

2. **REGISTERED OFFICE**

2.1 The registered office of the Club shall be at the County Ground, Edgbaston, Birmingham B5 7QU or at such other location as the Board may from time to time decide.

2.2 Notice of any change in the situation of the registered office shall be given by the Chief Executive, within 14 days after the change, to the Financial Conduct Authority.

3. **OBJECTS AND POWERS**

3.1 The objects of the Club are the promotion and furtherance of the game of cricket at the County Ground, Edgbaston, Birmingham and within the County of Warwickshire by activities within and beyond that County and the provision for members of facilities for the enjoyment of such game.

3.2 In furtherance of its objects the Club shall have power to do all such things as are incidental or conducive to the objects of the Club, including (but not limited to) all or any of the following:-

3.2.1 either directly or indirectly (including (without limitation) through the medium of any one or more subsidiary or other legal entity or business medium of any kind whatsoever and whether or not the Club has control of such entity or medium) to employ, invest and deal with the assets and funds of the Club for the objects of the Club in such manner as shall be considered by the Board to be expedient, and to do all such other acts and things and carry on all such other activities (including (but not limited to) leasing, sub-leasing, re-leasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring or otherwise dealing with real and personal property of any kind) as shall be considered by the Board to be necessary or expedient for the purposes of the Club or the advancement of its interests;

3.2.2 to borrow or raise money by any means and on the basis of any security or other arrangement or dealing with the Club's undertaking whatsoever for the purposes of or in connection with the Club's activities or any of them, including, without limitation, to mortgage and charge all or any of the real and personal property and assets, present or future, of the Club, and to issue at par or at a premium or discount, and for such consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture or loan stock, either permanent or redeemable or repayable and whether secured or unsecured, or any other securities whether by way of mortgage or otherwise and whether outright or by way of security for the performance of any contracts or any debts, liabilities or obligations of the Club or any of its subsidiaries or other persons or corporations in whose business or undertaking the Club is interested, whether directly or indirectly, and collaterally or further to secure any securities of the Club by a trust deed or other assurance save that (a) the total amount outstanding from time to time in respect of any borrowed money shall not exceed the sum of £20 million or such greater sum as the Board shall determine from time to time and (b) the annual rate of interest payable by the Club in respect of its borrowings or any part of such borrowings (except any money borrowed by way of bank overdraft or secured by mortgage of or charge on the Club's property or any part of such property) shall not exceed 3 per cent above the published Base Lending Rate of the Club's principal bankers for the time being in force or such other rate as the Board shall determine from time to time;

3.2.3 To guarantee or secure the performance of all or any of the obligations of any society, company, body corporate, person or other body whether by personal covenant or by mortgage or charge upon the whole or any part of the undertaking, property or assets of the Club and to enter into indemnities of all kinds;

3.2.4 to apply for and hold any licences that may be required for or in connection with the activities of the Club and to provide catering and such other facilities as the Board shall consider desirable;

3.2.5 to promote or stage competitions and entertainments in connection with the game of cricket and any other sports recreations and entertainments;

3.2.6 to invite, receive and make donations for, or otherwise promote or assist in, the development or continuance of facilities for, or the prestige of, the game of cricket or any other sports or recreations;

3.2.7 to 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 to benefit, the Club or its activities or its employees or ex-employees or the activities, officers, ex-officers, employees or ex-employees of any company which is for the time being or has at any time been a subsidiary of the Club;

3.2.8 to provide pensions, insurances and other benefits to employees or ex-employees of the Club or of any subsidiary of the Club or the dependants or relatives of any such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes; and

3.2.9 to accept and grant sponsorships, franchises and make such other arrangements as the Board in its discretion shall think fit.

3.3 The profits of the Club shall be applied in furthering the objects of the Club.

3.4 The Club shall not have power to receive any money on deposit in any way which would require authorisation under the Financial Services and Markets Act 2000, or any other authorisation required by law, unless it has such authorisation.

4. **USE OF NAME**

4.1 The name of the Club shall:-

4.1.1 be kept painted or affixed in a conspicuous position and in letters which are easily legible on the outside of every office or place in which the activities of the Club are carried on and shall be engraved in legible characters on its seal;

4.1.2 be stated in legible characters:-

4.1.2.1 in all business letters of the Club;

4.1.2.2 in all its notices, advertisements and other official publications;

4.1.2.3 in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Club; and

4.1.2.4 in all bills, invoices, receipts and letters of credit of the Club.

4.2 Save with the authority of the Board, no member shall at any time use the name of the Club in any document or advertisement issued or published by him/her or on his/her behalf or with his/her authority in such a way as to indicate or imply that such document or advertisement was issued or published by or on behalf of or with the authority of the Club or the Board.

5. MEMBERSHIP

5.1 Categories

The Board may (subject to the provisions of **Rule 6**) offer such categories of membership of the Club with such qualifications, duties and privileges and in such numbers (subject to any maximum fixed in accordance with **Rule 5.2**) as it may from time to time decide but always on the basis that every member shall have one vote.

5.2 Number of Members

5.2.1 The Board may fix a maximum number of members in any one season, either as a whole or in one or more categories.

5.3 Admission

5.3.1 The admission of members shall be vested in and under the control of the Board. No person shall be admitted to membership who is under 18 years of age.

5.3.2 Applications for membership shall be submitted on the appropriate form (obtained from the Chief Executive) approved for the time being by the Board. Applicants must state their name and address together with such particulars as the Board may from time to time require and, when completed, the form must be delivered to the Chief Executive together with the appropriate entrance fee (if any) and annual subscription fees for the time being payable in accordance with **Rule 9**.

5.3.3 The admission of an applicant to membership of the Club shall be forthwith notified to him/her by the Chief Executive.

5.3.4 The Board shall have power to elect as an honorary life member any person (whether an existing member or not) whose service to the Club or to the game of cricket in its opinion merits such recognition. Such an honorary life member shall enjoy such special rights and privileges (including not being required to pay any annual subscription) in addition to his/her rights and privileges as a member as the Board may from time to time (whether before or after his/her election as an honorary life member) decide.

5.4 Misconduct of Members

5.4.1 The Chief Executive or Chair shall have power to order the withdrawal from the Club's premises of any member who is in breach of any of the Club's codes of conduct (including but not limited to the Ground Rules) or any ECB Rules or any other Bye-Laws or regulations relating to the use of the Club's premises by members or who otherwise misconducts himself/herself. Save with the consent of the Chair or Chief Executive any such member shall have no right of re-entry to the Club's premises before the conclusion of the meeting of the Board at which the action to be taken with regard to such member is considered pursuant to **Rule 5.5** or the Board notifies such member in writing that the matter is to be taken no further.

5.5 Reprimand, Suspension and Expulsion

5.5.1 The Board shall have power to reprimand, suspend for a period not exceeding 12 months or expel any member who infringes any of these Rules or any Bye-Laws or the Club's codes of conduct (including but not limited to the Club's Ground Rules) or any other regulations made under these Rules or any ECB Rules or whose conduct or action, whether at the County Ground, Edgbaston or not, is, in the opinion of the Board, prejudicial to, or inconsistent with, the interests of the Club or of the game of cricket or may bring the game of cricket or any cricketer or group of cricketers into disrepute or is otherwise such as to render his/her, in the opinion of the Board, unfit to be a member. Without limiting the generality of the previous sentence, if any member wilfully transfers, lends or parts with his/her membership card to any other person so as to enable that person or any other person to use that card, then such action shall be deemed to be conduct inconsistent with the interests of the Club. For the avoidance of doubt, "membership card" does not include any transferable guest or junior card issued to a member.

5.5.2 Before the Board exercises its power to reprimand, suspend or expel a member, the member concerned must be given at least fourteen days' notice, in writing, of the date, time and place of the Board meeting at which the proposal to exercise that power in relation to that member is to be considered, of the nature of such proposed exercise and of the general nature of the reason for it. Any such member shall have the right to appear before and to be heard by a committee appointed by the Board for that purpose or to explain his/her conduct in writing. Any such committee shall meet and report to the Board before the Board exercise such power and the member concerned shall be given at least 7 days' notice in writing of the date, time and place of meeting of the committee. The decision of the Board regarding the exercise or otherwise of such power in relation to any member shall be final.

5.5.3 A member who is expelled thereupon forfeits all rights and privileges as a member in respect of the Club and its property and forthwith ceases to be a member.

5.5.4 A member who is suspended shall not during such suspension be entitled as a member to use or be on the Club's premises nor to attend any general meeting nor vote on any resolution or upon any election nor hold any office, but shall remain liable to pay his/her subscription.

5.5.5 If a member is reprimanded the Board shall be entitled to make public that fact and the reason(s) for such reprimand.

5.6 **Withdrawal**

5.6.1 Any member may at any time resign as a member by giving written notice to the Club at its registered office.

5.6.2 If a member is adjudged bankrupt or if a court order is made appointing a receiver or other person with powers to control or administer a member's property or any part of such property (if such part includes his/her share in the capital of the Club) that member shall thereupon automatically cease to be a member.

5.6.3 A member who ceases to be a member for any reason (including death) shall cease to be entitled to any share or interest as a member in any property or assets of the Club; and no refund shall be made of any part of the entrance fee (if any) or annual subscription paid by him/her.

5.6.4 Upon a claim being made by the personal representatives of a deceased member or the trustees in bankruptcy of a bankrupt member (or, in Scotland, a member whose estate has been sequestered) to any property in the Club held by the deceased or bankrupt member, whether in loans, deposits or otherwise, (but subject to Rules 5.5.3, 5.6.3 and 6.6), the Club shall transfer or pay such property to which the personal representatives or trustees in bankruptcy have become entitled as the personal representatives or trustees in bankruptcy may direct.

5.6.5 A member may in accordance with the Co-operative and Community Benefit Societies Act 2014 nominate any person or persons to whom (subject to the provisions of that Act as to the amount and the persons to whom a valid nomination may be made) any of his/her property in the Club at the time of his/her death shall be transferred. On receiving a satisfactory proof of death of a member who has made a nomination, the Club shall, if and to the extent that the nomination is valid under the Act, either transfer or pay the value of the property comprised in the nomination to the person or persons entitled thereunder.

5.7 **General**

5.7.1 It is the duty of each member to notify the Chief Executive of his/her current address and to notify the Chief Executive of any change in such address as soon as it occurs.

5.7.2 If any member has any cause for complaint for any reason whatsoever he/she shall bring the same before the Board by writing to the Chief Executive. Under no circumstances may a member personally reprimand a servant of the Club or of any other person or organisation operating with the Club's approval in or about the Club's premises or any other ground where a Club team may from time to time be playing.

6. SHARE CAPITAL

6.1 The capital of the Club shall consist of shares of the value of 5p each.

6.2 Every member shall hold one share and no more in the capital of the Club. No person who is not a member shall be issued with a share.

6.3 Each person who becomes a member shall be allotted one share upon his/her admission and 5p out of any entrance fee or (if none) the first subscription paid by him/her shall be applied in paying up the same in full.

6.4 In the case of a life member (whether honorary or paid up), any share allotted to him/her upon his/her becoming such a member pursuant to **Rule 6.3** shall be allotted credited as fully paid by way of a capitalisation of any profits of the Club or any sum standing to the credit of the Club's reserves, and the Board shall be empowered to take all necessary steps to give effect to this Rule.

6.5 No share shall be transferable or withdrawable by any member and no interest, dividend or bonus shall be payable on any share. Any member transferring or attempting or purporting to transfer his/her share or any interest in that share or any rights associated with that share shall (if the Board in its absolute discretion so decides) be deemed to have resigned as a member as from such transfer or attempted or purported transfer.

6.6 A member shall forfeit his/her share on ceasing for whatever reason to be a member, and any amount due to him/her in respect of such share shall thereupon become the property of the Club.

6.7 The Club shall not be required to issue a certificate to any member in respect of his/her share.

6A. DISSOLUTION

The Club may be dissolved by the consent of three quarters of the members by their signatures to an instrument of dissolution, or by winding up in a manner provided by the Acts. If on the winding up or dissolution of the Club any of the assets remain to be disposed of after its liabilities are satisfied and the repayment at par value of its share capital then a sum equivalent to the open market value of the Edgbaston Cricket Centre, such market valuation to be determined by an independent valuer appointed by the English Sports Council, shall not be paid to or distributed amongst the members but shall be given or transferred to some other club or organisation to be selected by the members at the time of or prior to the dissolution of the Club. If any of the Club's assets remain to be disposed of after such transfer then they shall be distributed amongst the members pro rata to the respective number of shares held by each member.

7. JUNIORS

7.1 Juniors may at the discretion of the Board, upon completion by one of their parents or guardians of the appropriate form (obtained from the Chief Executive) approved for the time being by the Board and payment of the appropriate entrance fee (if any) and annual subscription for the time being payable in accordance with **Rule 9**, be permitted to participate in such of the activities of the Club as the Board may from time to time direct.

7.2 The Board shall have power at any time to revoke the permission granted to any junior to participate in activities, in which event such junior shall not be entitled to a refund of all or any part of any entrance fee or subscription paid by or on behalf of him/her.

7.3 Juniors permitted to participate in activities as described above shall not as such be members but shall in all respects be subject to this **Rule 7** and to such Bye-laws as the Board may from time to time make regarding juniors.

8. **VISITORS AND GUESTS**

The Board shall have power to make Bye-laws for the purpose of regulating the right of members to introduce visitors and guests to the Club.

9. **ENTRANCE FEES AND SUBSCRIPTIONS**

9.1 The amount of entrance fee (if any) and annual subscription for each category of membership in respect of each calendar year shall be decided by the Board. If the amount of the entrance fee and/or annual subscription for any category of membership shall be changed by the Board from that in force in the previous calendar year, the amount of subscription for all categories of membership in respect of which a change has been made by the Board shall be notified to all members in that category or categories of membership as soon as convenient and cost effective. Without the prior approval of the members in general meeting, the amount of the annual subscription shall not be increased by the Board in any one year by more than a percentage which is equal to the aggregate of twenty per cent. plus the annual rate of inflation which is current at the time such limit is increased. For this purpose the annual rate of inflation shall be calculated by reference to the percentage increase in the All Items Retail Price Index published by the Office for National Statistics ("**RPI**") taking the figure for the June (published in the following July) in the year prior to the commencement of the particular subscription year of the Club as against the figure for the previous June (published in the previous July). For this purpose, a negative annual rate of inflation shall count as zero. If the RPI is re-based or is, for any reason, not available, the Board shall make such other arrangements as, in its discretion, it thinks appropriate in order to calculate the annual rate of inflation.

9.2 All subscriptions shall become due on 1st January in each year save that, in the case of new members and new juniors, entrance fees (if any) and/or subscriptions for the year current at the date of his/her admission shall be due at that time.

9.3 Any member or junior whose subscription has not been paid before the 31st January next following the date on which it became due will cease automatically on and from that 31st January to be a member or junior (as the case may be), but the Board shall have power to re-admit any such member or junior who explains and rectifies his/her default to its satisfaction.

10. **MEETINGS OF MEMBERS**

10.1 **Annual General Meetings**

10.1.1 The Club shall hold a general meeting of members every year on a date to be fixed by the Board as its annual general meeting.

10.1.2 The business to be transacted at each annual general meeting shall include the following matters:-

10.1.2.1 to receive and approve the report and accounts for the previous financial period together with the report of the Auditors on such accounts;

10.1.2.2 to elect or (as the case may be) re-elect the following:-

the President

the Auditors

Elected Board Members pursuant to the provisions of **Rule 18.2**

Members' Committee Members pursuant to the provisions of **Rule 21.4**;

10.1.2.3 to ratify the appointment or (as the case may be) re-appointment of Appointed Board Members pursuant to the provisions of **Rule 18.3**;

10.1.2.4 to consider any members' special resolution or motion notice of which has been given to the Chief Executive in accordance with **Rules 10.1.3** or **10.1.4**;

10.1.2.5 to consider any resolution or motion proposed by the Board or composite motion pursuant to **Rule 10.1.5**; and

10.1.2.6 to consider any other business relating to the affairs of the Club which any member or the Board may wish to raise but no resolution may be put to the vote of the meeting under this item.

10.1.3 A member wishing to propose a members' special resolution for consideration at an annual general meeting shall give notice in writing to the Chief Executive of such wish, and of the form and content of the special resolution not later than 75 days immediately prior to that meeting. Such notice shall not be effective unless it is signed by the proposer and by the greater of:-

10.1.3.1 250 members; and

10.1.3.2 members representing 5% of the total voting rights of all members having at the date of receipt of the notice by the Chief Executive the right to vote at general meetings of members;

and is in the form specified below (copies of which will be kept by the Chief Executive and made available to members upon request) or in such other form as the Board may accept.

"To the Chief Executive of The Warwickshire County Cricket Club Limited:

I, the undersigned, being a member of the Club and having at the date hereof a right to vote at the next annual general meeting, hereby give you notice in accordance with **Rule 10.1.3** of the Club's Rules of the following special resolution which I intend to propose at the next annual general meeting:

[Set out proposed special resolution]

Dated [Signature of proposer]

[Signatures of other members]"

For the purposes of this Rule the written certificate of the Chief Executive provided at the request of the proposer shall be final and conclusive as to the total voting rights of all members having the right to vote at general meetings of members both as at the date of the certificate and as at the date of receipt of the said notice by the Chief Executive provided that no more than 30 days intervene between the said dates. A members' special resolution may only be withdrawn with the consent of the Board.

10.1.4 A member wishing to propose a motion for debate at an annual general meeting shall give notice in writing to the Chief Executive of such wish and of the form and content of such motion to be received by the Chief Executive not later than 75 days immediately prior to that meeting. To be effective each such notice must be in the form set out below (copies of which shall be kept by the Chief Executive and made available to members upon request) or in such other form as the Board may accept and signed by the member.

"To the Chief Executive of The Warwickshire County Cricket Club Limited: I, the undersigned, being a member of the Club and having at the date hereof a right to vote at the next annual general meeting hereby give you notice in accordance with **Rule 10.1.4** of the Club's Rules of the following motion for debate at the next annual general meeting:

[Set out motion]

Dated

[Signature of Proposer]"

10.1.5 If the Chief Executive receives more than one notice proposing, in the opinion of the Board, similar motions for debate at an annual general meeting, the Board may by resolution direct that such motions shall not be debated but that in lieu thereof a composite motion incorporating the essential features of all such motions formulated by the Board shall be debated.

10.1.6 With the consent of the Board a motion of which notice has been given pursuant to **Rule 10.1.4** may:-

10.1.6.1 be amended by notice in writing addressed to the Chief Executive not less than 7 days prior to the date fixed by the Board for the despatch of the second notice referred to in **Rule 11.1.2**; or

10.1.6.2 be withdrawn by the like notice at any time.

10.1.7 A member who has given notice of intention to propose a members' special resolution pursuant to **Rule 10.1.3** may provide the Chief Executive with sufficient copies of a statement in support of the special resolution to enable one copy to be despatched to each member with the second notice referred to in **Rule 11.1.2** and if the member does so the Club shall despatch a copy of the statement to each member with the said notice provided that:-

10.1.7.1 the copies of the statement are received by the Chief Executive not less than 7 days prior to the date fixed by the Board for the despatch of the notice referred to in **Rule 11.1.2;**

10.1.7.2 the statement is on A4 size paper; and the statement does not contain any defamatory matter, as to which the decision of the Board shall be final and binding on the member without the Board being required to give reasons for its decision.

10.1.8 No member of the Board shall give notice of his/her intention to propose a members' special resolution pursuant to **Rule 10.1.3** or a motion pursuant to **Rule 10.1.4** without the prior consent of the Board evidenced by a resolution to that effect passed at a meeting of the Board.

10.2 **Special General Meetings**

10.2.1 All general meetings of members other than annual general meetings shall be called special general meetings.

10.2.2 The Board may convene a special general meeting at any time.

10.2.3 The Board must convene a special general meeting upon receipt of a members' requisition which:-

10.2.3.1 is signed by the greater of (a) 250 members; and (b) members representing 5 per cent of the total voting rights of all the members having at the date of receipt of the requisition a right to vote at general meetings of members; and

10.2.3.2 specifies the business for which the meeting is to be convened and any resolution(s) to be proposed at such meeting; and

10.2.3.3 is delivered to the Chief Executive.

Any such requisition may consist of several documents in like form each signed by one or more members.

10.2.4 Should a special general meeting not be convened pursuant to a requisition of members which complies with **Rule 10.2.3** within 28 days after the date of receipt of that requisition by the Chief Executive (the "**Receipt Date**") for a date not later than 56 days after the Receipt Date, the members requisitioning that meeting may convene it themselves by giving notice thereof in accordance with **Rule 11.4** but any meeting so convened may not be held more than 56 days after the Receipt Date.

10.3 **Venue of General Meetings**

10.3.1 All general meetings shall be held at the registered office of the Club, unless the Board (either generally or in a particular case) decide otherwise.

11. **NOTICE OF GENERAL MEETINGS**

11.1 Each annual general meeting shall be called by:-

11.1.1 a first notice to be despatched not later than 90 days immediately preceding that meeting; and

11.1.2 second notice to be despatched not later than 14 days before the date fixed for the meeting.

11.2 Each such first notice of an annual general meeting shall at the least:-

11.2.1 specify the date of the meeting;

11.2.2 state the latest available information on the number of vacancies for Elected Board Members which will require to be filled at the meeting in question and on the identity of any candidates for election or re-election (as the case may be) as Elected Board Members at that meeting;

11.2.3 state the latest available information on the number of vacancies on the Members' Committee which will require to be filled at the meeting in question and on the identity of any candidates for election or re-election (as the case may be) to the Members' Committee at that meeting;

11.2.4 state the latest available information as to the Appointed Board Members the ratification of whose appointment or re-appointment (as the case may be) is to be proposed at the meeting; and

11.2.5 include (whether by note or otherwise), or be accompanied in the same envelope by a separate document which gives or includes, a reminder to members of the contents of **Rules 10.1.3** (members' special resolutions), **10.1.4** (members' motions), **18.2.2** (Elected Board Member candidates) and **21.4.3** (Members' Committee Member candidates).

11.3 Each such second notice of an annual general meeting shall:-

11.3.1 specify the date, time and place of the meeting;

11.3.2 specify the meeting as an annual general meeting;

11.3.3 set out the agenda for the meeting including:-

11.3.3.1 the names of the candidates for election or re-election (as the case may be) as President, Auditors, Elected Board Members and Members' Committee Members;

11.3.3.2 the names of the Appointed Board Members the ratification of whose appointment or re-appointment (as the case may be) is to be proposed;

11.3.3.3 any resolution(s) or motion(s) to be considered at the meeting under **Rules 10.1.2.4** or **10.1.2.5** or composite motion(s) pursuant to **Rule 10.1.5** to be so considered; and

11.3.3.4 a voting form relating to the business to be transacted at the meeting;

11.3.4 specify a web site address at which copies of the report and accounts for the previous financial period, the report of the Auditors on such accounts and any statement received by the Chief Executive in accordance with **Rule 10.1.7** may be accessed; and

11.3.5 specify those days and times at which copies of the report and accounts for the previous financial period, the report of the Auditors on such accounts and any statement received by the Chief Executive in accordance with **Rule 10.1.7** may be obtained from the Club's registered office.

11.4 Any special general meeting shall be called by a notice to be despatched not later than 14 days before the date fixed for the meeting. Each such notice shall:

11.4.1 specify the date, time and place of the meeting;

11.4.2 set out any resolution(s) to be considered at the meeting; and

11.4.3 (subject to **Rule 11.7**) be accompanied in the same envelope by a voting form relating to the business to be transacted at the meeting.

No business shall be brought before a special general meeting other than that specified in the notice calling that meeting.

11.5 The Board may send to each member (or at its discretion to each member with a registered address in the United Kingdom) a reply-paid envelope addressed to the Return Address to accompany a voting form sent to such member under **Rules 11.3.4** or **11.4.3**. Alternatively the Return Address and reply-paid material may be printed on the reverse of the voting form.

11.6 All members are entitled to receive notice of every general meeting and (pursuant to **Rules 11.3.4** or **11.4.3** as the case may be but subject to **Rule 11.7**) a voting form relating to the business to be transacted at that meeting and every member of the Board who is not a member of the Club and the Auditors are entitled to receive notice of every general meeting and a copy of any communication (other than a voting form) sent to members with regard to that meeting but the accidental omission to give notice of a meeting, a voting form, a statement in accordance with **Rule 10.1.7** or a reply-paid envelope to, or the non-receipt of a notice of meeting, voting form, statement in accordance with **Rule 10.1.7** or reply-paid envelope by, any person entitled to receive it will not invalidate the proceedings at that meeting.

11.7 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Club is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice on the web site of the Club and such notice shall be deemed to have been duly served on all members entitled to receive it twelve hours after the time at which the notice is first published. In any such case confirmatory copies of the notice (together with any document(s) (including voting forms) otherwise required by these Rules to accompany a notice of meeting) shall either (a) be sent by post to the persons entitled to receive such a notice if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable or, if not (b) be handed to such persons upon their arrival at the place of the meeting in question.

12. PROCEEDINGS AT GENERAL MEETING

12.1 No business may be transacted at any general meeting unless a quorum is present at the commencement of the meeting. Save as provided below, fifty members shall constitute a quorum. If within half an hour from the time appointed for the meeting such a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such other date and at such other time and place as the chair of the meeting may determine. If at the adjourned meeting fifty members are not present within fifteen minutes from the time appointed for the meeting the members present will constitute a quorum. Not less than seven days' notice of the date of any such adjourned meeting shall be given to members.

12.2 The President (if any) shall, if willing and able to act, preside as chair at every general meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting or if there is no such President or he/she is unwilling or unable to act the Board shall appoint a chair from amongst the Vice-Presidents and, if there is only one Vice-President present and willing to act, he/she shall be chair. If there are no Vice-Presidents or no Vice-Presidents present and willing to act within fifteen minutes after the time appointed for holding the meeting, the chair or in his/her absence some other member of the Board elected by the Board Member(s) present shall preside as chair of the meeting.

If no Board Member is present and willing to act within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote may choose one of their number to be Chair of the meeting.

12.3 The Chair of the meeting may, with the consent of that meeting (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is so adjourned it shall be at the discretion of the Board whether or not to give notice of the adjourned meeting as in the case of the original meeting. The provisions of this Rule are without prejudice to the provisions of **Rule 13.3.2.**

12.4 Except for representatives of the Scrutineers and persons admitted with the permission of the chair of the meeting in question (in his/her absolute discretion), admission to any general meeting will only be permitted to members in person upon production in each case of (in the case of an annual general meeting) his/her original second notice of that meeting given pursuant to **Rule 11.1.2** or (in the case of a special general meeting) his/her original notice of that meeting or where a meeting is convened by advertisement pursuant to **Rule 11.7** such other proof of identity as may be specified in such advertisement. Members may attend the meeting in person whether or not they have voted by returning a voting form prior to the meeting.

12.5 The chair of the meeting may exercise the following powers with regard to any debate on a motion:-

12.5.1 power to select members to speak in the debate;

12.5.2 power to close the debate;

12.5.3 power either of his/her own volition or at the request of a member or members to order a vote by a show of hands on the motion or on a particular question formulated by him/her or the member or members making such request arising from the debate on the motion.

The chair of the meeting shall only be required on any such vote by show of hands to declare that the motion or particular question was carried or not carried or that the vote was inconclusive, as the case may be, without the necessity of counting the votes cast. The result of such vote if the motion or particular question is carried shall not be binding on the Club or the Board but the Board shall take note thereof.

13. VOTING AT GENERAL MEETINGS

13.1 Voting Forms

13.1.1 Voting forms shall be sent or given to members in accordance with (and subject to) the provisions of **Rules 11.3.4**, **11.3.5, 11.4.3** and/or **11.7** as appropriate.

13.1.2 Should any voting form be mutilated or defaced it may be replaced upon surrender to the Chief Executive. Should any voting form be lost or stolen it may be replaced at the discretion of the Chief Executive on such terms as to evidence and undertakings as the Chief Executive may require.

13.1.3 To be effective:-

13.1.3.1 voting forms sent to members pursuant to **Rules 11.3.4** or **11.4.3** which are not returned by post and voting forms which are handed out before or at a meeting in accordance with **Rules 29.1** or **13.2.2** must be lodged by being handed to the Scrutineers or placed in one of any ballot boxes or other receptacles specifically provided for the purpose at the meeting not later than the time fixed and announced by the chair of the meeting for the closure of the voting; and

13.1.3.2 voting forms sent to members as mentioned above which are returned by post must be received by the Scrutineers on behalf of the Club at the Return Address not later than 30 minutes before the time fixed for the commencement of the meeting.

13.1.4 The Scrutineers shall not be required to accept any voting form received by post where any amount of postage requires to be paid by him/her or the Club as addressee, other than pursuant to any United Kingdom reply-paid envelope or form issued by the Board.

13.1.5 Returned voting forms may not be amended or withdrawn and shall be kept in the custody of the Scrutineers. Only original voting forms issued by the Board shall be valid. Photocopies or other reproductions shall not be valid.

13.2 Voting

13.2.1 Every resolution (other than a resolution approving or otherwise relating to the minutes of any previous general meeting or the adoption of the report and accounts for any year) which is put to the vote at a general meeting and notice of which has been given to members pursuant to any of the provisions of **Rule 11**, and every election, shall unless otherwise previously resolved by a special resolution be decided by a poll. On any such poll, votes shall be cast by means of the voting forms sent or given to members pursuant to **Rules 11.3.4**, **11.3.5, 11.4.3** or **11.7** (as the case may be).

13.2.2 Every resolution which is not required by **Rule 13.2.1** to be decided by a poll shall be decided on a show of hands unless a poll is specified in respect thereof in any notice concerning the meeting or (before or on the declaration of the result of the show of hands) demanded by the chair of the meeting or by at least ten members present at the meeting. If a poll is so demanded it shall be taken forthwith (unless in any particular case the chair of the meeting directs that it be held later in, or at the end of, the meeting in which event the poll shall be held in accordance with that direction) using voting forms sent with the notice of meeting or issued for the purpose at the meeting to those members who are present in person at the meeting. Unless a poll be so specified or demanded a declaration by the chair of the meeting that a resolution voted on by a show of hands has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the books containing the minutes of the proceedings of the Club will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

13.2.3 The holding of, or demand for, a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which the poll was held or demanded.

13.2.4 Every member is entitled to vote at general meetings as follows:-

- on a show of hands every member who is present in person will have one vote; and

- on a poll every member will have one vote

joint members being entitled to one vote only between them.

13.2.5 Where by virtue of **Rule 13.2.1** a resolution is required to be decided by a poll, votes may be given either personally or by post in accordance with **Rule 13.1.3.2.** In any other case, votes may only be given personally.

13.2.6 Each member entitled to vote at general meetings of the Club shall be entitled to exercise only one vote whether by post or in person. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting will be entitled to a second or casting vote.

13.2.7 A vote in favour of a resolution which is to be decided by a poll shall be signified by an **"X"** marked under the word **"For"**, and a vote against by an **"X"** marked under the word **"Against"** on the returned voting form and a vote for a candidate at an election shall be signified by an **"X"** against the name of that candidate on that form, or, in any .of such cases, by such other mark or method as is considered by the Scrutineers to be unambiguous.

13.2.8 The chair of the meeting shall promptly deliver returned voting forms to the Scrutineers on behalf of the Club. Voting forms so delivered shall be kept in the custody of the Scrutineers. Returned voting forms considered by the Scrutineers to be mutilated, defaced, illegible or uncompleted shall be recorded as spoilt voting forms.

13.2.9 As soon as reasonably practicable following each poll, the Scrutineers shall certify in writing to the chair of the meeting in question, on the basis of the returned voting forms delivered to the Scrutineers pursuant to **Rule 13.2.8**; the total number of votes cast in favour of the relevant resolution(s) (if any); the total number of votes cast against such resolution(s); in the case of a resolution which, under the Rules requires to be passed by more than a simple majority, the proportion of the total number of votes cast in favour; the total number of votes cast for each candidate at an election (if any); and the total number of spoilt voting forms. For this purpose spoilt voting forms shall be excluded from each calculation of votes cast.

13.3 **Result of Voting**

13.3.1 The result of the voting on a poll as certified by the Scrutineers pursuant to **Rule 13.2.9** shall, in the absence of any manifest error, be final and binding on the members.

13.3.2 The chair of the meeting shall upon receiving such certificate announce the result and declare (a) whether or not the resolution(s) in question (if any) has/have been duly passed and (b) the result of any election. The chair of the meeting in question may at his/her discretion adjourn the meeting to some place and time fixed by him/her for the purpose of declaring the result of the poll or alternatively may close the meeting when the business of that meeting shall otherwise have been concluded and declare the result of the poll at some other place and time or by some other method of publication fixed by him/her. The result of the poll shall be the resolution(s) of the meeting in question.

13.4 **Scrutineers**

13.4.1 The Scrutineers shall act as experts and not as arbitrators.

13.4.2 No member shall be entitled to proceed against the Scrutineers in connection with the exercise or the non-exercise by them of their duties and discretions under these Rules.

13.4.3 The Scrutineers shall procure that all returned voting forms shall be destroyed 14 days after the date of the announcement of the result of the voting, unless otherwise directed by the Board.

13.4.4 If the Scrutineers at any time suspect any fraud or other irregularity in voting, they shall promptly consult with the chair of the meeting failing whom any officer (or other officer). The decision of the chair of the meeting or such officer (as the case may be) as to the admissibility or otherwise of any vote or votes so referred to him/her by the Scrutineers shall be final.

14. PRESIDENT

14.1 The President shall be elected annually at the annual general meeting and shall hold office (unless he/she ceases to be eligible to do so pursuant to **Rule 14.2**) until the conclusion of the next following annual general meeting.

14.2 To be eligible to be elected or re-elected to, and to hold, the office of President a person must be a member. If any person holding the office of President for the time being ceases for any reason to be a member or is suspended from membership pursuant to **Rule 5.5**, he/she shall cease to be so eligible and shall thereupon automatically cease to hold that office.

14.3 The President may at any time resign his/her office by giving written notice to the Club at its registered office.

14.4 The President for the time being shall by virtue of his/her office have all the general privileges and status of Members' Committee Members including the right to attend and speak at Members' Committee meetings but he/she shall not have the right to vote at such meetings and shall not be an ex officio member of the Members' Committee.

14.5 If a casual vacancy occurs in the office of President, the Board shall have power to fill such vacancy. Any person so appointed to such office by the Board shall hold office only until the conclusion of the next following annual general meeting but will be eligible for election or re-election in accordance with the preceding provisions of these Rules.

15. VICE-PRESIDENTS

15.1 The Board at its discretion may at any time and from time to time elect any person or persons to be (a) Vice-President(s) of the Club and may remove any person or persons from such office.

15.2 Each Vice-President shall, while he/she continues to hold that office and by virtue of that office, have all rights and privileges as the Board may from time to time decide.

15.3 A Vice-President may at any time resign his/her office by giving written notice to the Club at its registered office.

16. **EXECUTIVES**

16.1 With the approval of the Board, the Chair shall appoint the Chief Executive who shall by virtue of his/her office be an ex officio member of the Board with all the general privileges and status of a Board Member including the right to vote at Board meetings.

16.2 With the approval of the Chair, the Chief Executive shall appoint such other Executives, which will include a Finance Director, as deemed appropriate to the beneficial running of the Club. The Finance Director is by virtue of his/her office an ex officio member of the Board, with all the rights and privileges of a Board Member, including the right to vote at meetings of the Board.

16.3 The Chief Executive and any Executives (if appointed) shall be employees of the Club. The other offices of the Club shall be honorary and shall carry such powers and duties as the Board may from time to time decide.

17. **AUDITORS**

17.1 The provisions of the Acts as to the appointment, powers, rights, remuneration and duties of the Auditors shall be complied with.

17.2 The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications (other than voting forms) relating to any general meeting which any member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns them as auditors.

18. **BOARD**

18.1 **Constitution**

18.1.1 The Board shall consist of:-

18.1.1.1 not more than three members of the Club elected or appointed in accordance with **Rule 18.2** ("**Elected Board Members**");

18.1.1.2 not more than three individuals appointed in accordance with **Rule 18.3** ("**Appointed Board Members**");

18.1.1.3 the chair of the Members' Committee, ex officio (the "**Members' Committee Chair**");

18.1.1.4 one Members' Committee Member (in addition to the Members' Committee Chair) elected in accordance with **Rule 18.4** (the "**Second Members' Committee Board Member**");

18.1.1.5 the Chief Executive, ex officio; and

18.1.1.6 the Finance Director, ex officio.

18.1.2 In addition, the Board may co-opt one individual to serve on the Board pursuant to **Rule 18.6** (a "**Co-opted Board Member**").

18.1.3 One of the Appointed Board Members shall be appointed as the Senior Independent Board Member in accordance with **Rule 18.8**. The Senior Independent Board Member shall have:

18.1.3.1 the functions specified in these Rules;

18.1.3.2 the function of carrying out the appraisal of the Chair;

18.1.3.3 such functions as the Board may determine as part of terms of reference for the office approved by the Board before his/her appointment to it; and

18.1.3.4 such other functions as the Board may from time to time request him/her to undertake and he/she agrees to undertake.

18.2 **Elected Board Members**

18.2.1 With effect from and including the annual general meeting held in 2019, every Elected Board Member who, at the date of an annual general meeting, has completed a Term, or is deemed to have completed a Term, shall retire from office.

18.2.2 No person shall be eligible for election to the Board as an Elected Board Member at any general meeting unless he/she is a member and either:

18.2.2.1 he/she is proposed for election by the Board on the recommendation of the Nominations Committee; or

18.2.2.2 he/she satisfies the following requirements:

- a notice of his/her intention to stand for election signed by the candidate to indicate his/her willingness to be elected and by ten other members qualified to vote at the meeting proposing him/her for election has been received by the Chief Executive, in the case of an annual general meeting, not later than 75 days immediately prior to that meeting and, in the case of a special general meeting convened on the requisition of members in accordance with the provisions of **Rule 10.2.3**, with that requisition; and
- he/she is recommended for election by the Board on the recommendation of the Nominations Committee.

18.2.3 The number of candidates proposed and/or recommended by the Board on the recommendation of the Nominations Committee may exceed the number of vacancies to be filled.

18.2.4 An Elected Board Member retiring pursuant to **Rule 18.2.1** shall not be eligible for re-election to the Board as an Elected Board Member at any general meeting unless he/she is recommended for re-election by the Board on the recommendation of the Nominations Committee.

18.2.5 Subject to **Rule 18.7.6**, no person shall be eligible for election or re-election to the Board as an Elected Board Member at any general meeting if he/she will then have completed three consecutive Terms in office as a Board Member.

18.2.6 Subject to the provisions of this Rule, the Club may in general meeting fill a vacancy on the Board for an Elected Board Member by electing or re-electing to the Board any member who is willing to be so elected or re-elected. A person who is not eligible to be elected or re-elected as an Elected Board Member shall be not proposed for election or re-election as such at a general meeting.

18.2.7 The Board on the recommendation of the Nominations Committee shall have power at any time to fill a vacancy on the Board for an Elected Board Member by appointing to the Board a member who is willing to be so appointed. Any Elected Board Member so appointed shall hold office only until the next following annual general meeting and shall then retire.

18.2.8 Subject to the provisions of this **Rule 18.2**, an Elected Board Member who retires at an annual general meeting may, if willing to act, be elected or re-elected (as the case may be) to the Board as an Elected Board Member.

18.2.9 If the number of candidates who are eligible for election or re-election (as the case may be) to the Board as Elected Board Members does not exceed the number of vacancies then those candidates will be deemed to be elected or (as the case may be) re-elected, at that meeting and no vote(s) shall be taken. If there are more candidates who are eligible for election or re-election (including those retiring pursuant to **Rule 18.2.1** and standing for election or re-election pursuant to any of the provisions of this **Rule 18.2**) than vacancies, an election shall be held. The Board shall have power to make Bye-laws for the purpose of regulating the manner in which any such election is held.

18.2.10 If an Elected Board Member retiring at an annual general meeting is not re-elected, he/she shall retain office until the meeting appoints someone in his/her place, or if it does not do so, until the end of the meeting. A retiring Elected Board Member who is re-elected will continue in office without a break.

18.2.11 An Elected Board Member shall also cease to hold office:

18.2.11.1 automatically on ceasing to be a member; and

18.2.11.2 as provided in **Rules 18.9.2** to **18.9.4**.

18.3 **Appointed Board Members**

18.3.1 An individual appointed as an Appointed Board Member need not be a member of the Club.

18.3.2 No person shall be appointed as an Appointed Board Member if, within the previous three years, a resolution for the ratification of his/her appointment as an Appointed Board Member was proposed at an annual general meeting but was defeated.

Appointment with effect from an annual general meeting

18.3.3 With effect from and including the annual general meeting held in 2019, every Appointed Board Member who, at the date of an annual general meeting, has completed a Term, or is deemed to have completed a Term, shall retire from office.

18.3.4 Subject to the provisions of this **Rule 18.3**, an Appointed Board Member who retires at an annual general meeting pursuant to **Rule 18.3.3** may, if willing to act, be re-appointed to the Board as an Appointed Board Member pursuant to **Rule 18.3.6**.

18.3.5 Subject to Rule **18.7.6**, no person shall be eligible for appointment or re-appointment to the Board as an Appointed Board Member with effect from an annual general meeting if he/she will then have completed three consecutive Terms in office as a Board Member.

18.3.6 The Board on the recommendation of the Nominations Committee shall have power, before the second notice convening an annual general meeting at which an Appointed Board Member will retire pursuant to **Rule 18.3.3** is sent, to re-appoint the retiring Appointed Board Member, or appoint an individual as an Appointed Board Member to fill the vacancy, with effect from the annual general meeting, but no such appointment or re-appointment shall have effect unless it is ratified by resolution passed by a simple majority at the annual general meeting.

18.3.7 An individual appointed as an Appointed Board Member, or an Appointed Board Member re-appointed as an Appointed Board Member, pursuant to **Rule 18.3.6**, shall not be eligible to have his/her appointment or re-appointment ratified at an annual general meeting pursuant to **Rule 18.3.6** unless the ratification is approved by the Board on the recommendation of the Nominations Committee.

18.3.8 If an Appointed Board Member retiring at an annual general meeting pursuant to **Rule 18.3.3** is not re-appointed pursuant to **Rule 18.3.6**, he/she shall retain office until the meeting ratifies the appointment of the person appointed in his/her place, or if it does not do so, or if no person has been appointed in his/her place, until the end of the meeting.

18.3.9 An Appointed Board Member retiring at an annual general meeting whose re-appointment is ratified at the meeting will continue in office without a break.

Appointment otherwise than with effect from an annual general meeting

18.3.10 The Board on the recommendation of the Nominations Committee shall have power at any time to fill a vacancy on the Board for an Appointed Board Member by appointing to the Board a person who is willing to be so appointed. Any Appointed Board Member so appointed shall hold office only until the next following annual general meeting and shall then retire unless his/her appointment is ratified by resolution passed by a simple majority at the annual general meeting.

18.3.11 An Appointed Board Member retiring pursuant to **Rule 18.3.10** shall not be eligible to have his/her appointment as an Appointed Board Member ratified at an annual general meeting unless the ratification is approved by the Board on the recommendation of the Nominations Committee.

18.3.12 If the appointment of an Appointed Board Member retiring at an annual general meeting pursuant to **Rule 18.3.10** is not ratified, he/she shall retain office until the end of the meeting.

18.3.13 An Appointed Board Member shall also cease to hold office as provided in **Rules 18.9.2** to **18.9.4**.

18.4 **Members' Committee Board Members**

18.4.1 The Members' Committee Chair shall be a Board Member ex officio. Accordingly, a member shall:

18.4.1.1 Become a Board Member on his/her election as chair of the Members' Committee; and

18.4.1.2 cease to be a Board Member automatically on ceasing to be chair of the Members' Committee.

18.4.2 **Rule 18.1.1.3** and **Rule 18.4.1** are subject to **Rule 21.6.**

18.4.3 The Members' Committee shall elect one of their number (other than the Members' Committee Chair) to be a Board Member (the Second Members' Committee Board Member), to hold that office for the term of three years from the date of election (subject to **Rules 18.4.4** and **18.4.6**).

18.4.4 The Second Members' Committee Board Member shall cease to be a Board Member:

18.4.4.1 on expiry of the term for which he/she was appointed;

18.4.4.2 on ceasing to be a member of the Members' Committee; and

18.4.5.3 on removal as a Board Member by resolution of the Members' Committee.

18.4.5 The Members' Committee Chair shall notify the Board when a Members' Committee Member becomes, or ceases to be, a Members' Committee Board Member.

18.4.6 A Members' Committee Board Member shall also cease to hold office as provided in **Rules 18.9.2** to **18.9.4**.

18.4.7 If a Members' Committee Board Member is removed from office as a Board Member pursuant to **Rule 18.9.4**:

18.4.7.1 if he/she held office by reason of being the chair of the Members' Committee, he/she may be replaced as a Board Member only by the election of another member of the Members' Committee as chair of the Members' Committee; and

18.4.7.2 if he/she was the Second Members' Committee Board Member, he/she may be replaced as a Board Member by another member of the Members' Committee elected as a Board Member pursuant to **Rule 18.4.3**.

18.5 **Chief Executive and Finance Director**

18.5.1 Each of the Chief Executive and the Finance Director shall be a Board Member ex officio. Accordingly, an individual shall:

18.5.1.1 become a Board Member on his/her appointment as Chief Executive or Finance Director; and

18.5.1.2 cease to be a Board Member automatically on ceasing to be Chief Executive or Finance Director.

18.6 **Co-opted Board Member**

18.6.1 The Board on the recommendation of the Nominations Committee may co-opt an individual to serve as a Board Member on such terms and for such period (to expire not later than the commencement of the next following annual general meeting) as the Board on the recommendation of the Nominations Committee may determine. An individual appointed as a Co-opted Board Member need not be a member of the Club.

18.6.2 The Board on the recommendation of the Nominations Committee shall not appoint an individual as a Co-opted Board Member:

18.6.2.1 if, within the previous three years, a resolution for the ratification of his/her appointment as an Appointed Board Member was proposed at an annual general meeting but was defeated; or

18.6.2.2 if, within the previous three years, he/she has completed three consecutive Terms in office as a Board Member.

18.6.3 There shall be no more than one Co-opted Board Member holding office at any one time.

18.7 **Chair**

18.7.1 If at any time no Chair is in office, the Board shall, subject to **Rule 18.7.5**, elect an Eligible Board Member to be its Chair to hold that office for the term of three years from the date of election (subject to **Rule 18.7.2**).

18.7.2 The Chair shall cease to hold office:

18.7.2.1 on expiry of the term for which he/she was elected;

18.7.2.2 on ceasing to be a Board Member;

18.7.2.3 on resignation pursuant to **Rule 18.7.3**; and

18.7.2.4 on removal as Chair by resolution of the Board.

18.7.3 The Chair may at any time resign his/her office by giving written notice to the Club at its registered office.

18.7.4 A Board Member retiring as Chair pursuant to **Rule 18.7.2.1** may, if willing to act, be re-elected as Chair unless he/she will then have completed two consecutive terms of three years in office as Chair.

18.7.5 If a casual vacancy occurs in the office of Chair (that is, a vacancy occurs otherwise than on a Board Member retiring as Chair pursuant to **Rule 18.7.2.1**), the Board shall fill such vacancy (in its discretion) either by electing an Eligible Board Member as Chair pursuant to **Rule 18.7.1** or by electing an Eligible Board Member as Chair on an interim basis for such period as the Board shall determine (but not exceeding six months).

18.7.6 A Board Member who is due to retire as a Board Member at an annual general meeting at the end of his/her third consecutive Term (or, in the case of a Members' Committee Board Member, who is due to cease to be a Board Member on retirement as a Members' Committee Member at an annual general meeting at the end of his/her third consecutive Term) and whose first term of office as Chair would, if he/she did not cease to be a Board Member, expire after the annual general meeting may, if the Board has resolved to re-elect him/her as Chair with effect from the end of his/her first term of office if he/she is elected or re-elected or appointed or re-appointed to the Board:

18.7.6.1 be elected or re-elected as an Elected Board Member for a fourth consecutive Term if the Board on the recommendation of the Nominations Committee proposes him/her for election or re-election; or

18.7.6.2 be appointed or re-appointed by the Board on the recommendation of the Nominations Committee as an Appointed Board Member for a fourth consecutive Term.

18.7.7 The Board shall not elect an Eligible Board Member as Chair unless:

18.7.7.1 pursuant to **Rule 22.2.1**, the Nominations Committee has prepared a Chair specification for the vacancy, has evaluated candidates against the specification and has made a recommendation to the Board as to the candidate who, in its opinion, best meets it; and

18.7.7.2 the Board has considered that recommendation.

18.7.8 In this **Rule 18.7**, an "**Eligible Board Member**" means a Board Member other than the Chief Executive, the Finance Director or the Co-opted Board Member.

18.8 Senior Independent Board Member

18.8.1 If at any time no Senior Independent Board Member is in office, the Board on the recommendation of the Nominations Committee shall, subject to **Rule 18.8.5**, appoint an Appointed Board Member to be the Senior Independent Board Member to hold that office for the term of three years from the date of appointment (subject to **Rule 18.8.2**).

18.8.2 The Senior Independent Board Member shall cease to hold office:

18.8.2.1 on expiry of the term for which he/she was appointed;

18.8.2.2 on ceasing to be a Board Member;

18.8.2.3 on resignation pursuant to **Rule 18.8.3**; and

18.8.2.4 on removal as Senior Independent Board Member by the Board on the recommendation of the Nominations Committee.

18.8.3 The Senior Independent Board Member may at any time resign his/her office by giving written notice to the Club at its registered office.

18.8.4 An Appointed Board Member retiring as Senior Independent Board Member pursuant to **Rule 18.8.2.1** may, if willing to act, be re-appointed as Senior Independent Board Member unless he/she will then have completed three consecutive terms of three years in office.

18.8.5 If a casual vacancy occurs in the office of Senior Independent Board Member (that is, a vacancy occurs otherwise than on an Appointed Board Member retiring as Senior Independent Board Member pursuant to **Rule 18.8.2.1**), the Board on the recommendation of the Nominations Committee shall fill such vacancy (in its discretion) either by appointing an Appointed Board Member as Senior Independent Board Member pursuant to **Rule 18.8.1** or by appointing an Appointed Board Member as Senior Independent Board Member on an interim basis for such period as the Nominations Committee shall determine (but not exceeding six months).

18.9 **General**

18.9.1 No person shall be eligible for election or re-election, or for appointment or re-appointment or for co-option to the Board:

18.9.1.1 after he/she has attained the age of 70 years; or

18.9.1.2 if he/she is a former employee of the Club and a period of two years has not elapsed since he/she ceased to be an employee of the Club.

18.9.2 A Board Member (other than the Chief Executive, the Finance Director and the Members' Committee Chair) may at any time resign his/her office by giving written notice to the Club at its registered office.

18.9.3 A Board Member shall automatically cease to be a Board Member if:

18.9.3.1 he/she is absent from Board meetings for a period of nine months (such time period running from the date of the last meeting which he/she did not attend), unless otherwise resolved by the Board;

18.9.3.2 he/she is adjudged bankrupt;

18.9.3.3 he/she is disqualified from acting as a director of a company for any reason;

18.9.3.4 he/she is convicted of an indictable offence; or

18.9.3.5 by reason of his/her mental health, a court makes an order which wholly or partly prevents him/her from personally exercising any powers or rights which he/she would otherwise have.

18.9.4 Any Board Member may be removed from office at any time by resolution passed by a simple majority at a general meeting.

19. PROCEEDINGS OF THE BOARD

19.1 Subject to **Rules 19.2** to **19.7**, the Board may meet together for the despatch of business, adjourn and regulate its meetings as it thinks fit subject to it meeting a minimum of four times per year. A Board Member may, and the Chief Executive at the request of a Board Member shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom.

19.2 The quorum for the transaction of the business of the Board shall be five.

19.3 Unless he/she is unwilling to do so, the Chair shall preside at every meeting of the Board at which he/she is present but if at the relevant time there is no person holding the office of Chair, or if the Chair is unwilling or unable to preside or is not present within fifteen minutes after the time appointed for the meeting, the Board Members present may appoint one of their number to be Chair of the meeting.

19.4 Every question arising at a meeting of the Board shall be decided by a majority of votes of those Board Members present: save that where a question is treated as a matter of substance, any Board Member entitled to attend and vote at a meeting is entitled to appoint another Board Member as his/her proxy to attend and vote instead of him/her. A question is to be treated as a matter of substance on the application to the Chair whether in writing, or during a meeting of the Board, by not less than three Board Members. On all questions, including matters of substance, if the votes are equal the chair of the meeting shall have a second or casting vote.

19.5 A Board Member who is in any way, whether directly or indirectly and whether for himself/herself or through a person connected with him/her, interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Club shall declare the nature of his/her interest in accordance with section 177 and 182 of the Companies Act 2006 (or such other section as shall re-enact or replace such sections 177 and 182) as if each Board Member was a director and the Club were a company for the purposes of that Act.

19.6 A Board Member shall not vote, nor count in the quorum, at a meeting of the Board or of any committee on any resolution concerning a matter in which or in connection with which he/she has, directly or indirectly, an interest or duty which in the opinion of the chair of the meeting is material and conflicts or may conflict with the interests of the Club. If requested to do so by the chair of the meeting, such Board Member will withdraw from the meeting while the matter in question is discussed and (if applicable) voted on. If the Board Member in question is the chair of the meeting, references in the previous sentences of this **Rule 19** to the chair of the meeting shall be construed as being references to a majority of the other Board Members present at the meeting at the relevant time.

19.7 The Board or any committee established pursuant to **Rule 20.2.5** shall have the right at its discretion to invite persons who are not members of the Board to attend one or more meetings of the Board or such committee for the purpose of advising or commenting on the business of such meeting(s) or any part of such business but any such person shall not have any right to vote at any such meeting.

20. POWERS OF THE BOARD

20.1 Subject to the provisions of the Acts and these Rules and any directions given by special resolution, the affairs and activities of the Club shall be managed by the Board which may exercise all the powers of the Club. No alteration to these Rules and no such direction shall invalidate any prior act of the Board which would have been valid if the alteration had not been made or if that direction had not been given.

20.2 Without in any way limiting the provisions of **Rule 20.1** the Board shall have power to:-

20.2.1 invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought expedient;

20.2.2 make and amend Bye-laws and regulations to govern the/those matters in respect of which power to make Bye-laws and regulations is reserved to it elsewhere in these Rules provided that no such Bye-laws or regulations shall conflict with any of these Rules;

20.2.3 govern (whether by making Bye-laws or regulations or otherwise) the management, operation and use of the property or facilities of the Club in such manner as it may consider necessary or advisable;

20.2.4 delegate any of its powers to any officer(s) or Executives; and

20.2.5 establish committee(s) of the Board and delegate any of its powers and/or functions to, and, subject to **Rule 20.6**, dissolve, any committee which it has established.

20.3 Subject to **Rule 20.4**, the Board shall appoint, and may from time to time remove and/or replace, the members of each committee which it has established. Subject as provided in this **Rule 20**, a member of a committee is not required to be a Board Member or a member of the Club.

20.4 Subject to **Rule 20.7**, the Members' Committee shall be entitled to appoint, and from time to time to remove and/or replace, one of its number as a member of each committee established by the Board.

20.5 The Board shall decide (and may vary) from time to time the following matters in relation to each committee which it has established:

20.5.1 the nature and extent of the Board's powers and/or functions delegated to the committee; and

20.5.2 the terms of reference by which and how those delegated powers and/or functions are to be exercised by the committee.

20.6 Without prejudice to the power of the Board to establish other committees and to delegate powers to them, the Board shall establish and maintain the following committees:

The Audit Committee

The Cricket Audit Committee

The Remuneration Committee

The Nominations Committee

20.7 The Members' Committee shall procure that the Members' Committee Member who is a member of the Remuneration Committee is at all times one of the Members' Committee Board Members.

20.8 The Board shall have power to appoint one or more advisory groups with such terms of reference and membership as it shall think fit with like power to make changes thereto or to dissolve the same.

20.9 No member of the Board, save for Executives, shall be entitled to be remunerated for his/her services.

20.10 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

20.11 **Men's County Championship changes**

20.11.1 Where the England and Wales Cricket Board (ECB) asks the Club to vote on a reduction in games pursuant to Article 5.2.2 of the ECB's Articles of Association (the "**ECB Articles**") and/or change to promotion/relegation pursuant to Article 5.2.3 of the ECB Articles, in each case in relation to the Men's County Championship tournament, then the Board will:

20.11.1.1 consult the Members' Committee to agree the Board's proposed positions on the ECB's recommendations; and

20.11.1.2 communicate the Board's proposed positions to members in writing and arrange a Members' Forum to allow for debate and discussion of the Board's proposed positions.

20.11.2 Following this period of member consultation, the Board will invite each member to vote on whether they agree with the Board's proposed positions on the ECB's recommendations. A minimum of 250 members must vote on the Board's proposed positions in order for the Board to be bound by the majority view (51%) of those voting.

20.11.3 Should the majority view of the members voting be in support of the Board's proposed positions, then the Board will vote accordingly in response to the ECB's recommendations. Should the majority view of the members not be in support of the Board's proposed positions then the Board will abstain when responding to the ECB's recommendations

21. MEMBERS' COMMITTEE

21.1 Constitution

21.1.1 The Members' Committee shall consist of not more than ten members of the Club elected or appointed in accordance with **Rule 21.4** ("**Members' Committee Members**").

21.1.2 The Members' Committee is not a committee of the Board.

21.2 Function, Rights and Powers

21.2.1 The function of the Members' Committee is to be the mechanism by which the views of members of the Club are promoted and represented, and their interests taken into account, in the management of the Club and its business.

21.2.2 Accordingly, the role of the Members' Committee is as follows:

21.2.2.1 to ensure that the views of members are heard and considered by the Board;

21.2.2.2 to safeguard and promote the vision and culture of the Club;

21.2.2.3 to protect, preserve and celebrate the history and tradition of the Club, the County Ground and the Edgbaston Foundation Sports Ground; and

21.2.2.4 to protect, maintain and, where appropriate, develop and improve, members' rights, facilities and benefits.

21.2.3 For the purpose of discharging the function referred to in **Rule 21.2.1** and performing the role set out in **Rule 21.2.2**, the Members' Committee shall have the following rights:

21.2.3.1 the right to be consulted when strategic plans for the Club are being developed or reviewed;

21.2.3.2 the right to receive periodic reports from the Board in relation to the business of the Club;

21.2.3.3 the right to be consulted by the Board before any change is made to members' annual subscriptions;

21.2.3.4 the right to require all or any of the Chair, the Chief Executive, the Sport Director and a representative from the Membership Services Department to attend any meeting of the Members' Committee and to provide explanations in relation to any issue falling within the remit of the Members' Committee;

21.2.3.5 the right to require the Membership Services Department to ensure that there is regular communication between the Club and members; that the views and opinions of members are canvassed at least annually; and that there is an annual programme of events for members;

21.2.3.6 the right to develop and maintain a heritage strategy for the Club and to recommend it for adoption by the Board;

21.2.3.7 the right to be briefed on developing strategies and future plans for, and current performance of, the Club's teams; and

21.2.3.8 the right to elect the Members' Committee Board Members and members of the Board's committees.

21.2.4 The functions of the Members' Committee shall, in addition, include such other functions as the Board requests the Members' Committee to undertake and the Members' Committee agrees to undertake.

21.2.5 It shall be the duty of the Members' Committee to seek to ensure that the persons elected or appointed as Members' Committee Members have the necessary skills and experience to be Members' Committee Board Members and/or members of the Board's committees.

21.2.6 For the avoidance of doubt, the functions and rights of the Members' Committee shall not include:

21.2.6.1 power to make any decision on behalf of the Club;

21.2.6.2 power to change or override any decision of the Board or any committee of the Board or any Executive; or

21.2.6.3 power to direct, or interfere with, any decision of the Board or any committee of the Board or any Executive (but without prejudice to the power to make representations).

21.3 **Proceedings**

21.3.1 Subject to **Rules 21.3.2** to **21.3.8**, the Members' Committee may meet together for the despatch of business, adjourn and regulate its meetings as it thinks fit; and shall normally meet four times each year. A Members' Committee Member may, and the Chief Executive at the request of a Members' Committee Member shall, call a meeting of the Members' Committee. It shall not be necessary to give notice of a meeting to a Members' Committee Member who is absent from the United Kingdom.

21.3.2 The quorum for the transaction of the business of the Members' Committee shall be five.

21.3.3 Unless he/she is unwilling to do so, the Members' Committee Chair shall preside at every meeting of the Members' Committee at which he/she is present but if at the relevant time there is no person holding the office of Members' Committee Chair, or if the Members' Committee Chair is unwilling or unable to preside or is not present within fifteen minutes after the time appointed for the meeting, the Members' Committee Members present may appoint one of their number to be chair of the meeting.

21.3.4 Every question arising at a meeting of the Members' Committee shall be decided by a majority of votes of those Members' Committee Members present: save that where a question is treated as a matter of substance, any Members' Committee Member entitled to attend and vote at a meeting is entitled to appoint another Members' Committee Member as his/her proxy to attend and vote instead of him/her. A question is to be treated as a matter of substance on the application to the Members' Committee Chair whether in writing, or during a meeting of the Members' Committee, by not less than three Members' Committee Members. On all questions, including matters of substance, if the votes are equal the chair of the meeting shall have a second or casting vote.

21.3.5 A Members' Committee Member who is in any way, whether directly or indirectly and whether for himself/herself or through a person connected with him/her, interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Club shall declare the nature of his/her interest in accordance with section 177 and 182 of the Companies Act 2006 (or such other section as shall re-enact or replace such sections 177 and 182) as if each Members' Committee Member was a director and the Club were a company for the purposes of that Act.

21.3.6 A Members' Committee Member shall not vote, nor count in the quorum, at a meeting of the Members' Committee on any resolution concerning a matter in which or in connection with which he/she has, directly or indirectly, an interest or duty which in the opinion of the chair of the meeting is material and conflicts or may conflict with the interests of the Club. If requested to do so by the chair of the meeting, such Members' Committee Member will withdraw from the meeting while the matter in question is discussed and (if applicable) voted on. If the Members' Committee Member in question is the chair of the meeting, references in the previous sentences of this **Rule 21.3** to the chair of the meeting shall be construed as being references to a majority of the other Members' Committee Members present at the meeting at the relevant time.

21.3.7 The Members' Committee shall have the right at its discretion to invite persons who are not Members' Committee Members to attend one or more meetings of the Members' Committee for the purpose of advising or commenting on the business of such meeting(s) or any part of such business but any such person shall not have any right to vote at any such meeting.

21.3.8 All powers of the Members' Committee under these Rules (whether to elect Members' Committee Board Members and members of the Board's committees or otherwise) shall be exercised by resolution.

21.4 **Members' Committee Members**

21.4.1 On each occasion when a vacancy has arisen or is due to arise on the Members' Committee, the Members' Committee shall, with the assistance of the Nominations Committee:

21.4.1.1 carry out an evaluation of the balance of skills, knowledge, experience and diversity on the Members' Committee; and, in the light of that evaluation

21.4.1.2 prepare a specification of the role, attributes and capabilities required in the member to fill the vacancy (having regard to the benefits of diversity, including gender and ethnicity; and to the anticipated time commitment) (the "**Members' Committee Member specification**" for the vacancy);

and, in the case of a vacancy to be filled at an annual general meeting, shall publicise the Members' Committee Member specification at the same time as proposals of candidates are invited.

21.4.2 With effect from and including the annual general meeting held in 2019, every Members' Committee Member who, at the date of an annual general meeting, has completed a Term, or is deemed to have completed a Term, shall retire from office.

21.4.3 No person shall be eligible for election to the Members' Committee at any general meeting unless he/she is a member and either:

21.4.3.1 he/she is proposed for election by the Members' Committee; or

21.4.3.2 he/she satisfies the following requirements:

- a notice of his/her intention to stand for election signed by the candidate to indicate his/her willingness to be elected and by ten other members qualified to vote at the meeting proposing him/her for election has been received by the Chief Executive, in the case of an annual general meeting, not later than 75 days immediately prior to that meeting and, in the case of a special general meeting convened on the requisition of members in accordance with the provisions of **Rule 10.2.3**, with that requisition; and

- he/she is recommended for election by the Members' Committee.

21.4.4 A Members' Committee Member retiring pursuant to **Rule 21.4.2** shall not be eligible for re-election to the Members' Committee at any general meeting unless:

21.4.4.1 he/she is recommended for re-election by the Members' Committee; and

21.4.4.2 he/she will not then have completed three consecutive Terms in office.

21.4.5 The Members' Committee shall not propose or recommend a candidate for election or re-election as a Members' Committee Member unless:

21.4.5.1 it is satisfied that he/she meets the Members' Committee Member specification for the vacancy; and

21.4.5.2 the opinion of the Nominations Committee concerning the candidate has been obtained and considered.

The number of candidates so proposed and/or recommended may exceed the number of vacancies to be filled.

21.4.6 Subject to the provisions of this **Rule 21.4**, the Club may in general meeting fill a vacancy on the Members' Committee by electing or re-electing to the Members' Committee any member who is willing to be so elected or re-elected. A person who is not eligible to be elected or re-elected as a Members' Committee Member shall be not proposed for election or re-election as such at a general meeting.

21.4.7 The Members' Committee shall have power at any time to fill a vacancy on the Members' Committee by appointing to the Members' Committee a member who is willing to be so appointed. Any Members' Committee Member so appointed shall hold office only until the next following annual general meeting and shall then retire. The Members' Committee shall not appoint a person as a Members' Committee Member unless it is satisfied that he/she meets the Members' Committee Member specification for the vacancy.

21.4.8 Subject to the provisions of this **Rule 21.4**, a Members' Committee Member who retires at an annual general meeting may, if willing to act, be elected or re-elected (as the case may be) to the Members' Committee.

21.4.9 If the number of candidates who are eligible for election or re-election (as the case may be) to the Members' Committee does not exceed the number of vacancies then those candidates will be deemed to be elected or (as the case may be) re-elected, at that meeting and no vote(s) shall be taken. If there are more candidates who are eligible for election or re-election (including those retiring pursuant to **Rule 21.4.2** and standing for election or re-election pursuant to any of the provisions of this **Rule 21.4**) than vacancies, an election shall be held. The Board shall have power to make Bye-laws for the purpose of regulating the manner in which any such election is held.

21.4.10 If a Members' Committee Member retiring at an annual general meeting is not re-elected, he/she shall retain office until the meeting appoints someone in his/her place, or if it does not do so, until the end of the meeting. A retiring Members' Committee Member who is re-elected will continue in office without a break.

21.5 **Chair**

21.5.1 If at any time no Members' Committee Chair is in office, the Members' Committee shall, subject to **Rule 21.5.5**, elect an Eligible Members' Committee Member to be its Chair to hold that office for the term of three years from the date of election (subject to **Rule 21.5.2**).

21.5.2 The Chair shall cease to hold office:

21.5.2.1 on expiry of the term for which he/she was elected;

21.5.2.2 on ceasing to be a Members' Committee Member;

21.5.2.3 on resignation pursuant to **Rule 21.5.3**;

21.5.2.4 on removal as Chair by resolution of the Members' Committee; or

21.5.2.5 on election as Chair (see **Rule 21.6.3**).

21.5.3 The Members' Committee Chair may at any time resign his/her office by giving written notice to the Club at its registered office.

21.5.4 A Members' Committee Member retiring as Chair pursuant to **Rule 21.5.2.1** may, if willing to act, be re-elected as Chair unless he/she will then have completed three consecutive terms of three years in office.

21.5.5 If a casual vacancy occurs in the office of Chair (that is, a vacancy occurs otherwise than on a Members' Committee Member retiring as Chair pursuant to **Rule 21.5.2.1**), the Members' Committee shall have power to fill such vacancy (in its discretion) either by electing an Eligible Members' Committee Member as Chair pursuant to **Rule 21.5.1** or by electing an Eligible Members' Committee Member as Chair on an interim basis for such period as the Members' Committee shall determine (but not exceeding six months).

21.5.6 In this **Rule 21.5**, an "**Eligible Members' Committee Member**" means a Members' Committee Member other than the Second Members' Committee Board Member.

21.6 **Appointment as Chair**

21.6.1 The provisions of this **Rule 21.6** apply if a Members' Committee Board Member is elected as Chair (the "**relevant Members' Committee Board Member**").

21.6.2 The relevant Members' Committee Board Member's membership of the Members' Committee shall be suspended forthwith upon his/her election. The suspension shall last for so long as the relevant Members' Committee Board Member is Chair or (if sooner) until relevant Members' Committee Board Member ceases to be a Members' Committee Member.

21.6.3 If the relevant Members' Committee Board Member is Chair of the Members' Committee, he/she will cease to hold that office upon his/her election as Chair. The Members' Committee shall elect an Eligible Members' Committee Member as Chair in his/her place pursuant to **Rule 21.5**, but the Eligible Members' Committee Member so elected shall not be a Board Member for so long as the relevant Members' Committee Board Member is Chair. The relevant Members' Committee Board Member shall cease to be a Board Member on ceasing to be Chair. The Members' Committee shall not recommend the re-election of the relevant Members' Committee Board Member to the Members' Committee on completion of a Term as a Members' Committee Member if he/she is, or is intended to continue as, Chair.

21.6.4 If the relevant Members' Committee Board Member is the Second Members' Committee Board Member, the Members' Committee shall not recommend the re-election of the relevant Members' Committee Board Member to the Members' Committee on completion of a Term as a Members' Committee Member if he/she is, or is intended to continue as, Chair.

21.7 **General**

21.7.1 No person shall be eligible for election or re-election, or for appointment or re-appointment or for co-option to the Members' Committee:

21.7.1.1 after he/she has attained the age of 70 years; or

21.7.1.2 if he/she is a former employee of the Club and a period of two years has not elapsed since he/she ceased to be an employee of the Club.

21.7.2 A Members' Committee Member may at any time resign his/her office by giving written notice to the Club at its registered office.

21.7.3 A Members' Committee Member shall automatically cease to be a Members' Committee Member if:

21.7.3.1 he/she ceases to be a member;

21.7.3.2 he/she is absent from Members' Committee meetings for a period of nine months (such time period running from the date of the last meeting which he/she did not attend), unless otherwise resolved by the Members' Committee;

21.7.3.3 he/she is adjudged bankrupt;

21.7.3.4 he/she is disqualified from acting as a director of a company for any reason;

21.7.3.5 he/she is convicted of an indictable offence; or

21.7.3.6 by reason of his/her mental health, a court makes an order which wholly or partly prevents him/her from personally exercising any powers or rights which he/she would otherwise have.

21.7.4 Any Members' Committee Member may be removed from office at any time by resolution passed by a simple majority at a general meeting.

22. NOMINATIONS COMMITTEE

22.1 Constitution

22.1.1 The Nominations Committee shall consist of:-

22.1.1.1 the Chair, ex officio;

22.1.1.2 the Chief Executive, ex officio;;

22.1.1.3 the Senior Independent Board Member, ex officio;

22.1.1.4 one Members' Committee Member elected by the Members' Committee in accordance with **Rule 22.5** (the "**Members' Committee Nominations Committee Member**"); and

22.1.1.5 one Appointed Board Member appointed by the Board in accordance with **Rule 22.6** (the "**Board Nominations Committee Member**").

22.1.2 The Nominations Committee is a committee of the Board.

22.2 Functions

22.2.1 The functions of the Nominations Committee are as follows:

22.2.1.1 to review regularly the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and, where considered desirable, to use its powers to make recommendations to the Board to make changes;

22.2.1.2 to review regularly the structure, size and composition (including the skills, knowledge, experience and diversity) of the Members' Committee and to make recommendations to the Board and/or the Members' Committee (as appropriate) to make changes;

22.2.1.3 to carry out planning for the succession to vacancies anticipated to arise on the Board and the Members' Committee, having regard to the challenges facing, and the opportunities available to, the Club and the skills and experience required on the Board, the Board's committees and the Members' Committee respectively;

22.2.1.4 in relation to a vacancy which has arisen or is due to arise on the Board, to carry out an evaluation of the balance of skills, knowledge, experience and diversity on the Board and, in the light of that evaluation, to prepare a specification of the role, attributes and capabilities required in the individual to fill the vacancy (having regard to the benefits of diversity, including gender and ethnicity; and to the anticipated time commitment) (the "**Board Member specification**" for the vacancy);

22.2.1.5 in relation to a vacancy which has arisen or is due to arise in the office of Chair, to prepare a specification of the role, attributes and capabilities required in the individual to fill the vacancy (having regard to the benefits of diversity, including gender and ethnicity; and to the anticipated time commitment)(the "**Chair specification**" for the vacancy);

22.2.1.6 in relation to a vacancy which has arisen or is due to arise in the office of Senior Independent Board Member, to prepare a specification of the role, attributes and capabilities required in the individual to fill the vacancy (having regard to the benefits of diversity, including gender and ethnicity; and to the anticipated time commitment)(the "**Senior Independent Board Member specification**" for the vacancy);

22.2.1.7 in relation to a vacancy which has arisen or is due to arise on the Board, to seek to identify candidates who meet the Board Member specification for the vacancy;

22.2.1.8 in relation to a vacancy which has arisen or is due to arise on the Board for an Elected Board Member at an annual general meeting, to evaluate against the Board Member specification for the vacancy all candidates to fill the vacancy (whether identified by the Nominations Committee or proposed by members); and to propose or recommend for election or re-election all those candidates who, in its opinion, meet it;

22.2.1.9 in relation to a vacancy which has arisen or is due to arise on the Board for an Elected Board Member otherwise than at an annual general meeting, to evaluate against the Board Member specification for the vacancy all candidates to fill the vacancy; and to appoint the candidate who, in its opinion, best meets it;

22.2.1.10 in relation to a vacancy which has arisen or is due to arise on the Board for an Appointed Board Member, to evaluate against the Board Member specification for the vacancy all candidates to fill the vacancy; and to appoint or re-appoint the candidate who, in its opinion, best meets it;

22.2.1.11 with a view to facilitating succession to a vacancy anticipated to arise on the Board or in the office of Chair or Senior Independent Board Member, to appoint as a Co-opted Board Member an individual who, in its opinion, meets the Chair specification or (as the case may be) the Senior Independent Board Member specification for the vacancy and whom the Nominations Committee intends either to propose for election as an Elected Board Member with a view to his/her election as Chair or by the Board after his/her election as an Elected Board Member; or to appoint as an Appointed Board Member with a view to his/her election as Senior Independent Board Member by the Board after his/her appointment as an Appointed Board Member;

22.2.1.12 where the Nominations Committee identifies a short term deficiency in, or an urgent need for, skills, knowledge or experience on the Board, to prepare a specification of the role, attributes and capabilities required in an individual to make good that deficiency on a short term basis or (as the case may be) to meet that need immediately; to seek to identify individuals who meet that specification; and to appoint the individual who, in its opinion, best meets it as the Co-opted Board Member;

22.2.1.13 in relation to a vacancy which has arisen or is due to arise on the Members' Committee, to assist the Members' Committee to carry out an evaluation of the balance of skills, knowledge, experience and diversity on the Members' Committee; and to assist the Members' Committee, in the light of that evaluation, to prepare the Members' Committee Member specification for the vacancy pursuant to **Rule 21.4.1**;

22.2.1.14 to assist the Members' Committee to identify candidates for election or appointment as Members' Committee Members who meet the Members Committee Member specification for the vacancy; and to offer its opinion to the Members' Committee on candidates identified or otherwise proposed;

22.2.1.15 in relation to a vacancy:

- which has arisen in the office of Chair in circumstances in which no vacancy on the Board has also arisen at the same time or is due to arise within six months thereafter; or

- which is due to arise in the office of Chair in circumstances in which no vacancy on the Board is due to arise at the same time or within six months thereafter,

to evaluate against the Chair specification for the vacancy all Board Members who are candidates to fill the vacancy; and to recommend to the Board for election as Chair the Board Member who, in its opinion, best meets it;

22.2.1.16 in relation to a vacancy:

- which has arisen in the office of Chair in circumstances in which a vacancy on the Board has also arisen at the same time or is due to arise within six months thereafter; or

- which is due to arise in the office of Chair in circumstances in which a vacancy on the Board is due to arise at the same time or within six months thereafter,

to take the following steps:

  - to seek to identify candidates who meet the Chair specification for the vacancy;

  - to evaluate against the Chair specification for the vacancy all candidates to fill the vacancy (whether identified by the Nominations Committee or proposed by members);

- if the candidate who, in its opinion, best meets the Chair specification for the vacancy is not, or is retiring as, a Board Member, either to propose or recommend him/her for election as an Elected Board Member with a view to his/her election as Chair by the Board after his/her election as an Elected Board Member; or to appoint him/her as an Appointed Board Member with a view to his/her election as Chair by the Board after his/her appointment as an Appointed Board Member; and

- to recommend to the Board for election as Chair the Board Member who, in its opinion, best meets the Chair specification for the vacancy;

22.2.1.17 in relation to a vacancy:

- which has arisen in the office of Senior Independent Board Member in circumstances in which no vacancy on the Board has also arisen at the same time or is due to arise within six months thereafter; or

- which is due to arise in the office of Senior Independent Board Member in circumstances in which no vacancy on the Board is due to arise at the same time or within six months thereafter,

to evaluate against the Senior Independent Board Member specification for the vacancy all Appointed Board Members who are candidates to fill the vacancy; and to appoint the candidate who, in its opinion, best meets it;

22.2.1.18 in relation to a vacancy:

- which has arisen in the office of Senior Independent Board Member in circumstances in which a vacancy on the Board has also arisen at the same time or is due to arise within six months thereafter; or

- which is due to arise in the office of Senior Independent Board Member in circumstances in which a vacancy on the Board is due to arise at the same time or within six months thereafter,

to take the following steps:

- to seek to identify candidates who meet the Senior Independent Board Member specification for the vacancy; and

- to evaluate against the Senior Independent Board Member specification for the vacancy all candidates to fill the vacancy; and to appoint the candidate who, in its opinion, best meets it as an Appointed Board Member (if he/she is not already, or is retiring as, an Appointed Board Member) and as Senior Independent Board Member; and

22.2.1.19 to exercise any other powers and functions conferred on it by these Rules.

22.2.2 The functions of the Nominations Committee shall, in addition, include responsibility to make recommendations to the Board and to Members' Committee on all matters pertaining to good and appropriate governance practices for the Club, and such other functions as the Board requests the Nominations Committee to undertake and the Nominations Committee agrees to undertake.

22.2.3 When making appointments or considering proposals or recommendations for election, the Nominations Committee shall be required to be satisfied that the individual appointed, or the individual proposed, or the individual(s) recommended meet(s) the applicable specification referred to in **Rule 22.2.1**; and shall seek to identify (and exclude) any individual who:

22.2.3.1 is not eligible to be, or to be elected or appointed as, a Board Member or (as the case may be) a Members' Committee Member;

22.2.3.2 is an undischarged bankrupt;

22.2.3.3 is disqualified from being or acting as a director of a company for any reason;

22.2.3.4 has been convicted of an indictable offence which is not, or cannot be, spent;

22.2.3.5 by reason of his/her mental health, is subject to a court order which wholly or partly prevents him/her from personally exercising any powers or rights which he would otherwise have; or

22.2.3.6 has at any time been expelled or suspended pursuant to **Rule 5.5** or any registered rule of the Club previously in force.

22.2.4 In this **Rule 22.2**, a vacancy in the office of Board Member, Members' Committee Member, Chair or Senior Independent Board Member is treated as arising notwithstanding that the holder of the office is retiring but seeking re-election or re-appointment.

22.2.5 Nothing in these Rules shall be construed as imposing an obligation on the Nominations Committee to make a proposal or recommendation on an appointment or re-appointment and the Nominations Committee shall make a proposal or recommendation on an appointment or re-appointment only where it, acting entirely at its discretion, thinks it right to do so.

22.3 **Proceedings**

22.3.1 Subject to **Rules 22.3.2** to **22.3.9**, the Nominations Committee may meet together for the despatch of business, adjourn and regulate its meetings as it thinks fit, subject to it meeting a minimum of twice per year. A Nominations Committee Member may, and the Chief Executive at the request of a Nominations Committee Member shall, call a meeting of the Nominations Committee. It shall not be necessary to give notice of a meeting to a Nominations Committee Member who is absent from the United Kingdom.

22.3.2 The quorum for the transaction of the business of the Nominations Committee shall be three.

22.3.3 Save as provided in **Rule 22.3.4**, unless he/she is unwilling to do so, the Chair shall preside at every meeting of the Nominations Committee at which he/she is present but if at the relevant time there is no person holding the office of Chair, or if the Chair is unwilling or unable to preside or is not present within fifteen minutes after the time appointed for the meeting, the Nominations Committee Members present may appoint one of their number to be chair of the meeting.

22.3.4 In any case where the business of a meeting of the Nominations Committee relates to the Chair, or to the office of chair of the Board, the Senior Independent Board Member (not the Chair) shall preside at the meeting when it considers that business. Similarly, in any case where the business of a meeting of the Nominations Committee relates to the Senior Independent Board Member or any other Nominations Committee member, such person will not preside at the meeting when it considers that business.

22.3.5 Every question arising at a meeting of the Nominations Committee shall be decided by a majority of votes of those Nominations Committee Members present: save that where a question is treated as a matter of substance, any Nominations Committee Member entitled to attend and vote at a meeting is entitled to appoint another Nominations Committee Member as his/her proxy to attend and vote instead of him/her. A question is to be treated as a matter of substance on the application to the Chair whether in writing, or during a meeting of the Nominations Committee, by not less than three Nominations Committee Members. On all questions, including matters of substance, if the votes are equal the chair of the meeting shall have a second or casting vote.

22.3.6 A Nominations Committee Member who is in any way, whether directly or indirectly and whether for himself/herself or through a person connected with him/her, interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Club shall declare the nature of his/her interest in accordance with section 177 and 182 of the Companies Act 2006 (or such other section as shall re-enact or replace such sections 177 and 182) as if each Nominations Committee Member was a director and the Club were a company for the purposes of that Act.

22.3.7 A Nominations Committee Member shall not vote, nor count in the quorum, at a meeting of the Members' Committee on any resolution concerning a matter in which or in connection with which he/she has, directly or indirectly, an interest or duty which in the opinion of the chair of the meeting is material and conflicts or may conflict with the interests of the Club. If requested to do so by the chair of the meeting, such Nominations Committee Member will withdraw from the meeting while the matter in question is discussed and (if applicable) voted on. If the Nominations Committee Member in question is the chair of the meeting, references in the previous sentences of this **Rule 22.3** to the chair of the meeting shall be construed as being references to a majority of the other Nominations Committee Members present at the meeting at the relevant time.

22.3.8 The Nominations Committee shall have the right at its discretion to invite persons who are not Nominations Committee Members to attend one or more meetings of the Nominations Committee for the purpose of advising or commenting on the business of such meeting(s) or any part of such business but any such person shall not have any right to vote at any such meeting.

22.3.9 All powers of the Nominations Committee under these Rules (whether to make appointments, proposals or recommendations or otherwise) shall be exercised by resolution.

22.4 **Chief Executive and Senior Independent Board Member**

22.4.1 Each of the Chief Executive and the Senior Independent Board Member shall be a member of the Nominations Committee ex officio. Accordingly, an individual shall:

22.4.1.1 become a member of the Nominations Committee on his/her appointment as Chief Executive or Senior Independent Board Member; and

22.4.1.2 cease to be a member of the Nominations Committee automatically on ceasing to be Chief Executive or Senior Independent Board Member.

22.5 **Members' Committee Nominations Committee Member**

22.5.1 The Members' Committee shall elect one of their number to be a member of the Nominations Committee, to hold that office for the term of one year from the date of election (subject to **Rule 22.5.2** and **Rule 22.5.3**).

22.5.2 The Members' Committee Nominations Committee Member shall cease to be a member of the Nominations Committee:

22.5.2.1 on expiry of the term for which he/she was elected;

22.5.2.2 on ceasing to be a member of the Members' Committee; and

22.5.2.3 on removal as a member of the Nominations Committee by resolution of the Members' Committee.

22.5.3 The Members' Committee Nominations Committee Member may at any time resign his/her office as a member of the Nominations Committee by giving written notice to the Club at its registered office.

22.6 **Board Nominations Committee Member**

22.6.1 The Board shall appoint one of the Appointed Board Members (other than the Senior Independent Board Member) to be a member of the Nominations Committee, to hold that office for the term of one year from the date of appointment (subject to **Rule 22.6.2** and **Rule 22.6.3**).

22.6.2 The Board Nominations Committee Member shall cease to be a member of the Nominations Committee:

22.6.2.1 on expiry of the term for which he/she was appointed;

22.6.2.2 on ceasing to be a Board Member; and

22.6.2.3 on removal as a member of the Nominations Committee by resolution of the Board.

22.6.3 The Board Nominations Committee Member may at any time resign his/her office as a member of the Nominations Committee by giving written notice to the Club at its registered office.

22.7 **Chair of Nominations Committee**

22.7.1 The chair of the Nominations Committee shall be the Chair, ex officio.

23. **REGISTER OF MEMBERS AND OFFICERS**

23.1 The Club shall keep at its registered office a Register of Members and Officers in which the Chief Executive shall enter the following particulars:-

23.1.1 the names and addresses of the members:

23.1.2 a statement of the number of shares held by each member and of the amount paid or agreed to be considered as paid on the shares of each member;

23.1.3 a statement of other property in the Club, whether in loans or otherwise, held by each member;

23.1.4 the date on which each person was entered in the register as a member, and the date on which any person ceased to be a member; and

23.1.5 the names and addresses of the officers of the Club, with the offices held by them respectively and the dates on which they assumed or left office.

23.2 The Register of Members and Officers shall be so constructed that it is possible to open to inspection the particulars entered pursuant to **Rules 23.1.1, 23.1.4** and **23.1.5** without so opening to inspection the other particulars entered in the register.

24. **INSPECTION OF BOOKS**

24.1 Any member and any person having an interest in the funds of the Club shall be allowed to inspect his/her own account and all the particulars contained in the Register of Members and Officers other than those entered under **Rules 23.1.2** and **23.1.3** at all reasonable hours at the registered office of the Club or at any place where they are kept, subject to such regulations as to the time and manner of such inspection as may be made from time to time by resolution passed by the members at general meetings of the Club.

25. **ANNUAL RETURN**

25.1 The Chief Executive shall send to the Financial Conduct Authority in accordance with the Acts, an annual return relating to the Club's affairs for the period required to be covered by the return.

25.2 The annual return must be made in the form prescribed by the Financial Conduct Authority, and contain such particulars as may from time to time be required by the form and by the Acts.

25.3 A copy of the latest annual return of the Club shall be supplied free of charge on demand to every member or person interested in the funds of the Club.

26. **ACCOUNTS**

26.1 A copy of the latest account or accounts and balance sheet of the Club, as audited, and the report of the Auditors on such account(s) and balance sheet shall be hung up at all times in a conspicuous position at the Club's registered office.

26.2 The Club shall not publish any balance sheet which has not previously been audited by the Auditors and any copy of a balance sheet published by the Club shall incorporate the report made thereon by the Auditors.

27. **SEAL**

27.1 The Club shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Chief Executive and shall be used only under the authority of the Board which may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by the Chair and the Chief Executive.

28. **RULES**

28.1 No new Rule shall be made, nor shall any of the Rules be amended or rescinded, except by a special resolution.

28.2 It shall be the duty of the Chief Executive to ensure that any new Rule or amendment to the Rules is registered in accordance with the Acts and no new Rule or amendment to the Rules will be valid until so registered.

29. **COPIES OF RULES**

29.1 The Club shall give a copy of the Rules to any person who asks for them subject to the payment of such fee as the Club may require not exceeding the amount specified in section 18 (3) of the Co-operative and Community Benefit Societies Act 2014. No fee is payable where the request is made by a member who has not previously been given a copy of the Rules.

29.2 The Board shall provide the Chief Executive, or cause him/her to be provided, with sufficient copies of the Rules to enable him/her to deliver to any person on demand a copy of such Rules. .

29.3 A copy of the Rules shall be displayed in a prominent position at the registered office or on the website of the Club.

30. **NOTICES**

30.1 Subject to **Rule 11.7** any notice or other communication or document to be served on, or delivered to, a member or junior by the Club, or an officer or a Board Member or vice versa, shall be sent by hand or by post in a prepaid letter or by prepaid recorded delivery or registered post addressed to:-

30.1.1 in the case of the Club, or an officer or Board Member, the registered office of the Club: and

30.1.2 in the case of a member or junior his/her registered address.

30.2 Any notice sent by post in accordance with **Rule 30.1** shall be treated as having been given 24 hours after the time when it is posted and in proving that notice has been given it shall be sufficient to prove that the envelope containing the notice was properly addressed, stamped and posted. Any notice delivered by hand shall be treated as having been given at the time of delivery unless that time is after 5.00 p.m. or on a non-working day when the notice shall be treated as having been given at the commencement of the next following working day.

31. **REGISTRATION**

These Rules shall take effect on and from their registration as a complete amendment of rules pursuant to the provisions of section 16 of Co-operative and Community Benefit Societies Act 2014.

32. **DEFINITIONS AND INTERPRETATION**

32.1 In these Rules, except where the context otherwise permits or requires, the following words and expressions shall bear the meanings given to them below:-

"**Acts**"	means the Co-operative and Community Benefit Societies Act 2014 and any subsequent Acts governing or otherwise affecting registered societies;
"**annual return**"	means the annual return which the Club is required to send to the Financial Conduct Authority under the Co-operative and Community Benefit Societies Act 2014;
"**Appointed Board Member**"	means an individual appointed to the Board pursuant to **Rule 18.3**;
"**Auditors**"	means the auditors of the Club for the time being;
"**Board**"	means the board of management or other directing body of the Club constituted in accordance with **Rule 18**;
"**Board Member**"	a member of the Board for the time being;
"**Chair**"	means the person holding the office of Chair for the time being pursuant to **Rule 18.7**;
"**Chief Executive**"	means the person holding the office of chief executive of the Club for the time being;
"**Club**"	means The Warwickshire County Cricket Club Limited;
"**Co-opted Board Member**"	means an individual co-opted to serve on the Board pursuant to **Rule 18.6**;

"ECB Rules"	means any rules or regulations, directives and resolutions of the England and Wales Cricket Board (the Playing Conditions for First-Class Matches and One-Day International Matches and the Board's Guidelines on the award and conduct of cricketers' Benefits being for this purpose deemed to be regulations) which at the relevant time apply to the Club's premises and/or their use by members;
"Elected Board Member"	means a member elected or appointed to the Board pursuant to **Rule 18.2**;
an "**election**"	means an election to fill an office required to be held pursuant to these Rules;
"**Executives**"	means persons employed by the Club under a contract of employment as defined in section 230 of the Employment Rights Act 1996;
"**Finance Director**"	means the person holding the office of finance director of the Club for the time being;
"**financial period**"	means the financial period of 15 months commencing on 1 October 2022 and ending on 31st December 2023 and each subsequent financial period of 12 months ending on 31st December;
"**Ground Rules**"	means any rules made by the Board whether pursuant to **Rule 20.2.3** or any previous Rules of the Club governing the extent to which and/or the manner in which people may have access to and/or use the County Ground, Edgbaston;
"**junior**"	means a person under the age of 18;
"**member**"	means a member of the Club;
"**Members' Committee**"	means the committee of members constituted in accordance with **Rule 21**;
"**Members' Committee Board Members**"	means the Members' Committee Chair and the Second Members' Committee Board Member;
"**Members' Committee Chair**"	means the chair of the Members' Committee for the time being;
"**Members' Committee Member**"	means a member of the Members' Committee for the time being;
"**members' special resolution**"	means a special resolution which is proposed in accordance with **Rule 10.1.3,** which amends a Rule or which directs the Board to take or to refrain from taking a specified course of action;
"**motion**"	means any proposition, however worded, put forward by a member pursuant to **Rule 10.1.4** or the Board pursuant to **Rule 10.1.2.5** for debate at an Annual General Meeting;
"**Nominations Committee**"	means the committee constituted in accordance with **Rule 22**;
"**Nominations Committee Member**"	means a member of the Nominations Committee for the time being;

"**officer**"	has the meaning given in the Co-operative and Community Benefit Societies Act 2014;
"**poll**"	includes ballot;
"**President**"	means the President of the Club for the time being;
"**resolution**"	includes motion;
"**Return Address**"	means the Club's registered office or such other address as the Board may notify to members;
"**returned voting form**"	means a voting form returned or lodged in accordance with **Rule 13.1.3**;
"**Rules**"	means the Rules of the Club from time to time;
"**Scrutineers**"	means such person or persons, firm, association or body (whether corporate or not) as may be appointed by the Board to act as scrutineers in connection with a general meeting of members;
"**Second Members' Committee Board Member**"	means the member of the Members' Committee elected to be a Board Member pursuant to **Rule 18.4.3**;
"**special resolution**"	means a resolution which has been passed by a majority of not less than two thirds of such members as (being entitled to do so) vote in person or by post at a general meeting of which a notice, specifying the intention to propose the resolution as a special resolution, has been duly given in accordance with these Rules;
"**subsidiary**"	has the same meaning as given to it by section 100 of the Co-operative and Community Benefit Societies Act 2014;
"**Term**"	means a term commencing on the date of the annual general meeting at which the relevant Elected Board Member or Members' Committee Member was last elected or re-elected or (as the case may be) at which the appointment or re-appointment of the relevant Appointed Board Member was last ratified, and ending on the date of the third annual general meeting thereafter;
"**working day**"	means any day on which the Club office is open for normal business;

and references in these Rules to any acts or activities or opinion (including, without limitation, decisions, directions, requests, exercises of discretion and giving of consent) of the Board shall mean such acts or activities or opinions as shall have been sanctioned or effected or (as the case may be) expressed by (a) a resolution of the Board or (b) a resolution of the relevant committee where the power to act or authority being exercised has been delegated to a committee or (c) the relevant officer where that power or authority has been delegated to an officer.

Signature of Member 1

Signature of Member 2

Signature of Member 3

Signature of Secretary