

MIDDLESEX COUNTY CRICKET CLUB LIMITED

(Registered Society under the Co-operative and Community Benefit Societies Act 2014)

Registration Number 29864R

RULES

As adopted by the Society in General Meeting on 10 April 2025

1. NAME

The Club shall be called 'Middlesex County Cricket Club Limited', otherwise known as 'Middlesex Cricket'.

2. REGISTERED OFFICE

The registered office of the Club shall be at Lord's Cricket Ground, London, NW8 8QN or such other place as the Board may at any time decide.

3. REGISTRATION OF THE SOCIETY AND THE RULES

3.1 The Club shall be a Registered Society under the Co-operative and Community Benefit Societies Act 2014 and all the property of the Club, of whatsoever nature, is vested in the Registered Society.

3.2 Any amendment required to the Rules shall be made in accordance with the provisions of Rule 37 and such amendment shall not take effect until it has been duly registered with the Registrar.

3.3 A copy of these Rules, along with any amendments made to them, shall be available on the Club website and provided free of charge to every Member upon admission to membership, and shall also be provided to any other person on demand and on payment of the statutory fee chargeable for the time being in force.

4. OBJECTS

The Objects of the Club shall be:

4.1 Subject to the jurisdiction and regulations of the England and Wales Cricket Board, to be the governing body of the game of cricket in the historic County of Middlesex.

4.2 To represent Middlesex in all First Class Cricket competitions under the jurisdiction of the ECB including participating annually in the County Cricket Championship and in other men's, women's and disability competitions as the Board may from time to time decide.

4.3 To promote and arrange the playing of cricket matches by teams representing Middlesex.

4.4 To promote, develop, and co-ordinate all forms of recreational cricket in Middlesex and in the community at large.

- 4.5 In all its undertakings, to ensure the safeguarding of all participants, officials, spectators, staff and volunteers, and to promote equity, diversity and inclusion.
- 4.6 In furtherance of 4.4 and 4.5, to ensure that Affiliate Members establish and enforce suitable disciplinary and safeguarding procedures.
- 4.7 To do such other things as are incidental or conducive to the attainment of the above objectives, or which are otherwise in the best interests of the Club.

5. POWERS

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

- 5.1 Either directly or indirectly 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 in its discretion to be desirable or expedient, and to 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, lending with or without security or otherwise dealing with real and personal property of any kind) as shall be considered by the Board to be necessary, desirable or expedient for the purposes of the Club or the advancement of its interests.
- 5.2 To raise or borrow money from Members or others up to a limit agreed from time to time by the Members in General Meeting for the purposes of or in connection with the activities of the Club or any of them, on such terms as may be decided by the Board. Notwithstanding the above, the total amount borrowed at any one time shall not exceed the consolidated turnover received by the Club over the previous three financial years. Any sum or sums raised or borrowed may be secured by way of mortgage or charge over all or any of the undertaking, property and assets, present or future, of the Club, and whether or not including any floating charge of all or any of the undertaking, property and assets of the Club.
- 5.3 To give any security or securities whether by way of mortgage or otherwise 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, or to whom or in respect of whom the Club has given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligation of whatever nature of the Club by a trust deed or other assurance.
- 5.4 To accept and grant sponsorship, franchises and other arrangements, on such terms as may be decided by the Board.
- 5.5 To apply for and hold any licences, consents and approvals that may be required in connection with the activities of the Club and to provide catering and such other facilities as the Board shall consider desirable.
- 5.6 To invite, receive and make donations for, or otherwise promote or assist in the development or continuance of facilities for, or the prestige of, cricket.
- 5.7 To support (whether by direct subscription, the giving of guarantees, or otherwise) any charitable, benevolent or educational trust, foundation, fund, institution or club, or any event or purpose of a public or general nature, the support of which will, in the opinion of the Board directly or indirectly benefit, or is calculated so as to benefit, the Club in pursuit of its objects.

- To promote, arrange and organise competitions and activities that will produce surplus revenues to be deployed for the furtherance of the objects of the Club.
- 5.8 To engage such employees and consultants upon such terms and at such remuneration as the Board may deem appropriate and to dismiss or retire any of them as may be necessary and lawful.
- 5.9 To make arrangement for the provision of pensions, insurances and other benefits for employees or ex-employees of the Club or dependents and 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.
- 5.10 To take out indemnity insurance for Directors and to insure property of the Club against any foreseeable risk and take out other insurance policies as may be considered necessary by the Board to protect the Club.
- 5.11 To maintain bank accounts in credit or overdrawn on such terms as the Board shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems.
- 5.12 To invest any part of its funds, subject to the Act.
- 5.13 The Club may participate in the direct debit scheme or other electronic payment collection mechanism, as an originator for the purpose of collecting Subscriptions for any class of membership and/or any other amounts due to the Club. In furtherance of this Rule, the Club may enter into any indemnity required by the banking institution through which direct debits are to be originated.

6. EQUITY, DIVERSITY AND INCLUSION

- 6.1 The Club will uphold the rights, dignity and worth of every person and will treat everyone equally within the context of cricket, in respect of the work of the Club, and in society generally, regardless of age, disability, sex, gender reassignment, marital or civil partnership status, race, religion or belief, sexual orientation, or social/economic status.
- 6.2 The Club is committed to everyone having the right to enjoy cricket in an environment free from threat of intimidation, discrimination, harassment and abuse.
- 6.3 The Club and its Members have a responsibility to oppose discriminatory behaviour and promote equality of opportunity.
- 6.4 The Club will deal with any incidence of discriminatory behaviour seriously and in accordance with all regulations and guidelines set by the ECB.

7. CLASSES OF MEMBERSHIP

- 7.1 The Club shall have the following classes of Membership:
- 7.1.1 Individual Members, comprising:
- 7.1.1.1 Voting Members, being Honorary Members elected under Rule 8.7 and Full Members
- 7.1.1.2 Junior Members, being persons aged seventeen and under, who shall not be eligible to vote in the affairs of the Club
- 7.1.2 Affiliate Members being cricket clubs (including those associated with schools,

universities, or colleges), cricket leagues, or other bodies or organisations (one of whose principal purposes shall be the promotion or development of cricket) within or associated with the historic County of Middlesex.

- 7.2 The Board may, from time to time, set a maximum number of Individual Members.
- 7.3 The Board may, from time to time, establish categories of Individual Members or Affiliate Members, with differential Subscriptions, affiliation fees, and entitlements.

8. ELECTION TO MEMBERSHIP

- 8.1 Membership of the Club shall be open to all irrespective of age, disability, sex, gender reassignment, marital or civil partnership status, race, religion or belief, sexual orientation, or social/economic status.
- 8.2 Election to membership of whatever class shall be at the discretion of the Board which may delegate such power of election to a Committee of the Board or to the Chief Executive Officer. The Board may, in its absolute discretion, decline an application for membership if it considers that the election of the candidate would not be in the interest of the Club.
- 8.3 Application for Individual Membership of the Club shall be made to the Chief Executive Officer on a prescribed form in which the candidate will declare their support for the Objects of the Club and agreement to acquire a Share in the Club and pay any Subscription or other sum due in respect of membership; such application shall be duly registered by the Chief Executive Officer in order of receipt and acknowledged to the candidate.
- 8.4 Whenever a vacancy arises, candidates shall be considered for election to Individual Membership strictly in sequence according to the order in which their application was received and, upon election by the Board, shall become a Member on receipt by the Club of such subscription and joining fee as may from time to time be prescribed.
- 8.5 The Board may, at its discretion, elect out of regular turn candidates who, in the opinion of the Board, have rendered special services to the Club or whose election is especially desirable in the interests of the Club. Not more than five such candidates shall be elected in any one year and any such candidate proposed for election, and not chosen, shall retain their right to come up for election in their regular turn.
- 8.6 No person aged below eighteen years of age may be admitted as a Full Member of the Club. A person who has been elected a Junior Member shall, upon their eighteenth birthday automatically transfer to Full Membership without formality.
- 8.7 The Board shall be empowered to elect as Honorary Members:
 - 8.7.1 Any individual who, in the opinion of the Board, shall have rendered special services to cricket or to the Club or whose membership may be particularly desirable in the interests of the Club;
 - 8.7.2 Any player who shall have been awarded their County Cap for Middlesex, shall have ceased to play First Class Cricket in the United Kingdom and shall have rendered services to the Club which the Board considers deserving of special recognition.
- 8.8 Application for Affiliate Membership of the Club shall be made to the Chief Executive Officer on a prescribed form in which the candidate organisation will set out:
 - 8.8.1 The name, address, and contact details of the organisation applying for

- affiliation;
- 8.8.2 Confirmation that the relevant governing body of the organisation has resolved to become an Affiliate Member of the Club and to abide by the Club's Rules and regulations and such relevant regulations of the ECB;
- 8.8.3 The name, address, and contact details of an individual person who will act as the Designated Representative between the organisation and the Club, including confirmation that the Designated Representative is empowered to speak and vote on behalf of the organisation;
- 8.8.4 The details of the organisation's activities and in particular its support for cricket in Middlesex;
- 8.8.5 The legal status of the organisation, including a copy of its constitution, and any relevant registration numbers;
- 8.8.6 Confirmation of the organisation's support for the Objects of the Club and agreement to acquire a Share in the Club and pay any affiliation fee or other sum due in respect of membership.

9. REGISTER OF MEMBERS

- 9.1 The Club shall keep at its registered office a Register of Members in which the Chief Executive Officer shall enter the following particulars:
 - 9.1.1 The name, address and other contact details of every Member, including for an Affiliate Member, the name, address and contact details of that organisation's Designated Representative. Wherever possible, the Club will obtain and record an up-to-date e-mail address for each Individual Member and Designated Representative;
 - 9.1.2 A statement of the number of Shares held by each Member and the amount that has been paid on each Share;
 - 9.1.3 The date on which each Member's name was entered in the register of Members as a Member and the date on which any Member ceased to be a Member;
 - 9.1.4 The name, address, and other contact details of each member of the Board, of the offices held by them respectively, and the dates on which they assumed and vacated office;
 - 9.1.5 The nature of any property held in the Club by a Member whether by loan, deposit or otherwise.

10. RIGHTS AND RESPONSIBILITIES OF MEMBERS

- 10.1 Individual Members shall, subject to these Rules (and any amendments agreed thereto) and any regulations prescribed by the Board from time to time, personally enjoy the privilege of access to the Club's matches in accordance with their relevant category of membership.
- 10.2 Voting Members shall have the following additional privileges:
 - 10.2.1 To attend, speak, and vote at any General Meeting of the Club and vote in any postal or electronic ballot;
 - 10.2.2 To nominate or be nominated as a Director of the Club;
 - 10.2.3 To propose or support the proposition of any resolution to be considered at

- any General Meeting of the Club;
- 10.2.4 To vote on any resolution put to a General Meeting of the Club amending these Rules.
- 10.3 Affiliate Members shall, subject to these Rules (and any amendments agreed thereto) and any regulations prescribed by the Board from time to time, through their Designated Representative, enjoy the following privileges:
 - 10.3.1 To attend and speak at any General Meeting of the Club;
 - 10.3.2 To nominate a qualified Individual Member of the Club who has a demonstrable and substantial connection to their organisation for election as a Director of the Club;
 - 10.3.3 To propose or support the proposition of any resolution to be considered at any General Meeting of the Club;
 - 10.3.4 To vote on any resolution put to a General Meeting of the Club amending these Rules.
- 10.4 Individual Members and Affiliate Members are obliged to pay any Subscription, affiliation fee, or other payment due to the Club by such date as may be prescribed by these Rules or set by the Board.
- 10.5 Individual Members and their guests shall comply with any regulations set by the Board and, in respect of matches held at Lord's, shall also be bound by any relevant sections of the Regulations of MCC, including the Ground Regulations and Dress Regulations, made from time to time by the MCC Committee.

11. CESSATION OF MEMBERSHIP

- 11.1 A person or organisation shall cease to be a Member and their Share shall be cancelled if:
 - 11.1.1 an Individual Member dies;
 - 11.1.2 an Affiliate Member, being an unincorporated organisation, ceases to exist;
 - 11.1.3 an Affiliate Member, being an incorporated body, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, or ceases to exist and has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made, or a resolution passed for its winding up;
 - 11.1.4 an Individual or Affiliate Member provides at least seven clear days' notice in writing to the Chief Executive Officer of their intention to resign;
 - 11.1.5 any Subscription or affiliation fee remains unpaid by the prescribed due date and membership lapses in accordance with Rule 16.2 and 16.3; and/or
 - 11.1.6 the Board or one of its Committees exercises its power under Rule 12 to expel a person or organisation from membership.
- 11.2 An Individual Member may nominate an individual to whom their property in the Club (see Rule 13.3) may be transferred in the event of the Individual Member's death. The nomination must be made in writing and signed by the Individual Member and delivered to the Club's registered office during the Individual Member's lifetime. Such nomination may be revoked or amended by the Individual Member by sending a communication to the Club as outlined above. On receipt of proof of the Individual Member's death, the Club will transfer their property to the nominee along with the associated membership rights. These rights shall endure until 31 December in the

calendar year in which the Individual Member died. The nominee may then choose to renew their membership in the membership category and for the subscription amount applicable at that time. If no such nomination has been made by the Individual Member, membership shall not transfer to any other representative of a deceased Member or to any other nominee.

On receipt of a claim from a trustee in bankruptcy of a bankrupt Member, their property in the Club (see Rule 13.3) along with the associated membership rights shall be transferred to an individual stipulated by the trustee. These rights shall endure until 31 December in the calendar year in which the Individual Member was declared bankrupt. The individual may then choose to renew their membership in the membership category and for the subscription amount applicable at that time. If no such claim is received in respect of the bankrupt Member, their membership status shall remain unaffected.

12. MEMBER EXPULSION

12.1 The Board or one of its Committees with authority delegated by the Board may expel from the Club any Member who refuses to abide by the Rules or regulations of the Club (including the relevant Regulations of MCC) or who is guilty of conduct which, in the opinion of the Board, is prejudicial to the Club.

Every proposal to expel a Member must be passed by the votes of not less than two-thirds of the Directors present and voting at the relevant Board or Committee meeting.

12.2 Before any such proposal is considered, the Member whose conduct is in question shall be informed and given due notice of the nature of the complaint against them and shall be given an opportunity to appear before the Board or Committee, or to make written submissions, for the purpose of presenting their defence or mitigation in respect to the complaint.

12.3 The decision of the Board or Committee shall be final and no Member thus expelled shall have any right of action against the Club or any individual Director.

12.4 No person or organisation expelled from membership shall be re-admitted except by a resolution carried by not less than a two thirds majority of those present and voting at a Board meeting of which due notice has been given.

12.5 A Member against whom a complaint has been made may be suspended from exercising their rights and privileges by the Chair or Chief Executive pending consideration of the complaint by the Board or Committee.

12.6 Any Member expelled under the provisions of this Rule shall have the right of appeal to a suitably qualified independent person appointed by the Club whose decision shall be final.

13. SHARE CAPITAL

13.1 The capital of the Club shall consist of Shares of the value of £1.00.

13.2 Every paid-up Member, in both classes of membership, shall hold one Share only in the capital of the Club.

13.3 £1.00 of the first subscription or affiliation fee paid by each Member shall be deemed to have been applied in purchasing their Share. For the avoidance of doubt this Share shall be the only property in the Club owned by a Member.

13.4 No Share shall be able to be withdrawn by a Member or transferred to any person (other

than an Affiliate Member transferring its engagements on incorporation or amalgamation or under the specific circumstances defined in Rule 11.2) and no interest, dividend or bonus shall be payable on any Share, nor may it be held in trust for any other person.

13.5 Any Member transferring or attempting to transfer a Share (other than as provided for in Rule 13.4 above) or any interest therein or any rights associated therewith shall, if the Board decides, be deemed to have resigned from the Club as from the date of such transfer or attempted transfer.

13.6 As provided for in Rule 11, other than under the specific circumstances defined in Rule 11.2, the Share of a Member shall be cancelled when that person or organisation for whatever reason ceases to be a Member.

13.7 The Club shall not be required to issue a certificate to any Member in respect of the Share allotted to that Member.

14. REDUCTION IN SHARE VALUES

If the Auditor (or any independent qualified accountants appointed for the purpose by the Board) certify at any time that the aggregate of the Club's liabilities plus the amount of its issued share capital exceeds its assets, then (unless in the meantime the excess has been removed) the Board may determine that the amount of this excess, or part of it, shall be apportioned among the Members in proportion to (but not beyond) the amount of the nominal value of the Share paid up and held by each Member.

15. LIEN ON SHARES AND RIGHT OF OFFSET

The Club shall have a lien on the Share of a Member for any debt due to it by the Member and may set off any sum standing to the Member's credit with the Club in or towards payment of such debt.

16. SUBSCRIPTIONS AND AFFILIATION FEES

16.1 Subscriptions and affiliation fees are payable on election and thereafter on 1 January in each year. Subscriptions and affiliation fees in respect of every class and category of membership may be paid under the authority of a direct debit mandate lodged with the Member's bank and expressed to be in favour of the Club.

16.2 If any Member shall not pay their first subscription or affiliation fee within one month of their election, or shall not pay any other subscription or affiliation fee before the end of March in the year in which it is due, they shall cease to be a Member, unless they can show sufficient cause for such delay to the satisfaction of the Board.

16.3 Any Individual Member paying their subscription by monthly direct debit shall cease to be a Member if payment fails in three successive months, unless they can show sufficient cause for such failure to the satisfaction of the Board.

16.4 The Board shall prescribe the annual Subscription or affiliation fee payable by each class and category of membership and also such reduced Subscriptions to be paid by:

16.4.1 Current Full and Associate Members of MCC who claim such reduction;

16.4.2 Full Members who had attained sixty years and were members prior to 2005 and claim such reduction;

16.4.3 Full Members ordinarily resident during the cricket season outside a radius of fifty miles from Lord's who claim such reduction;

- 16.4.4 Such Full Members as shall, prior to the year in question, have notified the Chief Executive Officer in writing that they will be absent from the United Kingdom for the whole year;
- 16.4.5 Student Members in full-time education;
- 16.4.6 Any Member elected after the start of the cricket season, in respect only of their year of election.
- 16.5 Honorary Members shall be entitled to all of the privileges of a Full Member without payment of any subscription.
- 16.6 The Board may, on payment of such sum as it may prescribe, treat the subscriptions of any Full Member as paid up for life.
- 16.7 Membership subscriptions will not be repaid in any circumstances after the start of the Club's first First Class Match of the season.

17. THE BOARD

Composition of the Board

- 17.1 The Board shall comprise up to twelve Directors:
 - 17.1.1 The Chair (appointed in accordance with Rule 21);
 - 17.1.2 The Chief Executive Officer and the Chief Financial Officer of the Club for the time being (Executive Directors);
 - 17.1.3 Three Directors, being Individual Members of the Club, elected by and from such Individual Members (Elected Directors);
 - 17.1.4 One Director, being an Individual Member of the Club, elected by the Affiliate Members having been nominated by an Affiliate Member with whom the nominee has a demonstrably close association (Nominated Director);
 - 17.1.5 A maximum of five Directors, being Individual Members of the Club, appointed by the Board to ensure that it achieves the necessary mix of skills and experience required to fulfil its duties and adequately reflects the demographic diversity of the historic county of Middlesex (Appointed Directors);
 - 17.1.6 The President of the Club for the time being, who may attend and speak at any meeting but shall not be entitled to vote.
 - 17.1.7 The Board may appoint suitably qualified observers to attend and speak at its meetings as advisors to the Board either on specific topics or more broadly.
 - 17.1.8 The Board will usually invite the senior managers of the Club to attend each meeting of the Board but may resolve to meet in the absence of staff (including the Executive Directors) and any observers when considering items of confidential business.
- 17.2 The Board shall commit to progress toward greater diversity amongst its Directors in a manner consistent with the Sport England code for Sports Governance.

Powers of the Board

- 17.3 The Board shall be responsible for the oversight and leadership of the Club and of the game of cricket in Middlesex and shall, subject to the Act and relevant powers of the Members exercised in General Meetings, exercise all powers of the Club as set out in Rule 5, but not in any way or for any purpose inconsistent with the Objects of the Club

in Rule 4.

- 17.4 The Board may establish and amend such regulations and byelaws as may be required for the effective implementation of these Rules and the efficient operation of the Club. Copies of such regulations and byelaws shall be available to Members on request.
- 17.5 The Board of Directors shall exercise overall control of the Club in accordance with these Rules and such regulations and byelaws as may from time to time be promulgated.
- 17.6 The Board shall, from time to time, appoint a Chief Executive Officer and a Chief Financial Officer and such other senior managers as they may consider necessary and expedient who have delegated authority on behalf of the Board, to appoint such players, officials, and staff of the Club with such responsibilities and upon such terms as may be thought fit, within an overall staffing and reward framework agreed by the Board.
- 17.7 The Board shall establish a schedule of matters reserved to itself (including those powers in Rules 17.1.5, 17.4, 17.6, and 21). In between meetings, the Board may delegate any of its powers, other than those in the schedule of reserved matters, to any Committee, Advisory Group or individually to the Chair or Chief Executive.

Proceedings of the Board

- 17.8 The Chair shall preside at each meeting of the Board of Directors. In the absence of the Chair, the Senior Independent Director or, in their absence, another Non-Executive Director selected by the Directors present shall preside at the meeting.
- 17.9 Matters for determination at Board meetings shall be decided by a majority of votes of those present (in person or electronically) and voting. If the numbers of votes for and against a proposal at a Board meeting are equal, the person presiding at the meeting may exercise a casting vote in addition to any other vote they may have. A Director unable to be present may appoint another Director as their proxy, provided that written notice of such appointment shall have been provided to the Chair (and available for other Directors to see) not later than the time appointed for the commencement of the meeting. A Director acting as a proxy may only vote as such in compliance with the instruction of the Director who appointed them.
- 17.10 The quorum for a meeting of the Board shall be six Directors present in person or by electronic means.
- 17.11 A resolution in writing signed (or electronically agreed) by all those for the time being entitled to vote at Board meetings shall be valid and effective as if the same had been passed at a meeting duly convened and held and may consist of several documents in the same form, each signed by one or more Board members.
- 17.12 The Board shall cause minutes to be made of all the proceedings of the Board, including resolutions made in writing.

Conflict of Interest

- 17.13 Directors must declare any actual, potential, or perceived conflict of interest, whether directly or indirectly and whether for themselves or through a person connected with them, in relation to any matters to be decided or discussed by the Board (including at any Committee or Advisory Group), and to absent themselves from any such discussion or decision, subject to Rule 17.14 below. For the avoidance of doubt, this shall not apply to a decision that would result in a Director receiving a benefit in their capacity as a

Member that is available generally to that category of Member.

- 17.14 A Director with such an interest shall not vote, nor count in the quorum, at a meeting of the Board on any resolution concerning a matter in which or in connection with which they have, 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 Member shall withdraw from the meeting while the matter in question is discussed and (if applicable) voted on. If the Member in question is the chair of the meeting, references in the previous sentence of this Rule to the chair of the meeting shall be construed as being references to a majority of the other Members present at the meeting at the relevant time.
- 17.15 A Director who is a member of MCC, another County Cricket Club or other related organisations must disclose this when standing for election or appointment and as part of the Board's standard protocols. Such disclosures shall be made available to Members on the Club's website.
- 17.16 No employee of the Club, other than the Chief Executive Officer and Chief Financial Officer, may serve as a Director of the Club, nor may any former employee of the Club seek election or appointment as a Director, for at least three full years after their final day of service as an employee.

18. PRESIDENT, VICE-PRESIDENTS, CHAIR AND SENIOR INDEPENDENT DIRECTOR

- 18.1 The President shall be elected, on the nomination of the Board, at the Annual General Meeting in every odd numbered year and a Member so elected shall serve for a term of two years and not normally be eligible for re-election, except by agreement of the members in General Meeting.
- 18.2 Vice-Presidents, being individuals who have demonstrated exceptional service to the Club or to cricket in Middlesex, shall be elected, on the nomination of the Board, at any Annual General Meeting and a person so elected shall serve for life.
- 18.3 The Chair, who shall preside at meetings of the Board and General Meetings of the Club and shall be its primary external representative including at meetings of the ECB, shall serve for a term of three years and may be nominated for re-election twice.
- 18.4 A Senior Independent Director shall be appointed from time to time by the Board from amongst the Appointed Directors.
- 18.5 The election of the President, Vice-Presidents, Elected Directors and Nominated Directors shall be conducted in accordance with Rule 20. The appointment of the Chair and Appointed Directors will be conducted in accordance with Rule 21.

19. COMMITTEES AND ADVISORY GROUPS

- 19.1 The Board shall establish Committees comprising Directors and other suitably qualified individuals with responsibility for finance, audit and risk management; remuneration and senior appointments; and nominations.
- 19.2 The Board may create or dissolve any other Committees and Advisory Groups in order to provide advice and guidance on specific matters, or to undertake specific responsibilities on behalf of the Board.
- 19.3 Such Committees and Advisory Groups shall operate in line with their respective terms of reference and may consider matters on behalf of the Board but the Board in all cases shall retain ultimate authority to make decisions. Membership of such

Committee or Advisory Group shall be subject to approval of the Board.

- 19.4 The Chair and Chief Executive Officer shall normally be entitled to attend any Committee or Advisory Group meeting but shall only be entitled to vote at such meetings if they are stated to be a member of such Committee or Advisory Group according to the applicable terms of reference. The composition of each Committee and Advisory Group will be determined by the Board in accordance with principles of good corporate governance.

20. ELECTION OF ELECTED AND NOMINATED DIRECTORS

- 20.1 Except where otherwise provided for in these Rules, elections of Directors shall be held in advance of the Annual General Meeting each year.

Notice of Election

- 20.2 The Chief Executive Officer shall give notice of the election to every Voting and Affiliate Member not later than 31 December in the previous year alongside preliminary notice of the date of the Annual General Meeting. The notice of election shall make reference to the role description and person specification for each of the positions for which nominations are sought which shall be posted on the Club website, stating the skills and experience considered desirable for each post.

Nominations

- In order to be valid, nominations for election to serve as an Elected or Nominated Director shall reach the Chief Executive Officer by not later than close of business 60 days prior to the Annual General Meeting (or the first working day following that date). Such nominations shall be in a physical or electronic form prescribed by the Chief Executive Officer and shall include an ECB 'Fit and Proper Person' declaration to be completed by each candidate.
- 20.3 In the case of a nomination for election of an Elected Director, such form shall be signed by two Voting Members as proposer and seconder and by the candidate as consent to serve if elected.
- 20.4 In the case of a nomination for election of a Nominated Director, such form shall be signed by the Designated Representative of the Affiliate Member with which the candidate is associated, and by the candidate as consent to serve if elected.

Ballot

- 20.5 If in any year more candidates are nominated than there are positions for election, a ballot will be held. The Chief Executive Officer will invite each candidate to submit no later than 45 days before the Annual General Meeting (or the first working day following that date) a statement not exceeding three hundred words as to their relevant qualifications, making reference to the person specification, together with such other information as may be required to accompany the voting paper.
- 20.6 In the case of the election of Elected Directors, not less than twenty-one Clear Days before the Annual General Meeting, a voting paper (or a prescribed electronic means of voting) containing the names of all validly nominated candidates, accompanied by:
- a recent photograph of each candidate (taken within the last twelve months);
 - the names of each candidate's proposer and seconder;
 - the candidate's occupation (if any) in not more than ten words;

- a brief statement of their service to the Club;
- their membership of any cricket or other clubs or other related organisation;
- their personal statement (up to a maximum of 300 words); and
- a supporting statement by their proposer (up to a maximum of 300 words);

shall be sent to each Voting Member.

20.7 In the case of the election of Nominated Directors, not less than twenty-one Clear Days before the Annual General Meeting, a voting paper (or a prescribed electronic means of voting) containing the names of all validly nominated candidates, accompanied by:

- a recent photograph of each candidate (taken within the last twelve months);
- the names of each candidate's proposing Affiliate Member;
- the candidate's occupation (if any) in not more than ten words;
- a brief statement of their service to the Club and/or to cricket in Middlesex;
- their membership of any cricket or other clubs or other related organisation;;
- their personal statement (up to a maximum of 300 words); and
- a supporting statement by their proposer (up to a maximum of 300 words);

shall be sent to the Designated Representative of each Affiliate Member.

20.8 Completed votes, in order to be valid, shall be returned by post or electronic means to the Scrutineers by not later than three Clear Days before the Annual General Meeting. In any ballot, which shall be conducted under the first past the post system, no Member or Designated Representative may cast more than one vote for any one candidate or more votes than there are places to be elected.

20.9 The count for the elections shall be conducted as soon as possible after the deadline for the receipt of completed votes. The count shall be conducted by independent Scrutineers appointed by the Board (who may be individuals or a body corporate). A candidate in any election may attend the counting of the votes as an observer. The declaration of the result of each election, including a statement of the votes cast for each candidate and of any spoilt votes, shall be given by the Chief Executive Officer at the Annual General Meeting and posted on the Club's website.

Terms of Office

20.10 The term of office of an Elected or Nominated Directors shall be three years, commencing at the conclusion of the Annual General Meeting in the year in which they were elected and end at the conclusion of the Annual General Meeting in the year in which the next ordinary election for that post is held.

20.11 Elected or Nominated Directors may serve on the Board for a maximum of three terms of three years. However a Director who is or becomes Chair during their final three-year term on the Board may, at the request of the Board, and subsequent ratification by the Members (see Rule 21.6) remain as Chair for a further term not exceeding three years.

20.12 An Elected or Nominated Director who has served for the maximum term as described in 20.12 must stand down from the Board and may not seek election again to the Board in any capacity until at least four years have elapsed since the conclusion of their previous service.

Election of President and Vice-Presidents

- 20.13 Nominations for the offices of President and Vice-Presidents will be made by resolution of the Board, which will appear on the agenda of the Annual General Meeting normally to be voted on by a show of hands, or by acclamation. In the event that the Annual General Meeting does not support the Board's nomination for President, the Board may fill the office as a casual vacancy until the next regular election to that office.

21. APPOINTMENT OF CHAIR AND APPOINTED DIRECTORS

- 21.1 The Board shall from time to time, and whenever a vacancy shall arise, appoint suitably qualified individuals as Chair and Appointed Directors of the Club.
- 21.2 Prior to making such appointments, the Board shall undertake a skills and experience audit of the other Directors to determine the essential and desirable characteristics it is seeking and shall also be mindful of the demographic diversity of the population of the historic county of Middlesex.
- 21.3 Whenever a vacancy arises, the Board shall cause an advertisement to be placed on the Club website and on other sites and in such other media as it shall prescribe, inviting applications and specifying the characteristics sought and the closing date for applications. A role description, person specification, and other relevant information including the most recent Annual Report and Financial Statements and a copy of these Rules shall be made available on the Club's website for those interested in applying for appointment.
- After the closing date for applications, a Nominations Committee, comprising as a minimum the Chair plus two Elected Directors, shall meet to review the applications received and shall shortlist for interview those that most closely meet the person specification for the current vacancy or vacancies.
- 21.4 Having interviewed the shortlisted candidates, the Nominations Committee shall prepare a report for the Board setting out the names and summary details of all those applicants interviewed and making recommendations for appointment, setting out their clear reasons for such recommendations.
- 21.5 The Board, having received the report of the Nominations Committee shall, by resolution of an absolute majority of the Directors then in office, select those candidates most suitably qualified for appointment. The names of those appointed by the Board as Chair or Appointed Directors shall be reported to the next Annual General Meeting of the Club for ratification by the Members by a simple majority vote of those present and voting.
- 21.6 Persons appointed as Chair or Appointed Directors shall serve for a term of three years commencing on such date as the Board shall specify in the resolution making the appointment and may be reappointed twice. An Appointed Director who has served for three consecutive terms in that office must stand down from the Board. However an Appointed Director who is or becomes Chair during their final three-year term on the Board may, at the request of the Board, remain as Chair for a further term not exceeding three years. An Appointed Director having completed their maximum permitted service may not seek reappointment or election to the Board in any capacity until at least four years has elapsed since the conclusion of their previous service.
- 21.7 Any person appointed as Chair or as an Appointed Director must by the date of their appointment be an Individual Member of the Club.

22. GENERAL MEETINGS

Calling, Notice, and General Provisions

- 22.1 General Meetings of the Club, other than the Annual General Meeting, may be called by the Board at any time, and shall be called by the Board on receipt of the written requisition of at least one hundred Voting Members or twenty Affiliate Members. Any such requisition shall specify the business to be conducted at the meeting, including any resolution to be considered. A General Meeting requisitioned by Members shall, save in exceptional circumstances, be held no later than ninety days following receipt by the Chief Executive Officer of a valid requisition.
- 22.2 At least twenty-one days' notice of every General Meeting shall be given in writing to every Voting and Affiliate Member of the Club and to such other persons who are entitled to receive notice and shall be sent by post (or electronic means) to each Voting and Affiliate Member at the address recorded in the Register of Members, and to other persons at their Registered Office.
- 22.3 The notice of every General Meeting shall specify the exact date, time and location of the meeting and shall set out the agenda for such meeting and be accompanied by any report to be considered at the meeting.
- In the case of a General Meeting which is to consider a resolution to amend the Rules of the Club or a resolution to remove the Auditor, such resolution shall be specified in the notice calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified. No business shall be conducted at a General Meeting other than that contained in the notice calling it.
- 22.4 A notice sent by post to a Member's registered address shall be deemed to have been served 48 hours after its posting. A notice sent electronically shall be deemed to have been served immediately. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.
- 22.5 The Chair shall preside at every General Meeting at which they are present. If the Chair is not present, the Senior Independent Director shall take the chair, and in their absence, the Board shall select another Non-Executive Director to preside.
- 22.6 No business may be transacted at any General Meeting unless a quorum of one hundred Voting Members, present in person or by proxy, is present when the meeting proceeds to business.
- 22.7 If within thirty minutes from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case, it will stand adjourned to such other day at such time and location as the chair of the meeting may determine, and all Members shall be given such notice as is practicable of the adjourned meeting. At the adjourned meeting, fifty Voting Members shall constitute a quorum.
- 22.8 The Chair may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting; otherwise it shall be sufficient to post notice of an adjournment and of the business to be transacted at an adjourned meeting on the Club's website.

- 22.9 The Annual General Meeting of the Club shall be held no later than 31 May each year and the agenda shall include:
- 22.9.1 To receive and approve the Annual Report of the Board;
 - 22.9.2 To receive and approve the audited Financial Statements for the previous financial year;
 - 22.9.3 To elect the President (in a year when such an election is due to take place) and any Vice-Presidents;
 - 22.9.4 To receive the declaration of the results of elections of Elected Directors and Nominated Directors as appropriate;
 - 22.9.5 To ratify the appointment of the Chair or any Appointed Directors made by the Board since the last Annual General Meeting;
 - 22.9.6 To appoint Auditors and authorise the Board to determine their remuneration;
 - 22.9.7 To consider and, if thought fit, pass any resolutions or to discuss any other matter proposed by the Board;
 - 22.9.8 To consider any matter notice of which has been given in writing, supported by not less than one hundred Full and/or Honorary Members or twenty Affiliate Members, to the Chief Executive Officer, by not later than 45 days before the Annual General Meeting.

Business requisitioned by Members

- 22.10 Written requisitions for a General Meeting, or notice of business for consideration at the Annual General Meeting shall:
- 22.10.1 be in the form of a document, or if more than one, identical documents, bearing the signatures, names, and membership numbers of such Voting Members (or in the case of an Affiliate Member, their Designated Representative) supporting the requisition or notice;
 - 22.10.2 set out in full the resolution(s) to be considered at the meeting, or, if not a resolution, an adequate description, in no more than 250 words, of the nature of the business desired to be transacted;
 - 22.10.3 be accompanied by a statement of not more than 1,000 words setting out the reason for the requisitioned meeting and the business proposed for consideration, which will be distributed to Members with the notice and agenda for the meeting.
- 22.11 The Board may, in its absolute discretion, decline to circulate any material submitted under Rule 22.11 which it deems to be defamatory or otherwise prejudicial to the Club or the game of cricket.
- 22.12 The Board may circulate with the notice and agenda for the meeting its own statement of not more than 1,000 words, setting out its response to the proposed resolution or notice of business, including a recommendation to Members as to whether they should support or oppose any proposal.

23. VOTES OF MEMBERS

- 23.1 Other than as provided for in Rule 10.3.4, no person shall be entitled to vote on any matter at a General Meeting other than a Voting Member of the Club.
- 23.2 On any resolution to be decided on a show of hands, only Members present in person

- shall be entitled to cast a vote.
- 23.3 Every Voting Member shall hold one vote only on each question to be decided at a General Meeting. Except where otherwise specified by these Rules or by the Acts, questions shall be resolved by a simple majority of votes cast. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not have a second or casting vote and the resolution shall be deemed to be lost.
- 23.4 On any resolution to be decided by a poll, votes may be cast by Members who are present in person or by proxy, including Designated Representatives of Affiliate Members.
- 23.5 A Voting Member who cannot attend a General Meeting may appoint the chair of the meeting or any other person to act as proxy for them, and shall provide written authorisation for the appointed person so to act, stating whether the proxy is:
- 23.5.1 To vote for or against any particular resolution, or to abstain from voting; or
- 23.5.2 Permitted to vote in accordance with their judgment.
- 23.6 Prior to every General Meeting, the Chief Executive Officer shall send to every Voting Member (or Affiliate Member's Designated Representative where a Resolution under Rule 10.3.4 is to be considered), together with the notice of meeting, a form of proxy which shall enable the Member to appoint the chair of the meeting as their proxy, instructing the chair of the meeting to vote for or against the resolutions to be considered, or to abstain.
- 23.7 Provided such proxy form, duly completed and signed (or authorised electronically), shall have been returned to the Chief Executive Officer not later than 72 hours before the meeting, the chair of the meeting shall record such vote as being cast validly.
- 23.8 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by the chair of the meeting or at least ten Voting Members present in person or by proxy. Unless a poll be so demanded, a declaration by the chair that a resolution has on a show of hands been carried or lost with an entry to that effect in the minutes shall be conclusive evidence of the fact without further proof of the number or proportions of the votes recorded in favour or against such resolution.
- 23.9 If a poll is duly demanded it shall be taken in such a manner as the Chair of the meeting directs, provided that no Member (other than a person acting as a proxy for another Member or Members) shall have more than one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 23.10 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a poll has been demanded. The demand for a poll may be withdrawn.
- 23.11 The Board may determine to submit a resolution for decision by postal ballot, other than any resolution required by statute to be passed at a meeting of the Club, or resolutions for the appointment or reappointment of the Auditor or for the removal of the Auditor before the expiration of their term of office. The Board may determine within one month after a resolution has been considered at a meeting to submit it for decision by postal ballot. If the resolution was passed at the meeting its operation shall be suspended until the decision of the postal ballot.

24. RESIGNATION OR REMOVAL OF A PRESIDENT, VICE-PRESIDENT OR DIRECTOR

- 24.1 A President, Vice-President or Director shall be deemed to have resigned from their respective office if they:
- 24.1.1 Submit a written notice of resignation of their office to the Chief Executive Officer; or
 - 24.1.2 Cease to be a Member of the Club for any reason whatsoever; or
 - 24.1.3 In respect of Directors only, are absent from three successive meetings of the Board in any twelve month period without special leave of absence from the Board; or
 - 24.1.4 Are convicted of an offence of dishonesty, deception, misconduct in public office, perjury, or perverting the course of justice; or
 - 24.1.5 Are declared bankrupt or subject to bankruptcy restrictions or an interim order;
 - 24.1.6 Are made subject to a debt relief order, a debt relief restrictions order or an interim order; or
 - 24.1.7 Are disqualified from being a company director or charity trustee.
- 24.2 A President, Vice-President or Non-Executive Director may be removed from office at any time by a resolution passed at a General Meeting of the Club. Pending the decision of such General Meeting, a President or Non-Executive Director may be suspended from their duties by resolution of the remaining Directors if in their opinion the President or Director has been guilty of conduct detrimental to the interests of the Club or is otherwise thought to be unfit to carry out their duties.
- 24.3 An Executive Director of the Club may be removed from Office by the Board in accordance with their contract of employment.

25. CASUAL VACANCIES

- 25.1 A casual vacancy for President or for any Non-Executive Director shall be filled by the Board at its next regular meeting or as soon as practicable thereafter.
- 25.2 Such appointments to fill a casual vacancy shall normally be made on the recommendation of the Nominations Committee, having considered the skills and experience required and the demographic diversity of the Board.
- 25.3 A Member appointed to fill any vacancy pursuant to this Rule shall serve for the remaining period of the term of the person in whose stead they were appointed. Such period shall not count towards the maximum terms of service provided for in Rules 20.11 and 20.12.

26. PAYMENTS TO PRESIDENTS, VICE-PRESIDENTS AND DIRECTORS

- 26.1 No President, Vice-President or Non-Executive Director shall be employed by the Club or remunerated by the Club for their service.
- 26.2 Directors may be paid all reasonable and proper expenses incurred by them in the discharge of their proper duties on behalf of the Club in accordance with a policy determined from time to time by the Board.
- 26.3 A President, Vice-President, Elected Director or Nominated Director may trade with, or be retained by, the Club in their normal trade, profession, or calling upon normal commercial terms, subject to such terms being agreed in advance by resolution of the Board, and subject to annual review.

27. ACCOUNTS

- 27.1 The Board shall be responsible for ensuring that the Club maintains proper books of accounts, and for providing proper oversight of such accounts.
- 27.2 The financial year of the Club shall be determined from time to time by the Board, and annual Financial Statements for each year shall be prepared under the direction of the Board and signed by a prescribed Non-Executive Director, and thereafter shall be audited, published and filed in accordance with the Act.
- 27.3 The audited Financial Statements shall be submitted at the Annual General Meeting and a copy shall be sent to every Member with the notice of the meeting.
- 27.4 The Chief Financial Officer shall ensure that the Board regularly receives accurate management accounts concerning the financial position of the Club, including a statement of income and expenditure., and cash flow projections

28. AUDITOR

- 28.1 The Club shall at each Annual General Meeting appoint a qualified Auditor (not being a person ineligible for appointment under section 92(2) of the Act) to audit the accounts of the Club.
- 28.2 The provisions of the Act as to the appointment, removal, powers, rights, remuneration and duties of the Auditor shall be complied with.
- 28.3 The Auditor 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 speak at any General Meeting on any part of the business of the meeting which concerns them as Auditor.
- 28.4 The remuneration of the Auditor shall not exceed any maximum imposed by Regulations made under Section 97 of the Act.

29. INSPECTION OF BOOKS

Pursuant to section 103 of the Act, any Member or person having an interest in the funds of the Club shall be allowed to inspect their own account and the Register of Members at all reasonable hours at the registered office of the Club or at any place where the same are kept, subject to such conditions as to time and manner of such inspection as may be made from time to time by the General Meetings of the Club.

30. ANNUAL RETURN

- 30.1 Pursuant to section 89 of the Act, the Club shall send to the Registrar an annual return, in the form prescribed by the Registrar, relating to its affairs for the previous financial year together with a copy of the balance sheet as at the end of that year and of the report of the Auditor on that balance sheet.
- 30.2 The Club shall on demand supply free of charge to any Member, or to any person with an interest in the funds of the Club, a copy of the latest annual return together with a copy of the Auditor's report on the accounts and balance sheet contained in the return.

31. APPLICATION OF PROFITS

- 31.1 The net profit and property of the Club shall be applied solely towards the promotion

of its Objects and no portion shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to Members of the Club.

31.2 The net profits and property of the Club shall be applied as follows at the discretion of the Board:

31.2.1 In setting aside to a reserve fund such amount, if any, as the Board may decide to be applied in meeting any contingency affecting the activities of the Club;

31.2.2 Investing such amount in such manner as the Board shall see fit and in accordance with professional investment advice;

31.2.3 In setting aside to a common fund such amount, if any, to be used for such charitable purposes as the Board may recommend.

31.3 Any profits not so applied shall be carried forward.

31.4 Nothing herein shall prevent any payment in good faith by the Club:

31.4.1 Of reasonable and proper remuneration and reimbursement of expenses to any Member or servant of the Club for any services rendered to the Club;

31.4.2 Of interest on money lent by any Member or Director of the Club in accordance with these Rules;

31.4.3 Of reasonable and proper rent for premises demised or let to the Club by any Member or Director of the Club.

32. CHIEF EXECUTIVE OFFICER

32.1 The Chief Executive Officer shall be responsible, on behalf of the Board, for the day-to-day management of the Club and shall act as its Secretary.

32.2 As Secretary, the Chief Executive Officer shall prepare and send all returns to be made to the Registrar and make or cause to be made all the necessary entries in all registers required by these Rules or by the Acts to be kept by the Club.

32.3 The day to day functions of Secretary may be delegated to another employee of the Club, subject to the approval of the Board.

33. SEAL AND EXECUTION OF DEEDS

33.1 The Club shall have its name engraved in legible characters on a seal ("the Seal") which shall be kept in the custody of the Chief Executive Officer 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 any two Directors of the Club.

33.2 The Board may additionally authorise any two Directors to sign deeds and contracts on behalf of the Club.

34. INDEMNITY

34.1 Each Director and employee from time to time of the Club shall (to the extent that such person is not entitled to recover under a policy of insurance) be entitled to be indemnified out of any and all funds available to the Club, which may be lawfully so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by them in the execution and discharge of their duties in relation thereto, or incurred by them in good faith in the purported discharge of their duties in relation thereto, including any liabilities incurred by them in initiating, prosecuting or defending any

proceedings, civil or criminal, which relate to anything done or omitted in good faith by them or alleged to have been done or omitted by them as a Director or employee, as the case may be, whether before or after registration.

34.2 The liability of every Member is limited to the £1.00 Share, which they own within the Club.

35. AMALGAMATION, TRANSFER OF ENGAGEMENTS AND CONVERSION

The Club may, by special resolution at a General Meeting passed in the manner prescribed by Part 9 of the Act, amalgamate with or transfer its engagements to any other institution provided that:

35.1 The objects of such institution are similar to or compatible with the Objects of the Club; or

35.2 After provision for the satisfaction of all its debts and liabilities, the value of the remaining property of the Club has been transferred to some other institution or institution having objects similar to or compatible with the Objects of the Club.

36. NOTICES

36.1 Every notice and other communication sent to a Member shall be sent to them at the registered address or email address furnished by them to the Chief Executive Officer. A postal communication shall be deemed to have been served on them 48 hours after it shall have been posted and a communication sent electronically shall be deemed to have been served immediately.

36.2 Every communication addressed to the Chief Executive Officer or the Board shall be addressed to them at Lord's Cricket Ground, London, NW8 8QN or to an email address which shall be published on the Club website.

37. AMENDMENTS TO RULES

37.1 Any of these Rules may be rescinded or altered, or any new Rule may be made at the Annual General Meeting or an Extraordinary General Meeting called for that purpose. Any such proposals must be clearly set out in the notice and agenda for the meeting.

37.2 To be adopted, such Amendment shall require a special majority of two-thirds of those present and voting in favour to take effect.

37.3 Any proposal to amend the rights of Affiliate Members will require a simple majority of such class of Members to be in favour.

37.4 No amendment of the Rules is valid until registered with the Registrar.

38. DISSOLUTION

The Club may be dissolved as provided for in Part 9 of the Act.

39. DISPUTES AND CONSTRUCTION

39.1 In the event of a dispute between the Club or its Board and a Member of the Club or a former Member, such dispute shall be referred to an independent arbitrator whose appointment is acceptable to both parties to the dispute. The decision of such an arbitrator shall be binding. In the event that a dispute cannot, for whatever reason, be concluded by reference to an arbitrator, the matter may be referred to the relevant

division of the High Court of England & Wales.

39.2 If any provision of these Rules is held by any court or other competent authority to be invalid or unenforceable in whole or in part, the validity of the other provisions of these Rules and the remainder of the provision in question shall not be affected.

39.3 The construction, validity and performance of these Rules shall be governed in all respects by English law and be subject to the exclusive jurisdiction of the English Courts.

40. INTERPRETATION

Words and expressions used in these Rules, including this Rule, shall have (except where the context otherwise requires) the following meanings:

Act: means the Co-operative and Community Benefit Societies Act 2014, including any statutory modification or re-enactment or subsequent legislation thereof for the time being in force.

Auditor: means the qualified auditor of the Club's accounts, duly appointed in accordance with the Section 83 of the Act.

Board: the Board of the Club established under Rule 17.

Clear Days: days not including the day of posting or day of receipt of a written communication and not including any bank or public holiday in the United Kingdom.

Club: means Middlesex County Cricket Club Limited.

Designated Representative: means a person duly appointed by the governing body of an Affiliate Member to act on its behalf in any and all dealings with the Club including attendance at General Meetings and voting in the election of Nominated Directors.

Director: means any member of the Board set out in Rule 17.1.

ECB or England and Wales Cricket Board: means the national governing body for the game of cricket in England and Wales.

First Class Cricket: as recognised by the International Cricket Council, and at the discretion of the ECB, competitive cricket which is not recognised as First Class by the International Cricket Council or the ECB, but which is played by teams which also play First Class Cricket.

General Meeting: a meeting of all Full and Honorary Members of the Club and Designated Representatives of Affiliate Members called in accordance with Rule 22.

Members: means all persons and organisations elected as Individual or Affiliate Members of the Club who have, where required, paid their Subscription or Affiliation Fee for the current year and have not ceased to be Members.

MCC: means the Marylebone Cricket Club.

Middlesex: means the historic County of Middlesex, namely the current City of Westminster, Royal Borough of Kensington and Chelsea, London Boroughs of Barnet, Brent, Camden, Ealing, Enfield, Hackney, Hammersmith and Fulham, Haringey, Harrow, Hillingdon, Hounslow, Islington, and Tower Hamlets, together with that part of the London Borough of Richmond upon Thames situated north of the River Thames, the towns of Staines and Sunbury within the Borough of Spelthorne, and the town of Potters Bar within the Borough of Hertsmere. For these purposes, the City of London is included in the historic County of Middlesex.

Non-Executive Director: means the Ex-Officio Directors, Elected Directors, Nominated Directors, and Appointed Directors from time to time in office under the provisions of Rule 17.1

Objects: the Objects of the Club defined at Rule 4.

Prescribed: means prescribed by the Board.

Registered Society: means a Society registered under the provisions of the Act.

Registrar: means the Financial Conduct Authority or such other Registrar of Co-operative and Community Benefit Societies provided by Statute or Regulation.

Rule, these Rules or the Rules: means the registered Rules for the time being of the Club, or any one of them.

Shares: the ordinary shares of the Club of £1.00 each in nominal value.

Subscription: the amount to be paid by each Individual Member for membership of the Club in accordance with Rule 16.

Voting Member: means an Honorary or Full Member of the Club.