

## 2026 ANNUAL GENERAL MEETING PROPOSED RULE CHANGES - EXPLANATORY NOTE

### Background

The Club has engaged in dialogue with Members and received a number of proposals to improve the transparency and governance of the Club when it comes to responding, and being accountable, to Members. Dialogue has been constructive and the Middlesex CCC Board (the “Board”) has reviewed the proposals and agreed to adopt certain changes – some through formal Rule changes which will require a Resolution being passed at the 2026 Annual General Meeting (“AGM”); and some which will be addressed via a separate document committing to certain principles of Member engagement which will be formally published. Details of the specific Rule changes and principles can be found below. A tracked change version of the proposed Rule changes can also be found [HERE](#):

### 1. Voting Method - Automatic Polls

It is proposed that a Rule amendment is made so that any Resolutions submitted to an AGM under Rules 22.9.7 or 22.9.8, or to a General Meeting other than an AGM, will be subject to a poll of members rather than a show of hands at the Meeting.

Rationale:

- Rules 22.9.1, 22.9.2, 22.9.3, 22.9.5 and 22.9.6 comprise normal procedural matters that are required to be part of the AGM agenda. These may continue to be voted on by a show of hands.
- Any other Resolutions proposed either by the Board or by Members may be voted on by all members, not just those attending the meeting.

Amendment to Rule 23.2 to read:

**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. **Any resolutions submitted to an AGM under Rules 22.9.7 or 22.9.8, or to a General Meeting other than an AGM, will be subject to a poll of Members rather than a show of hands at the Meeting.***

## 2. Publication of Voting Results

Members have requested full voting results within 72 hours of any voting window closing. The Board agree that this should be accommodated where possible.

Addition of Rule 23.12 to read:

*23.12 Poll results (for/against/abstain) will be published within three working days of the close of voting, where practicable, subject to independent scrutineer confirmation and any third-party confidentiality requirements.*

## 3. Statement of Principles

The Board has agreed to establish, maintain and make available to Members a non-binding statement of the principles it will follow in communicating and consulting with Members.

Rationale:

Embedding all aspects of Member engagement within the Rules is seen to be too prescriptive and inflexible. Having a set of guiding principles which will initially cover certain areas (set out below), will ensure that there is a common understanding and agreement as to how the Board will engage with Members around matters of governance and ensure that the voice of Members will be respected and engaged with by the Board.

The Board has agreed to publish a “**PRINCIPLES OF MEMBER ENGAGEMENT**” document, to be referenced within the Rules, covering the following items:

1. **Petition notification** (two-stage model – up to three working days for notification; text to follow after checks completed)
  - Where a valid petition is received, the Board will notify Members within three working days but will not include the petition text. This will be circulated to all Members as soon as the necessary checks have been completed, including confirmation of validity under the Rules, legal review for defamation and personal data, and operational preparation for postal-only Members.
2. **SGM timing** (aim for 60 days; retain 90 days backstop).
  - Aim to hold an SGM within 60 days of being requested where practicable.
  - Maintain the 90 day statutory backstop due to venue constraints.

3. **Consultation protocol** (material changes to domestic county structure).

- Rule 17.3 places leadership of cricketing matters with the Board.
- A Rule requiring a pre-vote would unlawfully fetter directors' discretion.
- The Board will adopt a **Member Consultation Protocol** outlining how Members will be consulted on any *material* proposed changes to the domestic county structure.

4. **Explanations** (written rationale where acting contrary to advisory votes).

- The Board will publish a **brief written explanation** where it takes a decision inconsistent with an advisory Member resolution.
- Disclosures will be made **to the extent permitted by law, the ECB and third-party confidentiality**.

5. **Voting anonymity** (membership numbers; independent scrutineer).

- Voting cards to display **membership numbers only**.
- Appoint an **independent scrutineer** to oversee voting and the count.

6. **Hybrid participation and voting improvements**.

- Commission a feasibility study on real-time voting for hybrid meetings (Teams/Zoom integration; scrutineer oversight; security model).

The Membership Committee will work with the membership to finalise this “**PRINCIPLES OF MEMBER ENGAGEMENT**” document to share by no later than 31 July 2026.

Addition of Rule 17.8 to read:

*17.8 The Board shall establish, maintain and make available to Members a non-binding statement of principles it will follow in communicating with and consulting with Members.*

**March 2026**