

RULES

of

LEICESTERSHIRE COUNTY CRICKET CLUB LIMITED

1. Name

The Society shall be called "Leicestershire County Cricket Club Limited" (in these Rules called "the Club")

2. Registered Office

- 2.1. The registered office of the Club shall be at Grace Road, Leicester or at such other location as the Board may from time to time decide and notify to the Registrar.

3. Objects and Powers

- 3.1. The objects of the Club are:-

- 3.1.1. the promotion and furtherance of the game of Cricket;
- 3.1.2. participation in the County Cricket Championships and other competitions organised by the England and Wales Cricket Board Limited the provision and maintenance of facilities for members, subscribers and others for the enjoyment of the game of cricket;
- 3.1.3. the promotion and furtherance of other activities necessary to promote and improve the playing of cricket at all levels in Leicestershire and Rutland;
- 3.1.4. support of Leicestershire and Rutland Cricket Board in the promotion and co-ordination of all forms of recreational cricket in Leicestershire and Rutland;
- 3.1.5. the initiation provision and encouragement of coaching schemes for the development of young cricket players;
- 3.1.6. carry on business as proprietors of a cricket club with such facilities, accommodation and amenities as may be necessary or desirable for this purpose;
- 3.1.7. to acquire, own, operate, control, manage, develop, administer and maintain a cricket stadium or stadia and to provide and maintain facilities and services for the playing of cricket and such other services and facilities as are necessary or desirable or in connection with the operation of the said stadium or stadia;

- 3.1.8. to carry on general commercial business.
- 3.2. In furtherance of its objects and in addition to all other powers given or permitted to the Club by statute or by law, 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 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 desirable or expedient, and to do all such other acts and things and carry on all such other activities 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;
- 3.2.2. for the purposes of or in connection with the Club's activities or any of them; to borrow or raise money by any means whatsoever; to mortgage and charge all or any of the real and personal property and assets, present or future, of the Club; 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 corporation 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 obligations of whatever nature or securities of the Club by a trust deed or other assurance;
- 3.2.3. to contract loans or receive money on deposit subject to the provisions of the Industrial & Provident Societies Act 1965-2002 from members or others on such terms as the Board may consider appropriate including provision for security subject to the limit set out in the Acts;
- 3.2.4. to invest in, control, manage, finance (whether by loans, guarantees, the provision of security, share capital or any other method), or otherwise assist any company (whether a subsidiary or not) or any legal entity or any person in which the Club has a direct or indirect actual or contingent financial interest, or with which it has or may have a common interest, and to provide on such terms as may be thought fit, administrative, technical, financial, commercial, secretarial, managerial and other services, facilities and arrangements of all kinds for any such company, legal entity or person whatever irrespective of their objects, business, undertaking activities or purpose;
- 3.2.5. 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 other such facilities as the board shall consider desirable;
- 3.2.6. to promote or stage competitions events and entertainments in connection with the activities of the Club or otherwise;

- 3.2.7. 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 the Club and its activities;
 - 3.2.8. to support (whether by direct subscription, the giving of guarantees or otherwise) LYCET and 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, 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;
 - 3.2.9. to provide pensions, insurance 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 of 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;
 - 3.2.10. to accept and grant sponsorships and franchises and to make such other arrangements as the Board in its discretion shall think fit;
 - 3.2.11. within the terms of the Acts, and subject to any licences or consents required, to receive money on deposit and to pay interest thereon;
 - 3.2.12. to maintain bank accounts in credit or overdrawn on such terms as the Board shall think fit including the giving of guarantees, indemnities and other securities in respect of any monetary collection or transmission systems;
 - 3.2.13. to enter into contracts or arrangements of any type whatsoever and with any person, firm, company, body or organisation including (without limitation) any one or more members;
 - 3.2.14. to enter into all deeds and documents subsequent upon, or by reference to the incorporation of the Club or in respect of any other matter which the Board shall consider necessary or desirable
- 3.3. The net profits of all business carried on by or on account of the Club shall be applied in furthering the objects of the Club or shall be carried forward.

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 or 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 or on behalf of or with the authority of such member or 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 Club shall consist of Full Members and such other categories of membership with such qualifications, privileges, rights and duties attaching thereto as the Board may from time to time specify provided that (subject to these Rules) every Full Member shall have one vote. Details of categories of membership, qualifications, privileges, rights and duties shall be kept by the Secretary and shall be available for inspection by members at all reasonable times.

5.2. Number of Members

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

5.3. Admission

- 5.3.1. The power to admit 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 in such form with such particulars as the Board may from time to time require and must be delivered to the Secretary together with the appropriate entrance fee (if any) and annual subscription for the time being payable in accordance with these Rules.
- 5.3.3. The Board shall have the power, in its absolute discretion and without giving reasons, to accept or reject any applicant for membership.

- 5.3.4. Application for membership shall be deemed to be an acceptance of and submission by the applicant (if elected to membership) to the Rules.

5.4. Misconduct of Members

- 5.4.1. Members shall at all times behave in a respectable and responsible manner as a member of the Club and in particular shall:

5.4.1.1. Observe and respect these Rules and Bye-Laws

5.4.1.2. Observe and fully comply with the anti discrimination measures set out in the Equality Act 2010 which provide for equal treatment and the avoidance of discrimination or harassment in respect of the following protected characteristics – age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex or sexual orientation.

- 5.4.2. The Chief Executive or any Director or any person or persons authorised by the Board (“the Controller”) shall have power to refuse admission or to eject from the Club’s premises any person (whether or not a member) who in the opinion of the Controller is conducting him or herself in a manner which is contrary to the comfort or convenience of members, or in breach of any of these Rules or any Regulations or contrary to the best interest of the Club. Save with the written consent of the Chief Executive such person, if a 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. Such person if not a member shall have no right of re-entry to the Club’s premises without the prior written consent of the Chief Executive

5.5. Reprimand, Suspension and Expulsion

- 5.5.1. If any member or Junior shall be guilty of conduct which in the opinion of the Board renders him unfit for membership as being prejudicial to the interests or good conduct of the Club or game of cricket (including the breach of any Rule or Bye-Law or any ECB Rule), the Board may give written notice inviting such person, either personally (alone or accompanied by a representative) or in writing to offer an explanation for consideration at a meeting of the Board to be held at such time and place as stated in such notice. After considering any such explanation the Board may by resolution reprimand, suspend for a period not exceeding 12 months or expel such person. The person will be notified of the decision in writing within 14 days of the decision being taken.

- 5.5.2. Any member or Junior dealt with under Rule 5.5.1 (“the Appellant”) shall have the right of appeal against any disciplinary action taken by the Board provided the Appellant gives written notice of appeal to the Secretary within 14 days of being notified of the Board’s decision. Such appeal shall be held within 28 days of the receipt of such notice by an Appeal Committee consisting of 3 Vice Presidents of the Club, selected by the President or, in his absence, the President of the Leicestershire Law Society and he should appoint one as Chair. The Appellant

may be legally represented or accompanied by a friend, in which case the Appeal Committee may be accompanied by the Club Secretary.

- 5.5.3. The decision of the Board under Rule 5.5.1 shall not come into effect until the expiration of the 14 days within which the Appellant has the right to appeal and if the Appellant appeals will not come into effect until the Appeal Committee has made its decision and conveyed it to the Appellant in writing.
- 5.5.4. A person who is expelled thereupon forfeits all rights and privileges in respect of the Club and its property. No refund shall be made to that person of any part of any entrance fee or annual or other subscription.
- 5.5.5. A member or Junior who is suspended shall not during such suspension use or be on the Club's premises nor attend any general meeting nor vote on any resolution or upon any election nor hold any office, but shall remain liable to pay any applicable subscription.
- 5.5.6. The Board shall be entitled to make public that any person has been expelled suspended or reprimanded and the details for the same.

5.6. Resignation

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 or her share in the capital of the Club) that member shall thereupon automatically cease to be a member and shall be treated as having resigned.

5.7. General

- 5.7.1. Each person who is a member or a Junior shall give written notice to the Secretary of that person's current address and of any change in such address. The address of such person as shown in the Register shall be the address of that person for all the purposes of these Rules.
- 5.7.2. Any person who is a member or a Junior who has any cause for complaint for any reason whatsoever shall bring the same before the Board by writing to the Chief Executive. Under no circumstances may such a person reprimand an employee of the Club or 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 nominal value of five pence each which shall not be transferable or transmissible on death.

- 6.2. Each person who becomes a Full Member shall be allotted one share upon admission and five pence out of any entrance fee or (if none) the first subscription paid by such person shall be applied in paying up the same in full.
- 6.3. Every Full Member shall hold one share per category of membership and no more in the capital of the Club. The Board may (in its absolute discretion) determine that other persons or other categories of membership other than Full Members shall or may be shareholders and if the Board so decides the provisions as to shares and shareholders as contained in these Rules shall apply to such shareholders in the same way as they apply to Full Members.
- 6.4. A share shall not be held in joint names. No share shall be transferable or withdrawable. Any person transferring or attempting to transfer a share or any interest in or rights associated with a share shall (if the Board in its absolute discretion so decide) be deemed to have resigned as a member as from the date of any such transaction.
- 6.5. No interest, dividend or bonus shall be payable on any share.
- 6.6. A person who ceases to be a Full Member shall thereupon forfeit any share in the Club and any amount due in respect of such share shall thereupon become the property of the Club and shall be transferred to a reserve account.
- 6.7. The Club shall not be required to issue any share certificate or other documentary evidence of share ownership to any person. Entry on the Register of a person as a Full Member shall be proof that such person is the holder of a share.

7. Juniors

- 7.1. Juniors may be permitted to participate in such of the activities of the Club and on such terms and the payment of such fees as the Board may from time to time direct save that nothing in these Rules shall permit Juniors to engage in any activity which is unlawful by reason of any act of Parliament, local Government Regulation or Judicial decision.
- 7.2. The Board shall have power at any time to revoke the permission granted to any Junior to participate in such activities or enjoy such facilities, in which event such Junior shall not be entitled to a refund of all or any part of any entrance fee or subscription.
- 7.3. Juniors 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 allow members and Juniors to introduce visitors and guests to the Club upon such terms and conditions as the Board may from time to time determine.

9. Entrance Fees and Subscriptions

- 9.1. Members and Juniors shall pay such sums by way of entrance fees annual subscriptions and other imposts and payments as the Board on the advice of the Chief Executive shall from time to time determine. Differing rates of all such items may be imposed on members according to their age, place of residence or other classification as the Board may think fit from time to time.
- 9.2. All annual subscriptions shall become due on 1 April in each Cricket Season. New members and Juniors shall pay the entrance fee (if any) and/or subscription for the Year current at the date of admission at that date.
- 9.3. Members and Juniors who give notice of resignation after the date for the due payment of annual subscription in any Year shall unless the Board decides otherwise remain liable to pay any unpaid subscription which became due on that date.
- 9.4. If any member or Junior shall fail to pay the annual subscription for the current Cricket Season by 30 June, the defaulter may not exercise any of the privileges of a member or a Junior and the same may be terminated by the Board at any time while such subscription remains unpaid, but without prejudice to the defaulter's liability to pay the same.
- 9.5. The Club may participate in a direct debiting scheme as an originator for the purpose of collecting subscriptions for any category of membership and/or any other amounts due to the Club. In furtherance of any arrangement to this effect, the Club may enter into an indemnity required by any bank upon which direct debits are to be originated. Such an indemnity may be executed on behalf of the Club at the direction of the Board.

10. Meetings of Members

10.1. Annual General Meetings

- 10.1.1. On a date to be fixed by the Board (but in any event no later than 6 months after the end of each financial year of the Club), the Club shall hold a general meeting of members 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 confirm the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
- 10.1.2.2. to receive and approve the annual report and annual accounts of the Club for the previous financial year together with the report of the Auditors on such accounts;
- 10.1.2.3. to elect the Auditors and (pursuant to the provisions of Rules 16.2.1 to 16.2.5 inclusive) the Directors;

- 10.1.2.4. If appropriate to elect the President and any Vice Presidents nominated by the Board.
- 10.1.2.5. to consider any resolution proposed by the Board;
- 10.1.2.6. to consider any other business relating to the affairs of the Club which the Chief Executive or the Board may wish to raise but no resolution may be put to the vote of the meeting under this item;
- 10.1.2.7. to consider any resolution proposed and seconded by any members and complying with the provisions of Rule 10.2.3.

10.2. Special General Meeting

- 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' written requisition which –
 - 10.2.3.1. is signed by not less than the greater of 100 Full Members or 5% of the total number of Full Members at the date of receipt of the requisition by the Club; 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 Secretary at the registered office of the Club and
 - 10.2.3.4. may consist of several documents in like form each signed by one or more members.
- 10.2.4. On receipt of a requisition of members which complies with Rule 10.2.3 the Secretary shall within 28 days after the date of receipt of that requisition by the Secretary ("the Receipt Date") convene a special general meeting for a date not later than 90 days after the Receipt Date. If he does not the members requisitioning that meeting may convene it themselves by giving notice thereof in accordance with Rule 11.3, but any meeting so convened may not be held more than 90 days after the Receipt Date.

10.3. Venue of General Meetings

All general meetings shall be held at the registered office of the Club or at such other place in Leicestershire or Rutland as the Board may from time to time decide.

11. Notice of General Meetings

- 11.1. A minimum of twenty one days notice of every general meeting shall be sent to all members (not Juniors) and the Auditors in writing or by electronic form including email and facsimile transmission.
- 11.2. Each notice of an annual general meeting shall:-
- 11.2.1. specify the date, time and place of the meeting;
 - 11.2.2. specify the meeting as an annual general meeting;
 - 11.2.3. set out the agenda for the meeting including the names of the candidates for election as President, Vice Presidents, Auditors and Directors and any resolution(s) to be considered at the meeting under these Rules; and
 - 11.2.4. be accompanied by the annual report for the Board for the previous financial year, the accounts for the previous financial year and the report of the Auditors on such accounts.
- 11.3. The notice of every special general meeting shall specify the date, time and place of the meeting and set out any resolution(s) to be considered at the meeting which shall be the only business brought before that meeting.
- 11.4. The accidental omission to give notice of a meeting or the non-receipt of a notice of meeting or other relevant documents by any person entitled to receive it will not invalidate the proceedings at that meeting.
- 11.5. 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 advertised not more than 28 and not less than 21 clear days prior to the date of the meeting in at least one daily local newspaper circulating in Leicestershire and Rutland. Such notice shall be deemed to have been duly served on all members entitled to receive it at noon on the day when the advertisement appears. In any such case confirmatory copies of the notice (together with any documents 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 post 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.
- 11.6. For the purpose of this Rule 11, clear days exclude the day on which a notice is treated as having been given and the date of the meeting convened by such notice.

12. Proceedings at General Meetings

- 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, 50 members present in person

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 Meeting Chairman may determine. Not less than seven clear days notice of the date of any such adjourned meeting (but without any ancillary documents) shall be given to members and such notice shall be in the manner set out in Rule 11.

- 12.2. The President (if any) shall, if willing and able to act, preside as Meeting Chairman 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 the President is unwilling or unable to act, the Directors present shall decide who shall be the Meeting Chairman. If this latter course is not feasible for any reason the members present shall elect one of themselves to act as Chairman.
- 12.3. The Meeting Chairman may, (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. 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 13.3.3.
- 12.4. Except for persons admitted with the permission of the Meeting Chairman (in that Chairman's absolute discretion), admission to any general meeting will only be permitted to members in person and upon production in each case of such proof of identity and entitlement to attend as is satisfactory to the Meeting Chairman. Where the Board thinks proper the Board may stipulate in the notice of a meeting the requirements as to proof of identity and of entitlement to attend that meeting as the Board thinks fit. Members may attend a meeting in person whether or not they have voted by proxy.

13. Voting at General Meetings

13.1. Qualification

Only Full Members who were Full Members on 30 September in the immediately preceding year and those otherwise entitled to vote by these Rules may vote at General Meetings and shall have only one vote each.

13.2. Majority Required

- 13.2.1. Unless otherwise provided by the Acts or in these Rules any resolution (other than a special resolution) shall, in order to be passed, require in favour of the resolution a majority of the votes cast by members who (being entitled to do so) vote in person or by proxy.
- 13.2.2. A special resolution is a resolution which has been passed by a majority of not less than three quarters of such members as (being entitled to do so) vote in person or by proxy 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.

13.3. Voting

- 13.3.1. Any resolution, which is put to the vote at a general meeting and every election, shall be decided on a show of hands unless a poll is (either before or on the declaration of the result of show of hands) demanded either by the Meeting Chairman or by at least 3 members present in person or by proxy.
- 13.3.2. If a poll is so demanded it shall be taken immediately unless in any particular case the Meeting Chairman directs that it shall be held later in, or at the end of, the meeting in which event the poll shall be held in accordance with that direction. The Meeting Chairman shall determine the method by which the poll shall be held.
- 13.3.3. The holding of, or demand for, a poll shall not prevent the continuance of a meeting for the transaction of business other than that for which the poll was held or demanded.
- 13.3.4. In a poll votes may be given personally or by proxy. On a show of hands votes may only be given personally.
- 13.3.5. A demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the Meeting Chairman. 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 the show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 13.3.6. The counting of votes on a poll shall be carried out under the direction of the Scrutineers.
- 13.3.7. As soon as reasonably practicable following each poll, the Scrutineers shall certify in writing to the Meeting Chairman the total number of votes cast in favour of and against the relevant resolution; where relevant the proportions of those votes; the total number of votes cast for each candidate at an election; and the total number of invalid forms of proxy or spoilt voting forms which shall be excluded from the calculation of votes cast.

13.4. Declaration by Meeting Chairman

A declaration by the Meeting Chairman to the effect that on a show of hands a particular resolution has been passed (or not) or passed by a particular majority (or not) shall, subject to the Acts, be final and binding.

13.5. Casting vote of Meeting Chairman

In the event of an equality of votes at a General Meeting (whether on a show of hands or on a poll), the Meeting Chairman shall be entitled to a second or casting vote.

13.6. Proxy Voting

Voting by proxy shall be carried out in the following manner:-

13.6.1. A proxy must be a member who must be a Full Member who was a Full Member at 30 September in the immediately preceding year and be entitled to attend and vote at a general meeting.

13.6.2. Each member shall only be entitled to be appointed proxy for a maximum of four other members. In the case of the meeting Chairman the number of proxy votes held shall be unrestricted.

13.6.3. The instrument appointing a proxy shall be in writing under the hand of the appointor in the following form:-

“I, [] of [] being a member of Leicestershire County Cricket Club Limited hereby appoint [] of [] or failing him [] of [] as my proxy to vote for me and on my behalf at the General Meeting of the Club to be held on [] and at any adjournment thereof”

13.6.4. The instrument shall also specify the resolutions for consideration at the general meeting and to provide a space for the member to indicate the member's support for or opposition to each resolution to be put to the general meeting. In the absence of any such notification the proxy will be entitled to vote as the proxy thinks fit.

13.6.5. The instrument appointing a proxy shall be served on the Secretary at the Club's registered office so that it reaches the Secretary not less than seventy two hours before the time appointed for holding the meeting or adjourned meeting at which the member named in the instrument proposes to vote, provided that the Board may make such arrangements as it thinks fit for Proxies to be served on some independent third party selected by the Board to receive the instruments of Proxy provided that such third party shall serve them on the Secretary as aforesaid. In default the instrument shall be invalid.

13.6.6. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or instrument of proxy, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no notice in writing of such death or revocation has been received by the Secretary at the registered office of the Club forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the instrument of proxy is used.

14. Officers

14.1. President

- 14.1.1. The President shall, on the nomination of the Board to the Annual General Meeting be elected every two years at the Annual General Meeting and shall hold office (unless ceasing to be eligible to do so) until the conclusion of the Annual General Meeting at the end of the second year. A person may be elected President for a further term or terms.
- 14.1.2. The President once elected shall be treated as being a Full Member of the Club for the period of his holding such office. On ceasing to hold such office for any reason such membership shall automatically terminate unless the President applies for membership under the procedure set out in Rule 5 and such application is accepted.
- 14.1.3. The President may ex officio attend all meetings of the Board or any sub-committees of the Board. The President shall receive all the minutes and other papers of the Board and of any sub-committees of the Board for which he asks.
- 14.1.4. If the President for the time being ceases for any reason to be a Full Member or is suspended from Full Membership pursuant to these Rules he or she shall thereupon automatically cease to hold that office.
- 14.1.5. If for any reason the position of President becomes vacant it shall be filled by the Board and the person so elected shall hold office until the termination of the next annual general meeting.

14.2. Honorary Officers

- 14.2.1. Nominations for the Vice-presidents shall be made by the Board and contained in the notice of the annual general meeting. They shall be elected. They may be elected en bloc or individually as the Meeting Chairman may decide.
- 14.2.2. Any Vice-President once elected shall be treated as being a Full Member of the Club. On ceasing to hold such office for any reason such Membership shall automatically terminate unless the Vice President applies for membership under the procedure set out in Rule 5 and such application is accepted
- 14.2.3. If any Vice-President ceases for any reason to be a Full Member or is expelled or suspended from Full Membership pursuant to these Rules he or she shall automatically cease to hold that office.
- 14.2.4. A general meeting may on the recommendation of the Board elect as an Honorary Life Member any person (whether a member or not) whose service to the Club in its opinion merits such recognition. Honorary Life Members and Honorary Life Patrons shall be entitled to all the rights and privileges of a Full Member.

14.3. Board Chairman

The Board shall at its first meeting after the annual general meeting in each year appoint one of its number to be its Board Chairman and may at any time remove such person from that office. The Board Chairman shall forthwith cease to be Board Chairman on ceasing to be a director, on ceasing to be a Full Member, on resignation, or on the election of a different Board Chairman.

14.4. Secretary

The Board shall appoint a Secretary for such period and upon such conditions as the Board thinks fit. The Board may remove any Secretary as and when it thinks fit.

14.5. Officers generally

14.5.1. The Board may at its discretion create such other honorary Officers as it shall consider to be appropriate or beneficial to the running of the Club. Any person appointed to any such office may be removed from that office by the Board at any time.

14.5.2. Any Officer may resign at any time by written notice to the Club.

15. Auditors

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

15.2. The Auditors shall be entitled to attend all general meetings and to receive all notices of and other communication (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.

15.3. The remuneration of the Auditors shall not exceed any limit approved by the Registrar pursuant to the Acts.

16. Board

16.1. Constitution

16.1.1. The Board shall consist of seven Elected Directors and the Chief Executive. Subject to Rule 16.2.8 the term of office of each of the Elected Directors shall be three years.

16.1.2. No person shall serve as an Elected Director unless that person is a Full Member and has been a Full Member for a minimum period of three consecutive Cricket

Seasons immediately prior to the date of that person's nomination or that person shall possess such qualifications as the Board shall determine in relation to First Class Cricket.

16.1.3. No person shall serve as an Elected Director if that person is or during the period of three Cricket Seasons immediately prior to the date of nomination has been an employee of the Club or of any body (corporate or otherwise) which is controlled by the Club. For the purposes of this Rule the Board shall decide which bodies are controlled by the Club.

16.1.4. A person shall cease to be an Elected Director and shall vacate such position if such person

16.1.4.1. ceases to be a Full member or otherwise ceases under these Rules to be qualified to be a director or by virtue of any provision of any statute or law is prohibited from being a director

16.1.4.2. becomes bankrupt or makes any arrangement or composition with his or her creditors

16.1.4.3. is or may be suffering from any mental disorder or is admitted to hospital in pursuant of any application for admission under the Mental Health Act 1983 or an order is made by a court having jurisdiction in the United Kingdom or elsewhere for that person's detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to that person's property or affairs

16.1.4.4. resigns as a director

16.1.4.5. fails to attend 4 consecutive Board meetings and the Board resolve that the person shall forthwith cease to be a director

16.1.5. No Elected Director shall be remunerated

16.1.6. Subject to clause 16.2 below no person shall stand for the position of an Elected Director who is 80 years of age or over at the date of the relevant annual or special general meeting.

16.2. Appointment and Retirement

16.2.1. At the annual general meeting in every year the Elected Directors who shall have served three years from the date of their election or attained the age of 80 years shall retire from office.

16.2.2. An Elected Director ceasing to be such at a general meeting shall retain office until the close or adjournment of the meeting.

- 16.2.3. No person other than a director retiring either by clause 16.2.1 or pursuant to Rule 16.2.5 shall be eligible for election as a director at any general meeting, unless a written notice of that person's intention to stand for election, signed by the candidate and by two persons who have been Full Members for three consecutive Cricket Seasons immediately prior thereto, has been received by the Secretary, in the case of an annual general meeting, not later than two calendar months after the date of the end of the financial year and, in the case of a special general meeting, with the members' requisition.
- 16.2.4. A member may only propose or second one candidate in each election.
- 16.2.5. The Board may at any time fill a casual vacancy on the Board. Any director so appointed shall be deemed an Elected Director. Such a director shall hold office only until the next following annual general meeting and shall then retire. Any person subsequently elected to fill the same vacancy shall hold office only until the expiration of the term for which the predecessor director was last elected and shall then retire.
- 16.2.6. Subject to the provisions of this Rule 16.2, a director who retires at an annual general meeting may be elected or re-elected (as the case may be).
- 16.2.7. If the number of candidates for the post of director does not exceed the number of vacancies then those candidates will be deemed to be elected at that meeting and no vote shall be taken. If there are more candidates than vacancies, an election shall be held on the following basis:-
- 16.2.7.1. The Secretary shall cause to be posted, with the notice convening the annual general meeting, a voting paper on which shall appear (in alphabetical order) the name of each candidate who has been properly nominated and is willing to serve and the names of the candidate's proposer and seconders. The decision as to whether a candidate has been properly nominated in accordance with this Rule 16.2.6.1. shall be in the discretion of the Secretary.
- 16.2.7.2. The Secretary will also include with the notice (if submitted by the candidate with the nomination form) a summary not exceeding one hundred and fifty words of the candidate's personal information relevant to the post.
- 16.2.7.3. Each member entitled to vote at general meetings may cast one vote for each vacancy but shall not give more than one vote to any candidate.
- 16.2.7.4. Voting papers which do not comply with the requirements for their valid completion and return shall be invalid.
- 16.2.7.5. The Scrutineers will scrutinise the counting of votes. The Secretary shall report the result to the annual general meeting. The outcome of the count shall be final and binding.

- 16.2.7.6. Those candidates shall be elected directors who receive the highest number of votes in the ballot. If two or more candidates (not otherwise elected) receive an equal number of votes (but receiving more votes than others (if any) not otherwise elected) the candidate(s) to be elected from amongst them shall be decided by lot in a manner to be prescribed by the Chairman.
- 16.2.8. A retiring Elected Director who is not re-elected at a general meeting shall retain office until the meeting appoints someone else, or if it does not do so, until the end of the meeting. A retiring director who is re-elected will continue in office without a break.
- 16.2.9. An Elected Director who attains 80 years of age shall retire at the next following annual general meeting and shall not be eligible for re-election other than by special resolution on an annual basis.

17. Proceedings of the Board

- 17.1. Subject to these Rules the Board may meet together for the despatch of business, adjourn and regulate its meetings as it thinks fit. The Secretary shall, at the request of the Board Chairman or not less than one-third of all directors (excluding co-opted members) call a meeting of the Board. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.
- 17.2. The quorum for a Board meeting shall be three.
- 17.3. The Board Chairman shall preside at every meeting of the Board but if at the relevant time there is no Board Chairman, or if the Board Chairman is unwilling or unable to preside or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be Chairman of that meeting.
- 17.4. Decisions at a Board meeting shall be decided by a majority of votes of the directors present and voting and if the votes are equal the chairman of that meeting shall have a second or casting vote.
- 17.5. Any director who is in any way, whether directly or indirectly and whether personally or through some other person, interested in a contract, transaction or arrangement with the Club shall declare the nature of such interest in accordance with section 175 of the Companies Act 2006 (or such other section as shall re-enact or replace such section 175) as if each director was a director and the Club were a company for the purposes of that Act.
- 17.6. A director 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 that director has, directly or indirectly, an interest or duty which, in the opinion of the Board Chairman (or the Chief Executive if the director in question is the Board Chairman), is or may be material and conflicts or may conflict with the interests of the Club. Such director shall withdraw from the meeting while the matter in question is considered.
- 17.7. The Board shall have the right at its discretion to invite persons who are not directors to attend one or more Board meetings, but such persons shall not have any right to vote.

- 17.8. A sub-committee may be appointed by the Board and shall meet at such times as its chairman or the Board shall deem necessary. The Board Chairman shall be an ex officio member of any sub-committees appointed by the Board. Any sub-committee must in the exercise of its delegated powers conform to any regulations that may be imposed upon it by the Board.

18. Powers of the Board

- 18.1. Subject to the provisions of the Acts and these Rules and any other directions given by special resolution, the affairs and activities of the Club shall be managed by the Board. The Board may exercise all the powers of the Club provided that, without the prior approval of a special resolution of the members, the Board shall not have power to close or discontinue the business of the Club, or to change the nature of such business, or the area in which it is carried on. 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.

- 18.2. Without in any way limiting the provisions of Rule 18.1 the Board shall have power to:

18.2.1. invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought expedient and to borrow any money it deems necessary for the purposes of the Club subject to the terms of these Rules;

18.2.2. make and amend Bye-laws for the government and administration of the Club and its affairs provided that no such Bye-laws shall conflict with any of these Rules and provided that the Club by ordinary resolution in general meeting may cancel or amend any of the same;

18.2.3. govern (whether by making Bye-laws 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;

18.2.4. delegate any of its powers to the Chief Executive or any Officer or to any sub-committee consisting of any two or more members of the Board or to any person or persons on the staff of the Club, any management responsibility, duty, power, discretion or function;

18.2.5. co-opt any person to serve on the Board (other than one who is not qualified under these Rules to be a director) or any sub-committee for such purposes on such terms and for such period (to expire not later than the commencement of the next following annual general meeting) as the Board may determine;

18.2.6. appoint from time to time a Chief Executive, Secretary and such other members of staff as it shall determine and all appointments made shall be on such terms and conditions as the Board may determine and with such delegated responsibilities.

19. Register

- 19.1. The Club shall keep at its registered office the Register in which the Secretary shall ensure the following particulars are entered:
- 19.1.1. the names and addresses of all the members in their various categories and of the Juniors;
 - 19.1.2. the date on which each person was entered in the register as a member or Junior, the dates of any change in category and the date on which any person ceased to be a member or a Junior; and
 - 19.1.3. the names and addresses of the Officers, Directors, Chief Executive and Secretary with the offices held by them respectively and the dates on which they assumed or left office;
 - 19.1.4. a statement of other property in the Club, whether in loans or otherwise, held by any member.
- 19.2. The Register which may be in electronic or hard form shall be so constructed that it is possible to open to inspection the particulars entered pursuant to sub-Rules 19.1.1, 2 and 3 without so opening to inspection the particulars entered under Rule 19.1.4.
- 19.3. Any member and any person having an interest in the funds of the Club shall be allowed to inspect his or her own account and (subject to the Data Protection Acts and any similar legislation) all the particulars contained in the Register of Members and Officers other than those entered under sub-Rule 19.1.4 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 Board.

20. Annual Return

The Secretary shall send to the Registrar, in accordance with the Acts, any necessary returns in the form required by law.

21. The Accounts

- 21.1. The annual accounts of the Club for the financial year shall commence on the first day of October or such other month to be decided from time to time by the Board and shall end on the last day of the month normally twelve months from the commencement of the financial year. Where the Board decides subject to the provisions of the Acts from time to time to alter the commencing or concluding date of the financial year the length of the first financial year after such alteration shall be such number of months as the alteration may require.
- 21.2. A copy of the latest account or accounts and balance sheet of the Club, as audited, and the report of the Auditors on such accounts and balance sheet shall be available for inspection by the members during the Club's normal business hours at the Club's registered office.

- 21.3. 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.

22. Seal

- 22.1. If and whenever the Club is required, or finds it desirable to have, a seal, the Club shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Secretary.
- 22.2. The seal shall only be used with the authority of the Board. The Board may determine who shall sign any instrument to which the seal is affixed or any instrument to be executed without the seal. Unless otherwise determined by the Board any such instrument shall be signed by any director and the Secretary or any two directors.

23. Rules

- 23.1. These Rules shall take effect on and from their registration pursuant to the provisions of section 2 of the Industrial and Provident Societies Act 1965.
- 23.2. No new Rule shall be made, nor shall any of the Rules be amended or rescinded, except by special resolution of the Club. The Secretary shall ensure that any new Rule or amendment is registered in accordance with the Acts and no new Rule or amendment to the Rules will be valid until so registered.
- 23.3. The Secretary shall on request supply to a member a copy of these Rules and, if requested, a copy of any Bye-laws on payment of £1 or such other sum as may from time to time be determined by the Board.
- 23.4. Without prejudice to the powers of the Court, the Board shall determine any question that may arise on the construction or implementation of these Rules.

24. Indemnity

- 24.1. Each Officer (including the trustees and management committee of the unincorporated Leicestershire County Cricket Club) ("LCCC") and employees from time to time of the Club, the Chief Executive, the Secretary and each person who was or is from time to time a director, or a member of any sub-committee of the Club ("the Indemnified") shall (to the extent that such person is not entitled to recover under any policy of insurance) be entitled to be indemnified out of the Club's funds against any liabilities whatsoever (including reasonable and proper expenses relating thereto) incurred by the Indemnified in the execution and discharge of the Indemnified's duties in relation thereto, including any liability incurred in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything in good faith done or omitted or alleged to have been done or omitted by the Indemnified.

25. Dissolution and Winding-up of the Club

- 25.1. The Club may be dissolved only in such manner as shall comply with the Acts.
- 25.2. The Company may be wound up either compulsorily by an order pursuant to the Insolvency Act 1986 or voluntarily by resolution of the Members (either as a Members' Voluntary Winding-Up or Creditors' Voluntary Winding-Up) pursuant to the Insolvency Act 1986 as if the Club were a company within the meaning of that Act.
- 25.3. If the Club shall be dissolved or wound up its assets shall be realised and any balance remaining after the payment of all liabilities shall be applied towards such purposes relating to the promotion and encouragement of the game of cricket in the City of Leicester and or County of Leicestershire as a general meeting may determine.

26. Notices

- 26.1. Without prejudice to Rule 11.5 any notice or other communication or document to be served on, or delivered to, an Officer a director a member, a Junior or any other person connected in similar manner with the Club ("the notified person") by the Club or vice versa, shall be delivered by hand or sent by post in a pre-paid letter or by pre-paid recorded delivery or registered post addressed in the case of the Club to the Secretary at the registered office of the Club and in the case of the Notified Person that person's address in the Register.
- 26.2. Any notice sent by post in accordance with this Rule shall be treated as having been given 48 hours after the time when it was 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 pm or on a day which is not a Working Day when the notice shall be treated as having been given at the commencement of the next following Working Day.

27. Definitions and Interpretations

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

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| "the Acts" | the Industrial and Provident Societies Acts 1965 to 1978 and any subsequent Acts governing or otherwise affecting industrial and provident societies |
| "annual return" | the annual return which the Club is required to send to the appropriate registrar under the Acts |
| "Auditors" | the auditors of the Club for the time being |
| "Board" | the Board of Directors of the Club |

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| “Board Chairman” | the person holding the office of Chairman of the Board for the time being pursuant to Rule 14.3 |
| “Bye-laws” | bye-laws and regulations made by the Board or by any body or person who has powers to make the same |
| “Club” | Leicestershire County Cricket Club Limited |
| “Cricket Season” | 1 April to 30 September of each year |
| “ECB Rules” | any rules or regulating directives and resolutions of the England and Wales Cricket Board Limited (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, the Club’s premises and/or their use by members |
| “Elected Director” | a person elected as a director of the Club by a general meeting or a person appointed to fill a casual vacancy pursuant to Rule 16.2.5 |
| “Full Member” | a person aged 18 years and above being an ordinary member of the Club and paying the necessary subscription together with any other person or class of member which the Board may from time to time determine to be a Full Member |
| “Junior” | a person under the age of 18 |
| “LYCET” | Leicestershire Young Cricketers Education Trust |
| “Leicestershire” | the Counties of Leicestershire and Rutland as at the First January 2003 or such amendment thereto as the Board may from time to time approve to comply with the ECB Rules |
| “member” | any member of the Club including a Full Member but excluding a Junior |
| “Meeting Chairman” | the chairman of a general meeting |
| “Officer” | one of the officers of the Club described in Rule 14 |
| “poll” | includes ballot |

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| “President” | the President of the Club for the time being |
| “Register” | the register maintained pursuant to Rule 19 |
| “Registrar” | any reference to the Chief Registrar, Registrar, Central Office, Assistant Registrar (for Scotland) or the Registry of Friendly Societies include reference to the statutory successors to carry on the relevant function of any of them |
| “Rules” | these Rules as amended from time to time |
| “Scrutineers” | a two or more persons appointed by the Board or by a Meeting Chairman to count votes cast in person or by proxy |
| “Secretary” | the Secretary of the Club for the time being |
| “subsidiary” | the same meaning as is given to it by section 15 of the Friendly and Industrial Provident Societies Act 1968 |
| “Working Day” | any day on which the Club office is open for normal business |
| “Year” | save as otherwise provided 1 April to 31 March |

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 sub-committee where the power to act or authority being exercised has been delegated to a sub-committee or (c) the relevant Officer where that power of authority is vested in or has been delegated to an Officer.