



RULES OF LEICESTERSHIRE COUNTY CRICKET CLUB LIMITED

(as adopted by a special resolution passed at the Special General Meeting of the Club held on Tuesday, 15th January 2019) and as amended by special resolutions passed at the Annual General Meeting of the Club held on Tuesday 30th March 2021 and at the Special General Meeting of the Club held on 10th July 2023)

1. Name

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

2. Registered Office

The registered office of the Club shall be at Grace Road, Leicester LE2 8EB or at such other location as the Board may from time to time decide and notify to the FCA.

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 ECB and 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. the development of wider interest in cricket by the promotion of coaching schemes for the encouragement of all young players, including from Black, Asian and other minority ethnic groups, girls, ladies and those with disabilities and the promotion of coaching schemes to develop the cricketing skills of young players irrespective of race or colour or gender;
- 3.1.5. to carry on business as proprietors of a cricket club with such facilities, accommodation and amenities as may be necessary or desirable for this purpose;
- 3.1.6. 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; and
- 3.1.7. 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 Act 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 Act;
- 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 engage in commercial activities, including conferences, banqueting and concerts or other uses of the Club's premises;
- 3.2.6. 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;
- 3.2.7. to promote or stage competitions events and entertainments in connection with the activities of the Club or otherwise;
- 3.2.8. 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;
- 3.2.9. to support (whether by direct subscription, the giving of guarantees or otherwise) Leicestershire and Rutland Cricket Foundation (and any successor body or organisation) 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;
- 3.2.10. 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;
- 3.2.11. to accept and grant sponsorships and franchises and to make such other arrangements as the Board in its discretion shall think fit;
- 3.2.12. within the terms of the Act, and subject to any licences or consents required, to receive money on deposit and to pay interest thereon;
- 3.2.13. 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;

3.2.14. 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; and

3.2.15. 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; and

4.1.2. appear in legible characters:

4.1.2.1. in all its notices, advertisements and other official publications;

4.1.2.2. in all its business correspondence;

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

4.1.2.4. in all its other business documentation; and

4.1.2.5. on all its websites.

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

5.1.1. The Club has two categories of Full Members, as follows:

5.1.1.1. Individual Members; and

5.1.1.2. Organisation Members.

5.1.2. The Club may also have such categories of Associate Membership including Juniors as the Board shall determine, who shall not be members of the Club for the purposes of voting or holding a share in the Club. The Board may make Regulations about the admittance, removal and privileges of Associate Members.

5.1.3. The Board may establish other sub-categories of Full Members and Associate Members 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.

5.1.4. Details of categories of membership, sub-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. Individual Members

Individual Members are individuals who are 18 years or over and admitted to membership in accordance with the Rules.

5.3. Organisation Members

- 5.3.1. Organisation Members are such clubs, leagues, associations, organisations or agencies associated with cricket as are admitted to membership in accordance with these Rules.
- 5.3.2. The Club may from time to time admit as Organisation Members such clubs, leagues, associations, organisations or agencies associated with cricket who:
 - 5.3.2.1. are located in Leicestershire, Rutland or surrounding counties;
 - 5.3.2.2. apply to the Club for membership in a form approved by the Board; and
 - 5.3.2.3. are approved and admitted to membership as Organisation Members by the Board.
- 5.3.3. An Organisation Member, which is an unincorporated body, shall exercise its membership through the person of its nominated representative from time to time. Every such body must notify the Club in writing of the name of its nominated representative and may, subject to the Board's right to decline to accept any person as a representative, replace such nominated representative at any time by giving notice to the Club. The membership rights may be exercised by the nominated representative on behalf of the Organisation Member that she or he represents.
- 5.3.4. An Organisation Member, which is an incorporated body may by resolution of its Directors or other governing body authorise a person to act as its nominated representative at any meeting of the Club. The Organisation Member shall notify the Club in writing of the name of its nominated representative, who the Board has a right to decline. The member rights may be exercised by the nominated representative on behalf of the Organisation Member that he or she represents.
- 5.3.5. Paid employees of the Club are not entitled to be nominated representatives of Organisation Members.

5.4. 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.

5.5. Admission

- 5.5.1. The power to admit members shall be vested in and under the control of the Board. No individual shall be admitted as a Full Member who is under 18 years of age.
- 5.5.2. 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 (if any) for the time being payable in accordance with these Rules.
- 5.5.3. The Board shall have the power, in its absolute discretion and without giving reasons, to accept or reject any applicant for membership.
- 5.5.4. Application for membership shall be deemed to be an acceptance of and submission by the applicant (if elected to membership) to the Rules.

5.6. Misconduct of Members

- 5.6.1. These Rules regarding misconduct of a member shall also apply to a nominated representative of an Organisation Member.
- 5.6.2. Members shall at all times behave in a respectable and responsible manner as a member of the Club and in particular shall:
 - 5.6.2.1. observe and respect these Rules and Bye-Laws; and
 - 5.6.2.2. 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.
- 5.6.3. 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 himself 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 Bye-Laws 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 5.7 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.

5.7. Reprimand, Suspension and Expulsion

- 5.7.1. These Rules as to reprimand, suspension and expulsion applicable to a member shall also apply to a nominated representative of an Organisation Member.
- 5.7.2. If any member or Junior shall be guilty of conduct which in the opinion of the Board renders him, her or it 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 member, 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.
- 5.7.3. Any member dealt with under Rule 5.7.1 (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 three Vice-Presidents (Honorary or otherwise) of the Club, selected by the President or, in his or her absence, the President of the Leicestershire Law Society and she or 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 Secretary.
- 5.7.4. The decision of the Board under Rule 5.7.1 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.
- 5.7.5. A person or organisation that is expelled thereupon forfeits all rights and privileges in respect of the Club and its property. No refund shall be made to that person or organisation of any part of any entrance fee or annual or other subscription.
- 5.7.6. A member 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.

- 5.7.7. The Board shall be entitled to make public that any person or organisation has been expelled suspended or reprimanded and the details for the same.

5.8. Resignation

- 5.8.1. If a member who is an individual 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 her or his share in the capital of the Club) that member shall thereupon automatically cease to be a member and shall be treated as having resigned.
- 5.8.2. If an Organisation Member ceases to exist, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, 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, that organisation's membership shall automatically cease and the Organisation Member will be treated as having resigned.
- 5.8.3. Any member may at any time resign as a member by giving written notice to the Club at its registered office. Unless specified by the member, that notice shall take effect on the 30 September immediately following the date of its receipt by the Club but in any event no refund shall be made of any part of the annual or other subscription or entrance fee (if any) paid by that member.

5.9. General

- 5.9.1. Each member shall give written notice to the Secretary of his or her current postal and e-mail addresses and of any change in such addresses. The postal address of such member as shown in the Register shall be the address of that member for all the purposes of these Rules.
- 5.9.2. Any member 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 member 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. An Organisation Member that does not pay a subscription shall pay for the share upon admission.
- 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.

- 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 or organisation as a Full Member shall be proof that such person or organisation 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 be Full Members but shall in all respects be subject to the Rules for Associate Members including this Rule 7 and to such Bye-laws as the Board may from time to time make regarding Juniors.
- 7.4. Juniors aged 16 or over shall be entitled to enter and use the members' areas, including the pavilion and seating areas. Juniors shall not be permitted to enter licensed areas unless accompanied by an adult.

8. Visitors and Guests

The Board shall have power to allow members 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. Individual Members and Associate Members (including 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, provided that Organisation Members shall not pay an entrance fee or annual subscription.
- 9.2. All annual subscriptions shall become due on 1 April in each Cricket Season. New Individual Members and Associate Members (including 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. Individual Members and Associate Members (including 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 Individual Member and Associate Member (including any 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 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 six months after the end

of each Financial Year and no earlier than four months after the end of the Financial Year), the Club shall hold a general meeting of Full Members as its annual general meeting.

- 10.1.2. A Full Member wishing to propose a members' resolution for consideration at an annual general meeting shall give notice in writing to the Secretary of such wish, and of the form and content of the resolution, not later than noon on the last Working Day of the third month following the end of the Financial Year preceding the relevant annual general meeting. Such notice shall not be effective unless it is signed by the proposer and seconder and complies with the requirements of Rule 10.2.3.
- 10.1.3. The business to be transacted at each annual general meeting shall include the following matters:
 - 10.1.3.1. 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;
 - 10.1.3.2. to elect the Auditors;
 - 10.1.3.3. to elect (pursuant to the provisions of Rule 16.2) the Elected Directors;
 - 10.1.3.4. to ratify (pursuant to the provisions of Rule 16.5) the appointment by the Board of the Nominated Directors;
 - 10.1.3.5. if appropriate to elect the President and any Honorary Vice-Presidents nominated by the Board;
 - 10.1.3.6. if appropriate to ratify (pursuant to the provisions of Rule 16.4.6) the appointment by the Board of new members of the Nominations Committee;
 - 10.1.3.7. to consider any resolution proposed by the Board;
 - 10.1.3.8. 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; and
 - 10.1.3.9. to consider any resolution proposed and seconded by any Full Members and complying with the provisions of Rule 10.1.2.

10.2. Special General Meeting

- 10.2.1. All general meetings of Full 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 one hundred Full Members at the date of receipt of the requisition by the Club;
 - 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;
 - 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 Full 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 she or 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 Full Members and the Auditors in writing.
- 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:
 - 11.2.3.1. the names of the candidates for election as President, Honorary Vice-Presidents, Auditors and Elected Directors;
 - 11.2.3.2. the names of the Nominated Directors and the EDI Director appointed by the Board for ratification;
 - 11.2.3.3. the names of the new members of the Nominations Committee appointed by the Board for ratification; and
 - 11.2.3.4. 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 and on the Club website. 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, twenty Full 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 Chair 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 Full 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 Chair at every general meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting, or if there is no such President or the President is unwilling or unable to act, the Directors present shall decide who shall be the Meeting Chair. If this latter course is not feasible for any reason the Full Members present shall elect one of themselves to act as Chair.
- 12.3. The Meeting Chair 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 (and in the case of Organisation Members, the nominated representatives of the Organisation Member) admitted with the permission of the Meeting Chair (in the Meeting Chair's absolute discretion), admission to any general meeting will only be permitted to Full Members in person and upon production in each case of such proof of identity and entitlement to attend as is satisfactory to the Meeting Chair. 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.
- 12.5. Subject as mentioned in Rule 13.1, all Full Members may attend at a general meeting.

13. Voting at General Meetings

13.1. Qualification

Only the Full Members shall be permitted to vote on, or propose and second a resolution

at a general meeting. Full Members who have more than one membership shall only have one vote on a show of hands.

13.2. Majority Required

Unless otherwise provided by the Act:

- 13.2.1. an ordinary resolution (is a resolution) which has been passed by a majority of the members who (being entitled to do so) vote in favour of it in person (if an Organisation Member by its nominated representative or) or by proxy at a general meeting; and
- 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 (if an Organisation Member by its nominated representative) 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, 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 Chair or by at least three Full 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 Chair 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 Chair 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. On a show of hands votes may only be given personally. For the avoidance of doubt, an Organisation Member may vote in person by its nominated representative. On a poll votes may be given personally or by proxy.
- 13.3.5. A demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the Meeting Chair. A demand so withdrawn shall not be taken to have been 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 Chair 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 Chair

A declaration by the Meeting Chair 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 Act, be final and binding.

13.5. Casting vote of Meeting Chair

In the event of an equality of votes at a General Meeting (whether on a show of hands or on a poll), the Meeting Chair 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 either (a) an Individual Member who was an Individual Member at 30 September in the immediately preceding year and be entitled to attend and vote at a general meeting; or (b) the nominated representative of an Organisation Member entitled to attend a general meeting.
- 13.6.2. Each Individual Member or nominated representative of an Organisation Member shall only be entitled to be appointed proxy for a maximum of four other members. In the case of the Meeting Chair the number of members for which she or he may be appointed proxy 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 or her [] 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 delivered to the Club's registered office or to the address of a third party selected by the Board to receive the instruments of proxy specified in the relevant notice of general meeting 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. 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 at the address specified in Rule 13.6.5 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. There is no limit to the number of terms for which a person may be elected as President.
- 14.1.2. The President once elected shall be treated as being an Individual Member of the Club for the period of her or 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 and speak at 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 or she asks.
- 14.1.4. If the President for the time being ceases for any reason to be an Individual Member or is suspended from Individual 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 appointed shall hold office until the termination of the following annual general meeting.

14.2. Honorary Officers

- 14.2.1. Nominations for Honorary Vice-Presidents shall be made by the Board and contained in the notice of the annual general meeting. They may be elected en bloc or individually as the Meeting Chair may decide.
- 14.2.2. Any Honorary Vice-President once elected shall be treated as being an Individual Member of the Club. On ceasing to hold such office for any reason such membership shall automatically terminate unless the Honorary Vice-President applies for membership under the procedure set out in Rule 5 and such application is accepted
- 14.2.3. If any Honorary Vice-President ceases for any reason to be an Individual Member or is expelled or suspended from Individual Membership pursuant to these Rules she or he 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 or Honorary Life Patron 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 an Individual Member.

14.3. Board Chair

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

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 Officers (Honorary or otherwise) 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 (Honorary or otherwise) may resign at any time by written notice to the Club.

15. Auditors

15.1. The provisions of the Act 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 FCA pursuant to the Act.

16. Board

16.1. Constitution

16.1.1. The Board shall consist of:

16.1.1.1. two Elected Directors elected in accordance with Rule 16.2 or appointed by the Board in accordance with Rule 16.5.1;

16.1.1.2. five Nominated Directors appointed by the Board and ratified by the members in accordance with Rule 16.4 or appointed by the Board and ratified by the members in accordance with Rule 16.5.2;

16.1.1.3. the Equality, Diversity and Inclusion Champion appointed by the Board as the EDI Director and ratified by the members in accordance with Rule 16.4 or appointed by the Board and ratified by the members in accordance with Rule 16.5.3;

16.1.1.4. the Foundation Director;

16.1.1.5. if appointed pursuant to rule 18.3, the Council Director; and

16.1.1.6. the Chief Executive,

providing always that the Club shall adopt a target of, and use its reasonable endeavours to ensure, compliance with published ECB diversity requirements.

16.1.2. Any Individual Member may, subject to complying with the provisions of this Rule 16, seek nominations to stand for election as an Elected Director or apply to the Nominations Committee to be considered as a potential Nominated Director.

- 16.1.3. Subject to the provisions of Rules 16.2.4 and 16.6.1, the term of office of each Elected Director shall be two years.
- 16.1.4. Subject to the provisions of Rules 16.5.7 and 16.6.3, the term of office of each Nominated Director and EDI Director shall be three years.
- 16.1.5. No person shall serve as an Elected Director unless that person is an Individual Member and has been an Individual Member for a minimum period of twelve consecutive months immediately prior to the date of that person's nomination.
- 16.1.6. No person shall serve as a Nominated Director unless that person was an Individual Member at the time of their appointment by the Board and remains so upon ratification by the members at an annual general meeting.
- 16.1.7. No person (other than the Chief Executive) shall serve as a Director if that person is or during the period of three Cricket Seasons immediately prior to the date of election or appointment 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.
- 16.1.8. A member who is a registered player of the Club shall not be eligible for election or appointment as a Director nor shall any Director be eligible for registration as a player of the Club.
- 16.1.9. No person shall serve as a Director unless that person has entered into a Confidentiality Agreement not later than seven days following his or her first election or appointment as a Director and such Confidentiality Agreement remains in force, failing which the Director shall be deemed to have resigned.
- 16.1.10. No Director shall be remunerated.

16.2. Election of Elected Directors

- 16.2.1. No person other than an Elected Director retiring either pursuant to Rule 16.2.4 or pursuant to Rule 16.6.1 shall be eligible for election as a Director at any general meeting, unless a written nomination form signed by two persons who have been Individual Members for twelve consecutive months immediately prior thereto nominating the candidate and by the candidate confirming her or his intention to stand for election, has been delivered to the Club's registered office, 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 (if applicable).
- 16.2.2. A member may only propose or second one Elected Director candidate in each election.
- 16.2.3. Subject to Rule 16.2.4, an Elected Director who retires at an annual general meeting may stand for re-election.
- 16.2.4. No person is eligible to stand for re-election as an Elected Director if she or he has (or is retiring as a Director because she or he has):
 - 16.2.4.1. attained 80 years of age; or
 - 16.2.4.2. served as a Director for the maximum period of ten years whether on a consecutive basis or otherwise

unless the Board decides, in order to maintain continuity, to allow an Elected Director to stand for re-election for one further year at a time and for a maximum of two further years, such person to be re-elected by a special resolution passed at the following annual general meeting in accordance with Rule 13.2.2.
- 16.2.5. If the number of candidates for the post of Elected Director does not exceed the number of vacancies, then those candidates will be deemed to be elected at that annual general

meeting and no vote shall be taken. If there are more candidates than vacancies, an election shall be held on the following basis:

- 16.2.5.1. The Club shall cause to be posted to each member eligible to vote, 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 16.2.5.1. shall be in the discretion of the Secretary.
- 16.2.5.2. The Club 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.
- 16.2.5.3. 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. For the avoidance of doubt only Individual Members may vote on the election of Elected Directors.
- 16.2.5.4. Voting papers which do not comply with the requirements for their valid completion and return shall be invalid.
- 16.2.5.5. The Scrutineers will scrutinise the counting of votes. The Meeting Chair shall report the result to the general meeting. The outcome of the count shall be final and binding.
- 16.2.5.6. The candidate(s) who receive(s) the highest number of votes in the ballot shall be elected. 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 Meeting Chair.
- 16.2.6. An Elected Director elected at an annual general meeting who was not a retiring Director shall take office at the end of the meeting. A retiring Elected Director who is re-elected will continue in office without a break. A retiring Elected Director who is not re-elected shall retain office until the end of the meeting

16.3. Nominations Committee

- 16.3.1. The Nominations Committee shall have five members who (other than the Chief Executive) shall be appointed by the Board as follows:
 - 16.3.1.1. two Nominated Directors;
 - 16.3.1.2. one Elected Director;
 - 16.3.1.3. the Chief Executive; and
 - 16.3.1.4. an individual who is not nor has been an individual Club Member, employee or officer of, or adviser or supplier to, or otherwise associated with the Club and with experience of senior executive recruitment or experience otherwise relevant to a nominations committee or whose skills set complements those of the other members of the Nominations Committee.
- 16.3.2. The Nominations Committee Chair shall be a member of the Nominations Committee other than the Chief Executive and shall be elected by the members of the Nominations Committee. If the Nominations Committee Chair is unavailable for a meeting of the Nominations Committee, the members of the Nominations Committee present shall appoint one of the other members present as chair of that meeting.
- 16.3.3. The composition of the Nominations Committee may only be changed by special resolution at an annual general meeting or special general meeting.

- 16.3.4. The Board shall establish and maintain a set of guidelines and/or criteria in terms of skills, competencies, expertise, qualifications and experience which shall be required of the Nominations Committee as a whole and/or of individual members of the Nominations Committee and shall seek to create a Nominations Committee which meets such guidelines and/or criteria and whose members meet such guidelines and/or criteria and who have an association with the Club, have been recommended by the ECB or Sport England, have been recommended by Leicester City Council or would otherwise be regarded by the Board as being of sufficient calibre and stature to form part of the Nominations Committee.
- 16.3.5. The term of office of a member of the Nominations Committee other than the Chief Executive shall, subject to his/her appointment being ratified in accordance with Rule 16.3.6, be three years from the date of appointment. A member of the Nominations Committee retiring after his/her initial three year term may be re-appointed for one further term of up to three years.
- 16.3.6. Each appointment by the Board, of a member of the Nominations Committee must be ratified by an ordinary resolution (in person) passed at the next following annual general meeting or special general meeting
- 16.3.7. If:
- 16.3.7.1. any appointment of a member of the Nominations Committee is not ratified in accordance with Rule 16.3.5; or
- 16.3.7.2. any member of the Nominations Committee ceases to be eligible for whatever reason, relinquishes his or her position or the Board terminates his or her appointment the Nominations Committee shall operate with fewer members until the Board appoints another member who, for the avoidance of doubt, shall not be the member whose appointment was not so ratified. Such appointment shall be effective from the date of appointment by the Board but must be ratified at the next following annual general meeting or special general meeting.
- 16.3.8. If at any time a member of the Nominations Committee decides that he or she intends to stand for election or appointment as a Director, he or she must declare that intention to the Board and must stand down from his or her position on the Nominations Committee.
- 16.3.9. Meetings of the Nominations Committee shall take place at such times and at such places as it may determine but with on not less than 14 days' notice unless agreed otherwise by all its members.
- 16.3.10. The quorum for any meeting of the Nominations Committee shall be five, but the Nominations Committee may agree that three members may form an interview panel for the appointment of a new Nominated Director and select the Nominated Director subject to confirmation of the interview panel's choice by a quorate meeting of the Nominations Committee. Meetings may be held by video or telephone conference call (or any other similar system of communication), provided that each member attending can hear, and be heard by, each other member attending so as to enable all those attending to participate fully and effectively in the meeting. If any member of the Nominations Committee has a conflict of interest in relation to any appointment of a Nominated Director, then he or she will cease to be part of the quorum and will abstain from participation in the consideration of that appointment and the quorum for the meeting shall be reduced accordingly.
- 16.3.11. The Nominations Committee shall be required by the Board:
- 16.3.11.1. to receive from the Board, details of vacant Nominated Director positions on the Board and the specific Criteria required by the Board to fill those vacant positions;
- 16.3.11.2. to seek, attract and receive applications from prospective Nominated Directors for each Nominated Director position which is vacant or will become vacant, so as to ensure that every vacancy caused by the retirement of a Nominated Director can be immediately filled;

- 16.3.11.3. to ensure that an applicant is an Individual Member at the time of his/her appointment as a Nominated Director;
 - 16.3.11.4. to draw up a shortlist of applicants who fulfil (and verify that they do fulfil) the specific Criteria required by the Board for the vacant Nominated Director position(s) for which they are applying;
 - 16.3.11.5. to interview the shortlisted applicants to assess their suitability to fill the vacant Nominated Director position(s);
 - 16.3.11.6. for each vacant Nominated Director position to recommend to the Board the applicant who best fulfils the relevant Criteria specified by the Board for the relevant Nominated Director position and, who is, in its opinion, best suited to fill that vacant Nominated Director position;
 - 16.3.11.7. to prepare and present in detail to the Board the reasons for recommending applicants to fill the vacant Nominated Director positions.
- 16.3.12. The Nominations Committee may in exceptional circumstances determine that two equally qualified candidates should be recommended to the Board for appointment as Nominated Directors. Should the Board agree with the recommendation of the Nominations Committee, both appointments shall be put to the members for ratification at the next following annual general meeting. If there is only a vacancy for one Nominated Director, then the candidate whose appointment is ratified or, if both candidates have their appointments ratified, only the candidate with the most votes in favour of his/her ratification shall be deemed to have had his/her appointment ratified.
- 16.3.13. Pursuant to Rule 16.3.11 the Board and the Nominations Committee shall, in addition to the Criteria, at all times also take the following non-exhaustive criteria into account in its consideration of the appointment of a potential Nominated Director:
- 16.3.13.1. the promotion of the objects of the Club listed at Rule 3.1;
 - 16.3.13.2. the protection of the best interests of the Club and its members;
 - 16.3.13.3. the diversity (in all regards, including without limitation in respect of gender and ethnicity) of the Board, taking into account any guidance or other information issued by the ECB and any relevant sporting bodies and organisations, including without limitation Sport England (and any successor body or organisation), and any guidance issued by the Government of the United Kingdom, or any other Governmental body or bodies;
 - 16.3.13.4. the relevant skills and experience of candidates, including (without limitation) cricketing, financial, communications commercial, marketing and sales, community engagement, human resources, property and legal skills and/or experience, taking into account the skills and experience of the other Directors;
 - 16.3.13.5. the need for succession planning and to plan for the future and longevity of the Club; and
 - 16.3.13.6. all criteria contained in any job descriptions and other guidance issued by Sport England and/or the ECB (and any successor body or organisations) in respect of the role of Non-Executive Director or similar roles.
- 16.3.14. The Board may vary the guidelines and criteria referred to in Rules 16.4.4, add additional criteria and/or delete any such criteria, as it shall in its entire discretion determine.
- 16.3.15. Vacancies or anticipated vacancies for the position of Nominated Director shall be advertised and/or otherwise publicised on any such basis as the Board and the Nominations Committee shall determine.
- 16.3.15.1. The recommendation of a Nominated Director shall be decided by a majority vote of the Nominations Committee. In the event that an even number of the members of the Nominations Committee vote in favour and against the

recommendation of a Nominated Director, the Nominations Committee Chair shall have a casting vote.

16.3.15.2. The Chief Executive shall not be present at or participate in (the part of) any meeting of the Board at which the appointment of a new Chief Executive as his or her successor is being considered or otherwise be involved in the proceedings of the Nominations Committee or the Board relating to the appointment of his or her successor.

16.3.15.3. The Nominations Committee Chair shall have a casting vote on all other decisions required to be made by the Nominations Committee.

16.4. Appointment of Nominated Directors and the EDI Director

16.4.1. The Board shall request the Nominations Committee to seek to identify suitable Nominated Directors to fill vacant Nominated Director positions and any vacancy for the position of the EDI Director and shall determine the specific Criteria to be met in respect of each such vacancy and the Nominations Committee shall seek to identify applicants who meet the Criteria specified by the Board. Each Nominated Director and the EDI Director shall be appointed by the Board after consideration of a recommendation for his or her appointment by the Nominations Committee in accordance with, in respect of a Nominated Director, Rule 16.3.11 or, in the case of a casual vacancy, in accordance with clause 16.5.2.

16.4.2. The Board shall establish and maintain a set of criteria (in addition to those set out in Rule 16.3.11) in terms of competencies, expertise, qualifications and experience, some of which shall be required for every Nominated Director and some of which may only be required for a Nominated Director fulfilling a certain role ("Criteria"). The Board has already established the initial Criteria in terms of competencies, expertise, qualifications and experience for Nominated Directors and this is shown as Annex A to these Rules.

16.4.3. Following the appointment or reappointment of a Nominated Director or the EDI Director by the Board, her or his appointment or reappointment shall be ratified by an ordinary resolution passed at the next following annual general meeting

16.4.4. If any such appointment or reappointment is not ratified by the members, the Board shall request the Nominations Committee to seek and recommend a replacement Nominated Director or EDI Director

16.4.5. The appointment of each Nominated Director or the EDI Director shall take effect from the date specified by the Board. A retiring Nominated Director or the EDI Director who is not being reappointed after the end of her or his term shall retain office until the end of her or his term or, if the Board so determines, the later of that date and the start of the term of the Nominated Director being appointed as his or her successor. A retiring Nominated Director or the EDI Director who is reappointed will continue in office without a break.

16.4.6. A Nominated Director and/or the EDI Director shall be eligible to be reappointed by the Board following the expiry of her or his initial or subsequent term or terms of office. Nominated Directors seeking to be reappointed by the Board must reapply for the position and, pursuant to Rules 16.4 and 16.5, the same procedures must apply to a reappointment of a Nominated Director as for an original appointment.

16.4.7. No person is eligible to be reappointed by the Board as a Nominated Director or as the EDI Director if he or she has (or is retiring as a Director because he or she has):

16.4.7.1. attained 80 years of age; or

16.4.7.2. served as a Director for the maximum period of nine years whether on a consecutive basis or otherwise,

unless the Board decides, in order to maintain continuity, to reappoint a Nominated Director or the EDI Director for one further year at a time and for a maximum of two further years, such reappointment to be ratified by a special resolution passed at the next following annual

general meeting

16.5. Casual vacancies

- 16.5.1. Subject to Rule 16.2.4, the Board may at any time fill a casual vacancy on the Board which arises by reason of an Elected Director ceasing to hold office, provided that such person satisfies the criteria set out in Rule 16.1. Any Director so appointed shall be deemed an Elected Director. Such a Director shall hold office only until the 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.
- 16.5.2. Subject to Rule 16.4.7, the Board may at any time request the Nominations Committee to seek and recommend a replacement Nominated Director or EDI Director to fill a casual vacancy on the Board which arises by reason of a Nominated Director or the EDI Director ceasing to hold office, provided that such person satisfies the Criteria and the criteria set out in Rule 16.3.13. Any Director so appointed shall be deemed a Nominated Director or, as the case may be, the EDI Director and his or her appointment shall be ratified by an ordinary resolution passed at the next following annual general meeting.

16.6. Retirement and removal of directors

- 16.6.1. At each annual general meeting, any Elected Director who shall have attained the age of 80 years or served two years from the date of his or her election shall retire from office. An Elected Director so retiring shall retain office until the close or adjournment of the meeting.
- 16.6.2. At each annual general meeting, a Foundation Director who shall have attained the age of 80 years shall retire from office. A Foundation Director so retiring shall retain office until the close or adjournment of the meeting.
- 16.6.3. At each annual general meeting, any Nominated Director or EDI Director who shall have attained the age of 80 years or served three years from the date of her or his appointment by the Board shall retire from office. A Nominated Director or EDI Director so retiring shall retain office until the close or adjournment of the meeting.
- 16.6.4. Any person shall cease to be a Director and shall vacate his or her office if such person:
 - 16.6.4.1. ceases to be an Individual Member;
 - 16.6.4.2. 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;
 - 16.6.4.3. becomes bankrupt or makes any arrangement or composition with his or her creditors;
 - 16.6.4.4. 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;
 - 16.6.4.5. resigns as a Director;
 - 16.6.4.6. in the reasonable opinion of the Board is, or has been at any time in her or his current term of office (or a previous term of office), in material breach of the terms of the Confidentiality Agreement entered into by him or her; or
 - 16.6.4.7. fails to attend four consecutive Board meetings and the Board resolves that the person shall forthwith cease to be a Director;
 - 16.6.4.8. upon the passing of a special resolution at a general meeting for the removal of such person as a Director; or

- 16.6.4.9. upon the passing of a resolution for the removal of such person as a Director by not less than two-thirds in number of the members of the Board (excluding, for the avoidance of doubt, the Director concerned).

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 Chair 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 five Directors. A member of the Board shall be deemed present if she or he is able to participate by video or telephone conference call (or any other similar system of communication), provided that each member attending can hear, and be heard by, each other member attending so as to enable all those attending to participate fully and effectively in the meeting.
- 17.3. The Board Chair shall preside at every meeting of the Board but if at the relevant time there is no Board Chair, or if the Board Chair 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 chair of that meeting.
- 17.4. Subject to Rule 17.6, each Director shall have one vote and 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 chair 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 Chair (or the Chief Executive if the Director in question is the Board Chair), 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. Sub-committees may be appointed by the Board and each sub-committee shall meet at such times as its chair or the Board shall deem necessary. The Board Chair shall be an ex officio member of any sub-committee 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 Act 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 Full 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 as the Board may determine; and
- 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.

- 18.3. Notwithstanding the provisions of Rule 16, if the Club enters into an agreement under which Leicester City Council and/or Leicestershire County Council makes a loan or a loan, bond or guarantee facility available to the Club, the Board shall be entitled to agree that each lending Council may appoint one person to the Board as an additional Director (known as a "Council Director") on such terms as the Board and the lending Council shall agree from time to time, including specific terms in relation to the appointment and removal of such a Director. For the avoidance of doubt any such Director shall not be an Elected Director, a Nominated Director or the EDI Director or Foundation Director and shall not be appointed or retire in accordance with the provisions of Rule 16.

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 (postal and e-mail if provided) of all the members in their various categories (including Juniors);
 - 19.1.2. the date on which each person was entered in the Register as a member, the dates of any change in category and the date on which any person ceased to be a member;
 - 19.1.3. the names and addresses (postal and e-mail if provided) 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; and
 - 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 Rules 19.1.1, 19.1.2 and 19.1.3 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, her or its own account and (subject to the Data Protection Act and any similar legislation) all the particulars contained in the Register of members and Officers other than those entered under 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 the Board.

20. Annual Return

The Secretary shall send to the FCA, in accordance with the Act, 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 Act 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 16 of the Act.
- 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 Act 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 an adviser to the Board, 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 Act.
- 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 Full 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 (including a nominated representative of an Organisation Member) 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 postal 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 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:

"the Act"	the Co-operative and Community Benefit Societies Act 2014 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 Act
"Associate Member"	a non-voting member of the Club admitted in accordance with Rule 5.1.2 (including, for the avoidance of doubt, Juniors)
"Auditors"	the auditors of the Club for the time being
"Board"	the board of Directors
"Board Chair"	the person holding the office of Chair 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
"Chief Executive"	the Chief Executive of the Club for the time being
"Club"	Leicestershire County Cricket Club Limited
"Confidentiality Agreement"	the standard form confidentiality agreement required to be entered into between the Club and each Director
"Council Director"	an additional Director appointed from Leicester City Council and/or Leicestershire County Council pursuant to Rule 18.3 1 April to 30 September of each year
"Cricket Season"	
"Criteria"	the criteria for Nominated Directors and/or the Chief Executive as established and maintained pursuant to, and defined in, Rule 16.5.2

“Data Protection Act”	the Data Protection Act 1998 and any subsequent acts governing or otherwise affecting data protection
“Director”	an Elected Director, the Foundation Director, the EDI Director, a Nominated Director, the Council Director (if appointed) and the Chief Executive
“EDI Director”	the Equality, Diversity and Inclusion Champion appointed by the Board as a Director pursuant to Rule 16.4.
“ECB”	England and Wales Cricket Board Limited (or any successor body or organisation)
“ECB Rules”	any rules or regulating directives and resolutions of the ECB (the Playing Conditions for First-Class Matches and One-Day International Matches and the ECB’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 the Individual Members or a person appointed by the Board to fill a casual vacancy in respect of such role pursuant to Rule 16.6.1
“Financial Year”	the year of account of the Club as determined in accordance with the provisions of the Act, being (as at the date of the adoption of these Rules) 1 October to 30 September
“First Class Cricket”	first class cricket is the highest level of cricket played within the United Kingdom and recognised as such by the ECB or ICC
“FCA”	the Financial Conduct Authority or any successor authority or body
“Foundation”	The Leicestershire And Rutland Cricket Foundation (Charity number 1125155)
“Foundation Director”	the Chair for the time being of the Foundation
“Full Member”	each Organisation Member and Individual Member
“Honorary Life Member”	an Honorary Life Member of the Club for the time being
“Honorary Life Patron”	an Honorary Life Patron of the Club for the time being
“Honorary Vice-President”	an Honorary Vice-President of the Club for the time being
“ICC”	The International Cricket Council, the global governing body of cricket, and any successor body or organisation
“Individual Member”	a person aged 18 years and above being a member admitted in accordance with Rule 5.2 and paying the necessary subscription which the Board may from time to time determine
“Junior”	a person under the age of 18
“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 and an Associate Member
“Meeting Chair”	the chair of a general meeting
“Nominated Director”	a person recommended by the Nominations Committee, appointed by the Board and ratified at an annual general meeting as a Director of the Club pursuant to Rule 16.4 or a person appointed by the Board to fill a casual vacancy in respect of a Nominated Director pursuant to Rule 16.5.3
“Nominations Committee”	the committee responsible for the assessment and recommendation of Nominated Directors, as described at Rule 16.4
“Nominations Committee Chair”	the Chair for the time being of the Nominations Committee appointed in accordance with Rule 16.4.2
“Officer”	one of the officers of the Club described in Rule 14
“Ordinary resolution”	a resolution of members passed in accordance with Rule 13.2.1
“Organisation Member”	a member admitted in accordance with Rule 5.3
“poll”	includes ballot
“President”	the President of the Club for the time being
“Register”	the register maintained pursuant to Rule 19
“Rules”	these Rules as amended from time to time
“Scrutineers”	two or more persons appointed by the Board or by a Meeting Chair to count votes cast in person and/or by proxy
“Secretary”	the Secretary of the Club for the time being
“special resolution”	a resolution of members passed in accordance with Rule 13.2.2.
“subsidiary”	the meaning given to it by the Companies Act 2006
“Working Day”	any day on which the Club office is open for normal business
“Year”	save as otherwise provided 1 April to 31 March

ANNEX A – COMPETENCIES, EXPERTISE, QUALIFICATIONS AND EXPERIENCE CRITERIA FOR NOMINATED DIRECTORS

INTRODUCTION

In carrying out their related responsibilities, the Board and the Nominations Committee will utilise this statement of qualifications and experience for Nominated Directors.

In arriving at its recommendations to the Board the Nominations Committee shall have regard to the requirements for the composition of the Board to:

- have sufficient skills and experience, including cricketing, financial, commercial, real estate, human resources and legal;
- be diverse with regard to gender and ethnicity; and
- meet any guidelines or requirements of Sport England and the ECB.

Once appointed by the Board to a particular Nominated Director position and ratified by the members at the following annual general meeting, a Nominated Director becomes a Director of the Board with the responsibilities beholden of all Directors.

SUMMARY OF THE RESPONSIBILITY OF ALL DIRECTORS

A Director is a key person responsible for running the Club and it is upon all Directors that the success, the name and the reputation of the Club relies. Conducting the role of a Director requires a clear understanding of each and every aspect of the Club's business. The Club demands that all of its Directors are fit and proper people, of good character with no record of serious misconduct or mismanagement or conviction for dishonesty, disqualification as a trustee or director, or any record of bankruptcy.

PRINCIPAL DUTIES OF ALL DIRECTORS

Principal duties of all Directors include a willingness, commitment and the ability to:

- provide constructive challenge to the work of the Board and help to develop the Club's philosophies, missions, policies, strategies, goals and objectives;
- work closely with all other Directors to ensure that the Club is governed successfully;
- scrutinise management performance in meeting agreed goals and objectives and accept responsibility for the overall success or failure of the Club;
- satisfy themselves on the integrity of financial information and that controls and risk management systems are robust;
- look after the well-being of all employees and examine the performance of each department within the Club;
- maintain an inclusive and diverse environment throughout the Club, considering all aspects of diversity including gender, ethnicity, sexuality and disability;
- recognise and understand the need for diversity with regards to gender and ethnicity and the requirements of the disadvantaged in the community that the Club serves;
- execute the responsibilities of a company director according to lawful and ethical standards;
- give direction to ensure that the Club fully conforms to current laws and regulations;
- bring the attention of the Board to any potential hazards or problems for the business operations of the Club; and
- work in a professional manner and act as an ambassador for the Club at all times.

COMPETENCIES, EXPERTISE, QUALIFICATIONS AND EXPERIENCE CRITERIA REQUIRED BY THE BOARD

It is intended that the criteria listed below will be covered in terms of the competencies, expertise, qualifications and experience of the entire Board, but it is unlikely that any one Director will possess them all:

Directorship, Board and Committee Membership	Human Resources, Staff Development, Safeguarding and Data Protection
Strategic Planning and Leadership	Property Management and Development
Business Management	Information Technology
Corporate Governance and Ethics	Accounting, Finance and Investment
Legal Compliance	Insurance
Stakeholder Engagement	First-Class Cricket
Public Relations, Marketing, Media and Social Networking	Diversity
Quality Control	Integrity and Community Standing

Commercial Management	Teamwork and Interpersonal Skills
Risk Management and Audit	Higher Education and Professional Qualifications

COMPETENCIES, EXPERTISE, QUALIFICATIONS AND EXPERIENCE REQUIRED FOR NOMINATED DIRECTORS

In addition to the competencies listed above that are required to be covered by the entire Board, the ECB and Sport England require the Club to appoint Nominated Directors to specific roles which are specified in terms of competencies, expertise, qualifications and experience. These roles and their competencies are listed below.

When appropriate and in accordance with the table of competencies listed below, the Board will notify the Nominations Committee of the details of vacant Nominated Director positions and the specific competencies, expertise, qualifications and experience required by the Board to fill those vacant positions.

In turn, the Nominations Committee will advertise on the Club's website and write to all members to invite applications from prospective Nominated Directors for each vacant Nominated Director position. All applicants must be current members at the time of their appointment as a Nominated Director.

When applying to the Club for a position as a Nominated Director, the Nominations Committee will require all applicants to submit their application in the form of a letter stating their intention and commitment to serve the Club; a curriculum vitae; and a 150-word personal profile.

These documents should be accompanied by a statement of how the applicant's personal qualifications and experience match not only the competencies listed above that are required by the entire Board, but also, more specifically in relation to which Nominated Director role the applicant feels most able to make a positive contribution to the work of the Board, a statement of how her/his personal qualifications and experience match one or more of the specific competencies listed below.

Nominated Director Role	Competencies, expertise, qualifications and/or experience required
Cricket	<p><u>Essential:</u></p> <ul style="list-style-type: none"> • An ability to provide a comprehensive and objective view of all professional and recreational cricket. • A well-rounded understanding of the dynamics of the first-class game. <p><u>Desirable:</u></p> <ul style="list-style-type: none"> • First-class playing experience.
Finance	<p><u>Essential:</u></p> <ul style="list-style-type: none"> • Capability to provide strategic financial advice and overseeing all aspects of financial planning, budgeting and reporting. • Nominated accountant (or equivalent) with five years' senior management experience. • Experience of constructing business plans in consultation with other stakeholders. • Capability to evaluate, monitor and update business plans. <p><u>Desirable:</u></p> <ul style="list-style-type: none"> • Governance experience.
Governance	<p><u>Essential:</u></p> <ul style="list-style-type: none"> • Sound knowledge of corporate governance regulations. • Experience of business ethics and compliance regulations. <p><u>Desirable:</u></p> <ul style="list-style-type: none"> • Lengthy governance experience. • Strong governance expertise. • A good understanding of the Board's roles and responsibilities in a members' club.

Commercial	<p><u>Essential:</u></p> <ul style="list-style-type: none"> • Commercial management experience with knowledge of modern methods and an abundance of ideas for generating commercial income. • A track record of increasing revenue through the generation of leads and attracting external financial support from commercial partners. • Ability to formulate sales strategies and solutions. • Experience of digital marketing, social media and website use and development. • Capability to understand business plans and implement them. <p><u>Desirable:</u></p> <ul style="list-style-type: none"> • Experience of constructing business plans in consultation with other stakeholders.
Property	<p><u>Essential:</u></p> <ul style="list-style-type: none"> • Senior management experience in property management and/or property development. • Experience in property maintenance, including sports grounds. • Capability to understand business plans and implement them. • A good understanding of the value of owning grounds and properties. • Ability to advise and lead on the longer-term development of grounds and property. <p><u>Desirable:</u></p> <ul style="list-style-type: none"> • Experience of constructing business plans in consultation with other stakeholders. • An understanding of Health and Safety issues. • Governance experience.
Diversity	<p><u>Essential:</u></p> <p>Knowledge and understanding of the need for diversity and the requirements of the disadvantaged in the community that the Club serves.</p>
Legal	<p><u>Essential:</u></p> <ul style="list-style-type: none"> • A Law Degree. • Legal or Company Secretary qualification. • Capability to assess transactional risk in property and commercial/contract fields and an ability to offer or to ensure that sound advice is taken. • Significant commercial/business experience. • Ability to translate business needs into legal requirements and to manage and advise upon external law firm's performance. • A strong understanding of corporate law (including how the law impacts the business operations of clubs) • Data protection expertise. <p><u>Desirable:</u></p> <ul style="list-style-type: none"> • Experience of human resources management or detailed understanding of human resources, including safeguarding matters. • Governance experience.