

Reg. No. 28451R



**Lancashire County
Cricket Club**

RULES

of

**LANCASHIRE COUNTY CRICKET
CLUB LIMITED**

2010

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CLUB LIMITED**

This booklet contains a composite of Lancashire County Cricket Club Limited Rules in force as at 24th April 2008 and incorporates all rule amendments up to and including those approved by the Financial Services Authority on 24th April 2008.

It does not however replace the existing Lancashire County Cricket Club Limited Rule Book, which, as amended, remains in force. It is, however, intended to set the amendments in context and aid understanding of the rules

Registered Office: Old Trafford, Manchester, M16 0PX

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RULES

1. Name

The Society shall be called "Lancashire County Cricket Club Limited".

2. Registered Office

2.1 The registered office of the Club shall be at Old Trafford, Manchester M16 OPX or at such other location as the Board may from time to time decide.

2.2 Notice of any change in the situation of the registered office shall be given by the Secretary, within 14 days after the change, to the Registrar.

3. Objects and Powers

3.1 The objects of the Club are :-

3.1.1 the promotion and furtherance of the game of Cricket;

3.1.2 participation in the County Cricket Championships and other competitions organised by the England and Wales Cricket Board Limited;

3.1.3 the provision and maintenance of facilities for Members, subscribers and others for the enjoyment of the game of Cricket;

3.1.4 the promotion and furtherance of other activities necessary to maintain first class Cricket in Lancashire and at Old Trafford;

3.1.5 support of the Lancashire Cricket Board and promotion and co-ordination of all forms of recreational cricket in Lancashire.

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 (including through the medium of any one or more subsidiary or subsidiaries) 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 (including (but not limited to) leasing, sub-leasing, re-leasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring or otherwise dealing with real and personal property of any kind) as shall be considered by the Board to be necessary, desirable or expedient for the purposes of the Club or the advancement of its interests;

3.2.2 to borrow or raise money by any means whatsoever for the purposes of or in connection with the Club's activities or any of them, to mortgage and charge all or any of the real and personal property and assets, present or future, of the Club, and to issue at par or at a premium or discount, and for such consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture or loan stock, either permanent or redeemable or repayable and whether secured or unsecured, or any other securities whether by way of mortgage or otherwise and whether outright or by way of security for the performance of any contracts or any debts, liabilities or obligations of the Club or any of its subsidiaries or other persons or 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 save that:

3.2.2.1 the total amount outstanding from time to time in respect of any borrowed money shall not without the previous authority of the members in general meeting exceed the sum of £20 million; and

3.2.2.2 the annual rate of interest payable by the Club in respect of its borrowings or any part of such borrowings (except any money borrowed by way of bank overdraft or secured by mortgage or charge of the Club's property or any part of such property) shall not exceed five per cent above the published Base Rate of the Club's principal bankers for the time being in force ("the Base Rate") and the annual rate of interest payable by the Club in respect of its borrowings from members shall not exceed one percent above the Base Rate but so that no person dealing with the Club shall by reason of the foregoing be concerned to see or inquire whether such limits are or have been observed and no borrowing in excess of such limits shall be invalid or ineffectual unless the lender or the recipient of the security had at the time when the borrowing was made or the security was given express notice that any such limits had been or would thereby be exceeded;

3.2.3 to invest in, control, manage, finance (whether by loans, guarantees, the provision of security, share capital or any other method), subsidise, sub-rent, co-ordinate or otherwise assist any company (whether a subsidiary or not), any body of persons (corporate or not) and 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, persons or person whatever irrespective of their objects, business, undertaking activities or purpose;

- 3.2.4 to apply for and hold any licences that may be required for or in connection with the activities of the Club and to provide catering and such other facilities as the Board shall consider desirable;
- 3.2.5 to promote or stage competitions and entertainments in connection with the game of Cricket and any other sports and recreations;
- 3.2.6 to invite, receive and make donations for, or otherwise promote or assist in, the development or continuance of facilities for, or the prestige of, the game of Cricket or any other sports or recreations;
- 3.2.7 to support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the Board, directly or indirectly benefit, or is calculated so to benefit, the Club or its activities, officers, ex-officers, employees or ex-employees of any company which is for the time being or has at any time been a subsidiary of the Club;
- 3.2.8 to provide pensions, insurance and other benefits to employees or ex-employees of the Club or of any subsidiary of the Club or the dependents 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 including (but not limited to) retirement benefits and/or life assurance schemes;
- 3.2.9 to accept and grant sponsorships and franchises and to make such other arrangements as the Board in its discretion shall think fit;
- 3.2.10 within the terms of the Acts, and subject to any licences or consents required, to receive money on deposit and to pay interest thereon;
- 3.2.11 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;
- 3.2.12 to enter into contracts or arrangements of any type whatsoever and with any person, firm, company, body or organisation including (without limitation) any one or more members;
- 3.2.13 to enter into all deeds and documents, of novation or otherwise, consequent 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 applicable as follows:-

- 3.3.1 in paying interest on the share capital at such rate or divers rates, which may be graduated according to the amount of share capital in the Club held by individual

members, as determined by the Board from time to time but not exceeding in any case 5 per cent per annum or 2 per cent above the National Westminster Bank plc base rate, whichever is the greater. In this rule "National Westminster Bank plc base rate" means the National Westminster Bank plc base rate at the time of determining the rate of interest or at such time within two years prior to the date of such determination as the Board decides;

3.3.2 any balance of the profits remaining after application as aforesaid shall be applied in furthering the objects of the Club or shall be carried forward.

4. Use of Name

4.1 The name of the Club shall:-

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

4.1.2 be stated in legible characters:-

4.1.2.1 in all business letters of the Club;

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

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

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

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

5. Membership

5.1 **Categories**

The Club shall have such categories of membership (but without prejudice to the provisions of Rule 6.2) with such qualifications, privileges, rights and duties attaching thereto as the Board may from time to time specify but always on the basis that (subject to these Rules) every member shall have one vote. Details of categories of membership, qualifications, privileges, rights and duties shall be kept by the Secretary and shall be available for inspection by members at all reasonable times.

5.2 **Number of Members**

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

5.3 **Admission**

- 5.3.1 The admission of members shall be vested in and under the control of the Board. No person shall be admitted to full membership who is under 18 years of age.
- 5.3.2 Applications for membership shall be submitted on the appropriate form (obtained from the Secretary) approved for the time being by the Board. Applicants must state their name and address together with such particulars as the Board may from time to time require and, when completed, the form must be delivered to the Secretary together with the appropriate entrance fee (if any) and annual subscription fees for the time being payable in accordance with Rule 9.
- 5.3.3 The admission of an applicant to membership of the Club shall be forthwith notified to him or her by the Secretary.
- Only persons who were members at the end of the financial year shall be allowed to attend and have voting rights at the next following Annual General Meeting.
- 5.3.4 The Board shall have the power to declare any applicant for membership duly elected or to reject such application in its absolute discretion and the Secretary shall notify the applicant accordingly. In the case of rejection the Club shall be under no obligation to give any reason or reasons for such rejection and the entrance fee (if any) and annual subscription fees may in the absolute discretion of the Board be returned to the applicant by post at the applicant's risk.
- 5.3.5 Payment of the entrance fee (if any) and the annual subscription fees by an applicant for membership shall be deemed to be a declaration of agreement of, and submission by the applicant (if elected to membership) to, the Rules of the Club. Upon election each Member shall be sent a copy of the Rules.
- 5.3.6 The Board shall have power to elect as an Honorary Life Member any person (whether an existing member or not) whose service to the Club or to the game or Cricket in its opinion merits such recognition. Such an honorary life member shall enjoy such special rights and privileges (including not being required to pay any annual subscription) in addition to his or her rights and privilege as a member as the Board may from time to time (whether before or after his or her election as an honorary life member) decide but shall not be eligible to serve on the Board.

5.4 Misconduct of Members

The Secretary or Club Chairman shall have power to order the withdrawal from the Club's premises of any member who is in breach of any of the Club's Ground Regulations or any other Bye-laws or regulations relating to the use of the Club's premises by members or who otherwise misconduct himself/herself. Save with the consent of the Club Chairman or Secretary any such member shall have no right of re-entry to the Club's premises before the conclusion of the meeting of the Board at which the action to be taken with regard to such member is considered pursuant to Rule 5.5 or the Board notifies such member in writing that the matter is to be taken no further.

5.5 Reprimand, Suspension and Expulsion

- 5.5.1 The Board shall have power to reprimand, suspend for a period not exceeding 12 months or expel any member who infringes any of these Rules or any Bye-laws or

regulations made under these Rules (including the Club's Ground Regulations) or any ECB Rules and Regulations or whose conduct or action, whether at the Club's premises or not, is, in the opinion of the Board, prejudicial to the interests of the Club or of the game of Cricket or may bring the game of Cricket or any Cricketer or group of Cricketers into disrepute or is otherwise such as to render him or her, in the opinion of the Board, unfit to be a member. Without limiting the generality of the previous sentence, if any member willfully transfers, lends or parts with his or her membership card (or ticket obtained by use of a membership card) to any other person so as to enable that person or any other person to use that card (or ticket), then such action shall be deemed to be conduct inconsistent with the interests of the Club. For the avoidance of doubt, "membership card" does not include any transferable guest or junior card issued to a member.

- 5.5.2 Before the Board exercises its power to reprimand, suspend or expel a member, the member concerned must be given at least fourteen days notice, in writing, of the date, time and place of the Board meeting at which the proposal to exercise that power in relation to that member is to be considered, of the nature of such proposed exercise and of the general nature of the reason for it. Any such members shall have the right to appear before and be heard by the Board at that meeting (either alone or through, or accompanied by, a representative) or to explain his or her conduct in writing. The decision of the Board regarding the exercise or otherwise of such power in relation to any member shall be final.
- 5.5.3 A member who is expelled thereupon forfeits all rights and privileges as a member in respect of the Club and its property and forthwith ceases to be a member. No refund shall be made to that member of any part of his entrance fee (if any) or his annual or other subscription.
- 5.5.4 A member who is suspended shall not during such suspension be entitled as a member to use or be on the Club's premises nor to attend any general meeting nor vote on any resolution or upon any election nor hold any office, but shall remain liable to pay his or her subscription.
- 5.5.5 If a member is reprimanded the Board shall be entitled to make public that fact and the reason(s) for such reprimand.

5.6 Withdrawal

- 5.6.1 A member may at any time resign as a member by withdrawing all his or her shares in the Club in accordance with Rule 6 or, if the right to withdraw shares has been suspended as provided for in Rule 6, by surrendering all his or her shares to the Club. Upon such surrender the Board may in their discretion pay up to the withdrawing member any amount not exceeding the amount paid up or credited on the shares surrendered. No refund shall be made of any part of the annual or other subscription or entrance fee (if any) paid by that member upon his or her withdrawal.
- 5.6.2 If a member is adjudged bankrupt or if a court order is made appointing a receiver or other person with powers to control or administer a member's property or any part of such property (if such part includes his or her share in the capital of the Club) that member shall thereupon automatically cease to be a member.

5.7 *(This rule was deleted 30/4/99)*

5.8 General

- 5.8.1 It is the duty of each member to notify the Secretary of his or her current address and to notify the Secretary promptly of any change in such address.
- 5.8.2 If any member has any cause for complaint for any reason whatsoever he or she shall bring the same before the Board by writing to the Secretary. Under no circumstances may a member personally reprimand a servant 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 be withdrawable only and not transferable.
- 6.2 Every member of the Club shall hold at least one fully-paid share in the capital of the Club and no member shall have an interest in the shares of the Club exceeding such amount as may be prescribed in the law applicable to industrial and provident societies for the time being in force.
- 6.3 Shares shall be paid for in full on allotment.
- 6.4 Each person who becomes a member after the date of the registration of this partial amendment of rules shall be allotted one share upon his or her admission and five pence out of any entrance fee or (if none) the first subscription paid by him or her shall be applied in paying up the same in full.
- 6.5 Shares may not be held jointly by two or more members.
- 6.6 Interest shall not be calculated or paid on or for any fraction of one pound nor of a calendar month.
- 6.7 Subject as hereinafter mentioned shares may be withdrawn by members upon giving one calendar months notice to the Club provided that:
 - 6.7.1 All withdrawals shall be paid in the order in which the notices were received by the Club.
 - 6.7.2 Except where a member withdraws from the Club as provided for in Rule 5.6, a member shall not be entitled to withdraw shares so as to leave him or her with less than the number of shares he or she is required to hold by virtue of Rule 6.2.
 - 6.7.3 The Board may waive any notice required for a withdrawal and may direct payment to be made without notice or on such short notice as they consider fit.
 - 6.7.4 The right to withdraw may by resolution of the Board be suspended either wholly or partially and either indefinitely or for a fixed period. The suspension shall extend and apply to all notices of withdrawal which have been received and remain unpaid at the time the resolution suspending the right to withdraw is passed by the Board. Where the suspension is for a fixed period such period

may be extended from time to time by a resolution of the Board.

6.7.5 The amount to be paid to a member on withdrawal shall be the amount paid up or credited on the share or shares to be withdrawn.

6.7.6 No interest shall be payable upon any share in respect of which a notice of withdrawal has been given after the date of the notice.

6.8 Any share withdrawn in accordance with the foregoing rules shall be cancelled.

6.9 The Club shall have a lien on the shares of a member for any debt due to it by the member, and may set off any sum standing to the member's credit including any loan money, interest and dividends in or towards the payment of such debt.

6.10 The Club shall issue to each member a membership card and/or share book or certificate in respect of his or her shares in the Club.

7. Juniors, and Lady Subscribers

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

7.2 Lady subscribers may at the discretion of the Board upon payment of the annual subscription for the time being payable in accordance with Rule 9 be permitted to participate in such of the activities of the Club and to enjoy such facilities as the Board may from time to time direct.

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

7.4 Juniors, and lady subscribers, permitted to participate in such activities and enjoy such facilities as described above shall not as such be members but shall in all respects be subject to this Rule 7 and to such Bye-laws as the Board may from time to time make regarding juniors, and lady subscribers, as appropriate.

7.5 Notwithstanding the previous provisions of this Rule 7, juniors aged 14 or over shall be entitled to enter and use the members' areas including the Pavilion and the seating terraces.

8. Visitors and Guests

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

9. Entrance Fees and Subscriptions

9.1 Members, juniors and lady subscribers shall pay such sums by way of joining fee and/or annual subscriptions as the Board shall from time to time determine. In fixing such fees and/or subscriptions the Board shall take into account the interests of the Club as a whole and shall also

have regard to the age of members and their place of residence and/or work. Without the prior approval of the members in general meeting, the amount of such fees and subscriptions for the time being in force shall not be increased by the Board by more than the higher of (a) ten percent or (b) the annual rate of inflation which is current at the time such limit is increased. For this purpose the annual rate of inflation shall be calculated and certified to the Board by the Auditors by reference to the latest available Retail Prices Index published by the Office for National Statistics and the Retail Prices Index for the corresponding month in the previous year.

- 9.2 All subscriptions shall become due on 1st February in each year save that, in the case of new members and new juniors, entrance fees (if any) and/or subscriptions for the year current at the date of his or her admission shall be due at that time.
- 9.3 Members, juniors and lady subscribers who give notice of resignation after 1st February in any year shall unless the Board decides otherwise remain liable to pay any unpaid subscription which became due on that 1st February.
- 9.4 During the course of April in each year, there shall be given to every member and junior and lady subscriber whose subscription is then unpaid a notice in writing to that effect.
- 9.5 Any member whose subscription has not been paid before the 1st April next following the date on which it became due will cease automatically on and from that date to be a member. The Board shall then be entitled to remove the name of such member from the Club's register of members, to cancel the share or shares registered in his or her name and (subject to the restriction below) to forfeit to the Club the amount standing to the credit of such member in the share ledgers of the Club together with any sum of money representing interest credited to such member in the books of the Club in respect of such share or shares. No sum greater than five pence shall be capable of forfeiture under this provision. Any sum greater than five pence shall be paid to the member by sending a cheque in the sum concerned to the member at his or her registered address.
- 9.6 The Club may participate in a direct debiting scheme as an originator for the purpose of collecting subscriptions for any category of membership and/or any other amounts due to the Club. In furtherance of any arrangement to this effect, the Club may enter into an indemnity required by any bank upon which direct debits are to be originated. Such an indemnity may be executed on behalf of the Club at the direction of the Board.

10. Meetings of Members

10.1 Annual General Meetings

- 10.1.1 On a date to be fixed by the Board (but in any event no later than 6 months after the end of each financial year of the Club), the Club shall hold a general meeting of members as its annual general meeting.
- 10.1.2 The business to be transacted at each annual general meeting shall include the following matters:-
- 10.1.2.1 to confirm the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
- 10.1.2.2 to receive and approve the annual report of the Board for the previous financial year;

- 10.1.2.3 to receive and approve the annual report and annual accounts of the Club for the previous financial year together with the report of the Auditors on such accounts;
- 10.1.2.4 to elect or (as the case may be) re-elect the following:-
 - the President
 - the Honorary Treasurer
 - the Vice Presidents
 - the Auditors
 - the members of the Cricket, Membership and Business Committees elected in accordance with these Rules
- 10.1.2.5 to consider any resolution proposed by the Board;
- 10.1.2.6 to consider any other business relating to the affairs of the Club which any member or the Board may wish to raise but no resolution may be put to the vote of the meeting under this item;
- 10.1.2.7 to consider any resolution proposed and seconded by any member or members of which written notice has been given to the Secretary on or before the 15th January preceding the date of the annual general meeting of members.

10.2 Special General Meetings

- 10.2.1 All general meetings of members other than annual general meetings shall be called special general meetings.
- 10.2.2 The Board may convene a special general meeting at any time.
- 10.2.3 The Board must convene a special general meeting upon receipt of a members' requisition which:-
 - 10.2.3.1 is signed by not less than one hundred members having at the date of receipt of the requisition a right to vote at general meetings of members; and
 - 10.2.3.2 specifies the business for which the meeting is to be convened and any resolution(s) to be proposed at such meeting; and
 - 10.2.3.3 is delivered to the Secretary at the registered office of the Club.

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

- 10.2.4 Should a special general meeting not be convened pursuant to a requisition of members which complies with Rule 10.2.3 within 14 days after the date of receipt of that requisition by the Secretary ("the Receipt Date") for a date not later than 28 days after the Receipt Date, 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 56 days after the Receipt Date.

10.3 Venue of General Meetings

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

11. Notice of General Meetings

11.1 Each annual general meeting shall be called by notice to be despatched not later than 14 clear days before the date fixed for the meeting.

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 or re-election (as the case may be) as President, Vice President, Honorary Treasurer, Auditors and members of the Committees; and

11.2.3.2 any resolution(s) to be considered at the meeting under Rule 10.1.2.5 or Rule 10.1.2.7; and

11.2.4 be accompanied in the same envelope by the annual report of 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 Any special general meeting shall be called by a notice to be despatched not later than fourteen clear days before the date fixed for the meeting.

Each such notice shall:-

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

11.3.2 set out any resolution(s) to be considered at the meeting.

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

11.4 All members are entitled to receive notice of every general meeting, every subscriber and every member of the Board and Business Committee who is not a member of the Club, and the Auditors are entitled to receive notice of every general meeting and a copy of any communication sent to members with regard to that meeting but the accidental omission to give notice of a meeting or the non-receipt of a notice of meeting or voting form or reply-paid envelope 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 on the same date in at least one leading daily national newspaper and at least one daily local newspaper circulating in

Manchester and 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 document(s) 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 of sixty members are present in person together with duly appointed proxy or proxies for not less than a further 40 members.

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 be dissolved or shall stand adjourned to such other date and at such other time and place as the Chairman of the meeting may determine. The Chairman may not determine to dissolve the meeting once notice of the adjourned meeting has been given. Not less than seven clear days notice of the date of any such adjourned meeting shall be given to members and such notice shall be in the manner set out in Rule 11.3/11.4.

- 12.2 The President (if any) shall, if willing and able to act, preside as Chairman at every general meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting, or if there is no such President or he/she is unwilling or unable to act, the Secretary shall appoint a Chairman of the meeting.

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

- 12.4 Except for persons admitted with the permission of the Chairman of the meeting in question (in his or her absolute discretion), admission to any general meeting will only be permitted to members in person upon production in each case of (in the case of an annual general meeting) his or her original notice of that meeting given pursuant to Rule 11.1 or (in the case of a special general meeting) his or her original notice of that meeting or where a meeting is convened by advertisement pursuant to Rule 11.5 such other proof of identity as may be specified in such advertisement. Members may attend the meeting in person whether or not they have voted by proxy.

13. Voting at General Meetings

13.1 Qualification

- 13.1.1 Only those members who are qualified to do so under Rule 5.1 shall be permitted to

vote at general meetings.

13.1.2 Each member shall have one vote.

13.2 Majority Required

13.2.1 Unless otherwise provided by the Acts or in these Rules any resolution shall, in order to be passed, require in favour of the resolution a majority of the votes cast by members who (being entitled to do so) vote.

13.2.2 A special resolution is a resolution which has been passed by a majority of not less than two-thirds of such members as (being entitled to do so) vote in person or by proxy at a general meeting of which a notice, specifying the intention to propose the resolution as a special resolution, has been duly given in accordance with these Rules.

13.3 Voting

13.3.1 Any resolution which is put to the vote at a general meeting and every election, shall be decided on a show of hands unless a poll is (either before or on the declaration of the result of show of hands) demanded either by:-

13.3.1.1 the Chairman of the meeting; or

13.3.1.2 at least 3 members present in person or by proxy.

13.3.2 If a poll is so demanded it shall be taken immediately unless in any particular case the Chairman of the meeting 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 Chairman of the meeting 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 Save as provided below in this Rule 13.3.4, on a poll votes may be given personally or by proxy. On a show of hands votes may only be given personally. No votes may be given by proxy on a special resolution under section 52 of the Industrial and Provident Societies Act 1965 to convert into, amalgamate with, or transfer engagements to a company under the Companies Act.

13.3.5 A demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the Chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of 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 Auditors.

13.3.7 As soon as reasonably practicable following each poll, the Auditors shall certify in

writing to the Chairman of the meeting in question:-

- 13.3.7.1 the total number of votes cast in favour of the relevant resolution (if any);
- 13.3.7.2 the total number of votes cast against such resolution (if any);
- 13.3.7.3 in the case of a resolution which, under the Rules, requires to be passed by more than a simple majority, the proportion of the total number of votes cast in favour (if any);
- 13.3.7.4 the total number of votes cast for each candidate at an election (if any);
- 13.3.7.5 the total number of invalid forms of proxy or spoilt voting forms (if any) (each of which shall be excluded from the calculation of votes cast).

13.4 Declaration by Chairman of the Meeting

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

13.5 Casting vote of Chairman of the Meeting

In the event of an equality of votes at a General Meeting (whether on a show of hands or on a poll), the Chairman of the meeting 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 of the Club entitled to attend and vote at a general meeting.
- 13.6.2 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 Lancashire County Cricket Club Limited hereby appoint [] of [] or failing him [] of [] as my proxy to vote for me on my behalf at the Annual or Special General Meeting of the Club to be held on [] and at any adjournment thereof

Signed :

Dated :

- 13.6.3 The instrument shall also specify the resolutions for consideration at the general meeting and provide a space for the member to indicate his or her 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 he or she thinks fit.

13.6.4 The instrument appointing a proxy shall be delivered to the Secretary at the registered office of the Club so that such instrument reaches the Secretary not less than forty eight 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 not be treated as a valid proxy.

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

14. Officers

14.1 President

14.1.1 The President shall be elected every two years at the annual general meeting and shall hold office (unless he or she ceases to be eligible to do so pursuant to Rule 14.1.2) until the conclusion of the annual general meeting at the end of the second year.

14.1.2 To be eligible to be elected or re-elected to, and to hold the office of President a person must normally have been a member for the three years prior to and continue to be a fully paid up member as at the date of his or her election or re-election unless the Board determines that exceptional circumstances exist (whether because there is no suitable candidate who fulfils such membership criteria or otherwise) and the Board resolves prior to the relevant election or re-election that it is in the best interests of the Club that a particular candidate who does not fulfil such membership criteria be eligible to stand for election or re-election as President. If any person holding the office of President for the time being ceases for any reason to be a member or is suspended from membership pursuant to Rule 5.5 he or she shall cease to be so eligible and shall thereupon automatically cease to hold that office'

14.1.3 The President for the time being shall by virtue of his or her office be a member of the Board, Cricket Committee, Membership Committee, Business Committee and Appointments Sub-Committee.

14.1.4 The nomination for the President shall be made and agreed by two thirds of the twelve elected members of the Committees (the Honorary Treasurer, President, and the elected members of the Cricket, Membership and Business Committees) not later than 15th January in any year.

14.2 Vice-Presidents

14.2.1 Nominations for Vice-Presidents shall be made and agreed by two thirds of the twelve elected members of the Committees (the Honorary Treasurer, President, and the elected members of the Cricket, Membership and Business Committees) not

later than 15th January in any year.

14.2.2 A Board Member may only propose or second one candidate as Vice-President in each election.

14.2.3 The names of all Nominees shall be listed on the agenda for the annual general meeting.

14.2.4 *(This Rule was deleted on 28/2/2004)*

14.3 Chief Executive

The Club shall have a Chief Executive, who shall manage the day to day business of the Club in accordance with Rule 19.1.1. The terms and conditions of the Chief Executive's appointment will be determined by the Board.

14.4 Club Chairman

14.4.1 At a meeting immediately following the conclusion of the Annual General Meeting in each year the President, the Honorary Treasurer and the Elected Members of each of the Cricket Committee, the Business Committee and the Membership Committee (together "the Elected Committee Members") shall appoint by majority vote one of their number to be Chairman of the Club and another to be Vice Chairman of the Club and may at any time remove such persons from either office by majority vote. Notwithstanding the preceding provisions of this rule 14.4.1, if the Elected Committee Members determine that exceptional circumstances exist (because there is an outstanding candidate with distinctive and proven qualities who would benefit the Club greatly by his or her appointment) the Elected Committee Members may resolve, prior to the appointment, that it is in the best interests of the Club to select an appointed member of the Board to fulfil the role of Chairman

14.4.2 Neither the President nor the Honorary Treasurer may be Club Chairman.

14.4.3 If any person holding the office of Club Chairman or Vice-Chairman for the time being ceases for any reason to be a member of a Committee, he or she shall thereupon automatically cease to hold that office. Subject to the foregoing, each of the Club Chairman and Vice-Chairman shall hold office until the conclusion of the next following annual general meeting and shall then retire but, if he or she is willing to act, he or she may be reappointed at the joint meeting of the General, Cricket, Membership, and Business Committees held after that annual general meeting.

14.4.4 If a casual vacancy occurs in the office of Club Chairman, the Board, Cricket Committee, Membership Committee and Business Committee shall meet jointly appoint a person to fill such vacancy. Any person so appointed shall hold office only until the conclusion of the next following annual general meeting but will be eligible for election or re-election (as the case may be) or reappointment subject to the provisions of these Rules.

14.4.5 The Club Chairman for the time being shall by virtue of his or her office be a member of the Board, Cricket Committee, Membership Committee, Business

Committee and Appointments Sub-Committee. During any period that he or she is Club Chairman, the Club Chairman may not also be Chairman of the Cricket Committee, Membership Committee or Business Committee.

14.5 Honorary Treasurer

- 14.5.1 The Honorary Treasurer shall be elected every two years at the Annual General Meeting and shall hold office (unless he or she ceased to be eligible to do so pursuant to Rule 14.4.2) until the conclusion of the Annual General Meeting at the end of the second year.
- 14.5.2 To be eligible to be elected or re-elected to, and to hold, the office of Honorary Treasurer a person must have been a member for three years prior to and continue to be a fully paid up member as at the date of his or her election or re-election. If any person holding the office of Honorary Treasurer for the time being ceases for any reason to be a member or is suspended from membership pursuant to Rule 5.5 he or she shall cease to be so eligible and shall thereupon automatically cease to hold that office.
- 14.5.3 The Honorary Treasurer for the time being shall by virtue of his or her office be a member of the Board, Cricket Committee, Membership Committee, Business Committee and Appointments Sub-Committee.
- 14.5.4 Nominations for the office of Honorary Treasurer for the following year shall be made by 15th January in each appropriate year. Nominations will not be valid unless made in the form prescribed by the Secretary of the Club for this purpose and proposed and seconded by members of at least three consecutive years standing and signifying the candidates consent to his or her nomination.

14.6 Secretary

The Board shall appoint the Secretary who shall by virtue of his or her office have all the general privileges and status of Board members including the right to attend and speak to Board meetings but he or she shall not have the right to vote at such meetings and shall not be an ex officio member of the Board. The office of Secretary may be held by any person appointed as Chief Executive of the Club under Rule 18.

14.7 General

- 14.7.1 The Board may at its discretion create such other offices to be filled from any of its number 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.
- 14.7.2 The Chief Executive, Secretary and (if appointed) the Cricket Manager and/or Senior Coach shall be employees of the Club who shall be appointed for such period, on such terms and conditions, and with such powers and duties as the Board shall decide. The other offices of the Club shall be honorary and shall carry such powers and duties as the Board shall decide.
- 14.7.3 Any officer of the Club may at any time resign from his or her office by giving written notice to the Club at its registered office, such notice, in the case of the

Chief Executive and the Secretary being of such period as is specified in his or her contract of employment with the Club for the termination of that employment or such shorter period as the Board may, in its absolute discretion, agree.

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

15. Auditors

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

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

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

16 Committees

16.1 The Club shall have a Board, a Cricket Committee, a Membership Committee, a Business Committee, an Appointments Sub-Committee and for as long as the Board considers necessary, a Development Sub-Committee.

Board

16.2 Constitution

16.2.1 The Board shall consist of;

- 16.2.1.1 the President;
- 16.2.1.2 the Honorary Treasurer;
- 16.2.1.3 the Chairman of the Club
- 16.2.1.4 the Chairman of the Cricket Committee;
- 16.2.1.5 the Chairman of the Membership Committee;
- 16.2.1.6 the Chairman of the Business Committee, but if the Chairman of the Business Committee is an appointed member of the Business Committee, one of the elected members of the Business Committee chosen by the Business Committee;
- 16.2.1.7 the three appointed members of the Business Committee; and

- 16.2.1.8 not more than one person co-opted to serve on the Board pursuant to Rule 18.2.3.
- 16.2.2 With the exceptions of the appointed members of the Business Committee and any person co-opted to serve on the Board under Rule 18.2.3, all members of the Board shall be fully paid-up Members of the Club.
- 16.2.3 The Chief Executive (and other executives when invited) will attend and report to each meeting of the Board, but will not be members of the Board.
- 16.3 Voting
- 16.3.1 Subject to these Rules, all members of the Board except a co-opted member shall have voting rights at Board meetings.
- Cricket Committee**
- 16.4 Constitution
- 16.4.1 The Cricket Committee shall consist of;
- 16.4.1.1 the President, ex officio;
- 16.4.1.2 the Honorary Treasurer, ex officio;
- 16.4.1.3 the Club Chairman, ex officio; and
- 16.4.1.4 four members elected in accordance with these Rules.
- 16.4.2 In addition, the following persons may attend meetings of the Cricket Committee but may not vote:
- 16.4.2.1 the Chief Executive;
- 16.4.2.2 the Cricket Manager; and
- 16.4.2.3 any other person(s) invited to attend.
- 16.4.3 All members of the Cricket Committee shall be paid-up Members of the Club.
- 16.5 Voting
- 16.5.1 All members of the Cricket Committee shall have voting rights at Cricket Committee meetings.
- 16.5.2 In the event of an equality of votes at a meeting of the Cricket Committee, the Chairman of the Cricket Committee (or if he or she is not present at the meeting, the chairman of the meeting) shall be entitled to a second or casting vote.
- 16.6 Chairman

16.6.1 Each year after the annual general meeting the Club Chairman shall, in consultation with the members of the Cricket Committee, select a Chairman of the Cricket Committee from amongst their number. The Club Chairman may not also be Chairman of the Cricket Committee.

16.7 Appointment and Retirement

16.7.1 Subject to Rules 16.7.2 to 16.7.7 inclusive, the term of office of each elected member of the Cricket Committee shall be four years.

16.7.2 Every year, one member of the Cricket Committee shall retire by rotation. The member so to retire by rotation shall be the member who has been on the Cricket Committee longest since his or her last election or re-election. In the event that there are two or more members who have served on the Cricket Committee for the same length of time since their election or re-election, the member who received the fewer votes when last elected or re-elected shall retire. If it is not possible to determine who received the fewer number of votes, whether because the vote was conducted on a show of hands or otherwise, the Cricket Committee members in question shall determine who is to retire by drawing lots. The drawing of lots shall be conducted in such manner as shall be prescribed by the Club Chairman.

16.7.3 After a Cricket Committee member has completed three consecutive four year (or equivalent) terms of office (whether on the Cricket Committee or any of the other Committees) he or she shall not be eligible for re-election to any of the Committees for a period of twelve months. Thereafter, upon completion of each four year (or equivalent) term of office on any of the Committees, he or she shall not be eligible for re-election to any of the Committees for a further period of twelve months.

16.7.4 In the event that there are two or more vacancies on the Cricket Committee the candidate polling the highest number of votes shall be elected to hold office for four years.

16.7.5 In the event of there being two vacancies the candidate polling the second highest number of votes shall be elected to hold office for the remainder of the term of office for which the member of the Committee whose early retirement or death created the vacancy (such member of the Committee being referred to in these Rules as a "Vacating Member") had last been elected.

16.7.6 In the event of there being three or more vacancies (because there are two or more Vacating Members) the candidate polling the third highest number of votes shall be elected to hold office for the remainder of the term of office of the Vacating Member who, out

of the Vacating Members in that category, then had the second longest period in office remaining.

- 16.7.7 In the event of there being four vacancies (because there are three Vacating Members) the candidate polling the fourth highest number of votes shall be elected to hold office for the remainder of the term of office of the Vacating Member who, out of the three Vacating Members, then had the shortest period in office remaining.

Membership Committee

- 16.8 Constitution
- 16.8.1 The Membership Committee shall consist of;
- 16.8.1.1 the President, ex officio;
16.8.1.2 the Honorary Treasurer, ex officio;
16.8.1.3 the Club Chairman, ex officio; and
16.8.1.4 four members elected in accordance with these Rules.
- 16.8.2 In addition, the following persons may attend meetings of the Membership Committee but may not vote:
- 16.8.2.1 the Chief Executive; and
16.8.2.2 any other person(s) invited to attend.
- 16.8.3 All members of the Membership Committee shall be paid-up Members of the Club.
- 16.9 Voting
- 16.9.1 All members of the Membership Committee shall have voting rights at Membership Committee meetings.
- 16.9.2** In the event of an equality of votes at a meeting of the Membership Committee, the Chairman of the Membership Committee (or if he or she is not present at the meeting, the chairman of the meeting) shall be entitled to a second or casting vote
- 16.10 Chairman
- 16.10.1 Each year after the annual general meeting the Club Chairman shall, in consultation with the members of the Membership Committee, select a Chairman of the Membership Committee from amongst their number. The Club Chairman may not also be Chair of the Membership Committee.
- 16.11 Appointment and Retirement

- 16.11.1 Subject to Rules 16.11.2 to 16.11.7 inclusive, the term of office of each elected member of the Membership Committee shall be four years.
- 16.11.2 Every year, one member of the Membership Committee shall retire by rotation. The member so to retire by rotation shall be the member who has been on the Membership Committee longest since his or her last election or re-election. In the event that there are two or more members who have served on the Membership Committee for the same length of time since their election or re-election the member who received the fewer votes when last elected or re-elected shall retire. If it is not possible to determine who received the fewer number of votes whether because the vote was conducted on a show of hands or otherwise, the Membership Committee members in question shall determine who is to retire by drawing lots. The drawing of lots shall be conducted in such manner as shall be prescribed by the Chairman of the Club.
- 16.11.3 After a Membership Committee member has completed three consecutive four year (or equivalent) terms of office (whether on the Membership Committee or any of the other Committees) he or she shall not be eligible for re-election to any of the Committees for a period of twelve months. Thereafter, upon completion of each four year (or equivalent) term of office on any of the Committees, he or she shall not be eligible for re-election to any of the Committees for a further period of twelve months.
- 16.11.4 In the event that there are two or more vacancies on the Membership Committee the candidate polling the highest number of votes shall be elected to hold office for four years.
- 16.11.5 in the event of there being two vacancies the candidate polling the second highest number of votes shall be elected to hold office for the remainder of the term of office for which the member of the Committee whose early retirement or death created the vacancy (such member of the Committee being referred to in these Rules as a "Vacating Member") had last been elected.
- 16.11.6 In the event of there being three or more vacancies (because there are two or more Vacating Members) the candidate polling the third highest number of votes shall be elected to hold office for the remainder of the term of office of the Vacating Member who, out of the Vacating Members in that category, then had the second longest period in office remaining.
- 16.11.7 In the event of there being four vacancies (because there are three Vacating Members) the candidate polling the fourth highest number of votes shall be elected to hold office for the remainder of the term of office of the Vacating Member who, out of the three

Vacating Members, then had the shortest period in office remaining.

Business Committee

16.12 Constitution

16.12.1 The Business Committee shall consist of;

16.12.1.1 the President, ex officio;

16.12.1.2 the Honorary Treasurer, ex officio;

16.12.1.3 the Club Chairman, ex officio,

16.12.1.4 two members elected in accordance with these Rules;

16.12.1.5 not more than three appointed members.

16.12.2 All elected members of the Business Committee shall be fully paid-up Members of the Club.

16.12.3 The Chief Executive (and other Executives when invited) will attend and report to each meeting of the Business Committee

16.13 Voting

16.13.1 All members of the Business Committee shall have voting rights at Business Committee meetings.

16.13.2

In the event of an equality of votes at a meeting of the Business Committee, the Chairman of the Business Committee (or if he or she is not present at the meeting, the chair of the meeting) shall be entitled to a second or casting vote

16.14 Chairman

16.14.1 Each year after the annual general meeting the Club Chairman shall, in consultation with the members of the Business Committee, select a Chairman of the Business Committee who may be an appointed member of the Business Committee from amongst their number. The Club Chairman may not also be Chairman of the Business Committee.

16.15 Appointment and Retirement

16.15.1 Subject to Rules 16.15.2 to 16.15.3 inclusive, the term of office of each elected member of the Business Committee shall be four years.

16.15.2 Every two years, one of the elected Business Committee members shall retire by rotation. The member so to retire by rotation shall be the member who has been on the Business Committee longest since his or her last election or re-election. In the event that the

both members have served on the Business Committee for the same length of time since their election or re-election, the member who received the fewer votes when last elected or re-elected shall retire. If it is not possible to determine who received the fewer number of votes, whether because the vote was conducted on a show of hands or otherwise, the Business Committee members in question shall determine who is to retire by drawing lots. The drawing of lots shall be conducted in such manner as shall be prescribed by the Club Chairman.

16.15.3 In the event that there are two vacancies for elected members on the Business Committee, the candidate polling the highest number of votes shall be elected to hold office for four years, and the candidate polling the second highest number of votes shall be elected to hold office for two years.

16.15.4 After an elected Business Committee member has completed three consecutive four year (or equivalent) terms of office (whether on the Business Committee or any of the other Committees) he or she shall not be eligible for re-election to any of the Committees for a period of twelve months. Thereafter, upon completion of each four year (or equivalent) term of office on any of the Committees, he or she shall not be eligible for re-election to any of the Committees for a period of twelve months.

16.15.5 No person shall be eligible to be an Appointed Member of the Business Committee unless he or she has been recommended by the Appointments Sub-Committee. A person so recommended shall become an Appointed Member if his or her selection is ratified by two thirds of the twelve elected members of the Committees (the Honorary Treasurer, President, and the elected members of the Cricket, Membership and Business Committees).

16.15.6 The Board shall determine the process of recruitment for appointed members of the Business Committee.

16.15.7 The Club may employ independent advisers to assist in the recruitment of appointed members of the Business Committee.

16.15.8 Each appointed member of the Business Committee shall serve a two year term of office. Upon completion of this two year term they may be re-appointed for a further two years.

Filling Vacancies

16.16 Any of the Committees may, with the approval of the Board, appoint a person to fill a vacancy that has arisen (whether as a result of early retirement or death of a member of the Committee or otherwise) and that person has the right to vote. Any Committee member so appointed shall hold office only until the next Annual General Meeting and shall then retire, but shall not be taken into account in determining the Committee members who are to retire by rotation at that meeting.

Any person subsequently elected to fill the same vacancy shall hold office only until the expiration of the term for which his or her predecessor was last elected and shall then retire.

Appointments and Development Sub-Committees

16.17 Constitution

16.17.1 The Appointments Sub-Committee shall consist of the President, the Club Chairman, the Honorary Treasurer and any such persons recommended by the Board.

16.17.2 The Development Sub-Committee shall consist of any such person(s) recommended by the Board.

Election or Re-election to the Cricket, Membership and Business Committees

16.18 Nomination

16.18.1 No person other than a Committee member retiring by rotation shall be eligible for election to any of the Committees, unless he or she submits a notice which states his or her intention to stand for election and which specifies the Committee upon which he or she would like to serve. This notice must be signed by that person and by two other members who shall have been full members of the Club for three consecutive years immediately prior thereto. In the case of an annual general meeting, such notice must be received by the Secretary not later than 15th January immediately prior to that meeting. In the case of a special general meeting convened on the requisition of members in accordance with the provisions of Rules 10.2.3 and 10.2.4 such notice must be received by the Secretary with that requisition.

16.18.2 A member may only propose or second one candidate in each election to each Committee.

16.18.3 Members of a Committee and Vice-Presidents may not propose or second any Candidate for election to any Committee. Former members of the Committees and Vice-Presidents may not do so during the twelve months following the termination of their period of office.

16.19 Election

16.19.1 If the number of candidates for election or re-election (as the case may be) to any of the Committees does not exceed the number of vacancies on a Committee, then those candidates will be deemed to be elected or (as the case may be) re-elected, at that meeting and no vote(s) shall be taken.

16.19.2 If there are more candidates (including those retiring by rotation and standing for election or re-election pursuant to any of the provisions of this Rule 16) than vacancies on a Committee, an election shall be held on the following basis:

16.19.2.1 The Secretary shall cause to be posted, with the notice convening the annual general meeting, a voting paper on which shall appear (in alphabetical order) the name of each candidate who has been properly nominated as aforesaid and is willing to serve on the Committee in question (and the decision as to whether a candidate has been properly nominated shall be in the absolute discretion of the Secretary whose decision shall be final and binding) and the name of the members proposing and seconding his or her nomination.

16.19.2.2 The Secretary will also include with the notice (if submitted by the candidate not later than 15th January before the annual general meeting), a photograph of the candidate and a summary (not exceeding two hundred and fifty words) of his or her personal information (including his or her credentials in or qualifications to serve on the Committee in question), details of previous service on the Committees and whether by election or co-option.

16.19.2.3 In respect of the election for Committee members, a return date and address shall be specified in the voting paper.

16.19.2.4 Each member entitled to vote at general meetings shall have one vote for each vacancy on a Committee but shall not give more than one vote to any candidate. A voting paper shall not be invalidated if a member casts less votes than the maximum he/she is entitled to cast.

16.19.2.5 Voting papers which do not comply with the conditions or requirements for their completion and return shall be invalid.

16.19.2.6 The Scrutineers will scrutinise the counting of votes. The Auditors will supervise the

Scrutineers, and candidates will be entitled to attend and observe the counting of the votes. The Secretary will give the candidates reasonable prior notice of the date, time and venue of the count. The Auditors will confirm the result of the count in writing to the Secretary who shall report it to the Annual General Meeting. The outcome of the count will be final and binding.

16.19.2.7

Those candidates shall be elected to a Committee who receive the highest number of votes in the ballot for the Committee for which they have been proposed. Members may vote for up to such number of candidates in each category that equals the number of vacancies to be filled in that category in that year. In the event of two or more candidates (not otherwise elected) receiving 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 Club Chairman.

16.19.2.8

In the event that any candidate's election to a Committee would cause the maximum number of four Former Employee Committee members to be exceeded, that candidate shall not be elected and the candidate receiving the next highest number of votes shall be elected in his or her place.

Restrictions on membership of the Committees

16.20 With the exception of the appointed members of the Business Committee, no person, including the President and Treasurer, shall be entitled to serve as a member of the Committees, unless he or she has been a paid-up member of the Club for a minimum period of three consecutive years prior to the date of his or her election unless in the case of the President, the Board determines that exceptional circumstances exist (whether because there is no suitable candidate who fulfils such membership criteria or otherwise) and the Board resolves prior to the relevant election or re-election of the President that it is in the best interests of the Club that a particular candidate for President who does not fulfil such membership criteria be eligible for election or re-election as President.

16.21 An undischarged bankrupt shall not be eligible for nomination, election or re-election to the Committees.

- 16.22 Persons subject to a disqualification order made under the Company Directors Disqualification Act shall not be eligible for nomination, election or re-election to the Committees.
- 16.23 No person shall be entitled to serve as a member of the Committees if that person is an employee of the Club or has been an employee of the Club during the period of two years prior to the date of his or her nomination.
- 16.24 The number of members of the Committees who are also former employees of the Club and are permitted to serve on the Committees ("Former Employee Committee members") shall not exceed four at any time.

Payment of Committee Members

- 16.25 No member of a Committee shall be entitled to be remunerated for his or her services as a Committee member.

17. Proceedings of Committees

- 17.1 Subject to Rules 17.2 to 17.6, the Board may meet together for the dispatch of business, adjourn and regulate its meetings as it thinks fit, but shall meet on at least six occasions in each year. The Secretary shall, at the request of not less than one-third of the Board's members (excluding co-opted members) call a meeting of the Board. It shall not be necessary to give notice of a meeting to a member of a Committee who is absent from the United Kingdom.
- 17.2 The Cricket, Membership and Business Committees shall meet at such times as their Chairman or the Secretary of the Club shall deem necessary, and the Secretary shall convene such a meeting on the requisition of not less than one-half of its members
- 17.3 The quorum for the transaction of the business of the Board shall be [six]. The quorum for the transaction of business of the Cricket, Membership and Business Committees, and of the Appointments and Development Sub-Committees shall be not less than one half of those eligible to attend and vote.
- 17.4 Unless he or she is unwilling to do so, the Chairman of each Committee shall preside at every meeting of the Committee of which he or she is Chairman at which he or she is present. If at the relevant time there is no person holding the office of Chairman of that Committee, or if the Chairman of that Committee is unwilling or unable to preside, or is not present within fifteen minutes after the time appointed for the meeting, then if the Committee has a Vice-Chairman, he or she shall preside. If the Committee does not have a Vice Chairman, or if the Vice Chairman is unable or unwilling to preside, the Committee members present may appoint one of their number to be Chairman of the meeting.
- 17.5 Every question arising at a meeting of a Committee shall be decided by a majority of votes of those Committee members present and if the votes are equal the Chairman of the meeting shall have a second or casting vote. In respect of the Board only, no resolution shall be passed if all elected members of the Board vote against such resolution.
- 17.6 In exceptional circumstances Committee Members may participate in Committee meetings by

telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

- 17.7 A Committee member who is in any way, whether directly or indirectly and whether for himself/herself or through a person connected with him or her, interested in a contract, transaction or arrangement with the Club shall declare the nature of his or her interest in accordance with section 317 of the Companies Act 1985 (or such other section as shall re-enact or replace such section 317) as if each Committee member was a director and the Club were a company for the purposes of that Act.
- 17.8 A Committee member shall not vote, nor count in the quorum, at a meeting of the Committee or of any sub-committee on any resolution concerning a matter in which or in connection with which he or she has, directly or indirectly, an interest or duty which in the opinion of the Chairman of the meeting is material and conflicts or may conflict with the interests of the Club. If requested to do so by the Chairman of the meeting, such Committee member will withdraw from the meeting while the matter in question is discussed and (if applicable) voted on. If the Committee member in question is the Chairman of the meeting, references in the previous sentences of this Rule 17.8 to the Chairman of the meeting shall be construed as being references to a majority of the other Committee members present at the meeting at the relevant time.
- 17.9 A Committee or any sub-committee appointed pursuant to Rule 18.2.1 shall have the right at its discretion to invite persons who are not members of that Committee to attend one or more meetings of that Committee or such sub-committee for the purpose of advising or commenting on the business of such meeting(s) or any part of such business but any such person shall not have any right to vote at any such meeting.
- 17.10 Sub-Committees shall meet at such times as their Chairman or the Secretary of the Club shall deem necessary, and the Secretary shall convene such a meeting on the requisition of not less than one-half of its members.

18. Functions and Powers of the Board

18.1 The functions of the Board are:

- 18.1.1 to appoint or remove the Chief Executive and Secretary, and to determine their terms and conditions of appointment;
- 18.1.2 to determine the Club's strategy and policy in consultation with the Chief Executive;
- 18.1.3** to monitor the Chief Executive in his or her management of the day to day business of the Club;
- 18.1.4 to arrange the preparation of the annual report and accounts; and
- 18.1.5 to manage such affairs of the Club as do not fall within the role and responsibilities of the Chief Executive

18.2 Subject to these rules, the Acts and any other directions given by Special Resolution, the Board shall exercise all of the powers of the Club and shall have the power to:

- 18.2.1 entrust the relevant and necessary responsibilities to the Cricket, Membership and Business Committees and the Appointments and Development Sub-Committees, and to delegate any of its powers to the Cricket, Membership and Business Committees or the Appointments and Development Sub-Committees, or to any officer or to any sub-committee(s) consisting of any two or more members of any of the Committees;
- 18.2.2 make and amend Bye-laws and regulations to govern those matters in respect of which power to make Bye-laws and regulations is reserved to it elsewhere in these Rules provided that no such Bye-laws or regulations shall conflict with any of these Rules;
- 18.2.3 (subject to the limitations contained in Rule 16.2.1) co-opt not more than one person to serve on the Board for special purposes on such terms and for such period (to expire not later than the commencement of the next following Annual General Meeting) as the Board may determine.

19. Roles and Responsibilities of the Chief Executive

- 19.1 The roles and responsibilities of the Chief Executive are:
 - 19.1.1 to manage the day to day business of the Club;
 - 19.1.2 to report to each Board meeting on the business of the Club;
 - 19.1.3 to keep the register of members and other registers and books required by these Rules to be kept;
 - 19.1.4 to summon and attend all meetings of the members of the Club, of the Board and keeping the minutes of those meetings;
 - 19.1.5 to act as returning officer in any elections; and
 - 19.1.6 preparing and sending to the Financial Services Authority and any other statutory body all returns which are required to be made.

20. Register of Members and Officers

- 20.1 The Club shall keep at its registered office a Register of Members and Officers in which the Secretary shall ensure the following particulars are entered:
 - 20.1.1 the names and addresses of the members;
 - 20.1.2 a statement of the number of shares held by each member and of the amount paid or agreed to be considered as paid on the shares of each member;
 - 20.1.3 a statement of other property in the Club, whether in loans or otherwise, held by each member;
 - 20.1.4 the date on which each person was entered in the register as a member, and the date

on which any person ceased to be a member; and

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

20.2 The Register of Members and Officers shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 20.1.1, 20.1.4 and 20.1.5 without so opening to inspection the other particulars entered in the register.

21. Inspection of Books

Any member and any person having an interest in the funds of the Club shall be allowed to inspect his or her own account and all the particulars contained in the Register of Members and Officers other than those entered under Rules 20.1.2 and 20.1.3 at all reasonable hours at the registered office of the Club or at any place where they are kept, subject to such regulations as to the time and manner of such inspection as may be made from time to time by resolution passed by the members at general meetings of the Club.

22. Annual Return

22.1 The Secretary shall send to the Registrar once in every year, in accordance with the Acts, an annual return relating to the Club's affairs for the period required to be covered by the return.

22.2 The annual return must be made in the form prescribed by the Registrar, and contain such particulars as may from time to time be required by the form.

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

23. Publication of Accounts

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

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

24. Preparation of Accounts

The annual accounts of the Club for the financial year shall commence on the first day of a 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 provided that where the Board decides 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.

25. Seal

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

and shall be used only under the authority of the Board which may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by any two of President, a Vice-President, the Honorary Treasurer and the Secretary.

26. Rules

26.1 No new Rule shall be made, nor shall any of the Rules be amended or rescinded, except by special resolution, provided always that this Rule and Rule 28.3 may only be rescinded or altered by a resolution passed at a Special Meeting of the Society at which 95 per cent of the total votes cast have been cast in favour of such resolution.

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

27. Indemnity

27.1 Protection of Officers, Committee Members and Employees

Each Officer (including the trustees of the unincorporated Lancashire County Cricket Club) and employees from time to time of the Club, the Secretary and each person who was or is from time to time a Member of a Committee, or any Sub-Committee of the Club or any special adviser shall (to the extent that such person is not entitled to recover under any policy of insurance) be entitled to be indemnified out of any and all funds available to expenses and liabilities whatsoever incurred by him in the execution and discharge of his duties in relation thereto, including any liability incurred by him in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted in good faith by him or alleged to have been done or omitted by as an Officer, employee, or Member of a Committee, or any Sub-Committee or as special adviser, as the case may be.

28. Dissolution and Winding-up of the Club

28.1 Dissolution to comply with the Acts

The Club may be dissolved only in such manner as shall comply with the Acts.

28.2 Winding-up

The Club may be wound up either compulsorily by an order pursuant to the Insolvency Act 1986 or voluntarily by resolution of the Members (either as a Members Voluntary Winding-Up or Creditors Voluntary Winding-Up) pursuant to the Insolvency Act 1986 as if the Club were a company within the meaning of that Act.

28.3 Distribution of Net Assets

If on the solvent dissolution or winding up of the Club there remain, after the satisfaction of all its debts and liabilities and the repayment of the paid up share capital, any assets whatsoever, such assets shall be transferred to the Lancashire County Cricket Club Charitable Trust or, in the event that the Lancashire County Cricket Club Charitable Trust no longer exists to some other charitable foundation or trust established to promote cricket having the same or similar rule provisions as regards surplus distribution as this Rule, as may be determined by the members at an Ordinary or Special meeting.

29. *(This rule was deleted 30/4/99)*

30. *(This rule was deleted 30/4/99)*

31. Copies of Rules and Bye-Laws

31.1 The Board shall provide the Secretary, or cause him to be provided, with sufficient copies of the Rules and Bye-laws to enable him to deliver to any person on demand a copy of such Rules and Bye-laws on payment of such a sum (not exceeding ten pence) as may from time to time be determined by the Board.

31.2 A copy of all Rules and Bye-laws shall be displayed in a prominent position at the registered office of the Club.

32. Notices

32.1 Subject to Rule 11.5 any notice or other communication or document to be served on, or delivered to, a member or junior or lady subscriber by the Club, or an Officer or a Committee member or vice versa, shall be sent by hand or by post in a pre-paid letter or by pre-paid recorded delivery or registered post addressed to:

32.1.1 in the case of the Club, or an Officer or Committee member, the registered office of the Club; and

32.1.2 in the case of a member or junior or lady subscriber, his or her registered address.

32.2 Any notice sent by post in accordance with Rule 32.1 shall be treated as having been given 48 hours after the time when it is posted and in proving that notice has been given it shall be sufficient to prove that the envelope containing the notice was properly addressed, stamped and posted. Any notice delivered by hand shall be treated as having been given at the time of delivery unless that time is after 5.00 pm or on a non-working day when the notice shall be treated as having been given at the commencement of the next following working day.

33. Registration

These rules shall take effect on and from their registration pursuant to the provisions of section 2 of the Industrial and Provident Societies Act 1965.

34. Definitions and Interpretations

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

"the Acts" means the Industrial and Provident Societies Acts 1965 to 1978 and any subsequent Acts governing or otherwise affecting industrial and provident societies

"annual return" means the annual return which the Club is required to send to the appropriate registrar under the Industrial and Provident Societies Act 1965

"Auditors" means the auditors of the Club for the time being

"Club Chairman" means the person holding the office of Club Chairman for the time being pursuant to Rule 14.4

"Club" means Lancashire County Cricket Club Limited

"Committees" means the Board, Cricket Committee and Membership Committee

"election" means an election to fill the office of President, Honorary Treasurer, Auditor or an elected position on the Cricket, Membership or Business Committees

where, in any such case, there is more than one candidate to fill the vacancy

"financial year" means a period of 12 months ending on 30th September

"Ground" means any rules made by the Board whether pursuant Regulations to Rule 18.2.3 or any previous Rules of the Club governing the extent to which and/or the manner in which people may have access to and/or use the Ground at Old Trafford, Manchester.

"junior" means a person under the age of 18

"lady subscriber" means a person who was a lady subscriber of the unincorporated Lancashire County Cricket Club under the Old Rules at the time these Rules take effect pursuant to Rule 33.

"member" means a member of the Club

"Officer" means one of the officers of the Club described in Rule 14

"poll" includes ballot

"President" means the President of the Club for the time being

"Registrar" means The Financial Services Authority

"resolution" includes motion

"Rules" means the Rules of the Club from time to time

"Scrutineers" a sub-committee of the Board consisting of three members of the Board in addition to the Honorary Treasurer and the Secretary

"Secretary" means the Secretary of the Club for the time being

"special resolution" means a resolution which has been passed by a majority of not less than two thirds of such members as (being entitled to do so) vote in person or by post 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

"subsidiary" shall have the same meaning as is given to it by section 15 of the Friendly and Industrial and Provident Societies Act 1968

"ECB Rules" and Regulations means any rules or regulating directives and resolutions of the England and Wales Cricket Board Limited (the Playing Conditions for First-Class Matches and One-Day International Matches and the Board's Guidelines on the award and conduct of

Cricketers' Benefits being for this purpose deemed to be regulations) which at the relevant time apply to the Club's premises and/or their use by members

"working day" means any day on which the Club office is open for normal business

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

35 **Transitional Provisions**

35.1 All persons who were members of the Committees immediately prior to the adoption of this rule 35 shall remain in office until the annual general meeting to be held in 2008 at the conclusion of which their office will be terminated. All shall (subject to Rule 16.18) be eligible for re-election at that annual general meeting if they so desire.

35.2 For the purposes only of nominations, elections and appointments to offices commencing from the end of the AGM in 2008, the provisions of the new rules 14, 16 and 18 above shall come into immediate effect.