

Reg. No. 28451R

(ALL PREVIOUS RULES RESCINDED)

RULES

of

**LANCASHIRE COUNTY CRICKET
CLUB LIMITED**

2023

Registered Office: Emirates Old Trafford, Manchester, M16 0PX

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RULES

1. Name

- 1.1** The Society shall be called “Lancashire County Cricket Club Limited”.
- 1.2** The Club is a registered society under the Co-operative and Community Benefit Societies Act 2014 and shall not be de-registered (pursuant to Sections 5 to 7 of the 2014 Act) except:
 - 1.2.1 with the prior approval of such a resolution of the Members as is required from time to time to amend the Rules generally (disregarding any special requirements as to amendments to any particular Rule); or
 - 1.2.2 as provided by law.
- 1.3** These Rules (as amended) shall come into force and have effect to the exclusion of all other rules. Subject thereto, in these Rules "these Rules" means the rules of the Club from time to time validly in force.
- 1.4** These Rules were amended in accordance with Rule 27.1 by resolution of the Members and these Rules so amended shall have validity only from the date of their registration in accordance with the 2014 Act.

2. Registered Office

- 2.1** The registered office of the Club shall be at Emirates Old Trafford, Manchester M16 0PX 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. 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:

"Acts" means the Industrial and Provident Societies Acts 1965 to 2010 and any subsequent Acts governing or otherwise affecting industrial and provident societies, including the Co-operative and Community Benefit Societies Act 2014;

"Annual return" means the annual return which the Club is required to send to the appropriate registrar under the Co-operative and Community Benefit Societies Act 2014;

“Board” means the Board of Lancashire County Cricket Club Limited;

"Club Chair" means the person holding the office of Club Chair for the time being pursuant to Rule 15.4;

"Club" means Lancashire County Cricket Club Limited;

"ECB Rules" and Regulations means any rules or regulating directives and resolutions of the England and Wales Cricket Board Limited which are in force from time to time and which at the relevant time apply to the Club's premises and/or their use by members;

“Elected Board Members” Means a Board member elected in accordance with Rule 18.3;

"Election" means an election to fill any office of President, Honorary Treasurer or Board Member where, in any such case, there is more than one candidate to fill the vacancy;

"Election Notice" means a notice served by an individual wishing to be recommended by the Nominations Committee for election to the Board;

“Executive Director” means the Director of Cricket Performance, the Chief Financial Officer, the Director of Operations, the Director of Sales, the Director of Human Resources, and any other Executive Director appointed by the Board;

"Financial Year" means a period of 12 months ending on 31st December;

"Ground Regulations” means any rules made by the Board whether pursuant to regulations made under Rule 20.2.2 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 stadium at Emirates Old Trafford, Manchester;

"Junior" means a person under the age of 18;

"Member" means a member of the Club;

“MRG” means Members Representative Group;

"Officer" means one of the officers of the Club described in Rule 15;

"Poll" includes ballot;

"President" means the President of the Club;

“Registrar” means The Financial Conduct Authority or any successor organisation;

"Resolution" includes motion;

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

"Scrutineers" means a sub-committee of the Board consisting of three members of the Board in addition to the Honorary Treasurer and the Secretary (or their Board appointed representatives, in their absence);

"Secretary" means the Secretary of the Club;

"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 (or by digital or electronic means when suitable technology is available) 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 Part 7 section 100 of the Co-operative and Community Benefit Societies Act 2014;

“Senior Independent Director” means the person holding the office of Senior Independent Director for the time being; and

"Working day" means Monday to Friday, excluding Bank Holidays.

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

4. Objects and Powers

4.1 The objects of the Club are:

4.1.1 the promotion and furtherance of the game of Cricket;

4.1.2 participation in the County Cricket Championship and other competitions organised by the England and Wales Cricket Board Limited or its successors and any other competition which the Board considers it appropriate for the Club to enter;

4.1.3 the provision and maintenance of facilities for Members and others for the enjoyment of the game of Cricket;

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

4.1.5 to support the Lancashire Cricket Foundation Limited and through that of all forms of recreational cricket in Lancashire.

4.2 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:

4.2.1 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;

4.2.2 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:

- 4.2.2.1 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 £40 million; and
- 4.2.2.2 the Club shall have the power to borrow or raise money on such terms and conditions, including the rate of interest, as the Board shall in its absolute discretion determine;
- 4.2.3 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), anybody 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;
- 4.2.4 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;
- 4.2.5 to promote or stage competitions and entertainments in connection with the game of Cricket and any other sports and recreations;
- 4.2.6 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;
- 4.2.7 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;
- 4.2.8 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;
- 4.2.9 to accept and grant sponsorships and franchises and to make such other arrangements as the Board in its discretion shall think fit;
- 4.2.10 within the terms of the Acts, and subject to any licences or consents required, to receive money on deposit and to pay interest thereon;
- 4.2.11 to maintain bank accounts in credit or overdrawn on such terms as the Board shall think fit including the giving of guarantees and indemnities;

4.2.12 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;

4.2.13 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.

4.3 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.

5. Use of Name

5.1 The name of the Club shall:

5.1.1 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;

5.1.2 be stated in legible characters:

5.1.2.1 in all business letters of the Club;

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

5.1.2.3 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

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

5.2 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 that Member 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.

6. Membership

6.1 Categories

The Club shall have such categories of membership (but without prejudice to the provisions of Rule 7.2) 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 and the terms and conditions applicable to each category of membership) every Member shall have one vote. Details of categories of membership, qualifications, privileges, rights and duties shall be kept by the Secretary to be available for inspection by Members at all reasonable times and at all times be present on the Club's website.

6.2 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.

6.3 Admission

- 6.3.1 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.
- 6.3.2 Applications for membership shall be submitted on the appropriate form (obtained from the Secretary (or on the Club's website) 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 10.
- 6.3.3 Only persons who were paid-up Members on 1st April prior to the Annual General Meeting shall be allowed to attend and have voting rights at the Annual General Meeting.
- 6.3.4 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.
- 6.3.5 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 and adherence to the Members Code of Conduct as established in Rule 6.4.3. Upon admission each Member can request a copy of the Rules then in force.
- 6.3.6 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 of 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 their rights and privileges as the Board may from time to time (whether before or after their election as an Honorary Life Member) decide.

6.4 Behaviour of Members on Club Premises

- 6.4.1 The Club shall have power to order the removal from the Club's premises any Member who:
- 6.4.1.1 breaches any of the Club's Ground Regulations or regulations relating to the use of the Club's premises by Members; or
 - 6.4.1.2 violates the Members Code of Conduct; or
 - 6.4.1.3 who otherwise commits an act of misconduct.
- 6.4.2 Save with the consent of the Club Chair 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 6.5, or the Board notifies such Member in writing that the matter is to be taken no further.
- 6.4.3 A formal Members Code of Conduct shall be published on the Club's website and all Members are bound by the Code on either joining as a new Member or renewing their annual membership.

6.5 Reprimand, Suspension and Expulsion of Members

6.5.1 Notwithstanding the Club's powers in Rule 6.4, the Board shall have power to reprimand, suspend for a period not exceeding 12 months, or expel any Member:

- 6.5.1.1 who infringes any of these Rules or regulations made under these Rules (including the Club's Ground Regulations) or any ECB Rules and Regulations; or
- 6.5.1.2 who violates the Members Code of Conduct; or
- 6.5.1.3 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
- 6.5.1.4 who 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. (NB: "membership card" does not include any transferable guest or junior card issued to a Member); or
- 6.5.1.5 who otherwise such as to render the Member, in the opinion of the Board, unfit to be a Member.

6.5.2 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 the Member's conduct in writing. The decision of the Board regarding the exercise or otherwise of such power in relation to any Member shall be final.

6.5.3 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 their entrance fee (if any) or their annual or other subscription.

6.5.4 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.

6.5.5 If a Member is disciplined pursuant to this Rule 6.5, the Board shall be entitled to make public that fact and the reason(s) for such action taken against them.

6.6 Withdrawal or Resignation

6.6.1 A Member may at any time resign as a Member. When a Member ceases to be a Member, for whatever reason (including death), the share held by that Member shall be forfeited and any amount due to the Member in respect of such share shall thereupon become the property of the Club. No refund shall be made of any part of the annual or other subscription or entrance fee (if any) paid by that Member upon their withdrawal.

6.6.2 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 their share in the capital of the Club) that Member shall thereupon automatically cease to be a Member.

6.6.3 Upon a claim made by:

- (a) A personal representative of a deceased Member; or
- (b) The trustee in bankruptcy of a Member who is bankrupt; or
- (c) The Office Holder to any property in the Club belonging to such a Member

the Club shall transfer or pay any property to which the Office Holder has become entitled as the Office Holder may direct them.

A Member may in accordance with the Act nominate any individual or individuals to whom any of their property in the Club at the time of their death shall be transferred, but such nomination shall only be valid subject to the Act. On receiving a satisfactory proof of death of a Member who has made a nomination, the Club shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the individual or individuals entitled thereunder.

6.7 General

6.7.1 It is the duty of each Member to notify the Club of their current postal and email addresses and to notify the Secretary promptly of any change in such addresses.

6.7.2 If any Member has any cause for complaint for any reason whatsoever, they shall bring the complaint before the Board by writing to the Secretary. Under no circumstances may a Member personally reprimand an employee or officer 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.

7. Share Capital

7.1 The capital of the Club shall consist of shares of the nominal value of five pence each.

7.2 Every Member of the Club shall hold one fully-paid share, and no more, in the capital of the Club. No person who is not a Member shall be issued with a share, nor shall any Member where the terms and conditions of their membership specifically exclude voting rights.

7.3 Shares shall be paid for in full on allotment.

7.4 Each person who becomes a Member (except where the terms and conditions of their membership specifically exclude voting rights) shall be allotted one share upon the Member's admission and five pence out of any entrance fee or (if none) the first subscription paid by the Member shall be applied in paying up the same in full.

7.5 Shares may not be held jointly by two or more Members.

7.6 No share shall be transferable or withdrawable by any Member and no interest, dividend or bonus shall be payable on any share. Any Member transferring or attempting or purporting to transfer the share held by such Member or any interest in that share or any rights associated with that share shall (if the Board in its absolute discretion so decides) be deemed to have resigned as a Member as from such transfer or attempted or purported transfer.

7.7 The Club shall issue each Member a membership card.

8. Juniors

8.1 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 10, be permitted to participate in such of the activities of the Club as the Board may from time to time direct.

8.2 Juniors permitted to participate in such activities and enjoy such facilities as described above shall not be Members but shall in all respects be subject to this Rule 8 and the Members Code of Conduct.

8.3 Notwithstanding the previous provisions of this Rule 8, juniors aged 14 or over shall be entitled to enter and use the members' areas including the Pavilion and the seating terraces. Juniors under the age of 14 must be accompanied by an adult.

9. Visitors and Guests

The Board shall have the power to issue regulations for the purpose of regulating the right of Members and juniors to introduce visitors and guests to the Club.

10. Entrance Fees and Subscriptions

10.1 Members and juniors 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 (except in demonstrably exceptional circumstances) 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. This excludes new membership packages with enhanced benefits. For this purpose, the annual rate of inflation shall be calculated and certified to the Board by the Auditors by reference to the Retail Prices Index published by the Office for National Statistics and the Retail Prices Index for the corresponding month in the previous year.

10.2 All annual subscriptions shall expire on 31st March in each year that follows.

10.3 Any Member whose subscription has not been paid before the 1st April 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 registered in the Member's name and to forfeit to the Club the amount standing to the credit of such Member in the share ledgers of the Club.

10.4 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.

11. Meetings of Members

11.1 Annual General Meetings

11.1.1 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.

11.1.2 The business to be transacted at each Annual General Meeting shall include the following matters:

11.1.2.1 to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;

11.1.2.2 to receive and approve the annual report of the Board and annual accounts of the Club for the previous financial year together with the report of the Auditors on such accounts;

11.1.2.3 to elect or (as the case may be) re-elect the following:

the President (in years in which the President is to be elected or re-elected)
the Honorary Treasurer (in years in which the Honorary Treasurer is to be elected or re-elected)
Board members
the Vice Presidents (where necessary)
the Auditors
members of the MRG (where necessary)

11.1.2.4 to consider any resolution proposed by the Board;

11.1.2.5 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;

11.1.2.6 to consider any resolution proposed and seconded by at least 25 Members of which written notice has been given to the Secretary on or before the 31st January preceding the date of the Annual General Meeting of Members.

11.2 Special General Meetings

11.2.1 All general meetings of Members other than Annual General Meetings shall be called Special General Meetings. All fully paid-up voting Members may attend Special General Meetings.

11.2.2 The Board may convene a Special General Meeting at any time.

11.2.3 The Board must convene a Special General Meeting upon receipt of a Members' requisition which:

11.2.3.1 is signed by not less than 100 Members having at the date of receipt of the requisition a right to vote at general meetings of Members; and

11.2.3.2 specifies the business for which the meeting is to be convened and any resolution(s) to be proposed at such meeting; and

11.2.3.3 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.

11.2.4 Should a Special General Meeting not be convened pursuant to a requisition of Members which complies with Rule 11.2.3 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 12.3 but any meeting so convened may not be held more than 56 days after the Receipt Date.

11.2.5 Should, due to exceptional circumstances, the number of Board members at any time (including the President and Honorary Treasurer) fall below four and the subsequent Annual General Meeting is more than 4 months away, then a Special General Meeting would be triggered to facilitate Board Elections. During the interim period the Chief Executive and Chief Financial Officer shall have delegated authority to manage the Club's business.

11.3 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) decides otherwise.

11.4 Members Forums

Four Members Forums will be hosted by the Club on an annual basis.

12. Notice of General Meetings

12.1 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.

12.2 Each notice of an Annual General Meeting shall:

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

12.2.2 specify the meeting as an Annual General Meeting;

12.2.3 set out the agenda for the meeting including:

12.2.3.1 the names of the candidates for election or re-election to the Board (as the case may be), as President (in years in which the President is to be elected or re-elected), Vice President, Honorary Treasurer (in years in which the Honorary Treasurer is to be

elected or re-elected), Auditors, members of MRG (as the case may be) and the member of the Nominations Committee who isn't a Board member (as the case may be); and

12.2.3.2 any resolution(s) to be considered at the meeting under Rule 11.1.2.4 or Rule 11.1.2.6; and

12.2.4 be accompanied in the same envelope by the annual report of the Board and the accounts for the previous financial year and the report of the Auditors on such accounts.

12.3 Any Special General Meeting shall be called by a notice to be despatched not later than 14 clear days before the date fixed for the meeting.

Each such notice shall:

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

12.3.2 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.

12.4 All Members 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.

12.5 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 on the Club's website. 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 (b) by digital or electronic means pursuant to Clause 31.3, or, if not, (c) be handed to such persons upon their arrival at the place of the meeting in question.

12.6 For the purpose of this Rule 12, 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.

13. Proceedings at General Meetings

13.1 No business may be transacted at any general meeting unless a quorum of 100 Members is present. The quorum may be achieved either by:

13.1.1 100 Members being present in-person or by remote means; or

13.1.2 At least 40 Members being present in-person plus 60 further Members present by way of duly appointed proxy or proxies.

If within 15 minutes 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 Chair of the meeting may determine. The Chair 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 Rules 12.3 and 12.4.

- 13.2** The President (if any) shall, if willing and able to act, preside as 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 he/she is unwilling or unable to act, the Secretary shall appoint a Chair of the meeting.
- 13.3** The Chair 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 14.3.2.
- 13.4** Except for persons admitted with the permission of the Chair of the meeting in question (in their 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) the Member's original notice of that meeting given pursuant to Rule 12.1 or (in the case of a Special General Meeting) the Member's original notice of that meeting or where a meeting is convened by advertisement pursuant to Rule 12.5 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.

14. Voting at General Meetings

14.1 Qualification

- 14.1.1 Only those Members who are qualified to do so under Rule 6.1 shall be permitted to vote at general meetings.
- 14.1.2 Each Member shall have one vote.

14.2 Majority Required

- 14.2.1 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 in person or by post or by proxy at a general meeting (or by digital or electronic means when suitable technology is available).

14.3 Voting

- 14.3.1 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:
- 14.3.1.1 the Chair of the meeting; or
- 14.3.1.2 at least 3 Members present in person or by proxy.

- 14.3.2 If a poll is so demanded it shall be taken immediately unless in any particular case the Chair 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 Chair of the meeting shall determine the method by which the poll shall be held.
- 14.3.3 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.
- 14.3.4 Save as provided below in this Rule 14.3.4, 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 proposed under section 112 of the Co-operative and Community Benefit Societies Act 2014 to convert into, amalgamate with, or transfer engagements to a company registered under the Companies Act.
- 14.3.5 A demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the Chair 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.
- 14.3.6 The counting of votes on a poll shall be carried out under the direction of the Auditors.
- 14.3.7 As soon as reasonably practicable following each poll, the Auditors shall certify in writing to the Chair of the meeting in question:
- 14.3.7.1 the total number of votes cast in favour of the relevant resolution (if any);
- 14.3.7.2 the total number of votes cast against such resolution (if any);
- 14.3.7.3 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);
- 14.3.7.4 the total number of votes cast for each candidate at an election (if any);
- 14.3.7.5 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).

14.4 Declaration by Chair of the Meeting

A declaration by the Chair 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.

14.5 Casting vote of Chair 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.

14.6 Proxy Voting

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

14.6.1 A proxy must be a Member of the Club entitled to attend and vote at a general meeting.

14.6.2 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 (membership number []) 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 :

14.6.3 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 the Member thinks fit.

14.6.4 The instrument appointing a proxy shall be delivered to the Secretary at the registered office of the Club (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) 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.

14.6.5 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 (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) more than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the instrument of proxy is used.

15. Officers

15.1 President

15.1.1 The President shall be elected every two years at the Annual General Meeting and shall hold office (unless they cease to be eligible to do so pursuant to Rule 15.1.2) until the conclusion of the Annual General Meeting at the end of the second year.

15.1.2 To be eligible to be elected or re-elected to, and to hold the office of President a person must be a fully paid up Member as at the date of their 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 6.5 they shall cease to be so eligible and shall thereupon automatically cease to hold that office.

15.1.3 The President for the time being shall by virtue of their office be a member of the Board.

15.1.4 The nomination for the President shall be made and agreed by the Board only, and not later than 31st January in any year in which the President is to be elected.

15.2 Vice-Presidents

15.2.1 Nominations for Vice-Presidents shall be made and agreed by the Board only, and not later than 31st January in any year.

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

15.2.3 The names of all Nominees shall be listed on the agenda for the Annual General Meeting.

15.3 Chief Executive & Secretary

15.3.1 The Club shall have a Chief Executive, who shall manage the day to day business of the Club in accordance with Rule 15.3.2. The terms and conditions of the Chief Executive's appointment will be determined by the Board.

15.3.2 The roles and responsibilities of the Chief Executive are:

15.3.2.1 to manage the day-to-day business of the Club in accordance with the strategy set by the Board;

15.3.2.2 to report to each Board meeting on the business of the Club; and

15.3.2.3 to comply with the terms of any written service agreement entered into by the Club with the Chief Executive.

15.3.3 The roles and responsibilities of the Secretary include:

15.3.3.1 keeping the Register of Members and other registers and books required by these Rules to be kept;

15.3.3.2 summoning and attending all meetings of the Members of the Club, of the Board and keeping the minutes of those meetings;

15.3.3.3 acting as returning officer in any elections; and

15.3.3.4 preparing and sending to the Financial Conduct Authority and any other statutory body all returns which are required to be made by the Club.

15.4 Club Chair

15.4.1 At a meeting immediately following the conclusion of the Annual General Meeting in any year in which the Club Chair is to be elected, the Board shall appoint by majority vote one of their number to be Chair of the Club, and another to be Senior Independent Director of the

Club. The term of office of the Club Chair shall (subject to Rule 15.4.3) be three years, but if they are willing to act, they may be reappointed at the end of their term in accordance with the procedure set out in this Rule 15.4.1. The Senior Independent Director may hold office for a maximum of two terms of three years. The Board may at any time remove the Club Chair and/or the Senior Independent Director from office by majority vote.

- 15.4.2 Neither the President, nor the Senior Independent Director nor the Honorary Treasurer may be Club Chair during the term of their office.
- 15.4.3 If any person holding the office of Club Chair or Senior Independent Director for the time being ceases for any reason to be a member of the Board, they shall thereupon automatically cease to hold that office.
- 15.4.4 If a casual vacancy occurs in the office of Club Chair, the Board shall meet to appoint a person to fill such vacancy. Any person so appointed shall hold office only until the conclusion of the 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.

15.5 Honorary Treasurer

- 15.5.1 The Honorary Treasurer shall be elected every three years at the Annual General Meeting and shall hold office (unless they ceased to be eligible to do so pursuant to Rule 15.5.2) until the conclusion of the Annual General Meeting at the end of the third year.
- 15.5.2 To be eligible to be elected or re-elected to, and to hold, the office of Honorary Treasurer a person must 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 6.5 they shall cease to be so eligible and shall thereupon automatically cease to hold that office.
- 15.5.3 The Honorary Treasurer for the time being shall by virtue of their office be a member of the Board.
- 15.5.4 Nominations for the office of Honorary Treasurer for the following year shall be made by 31st 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 candidate's consent to his or her nomination.

15.6 Secretary

The Board shall appoint the Secretary, who if not the Chief Executive shall by virtue of their office have all the general privileges and status of Board members including the right to attend and speak to Board meetings, but they 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 15.3.

15.7 General

- 15.7.1 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.

- 15.7.2 The Chief Executive, Secretary and (if appointed) the Executive Directors 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 officers of the Club shall be honorary and shall carry such powers and duties as the Board shall decide. The Chief Executive, Secretary and members of the Executive Team are all paid employees of the Club, recruited via a rigorous process led by the Board. All remuneration levels are set by the Board and are based on the skill sets each candidate offers and on the job market factors applicable at the time.
- 15.7.3 Any officer of the Club may at any time resign from their 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 their 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.
- 15.7.4 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).

16. Auditors

- 16.1** The provisions of the Acts as to the appointment, powers, rights, remuneration and duties of the Auditors shall be complied with.
- 16.2** 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.
- 16.3** The remuneration of the Auditors shall not exceed any limit approved by the Registrar pursuant to the Acts.

17. Nominations Committee

The Club shall have a Nominations Committee.

17.1 Constitution

- 17.1.1 The Nominations Committee, which shall be a stand-alone committee of the Club and shall not be a sub-committee of the Board, shall comprise three persons, namely:
- 17.1.1.1 The Club Chair;
 - 17.1.1.2 one Board member selected by the Board; and
 - 17.1.1.3 one person, who shall be a Member but not a Board member. The person on the Nominations Committee who isn't a Board Member, but an ordinary Member of the Club, shall be appointed by the

Members at an AGM by election from candidates nominated by at least two Members of at least three years' standing. This person must be approved by the Nominations Committee pursuant to Rule 17.5.3.

- 17.2 The Nominations Committee shall not be quorate unless all members are present.
- 17.3 All decisions of the Nominations Committee must be unanimous.
- 17.4 The Nominations Committee shall meet as frequently as they determine what is necessary for the proper discharging of their function.
- 17.5 It shall be the function of the Nominations Committee to:
 - 17.5.1 identify, interview and recommend persons for nomination as Elected Board Members;
 - 17.5.2 interview and, if thought fit, recommend as Elected Board Members any Member who applies to the Nominations Committee for membership of the Board; and
 - 17.5.3 interview and, if thought fit, recommend as Elected Members of the Nominations Committee any Member who applies to the Nominations Committee to be the member on the Nominations Committee as referred to in Clause 17.1.1.3.
- 17.6 Subject to approval by the Board, the Nominations Committee shall set selection criteria in relation to candidates wishing to stand for election as Elected Board Members. Such criteria shall be available from the Club and shall be designed to ensure that the Elected Board Members possess the quality, skills and experience that the Board requires to manage the business of the Club. A skills matrix for the Board shall be updated after each AGM and published on the Club's website.
- 17.7 In addition to Rule 17.6, with the Club being a member organisation, when a vacancy arises on the Board, the Nominations Committee shall at all times have regard to the need for the Board to have at least one Elected Board Member with suitable skills and experience in member services and member communications. Any such Member of the Club who submits an Election Notice shall be considered for such a vacancy. Such notice must be signed by that individual and two other Members who shall have been full Members of the Club for three consecutive years immediately prior thereto. In the case of an election in which the result is to be announced at an Annual General Meeting such notice must be received by the Secretary not later than 31st January immediately prior to that meeting.
- 17.8 A member of the Nominations Committee shall serve for a period of three years with the option of two further periods of three years with the consent of the Nominations Committee and the Board.
- 17.9 Should the situation arise as described in Clause 11.2.5, where there are insufficient Board members available to sit on the Nominations Committee, due to vacancies left on the Board, then the Chief Executive and Secretary would step in to fill any vacant positions on the Nominations Committee and facilitate the recommendation for election of new Board members.

Restrictions on membership of the Nominations Committee

- 17.10 An undischarged bankrupt shall not be eligible for appointment to the Nominations Committee.
- 17.11 Persons subject to a disqualification order made under the Company Directors Disqualification Act shall not be eligible for appointment to the Nominations Committee.

Payment of Nominations Committee members

- 17.12 No member of the Nominations Committee shall be entitled to be remunerated for their services as a Nominations Committee member.

Involvement in Members Representative Group

- 17.13 Subject to approval by the Board, the Nominations Committee shall set selection criteria in relation to Members wishing to stand for election as members of the Members Representative Group (“MRG”).
- 17.14 It shall also be the function of the Nominations Committee to interview and recommend any Member who applies to be elected to the MRG.
- 17.15 Should the number of candidates recommended by the Nominations Committee exceed the number of vacancies, then there will be an election at the Annual General Meeting, when the candidate(s) with most votes will be appointed.

18. The Board

The Club shall have a Board.

The Board

18.1 Constitution

- 18.1.1 The Board shall consist of:
- 18.1.1.1 the President;
 - 18.1.1.2 the Honorary Treasurer;
 - 18.1.1.3 no more than seven but not less than four Elected Board Members.
- 18.1.2 With the exception of any person co-opted to serve on the Board under Rule 20.2.3, all members of the Board shall be fully paid-up Members of the Club.
- 18.1.3 The Chief Executive and the Executive Directors will attend and report to and speak at each meeting of the Board but will not be members of the Board and will not have the right to vote subject to Rule 19.2.
- 18.1.4 The Board must nominate at least one Elected Board Member to be responsible for member services and member communications.

18.2 **Voting**

- 18.2.1 Subject to these Rules, all members of the Board except a co-opted member shall have voting rights at Board meetings.
- 18.2.2 In the event of an equality of votes at a meeting of the Board, the Chair of the Club (or if they are not present at the meeting, the chair of the meeting) shall be entitled to a second or casting vote.

18.3 **Appointment and Retirement**

- 18.3.1 Subject to Rules 18.3.2 to 18.3.8 inclusive, the term of office of each Elected Board Member shall be three years.
- 18.3.2 Every year, two of the Elected Board Members shall retire by rotation. The Elected Board Members so to retire by rotation shall be the members who have been on the Board longest since their last election or re-election. In the event that there are two or more Elected Board Members who have served on the Board for the same length of time since their election or re-election, the Elected Board 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 Elected Board 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.
- 18.3.3 After an Elected Board Member has completed three consecutive three year (or equivalent) terms of office they shall not be eligible for re-election to the Board unless the Nominations Committee and the Board agree unanimously that, in the case of the exceptional skills of an individual or the exceptional circumstances in which the Club shall find itself, the Elected Member shall be re-appointed to the Board. Any such re-appointment shall be limited to one year which the Nominations Committee shall agree unanimously. Four years must then elapse before that Elected Member can re-join the Board.
- 18.3.4 For the purposes of this Rule 18.3 “year” means a period commencing immediately after the conclusion of the Annual General Meeting and ending at the conclusion of the next Annual General Meeting.
- 18.3.5 In the event that there are two vacancies on the Board the candidates polling the highest number of votes shall be elected to hold office for three years.
- 18.3.6 In the event of there being three vacancies the candidate polling the third highest number of votes shall be elected to hold office for the remainder of the term of office for which the member of the Board whose early retirement or death created the vacancy (such member of the Board being referred to in these Rules as a “Vacating Member”) had last been elected.
- 18.3.7 In the event of there being four vacancies (because there are two 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 Vacating Members in that category, then had the second longest period in office remaining.

- 18.3.8 In the event of there being five vacancies (because there are three Vacating Members) the candidate polling the fifth 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.

Filling Vacancies

- 18.4 The Board may appoint a person to fill a vacancy that has arisen (whether as a result of early retirement or death of a member of the Board or otherwise) and that person has the right to vote. Any Board 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 Board 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 their predecessor was last elected and shall then retire.

Election or Re-election to the Board

18.5 Nomination

- 18.5.1 No person shall be eligible for election or re-election to the Board unless:
- 18.5.1.1 they are recommended as an Elected Board Member by the Nominations Committee pursuant to Rule 17.5.1 (Applies also to the President and Honorary Treasurer); or
 - 18.5.1.2 they submit an Election Notice which states their wish to stand for election and they are approved by the Nominations Committee pursuant to Rule 17.5.2 (Applies also to the Honorary Treasurer).
- 18.5.2 A Member may only propose or second one candidate in each election to the Board.
- 18.5.3 Members of the Board and Vice-Presidents may not propose or second any Candidate for election to the Board. Former members of the Board and Vice-Presidents may not do so during the twelve months following the termination of their period of office.

18.6 Election

- 18.6.1 If the number of candidates for election or re-election (as the case may be) to the Board does not exceed the number of vacancies on the Board, then in order to become members of the Board those candidates must nevertheless be approved by a simple majority of the Members in general meeting.
- 18.6.2 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 18) than vacancies on the Board, an election shall be held on the following basis:

- 18.6.2.1 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 Board (and the decision as to whether a candidate has been properly nominated shall be in the absolute discretion of the Nominations Committee whose decision shall be final and binding) and the name of the members proposing and seconding their nomination.
- 18.6.2.2 The Secretary will also include with the notice (if submitted by the candidate not later than 31st January before the Annual General Meeting), a photograph of the candidate and a summary (not exceeding two hundred and fifty words) of their personal information (including their credentials in or qualifications to serve on the Board), details of previous service on the Board and whether by election or co-option.
- 18.6.2.3 In respect of the election for Elected Board Members, a return date and address shall be specified in the voting paper.
- 18.6.2.4 Each Member entitled to vote at general meetings shall have one vote for each vacancy on the Board 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 they are entitled to cast.
- 18.6.2.5 Voting papers which do not comply with the conditions or requirements for their completion and return shall be invalid.
- 18.6.2.6 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.
- 18.6.2.7 Those candidates shall be elected to the Board who receive the highest number of votes in the ballot for the Board. 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 Chair.
- 18.6.2.8 In the event that any candidate's election to the Board would cause the maximum number of two Former Employee Board 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 Board

- 18.7 No person shall be entitled to serve as a member of the Board, unless they are a paid-up member of the Club.
- 18.8 An undischarged bankrupt shall not be eligible for nomination, election or re-election to the Board.
- 18.9 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 Board.
- 18.10 The number of members of the Board who are also former employees of the Club and are permitted to serve on the Board ("Former Employee Board members") shall not exceed two at any time.
- 18.11 Any member of the Board who misses four consecutive Board meetings shall be required to vacate their office with immediate effect, unless the Chairman determines otherwise based on exceptional circumstances.

Removal of Board Members

- 18.12 Any member of the Board may be removed from office by a simple majority of Members voting in person or by proxy at a Special General Meeting convened in accordance with these Rules for the purpose of removing the Board member(s) in question.

Payment of Board Members

- 18.13 No member of the Board, or of a sub-committee shall be entitled to be remunerated for their services as a Board or sub-committee member.

19 Proceedings of the Board

- 19.1 Subject to Rules 19.2 to 19.6, 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 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 the Board who is absent from the United Kingdom.
- 19.2 The quorum for the transaction of the business of the Board shall be five. At least, but not more than one of the Chief Executive and the Executive Directors may form part of the quorum.
- 19.3 Unless they are unwilling to do so, the Club Chair shall preside at every meeting of the Board at which they are present. If at the relevant time there is no person holding the office of Club Chair, or if the Club Chair is unwilling or unable to preside or is not present within fifteen minutes after the time appointed for the meeting, then if the Board has a Senior Independent Director, they shall preside. If the Board does not have a Senior Independent Director, or if the Senior Independent Director is unable or unwilling to preside, the Board members present may appoint one of their number to be Chair of the meeting.

- 19.4 Every question arising at a meeting of the Board shall be decided by a majority of votes of those Board members present and if the votes are equal the Chair of the meeting shall have a second or casting vote.
- 19.5 Board Members may participate in Board 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.
- 19.6 A Board member who is in any way, whether directly or indirectly and whether for themselves or through a person connected with them, interested in a contract, transaction or arrangement with the Club shall declare the nature of their interest in accordance with section 177 of the Companies Act 2006 (or such other section as shall re-enact or replace such section 177) as if each Board member was a director and the Club were a company for the purposes of that Act.
- 19.7 A Board member shall not vote, nor count in the quorum, at a meeting of the Board on any resolution concerning a matter in which or in connection with which they have, directly or indirectly, an interest or duty and which in the opinion of the Chair of the meeting is material and conflicts or may conflict with the interests of the Club. If requested to do so by the Chair of the meeting, such Board members will withdraw from the meeting while the matter in question is discussed and (if applicable) voted on. If the Board member in question is the Chair of the meeting, references in the previous sentences of this Rule 19.7 to the Chair of the meeting shall be construed as being references to a majority of the other Board members present at the meeting at the relevant time.
- 19.8 The Board or any sub-committee appointed pursuant to Rule 20.2.1 shall have the right at its discretion to invite persons who are not members of the Board or sub-committee to attend one or more meetings of the Board or 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.
- 19.9 Sub-Committees shall meet at such times as their Chair or the Chief Executive of the Club shall deem necessary.

20 Functions and Powers of the Board

- 20.1 The functions of the Board are:
- 20.1.1 to determine the Club's strategy and policy in consultation with the Chief Executive;
 - 20.1.2 to appoint or remove the Chief Executive and Secretary (if not the same person), and to determine their terms and conditions of appointment;
 - 20.1.3 to monitor the Chief Executive in their management of the day-to-day business of the Club along with their staff;
 - 20.1.4 to arrange the preparation of the annual report and accounts; and
 - 20.1.5 to manage such affairs of the Club as do not fall within the role and responsibilities of the Chief Executive.

- 20.2 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 in particular shall have the power to:
- 20.2.1 delegate any of its powers for any purpose it thinks fit and for any period of time to any officer or to any sub-committee(s) consisting of such persons as the Board may think appropriate and two or more members of the Board;
 - 20.2.2 make and amend regulations to govern those matters in respect of which power to make regulations is reserved to it elsewhere in these Rules provided that no such regulations shall conflict with any of these Rules; and
 - 20.2.3 (subject to the limitations contained in Rule 18.2.1) co-opt not more than two persons 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.

21 Register of Members and Officers

- 21.1 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:
- 21.1.1 the names and addresses of the Members;
 - 21.1.2 where the Member has notified the Club of an electronic address for the purposes of receiving notices or documents under this Act, the electronic address and the purposes for which it has been notified;
 - 21.1.3 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;
 - 21.1.4 a statement of other property in the Club, whether in loans or otherwise, held by each Member;
 - 21.1.5 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
 - 21.1.6 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.
- 21.2 The Register of Members and Officers shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 21.1.1, 21.1.4 and 21.1.5 without so opening to inspection the particulars entered in the register pursuant to Rules 21.1.2 and 21.1.3.

22. 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 21.1.2 and 21.1.3 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.

23. Annual Return

- 23.1** 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.
- 23.2** 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.
- 23.3** 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.

24. Publication of Accounts

- 24.1** 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 displayed on the Club's website at all times.
- 24.2** 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.

25. 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.

26. 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 such instrument shall be signed by any two of the President, the Chairman, the Honorary Treasurer, the Chief Executive and the Secretary.

27. Rules

- 27.1** 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 27.1 and Rule 29.3 may only be rescinded or altered by a resolution passed at a Special Meeting of the Club at which 95 per cent of the total votes cast by show of hands or by proxy have been cast in favour of such resolution.
- 27.2** 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.

28. Indemnity

28.1 Protection of Officers, Board Members and Employees

Each Officer 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 the Board, or any sub-committee of the Board or any special adviser shall (to the extent that such person is not entitled to recover under any policy of insurance, which the Board may decide to purchase and maintain at the expense of the Club) be entitled to be indemnified out of any and all funds available to expenses and liabilities whatsoever incurred by them in the execution and discharge of their duties in relation thereto, including any liability incurred by them in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted in good faith by them or alleged to have been done or omitted to be done by as an Officer, employee, or Member of the Board, or any sub-committee or as special adviser, as the case may be.

29. Dissolution and Winding-up of the Club

29.1 Dissolution to comply with the Acts

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

29.2 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.

29.3 Distribution of Net Assets

If, on the solvent dissolution or winding up of the Club, there shall 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 Cricket Foundation Limited or, in the event that the Lancashire Cricket Foundation Limited 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.

30. Copies of Rules

30.1 The Board shall provide the Secretary, or cause the Secretary to be provided, with sufficient copies of the Rules to enable the Secretary to deliver to any person on demand a hard copy of such Rules:

30.1.1 free of charge, to any Member of the Club to whom a copy of those Rules has not previously been given; and

30.1.2 to any other person, upon payment of such fee as the Club may require, not exceeding £5 or such other amount as HM Treasury may determine by order under section 18(1) of the Co-operative and Community Benefit Societies Act 2014.

30.2 A copy of all Rules shall be displayed on the Club's website.

31. Notices and Communications

31.1 Subject to Rule 12.5, any notice or other communication or document to be served on, or delivered to, a Member or junior subscriber by the Club, or an Officer or a Board member or vice versa, shall be sent:

31.1.1 by hand or by post in a pre-paid letter or by pre-paid recorded delivery or registered post addressed to:

31.1.1.1 in the case of the Club, or an Officer or Board member, the registered office of the Club; and

31.1.1.2 in the case of a Member or junior subscriber, his or her registered address; or

31.1.2. by digital or electronic means pursuant to Rule 31.3.

31.2 Any notice sent by post in accordance with Rule 31.1 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 or sent by electronic means 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.

31.3 Any Member, by providing the Club with an email address at the time of or subsequent to the adoption of these Rules, is taken to have agreed to receive communications from the Club in digital or electronic form at that address or by other digital or electronic means (including by displaying such notice, communication or document on the Club's website from time-to-time or by other such digital or electronic means as the Club may communicate to the Members from time to time), unless the Member has notified to the Club in writing a specific direction to receive communications in hard copy form.

32. Registration

These Rules shall take effect on and from their registration pursuant to the provisions of section 3 of the Co-operative and Community Benefit Societies Act 2014.