

DATED

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**RULES OF THE CHESHIRE CRICKET
BOARD LIMITED (“CCB”)**

Brabners

55 King Street
Manchester
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1. INTRODUCTION

- 1.1 These rules (the “**Rules**”) govern the CCB as the governing body of cricket in the English county of Cheshire. The Rules set out the roles, responsibilities and duties of the CCB and its Board.
- 1.2 The Board is intended to be the ultimate decision-taking body of the CCB and accordingly exercises all powers of the CCB.
- 1.3 A resolution to amend these Rules may be made at a Board meeting.

2. DEFINITIONS AND INTERPRETATIONS

- 2.1 In these Rules, unless the context otherwise requires the following definitions and rules of interpretation apply:

Act:	the Companies Act 2006;
Alternate Director:	a Director or any other person approved by a decision of the Board to exercise the powers and responsibilities of their Appointer during the Appointer’s absence (Article 7.1(a));
Applicable Laws:	any and all: (i) laws, statutes, regulations, decisions, rulings, directives, codes of practice, government policies, enactments or instruments (including national, regional, local or principal laws, regulations or by-laws of any kind whatsoever (including the Act); (ii) codes of practice, policies and/or decisions of any relevant regulator; (iv) regulations, codes and sanctions relating to anti-bribery and anti-corruption, including the Bribery Act 2010; (v) Cricket Laws; in each case which may from time to time be in force anywhere in the world and relevant to any rights and obligations under these Rules;
Appointed Director:	a Director who has been either been directly appointed to the Board by way of Board resolution or who has been nominated by the Nominations Committee and subsequently appointed by the Board;
Appointer:	a Director who appoints an Alternate Director to undertake their role during a period of absence;
Articles:	CCB’s articles of association for the time being in force;
Bankruptcy:	includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
Business Day:	any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;
Board:	the board of the CCB from time to time as constituted under the Memorandum of Association and Articles;

Chair:	the independent chair of the Board appointed in accordance with the Articles and these Rules;
Cheshire County Cricket Club:	a committee appointed to oversee men's (over the age of 18) able-bodied representative cricket within the County;
Cheshire Clubs Cricket Committee:	a committee appointed to oversee adult recreational cricket within the County;
Cheshire Youth Cricket:	a committee appointed to oversee youth cricket within the County;
Club:	a CCB affiliated member club, or organisation participating in cricket, directly or through a body affiliated to a Member in accordance with the rules of the Member;
Club Safeguarding Officer:	a person appointed by each Club from time to time to act as the Club's safeguarding officer;
Code of Conduct:	a code, as amended from time to time, providing guidance as to the standard of behaviour, conduct, transparency, accountability and integrity required from every Director;
Companies House:	the United Kingdom's registrar of companies;
Conflict:	a situation in which a Director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of CCB;
County:	the English County of Cheshire;
County Safeguarding Officer:	a person appointed by the Board from time to time as the CCB's county safeguarding officer;
Cricket Laws:	the rules and regulations from time to time in force of any confederation, Governing Body, national association or league under the auspices of the ICC (including the ECB) to the extent that they relate or apply to the CCB;
Director:	a director of the CCB appointed to the Board and includes any person occupying the position of director, by whatever name called;
Director of Cricket:	a person appointed by the Board to be responsible for the cricketing operations of the CCB;
Diversity and Inclusion Policy:	the CCB's diversity and inclusion policy as in place from time to time;
ECB:	the England and Wales Cricket Board Limited (the national governing body for cricket);

General Meeting:	a general meeting of the CCB held in accordance with the Act;
Governing Body:	the ECB, the ICC and any other recognised and properly constituted cricket governing body;
ICC:	the International Cricket Council (the world governing body of cricket);
Independent Director:	a Director appointed to the Board who is deemed to be independent i.e., they are free from any close connection to the CCB and if, from the perspective of an objective outsider, they would be viewed as independent;
Management Group:	a committee appointed by the Board to oversee the operational functions of the CCB in addition to monitoring the risks and financial position and performance of the CCB;
Member:	the Cheshire County Cricket Club, the Cheshire Clubs Cricket Committee, the Cheshire Youth Cricket and any other organisation whose name is entered in the Register of Members from time to time and membership of the CCB (" Membership ") shall be construed accordingly;
Member Representative:	a representative from each Member appointed to the Board to represent the Member's specific interests;
Memorandum of Association:	as filed with Companies House from time to time;
Nominations Committee:	the Board's appointed committee to undertake the process for appointing and/or electing Directors to the Board;
Office:	the office of the CCB at Hartford House, Moss Farm Leisure Complex, Northwich, Cheshire, CW8 4BG, or such other address as is notified in accordance with these Rules;
Register of Members:	the CCB's Memorandum of Association as filed with Companies House from time to time;
Reporting Accountant:	an accountant appointed by the Board at each AGM to produce the CCB's annual accounts;
Safe Hands:	the ECB's policy for safeguarding children participating in cricket;
Safe Hands Management System:	an online club management system which requires Clubs to input details of individuals in key regulated roles (i.e., working with children) or those with responsibilities for the management and running of County and Club activities;

Safeguarding Development Plan:	a strategic plan, identifying key objectives to develop and review safeguarding in cricket;
Safeguarding Protecting Children:	safeguarding training for coaches and people working with children in sport;
Safeguarding Policy:	the CCB's safeguarding policy as in place from time to time;
Safeguarding Young Cricketers:	safeguarding training for coaches and people working with children in cricket;
Secretary:	a person appointed by the Board from time to time as the CCB secretary of the CCB;
Treasurer:	a person appointed by the Board from time to time as the CCB treasurer of the CCB;
Term:	the period of one, two or three years which a Director serves on the Board;
Vice Chair:	the independent vice chair of the Board appointed in accordance with the Articles and these Rules.

2.2 Headings in these Rules are used for convenience only and shall not affect the construction or interpretation of the Rules.

2.3 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

3. **OBJECT**

3.1 The objects of the CCB are:

3.1.1 to strategically lead, develop, support and facilitate the sport of cricket in the County in every way in which the CCB shall think proper, including through the principle of fair play and encouraging respect and sportsman-like behaviour by all involved;

3.1.2 act at all times in accordance with these Rules, the CCB's Code of Conduct and all Applicable Laws in place from time to time;

3.1.3 to take such steps as shall be deemed necessary or advisable in the County for the enforcing of the Cricket Laws, preventing infringements of them and protecting the sport of cricket from abuses within the County;

3.1.4 promote the long-term sustainable success of cricket in the County and to generate value for all stakeholders;

3.1.5 maintain, continue and provide for the affiliation (membership) and registration of players, clubs, officials, coaches and other organisations promoting or playing the game within the County, to support such persons and organisations in every way;

3.1.6 to maintain stakeholder engagement plans which the Board shall review;

3.1.7 to carry out regular stakeholder surveys and communicate the results and act on the learnings;

3.1.8 to do all such things as may be deemed incidental or conducive to the attainment of these objects or any of them.

3.2 The Board's role is to:

3.2.1 act at all times in accordance with these Rules in addition to the CCB's Code of Conduct, Cricket Laws and Applicable Laws in place from time to time and take such steps as shall be deemed necessary or advisable in the County for enforcing these;

3.2.2 establish the responsibilities of each specific role of the Board and prepare and maintain a written statement of these roles and responsibilities with no one individual on the Board having the unfettered ability to take a decision;

3.2.3 the Board endeavours to retain membership of the Recreational Assembly (the "**Recreational Assembly**") as defined in the Articles of Association of the ECB;

3.2.4 maintain robust internal controls that cover risk management, regulatory compliance, business performance and compliance with the Applicable Laws;

3.2.5 maintain a risk register and systems for identifying, assessing and managing risk (including without limitation safeguarding, player welfare, health and safety and financial risks) (the "**Risk Register**");

3.2.6 publicly disclose relevant, non-confidential information on its governance and activities including an annual report and financial statements to allow its stakeholders clear understanding of the CCB's work;

3.2.7 be responsible for setting, supporting and monitoring the strategy and performance, mission, values and culture of the CCB, including County-wide business plans that are aligned with the national strategy and the ECB's initiatives in place from time to time;

3.2.8 co-ordinate and where appropriate make applications for grants and/or funding on behalf of the Clubs and/or Members to ECB, Chance to Shine and other funding organisations; and

3.2.9 co-ordinate the work of all the differing individual cricketing bodies and appropriate agencies within the County ensuring that adequate channels of engagement and communication are in place and that the best possible use is made of the resources available.

4. **EQUITY DIVERSITY AND INCLUSION**

4.1 The CCB shall:

4.1.1 adhere to its Equity Diversity and Inclusion Policy as in place from time to time, including the ECB's Anti-Discrimination Code;

4.1.2 adopt diversity targets and work towards greater gender, ethnic and wider diversity within its Board, Membership, Clubs and the stakeholders of the sport of cricket within the County as a whole;

4.1.3 set a target of, and take all appropriate actions to encourage, a minimum of 30% of each gender and a minimum of one Director from a BAME background on its Board; and

- 4.1.4 commit to and identify appropriate actions to progressing towards greater diversity in general on its Board including but not limited to gender, ethnic diversity, age, disability and skills, showing consideration for its local demographics and own priority activity.

5. **SAFEGUARDING**

5.1 The CCB shall:

- 5.1.1 act in accordance with its Safeguarding Development Plan as in place from time to time;
- 5.1.2 adhere to its Safeguarding Policy as in place from time to time;
- 5.1.3 be responsible for overseeing the safeguarding arrangements for cricket in the County;
- 5.1.4 support Clubs in undertaking and verifying all Disclosure and Barring Service (“**DBS**”) checks;
- 5.1.5 adopt and comply with the ECB’s safeguarding policies and procedures as in place from time to time;
- 5.1.6 assist Club’s with maintaining a high standard of safeguarding practices including ensuring all key roles are undertaken and performed by people with the appropriate qualifications (including but not limited to the Safeguarding Young Cricketers and/or the Safeguarding Protecting Children qualifications);
- 5.1.7 support the Club Safeguarding Officers in conducting network meetings;
- 5.1.8 support the ECB in delivering its Safe Hands webinars and workshops to new and existing Club Safeguarding Officers;
- 5.1.9 support Club’s with the adoption of the ECB’s Safe Hands Management System and/or other systems as in place from time to time; and
- 5.1.10 maintain the Risk Register and systems for identifying, assessing and managing safeguarding and player welfare risks.

6. **MEMBERSHIP**

6.1 The CCB shall admit to Membership of the CCB an organisation which:

- 6.1.1 applies to the CCB using the application process approved by the Board; and
- 6.1.2 is approved by the Board.

6.2 A letter shall be sent to each successful applicant confirming their Membership of the CCB and the details of each successful applicant shall be entered into the Register of Members by the Board.

6.3 The Board may in their absolute discretion decline to accept any application for Membership and need not give reasons for doing so.

6.4 The Board may prescribe criteria for Membership of the CCB but shall not be obliged to accept persons fulfilling those criteria as Members.

6.5 The Board may establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members.

6.6 Each Member shall appoint a Member Representative who shall be appointed to the Board to represent the specific interests of its Member.

7. **TERMINATION OF MEMBERSHIP**

7.1 In accordance with Article 8, a Member may withdraw from membership of the CCB by giving notice to the Board in writing; and upon receipt of such notice, that Member's membership is terminated immediately.

8. **EXPULSION OF A MEMBER**

8.1 The Board may terminate the Membership of any Member by giving the Member written notice if, in the reasonable opinion of the Board, the Member:

8.1.1 is guilty of conduct which has or is likely to have a serious adverse effect on the CCB or bring the CCB and the sport of cricket into disrepute; or

8.1.2 has acted or has threatened to act in a manner which is contrary to the interests of the CCB as a whole; or

8.1.3 has failed to observe the terms of these Rules, the Articles, Code of Conduct and/or the Applicable Laws.

8.2 Following such termination, the Member shall be removed from the Register of Members.

8.3 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The Board must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the Board to terminate the Membership of a Member.

8.4 A Member whose Membership is terminated under this Rule 8 shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the CCB any subscription or other sum owed by him.

9. **NUMBER AND COMPOSITION OF DIRECTORS**

9.1 The number of Directors (other than Alternate Directors) shall not exceed a maximum of 12 but shall be an appropriate number to meet the requirements of the CCB in order to enable the Board to effectively discharge its duties.

9.2 The Board may comprise of the following Directors:

9.2.1 Appointed Directors:

9.2.1.1 the Chair;

9.2.1.2 the Vice Chair;

9.2.1.3 the Secretary;

9.2.1.4 the Treasurer;

9.2.1.5 the Chair of the Board Management Group;

9.2.1.6 the Director of Cricket; and

9.2.1.7 the Independent Directors in place from time to time.

9.2.2 A minimum of 25% of the Appointed Directors shall be non-executive.

10. **APPOINTMENT, DEVELOPMENT AND INDUCTION OF DIRECTORS**

10.1 Subject to the Articles, the Board shall have power at any time to appoint any person (in accordance with Rule 21) who is willing to act as a Director and is permitted by law to do so, either to fill a vacancy or as an addition to the existing Board, provided that no person is appointed as a Director:

10.1.1 unless he/she has attained the age of 18 years; or

10.1.2 in circumstances such that, had he/she already been a Director, he/she would have been disqualified from acting; or

10.1.3 who does not have the appropriate balance of skills, experience, independence and knowledge to perform their role.

10.2 The Board shall have the power at any time to appoint a Nominations Committee to oversee the formal and transparent process for appointing Appointed Directors to the Board.

10.3 The Nominations Committee shall:

10.3.1 consist of a majority of Appointed Directors;

10.3.2 shall be chaired by the Chair, save if in consideration of the appointment or reappointment of the Chair where it shall be chaired by an Appointed Director;

10.3.3 lead the appointment process for any Appointed Directors not directly appointed to the Board by way of ordinary resolution (as afforded for under Rule 10.1) and shall consider:

10.3.3.1 the skills, experience and diversity required on the Board;

10.3.3.2 representation of the CCB's membership and stakeholders;

10.3.3.3 the need to publicly advertise vacancies;

10.4 The Board shall consider all proposals of the Nominations Committee for the appointment of Appointed Directors. The Board shall consider each proposal independently and shall undertake a vote in accordance with Rule 21.

10.5 The Board shall regularly evaluate its collective and individual performance and in addition to ensuring each new Director completes an induction.

10.6 The Board shall maintain an up-to-date skills matrix detailing the skills, experience, independence and knowledge on and required by the Board.

10.7 The CCB is committed to providing an environment free from harassment and bullying and ensuring all stakeholders are treated with dignity and respect. All Directors shall act in the best interest of the Board and the CCB and shall act in a manner that is courteous and professional towards all stakeholders.

10.8 Before any Director is appointed, each Director shall:

- 10.8.1 be given a written statement of their role and responsibilities and an induction to the CCB;
- 10.8.2 sign a letter of appointment to confirm that he/she;
 - 10.8.2.1 is not prevented or restricted from acting as a Director; and
 - 10.8.2.2 understands the role and responsibilities he/she is expected to fulfil including fulfilment of the ECB Directors and Officers Regulations as in place from time to time.

11. CHAIR

- 11.1 The role of the Chair shall be established in writing and agreed by the Board.
- 11.2 Before the Chair is appointed, the Chair shall:
 - 11.2.1 be given a written statement of their role and responsibilities and an induction to the CCB (if not already undertaken under Rule 10.12.1);
 - 11.2.2 sign a letter of appointment to confirm that he/she;
 - 11.2.2.1 is not prevented or restricted from acting as Chair; and
 - 11.2.2.2 understands the role and responsibilities he/she is expected to fulfil including those arising through their automatic membership to the ECB.
- 11.3 The Chair, particularly where he or she acts as a formal representative at the ECB, Recreational Assembly or similar, shall be responsible for seeking and representing the collective view of the Board.
- 11.4 The role of Chair and the role of Director of Cricket shall not be held by the same person.

12. TERM OF APPOINTMENT

- 12.1 A Director may serve on the Board for consecutive Terms totalling a maximum of eight years, commencing on the date upon which he/she was appointed.
- 12.2 A Director may serve on the Board for consecutive Terms totalling a maximum of 12 years if appointed as Chair in their last Term of office.
- 12.3 Upon completion of consecutive Terms totalling the maximum eight years, a minimum period of two years must elapse before the retiring Director may offer himself or herself for re-appointment by the Board. A Director that is so re-appointed will be treated as commencing a new Term of office.
- 12.4 Any Director that has served consecutive Terms totalling the maximum eight years will not be eligible for re-appointment.
- 12.5 The Chair may serve on the Board for a maximum term of six years (subject to Rules 12.1 and 12.2 above).
- 12.6 A Director appointed in an ex officio capacity may serve on the Board for the duration of their holding the relevant office. For the avoidance of doubt this applies to the Director of Cricket, Treasurer, and Secretary.

12.7 In exceptional circumstances and at the discretion of the Board, a Director or Chair may hold office for one further Term.

13. RETIREMENT OF DIRECTORS

13.1 At the Annual General Meeting (“**AGM**”) immediately following the end of a Director’s Term, the relevant Director shall retire from office.

13.2 Subject to Rules 12.3 and 12.4 above, a retiring Director may offer himself or herself for re-appointment.

13.3 If:

13.3.1 at the AGM in any year any resolution or resolutions for the appointment or re-appointment of the persons eligible for appointment or re-appointment as Directors are put to the meeting and lost; and

13.3.2 at the end of that meeting the number of Directors is fewer than any minimum number of Directors required under Rule 9.1;

all retiring Directors who stood for re-appointment at that meeting (“**Retiring Directors**”) shall be deemed to have been re-appointed as Directors and shall remain in office, but the Retiring Directors may only act for the purpose of filling vacancies, convening general meetings of the CCB and performing such duties as are essential to maintain the CCB as a going concern, and not for any other purpose.

13.4 The Retiring Directors shall convene a general meeting as soon as reasonably practicable following the meeting referred to in Rule 13.3 and they shall retire from office at that meeting. If at the end of any meeting convened under this Rule 13.4 the number of Directors is fewer than any minimum number of Directors required under Rule 9.1, the provisions of Rule 13.3 shall also apply to that meeting.

14. DISQUALIFICATION AND REMOVAL OF DIRECTORS

14.1 In addition to any power of removal conferred by the Act, the CCB may by special resolution, or by ordinary resolution of which special notice has been given in accordance with section 312 of the Act, remove a Director before the expiry of his/her period of office (without prejudice to a claim for damages for breach of contract or otherwise) and may by ordinary resolution appoint another person who is willing to act to be a Director in his/her place.

14.2 Any provisions relating to the disqualification and removal of a Director are set out in the Articles (Article 5) and furthermore, the office of a Director shall be vacated if:

14.2.1 the Board resolve that he/she shall be removed as a Director; or

14.2.2 the Director becomes Bankrupt or makes any arrangement or composition with his/her creditors generally; or

14.2.3 being a Director, he/she ceases to hold office as Director of any CCB by reason of any order made under the CCB Directors Disqualification Act 1986, as amended from time to time; or

14.2.4 the Director dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs; or

14.2.5 the Director no longer complies with the provisions of any regulations of the CCB as shall be in force from time to time; or

- 14.2.6 he is subject of a decision of the CCB and/or ECB that he/she be suspended permanently or for a specified period from taking part in cricket management and/or cricket administration and/or any cricket related activity pursuant to any applicable disciplinary provisions under the rules and/or statutes of the CCB and/or ECB (as appropriate); or
 - 14.2.7 the Director resigns by notice in writing delivered to the Secretary at the Office or at an address specified by the Board for the purposes of communication by electronic means or tendered at a Board meeting; or
 - 14.2.8 the Director offers to resign by notice in writing delivered to the Secretary at the Office or at an address specified by the Board for the purposes of communication by electronic means or tendered at a Board meeting and the Board resolves to accept such offer; or
 - 14.2.9 the Director is requested to resign by all of the other Directors by notice in writing addressed to him or her at his or her address as shown in the register of Directors (without prejudice to any claim for damages which the Director may have for breach of any contract between him or her and the CCB);
 - 14.2.10 the Director is absent (whether or not any Alternate Director appointed by the Director attends, in accordance with Article 7), without the permission of the Board, from Board meetings for six consecutive months and a notice is served on the Director personally. Notice is to be served on the Director at his or her residential address provided to the CCB under section 165 of the Act and is to be signed by all the other Directors stating that he or she shall cease to be a Director with immediate effect (and such notice may consist of several copies each signed by one or more Directors).
- 14.3 If the office of a Director is vacated for any reason, he or she shall cease to be a member of any committee or sub-committee of the Board.

15. MEETINGS OF THE BOARD

- 15.1 The Board shall endeavour to meet at least four times a year.
- 15.2 The Board shall determine the dates for meetings at the first Board meeting in any year, provided that:
 - 15.2.1 reasonable notice of meetings of the Board shall be given to each Director and Member Representative on the Board but not less than 14 days' notice unless it is in accordance with Rule 15.5 below;
 - 15.2.2 to the extent that an AGM of the Board takes place in a year, a meeting takes place on the date of such an AGM.
- 15.3 Meetings of the Board may be hosted at a physical location(s), on an electronic platform(s) or through a combination of physical locations(s) and electronic platform(s).
- 15.4 The time, date, place and/or electronic platform(s) of each meeting of the Board shall be fixed by the Board and shall ordinarily take place in person at the Office.
- 15.5 At any time, the Board may (and on the request of five or more Directors and Member Representatives shall) call an extraordinary meeting of the Board over and above those referred to at Rule 15.1 above by giving no less than 14 days' notice (or where the Board considers the matter(s) for consideration to be of an emergency nature, no less than seven days' notice) to each Director and Member Representative. The time, date, place and/or electronic platform(s)

of each extraordinary meeting of the Board shall be fixed by the Board and shall ordinarily take place in person at the Office.

- 15.6 The Board may at any time postpone or cancel a meeting and give no less than four days' notice to each Director and Member Representative of such postponement or cancellation. In unavoidable and exceptional circumstances, a shorter notice period may be permitted.

16. **ANNUAL GENERAL MEETING**

- 16.1 The CCB shall hold a general meeting in every calendar year as its AGM at such time and place as may be determined by the Directors and Member Representatives and shall specify the meeting as such in the notice calling it. The AGM shall be held for the following purposes:

16.1.1 to receive from the Directors a full statement of account;

16.1.2 to receive from the Directors a report of the activities of the CCB since the previous AGM;

16.1.3 to elect or re-elect the Directors pursuant to Rule 12.3;

16.1.4 to appoint or re-appoint the CCB's Reporting Accountant; and

16.1.5 to transact such other business as may be brought before it in accordance with the Articles and these Rules.

- 16.2 Every Director referred to in Rule 9.2, and Member Representatives, shall be entitled to attend the AGM and shall be entitled to vote.

17. **NOTICE AND BUSINESS OF MEETINGS**

- 17.1 No less than seven days (or, where the Board considers the matter(s) for consideration to be of an emergency nature, no less than three days) before a meeting of the Board, each Director and Member Representative shall receive an agenda of the business to be conducted. A matter which is not on the agenda shall not be considered at a meeting of the Board unless accepted as an extraordinary item by more than 50% of the Directors and Member Representatives present and entitled to vote at the meeting.

- 17.2 A Director or Member Representative may propose that a matter be an item on the agenda of a meeting by giving no less than seven days' written notice before the proposed date of the meeting. A matter which is proposed in compliance with this Rule 17.2 shall be an agenda item.

- 17.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Director or Member Representative shall not invalidate any resolution passed or the proceedings at such meetings.

- 17.4 At every meeting (with the exception of the AGM), CCB's Risk Register shall be included as an agenda item for the Board to review.

18. **QUORUM**

- 18.1 The quorum for the transaction of business at a meeting of Directors and Member Representatives is any seven.

- 18.2 If the total number of Directors and Member Representatives in office for the time being is less than the quorum required, the Directors and Member Representatives must not take any decision other than a decision:

18.2.1 to appoint further Directors; or

18.2.2 to call a general meeting so as to enable the Members to appoint further Directors.

19. CONDUCT OF MEETINGS

19.1 The Chair shall preside as the leader of the meeting of the Board.

19.2 If at any meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting, the Directors **and Member Representatives** present shall choose one of their number to chair the meeting ("**Interim Chair**").

19.3 The Interim Chair may with the consent of the Directors and Member Representatives present at the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business which might properly have been transacted at the meeting had the adjournment not taken place.

19.4 The Chair may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced, or a quorum is present) either without setting a time or to another time or place where it appears to him that:

19.4.1 the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or

19.4.2 an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.

19.5 The conduct of a meeting and the order of proceedings shall be at the discretion of the Chair of the meeting. The order of proceedings at a meeting shall generally be as follows:

19.5.1 the minutes of the previous meeting shall be presented to the meeting and voted upon. Where the minutes are approved, the Chair of the meeting shall sign them;

19.5.2 any apologies or other correspondence the Chair of the meeting deems necessary or appropriate to present to the meeting shall be read out;

19.5.3 the Chair shall proactively address and manage any Conflicts arising amongst the Directors and Member Representatives;

19.5.4 the Chair of the meeting shall make a general report on matters considered by the Directors and Member Representatives, including a report on any changes to the Board's strategic plan for CCB;

19.5.5 a Director and Member Representatives shall present any written report(s) from the Board;

19.5.6 the Chair shall invite and encourage open dialogue and debate on any current and significant issues relating to the sport of cricket;

19.5.7 any proposals to amend the Articles, the Rules or any regulations shall be considered and, if thought fit, approved;

19.5.8 any proposals put forward by any of the Directors and Member Representatives, including changes to composition of the Board, shall be considered and, if thought fit, be approved; and

19.5.9 if relevant, the appointment, re-appointment or removal of the Chair and any other appointments, removals or elections (as required) shall be considered.

20. **BOARD COMMITTEES**

20.1 The Board may delegate any of its powers, authorities and discretions (with power to sub-delegate) for such time on such terms and subject to such conditions as it thinks fit to support effective working and facilitate decision making to any committee consisting of one or more Directors and (if thought fit) one or more other persons provided that:

20.1.1 a majority of the members of a committee shall be Directors; and

20.1.2 no resolution of a committee shall be effective unless a majority of those present when it is passed are Directors or Alternate Directors.

20.2 All committees shall report to the Board and have clear terms of reference which identify its responsibilities, term limits and any powers delegated to it by the Board.

21. **VOTING**

21.1 Each Director and Member Representative shall have one vote. If the numbers of votes for and against a proposal are equal, the Chair or in their absence the Vice Chair or Interim Chair shall have a second or casting vote.

21.2 Other persons may be invited by the Board (subject to the pre-approval by a majority of the Directors and Member Representatives) to attend but not vote at meetings of the Board from time to time.

21.3 All questions at a meeting which is held wholly or partly on an electronic platform(s) shall be determined by an electronic ballot conducted by way of email notification to the Secretary or through such other voting system as the Secretary may determine (including as to the applicable time periods for voting), unless the recording of votes is requested, supported and determined in the same manner as required at a physical meeting as set out below. All questions at a meeting which is not held wholly or partly on an electronic platform(s) shall be determined by a show of hands, unless either: (a) a ballot; or (b) the recording of votes, is requested by any Director or Member Representative, supported by at least two others. In the event of votes being recorded under (b), the names for, and against, shall be registered and entered in the minutes. In the event of there being validly supported requests for both procedures (a) and (b), the procedure to be applied shall first be determined by a ballot.

21.4 Save where provided specifically to the contrary: (i) a matter shall be passed if supported by more than 50% of those Directors and Member Representatives present and voting; and (ii) a Director and Member Representative may vote only if he is present at a meeting. A Director and Member Representative may appoint respectively another Director and Member Representative as proxy to vote on their behalf in any one or more of the following matters: (i) for the appointment and reappointment of the Chair and (ii) for the appointment and reappointment of any other Director. The form of the proxy and procedures to be employed shall be as determined by the Board from time to time.

21.5 A declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by any particular majority, or lost, or not carried by a particular majority, and an entry to that effect made in the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

21.6 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a casting vote.

22. DIRECTOR'S CONFLICTS OF INTERESTS

- 22.1 Where a Conflict may arise the Directors and may, in accordance with the requirements set out in Article 3, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director (an "**Interested Director**") breaching his/her duty to avoid Conflicts under section 175 of the Act.
- 22.2 Any authorisation under Article 3 and Rule 22.1 shall be effective only if:
- 22.2.1 to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of the Articles or in such other manner as the Directors may determine;
 - 22.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - 22.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 22.3 Any authorisation of a Conflict under Article 3 may (whether at the time of giving the authorisation or subsequently):
- 22.3.1 extend to any actual or potential Conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - 22.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
 - 22.3.3 provide that the Interested Director shall or shall not vote in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
 - 22.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
 - 22.3.5 provide that, where the Interested Director obtains, or has obtained (through his/her involvement in the Conflict and otherwise than through his/her position as a Director of the CCB) information that is confidential to a third party, he/she shall not be obliged to disclose that information to the CCB, or to use it in relation to the CCB's affairs where to do so would amount to a breach of that confidence; and
 - 22.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.
- 22.4 Where the Directors authorise a Conflict, the Interested Director shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.
- 22.5 The Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 22.6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the CCB for any remuneration, profit or other benefit which he/she derives from or in connection with a relationship involving a

Conflict which has been authorised by the Directors in accordance with these Articles or by the CCB in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

- 22.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he/she has declared the nature and extent of his/her interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the CCB:
- 22.7.1 may be a party to, or otherwise interested in, any transaction or arrangement with the CCB or in which the CCB is otherwise (directly or indirectly) interested;
 - 22.7.2 shall be an Eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such existing or proposed transaction or arrangement in which he/she is interested;
 - 22.7.3 shall be not entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he/she is interested;
 - 22.7.4 may act by himself or his/her firm in a professional capacity for the CCB (otherwise than as auditor) and he/she or his/her firm shall be entitled to remuneration for professional services as if he/she were not a Director;
 - 22.7.5 may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, anybody corporate in which the CCB is otherwise (directly or indirectly) interested; and
 - 22.7.6 shall not, save as he/she may otherwise agree, be accountable to the CCB for any benefit which he/she (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his/her duty under section 176 of the Act.

23. MEETING RECORDS

- 23.1 All resolutions and proceedings of meetings and the names of those present at any meeting, shall be minuted and be submitted to all Directors and Member Representatives and shall be subject to the approval of Directors and Member Representatives at the following meeting.
- 23.2 The minutes of a meeting if signed by the chair of such meeting or by the chair of the next succeeding meeting, shall be conclusive evidence of the matters stated in such minutes.
- 23.3 The minutes of all meetings shall be sent with the notice calling the next meeting of the Board.

24. FINANCE

- 24.1 The Board shall appoint and maintain a Management Group to monitor the risks and financial position and performance of the CCB.
- 24.2 The Board shall at all times have in place appropriate financial policies and processes including but not limited to anti-bribery and expenses policies.
- 24.3 The Board shall actively plan and monitor the financial position and performance of the CCB against an annually approved budget and financial forecast.

- 24.4 The Board through the Treasurer shall ensure that proper accounting records be kept of all transactions, assets and liabilities which shall give a clear and accurate view of affairs of the Board.
- 24.5 CCB's financial year shall end on 30th September of each year.
- 24.6 The unaudited accounts prepared by the Reporting Accountant (appointed at the AGM) for each year together with the Reporting Accountant's report thereon shall be available for the scrutiny of the Board and Members and shall be submitted for approval at the last Board meeting of the calendar year and if approved, shall be adopted at the AGM.
- 24.7 Each Member shall submit to the Board their audited accounts for their latest accounting year by 31st May in each year.
- 24.8 The Board shall seek to maintain a level of funds such as to ensure the continuation of its business operation for up to two years should its income sources cease.

25. **ANNUAL REPORTS**

- 25.1 If so, required by the ECB, the Board shall furnish an annual report and annual accounts to the ECB in such form as the ECB may from time to time reasonably require.
- 25.2 The Chair shall be responsible for obtaining and representing the collective view of the Board to the ECB and the ECB Recreational Assembly.
- 25.3 The Board shall be represented at any meeting of the ECB or the ECB Recreational Assembly by the Chair and at least one member of the Board appointed by the Chair. The Chair or the person nominated by the Chair in his absence may exercise any vote of the Board.
- 25.4 The Board shall

26. **ADMINISTRATIVE ARRANGEMENTS**

- 26.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 26.1.1 if properly addressed and sent by United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted;
- 26.1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 26.1.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- 26.1.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

- 26.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

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