

Circular to members

8 March 2022

Dear member

The Yorkshire County Cricket Club Limited: Notice of Extraordinary General Meeting (EGM) to confirm board appointments and enact certain governance reforms

URGENT ACTION REQUIRED – YOUR SUPPORT IS NEEDED: Please complete and return the proxy form which accompanies this circular

Members should read the whole of this document and the accompanying notice of EGM.

As you will be aware, on 11 February 2022 we wrote to ask for your urgent assistance in requisitioning an Extraordinary General Meeting (**EGM**) of The Yorkshire County Cricket Club (**the Club**) to advance an important package of governance reforms. (In this circular, we refer to that communication as the **Requisition Letter**).

We are delighted to report that, as at 15 February 2022 over 1,000 members have sent to the Club their signed requisition requests in accordance with the Requisition Letter and accordingly as Club Secretary I am now convening an EGM under the Club's rules. The contents of this circular are virtually in identical terms to the Requisition Letter other than the references to the EGM, Notice and form of proxy. I have highlighted any material point of change in the information provided.

Notice of the EGM to be held in the East Stand Long Room at 6 p.m. on Thursday 31 March 2022 at The Yorkshire County Cricket Club, Headingley Cricket Ground, Leeds, LS6 3BU is set out in the accompanying document.

Members are strongly encouraged to submit their proxy vote in advance of the meeting and are encouraged to appoint the chairperson of that meeting as their proxy rather than another named member. Please exercise your proxy online or complete and submit a form of proxy in accordance with the instructions contained in the accompanying document. The form of proxy must be received by 5 p.m. on Tuesday 29 March 2022.

A formal notice of the EGM accompanies this circular. As stated in the Requisition Letter the special resolutions contained in the EGM Notice are to make vital governance reforms. The Club believes that these reforms create the foundations for sustainable, more resilient and better governance. Members should note that these reforms are supported by the England and Wales Cricket Board who have confirmed that they are willing to lift the suspension of hosting rights for international and major matches at Headingley if these special resolutions are passed.

On the basis of independent insolvency advice and in light of the financial position of the Club if test cricket is not returned to Yorkshire, the leadership of the Club will have little choice but to seek a restructuring solution and that includes the potential dissolution of the Club. Accordingly your support for these resolutions is crucial to the future of the Club.

As we explained in the Requisition Letter, the purpose of the special resolutions to be proposed at the EGM (**Resolutions**) is:

- to end the potential paralysis of the board by confirming the appointment of Lord Patel and Paul Hudson as fully-functioning members of the board, and as Chair and Chief Executive Officer respectively;
- to confirm the validity of recent Club decisions by ratifying the actions taken by the board since November 2021;
- to improve the transparency and oversight of the board through the appointment of a diverse range of independent non-executive board members; and
- to remove barriers to the Club's smooth operation by introducing a three-year default term of appointment and (with the Graves Trusts' agreement) removing the Trusts' veto over board appointments and rule amendments.

The purpose of this circular is to reiterate the explanation of these reforms and how you can help us to achieve them by voting in favour at the EGM.

Your help is therefore needed. We ask that you carefully consider the proposed reforms and we recommend that you vote in favour of them.

Lord Patel, Neil Hartley, Trevor Strain and me consider approval of the Resolutions to be in the best interests of the Club and unanimously recommend that you vote in favour of the Resolutions at the EGM.

Whether or not you intend to be present at the EGM, we would ask that you complete the proxy form (accompanying this circular) and return it to the Club in accordance with the instructions contained in the form.

EXPLANATORY STATEMENT

A. BACKGROUND

(i) Context to the proposed amendments

The allegations of racial harassment and bullying by Azeem Rafiq and others and the way in which this had been handled have led to many visible changes at the Club particularly in leadership and governance. We are continuing to work hard to build a modern, diverse and inclusive Club and to reclaim our place on the international cricket stage. Members, sponsors and the global cricket community expect higher standards from the Club, and we are determined to deliver.

Since 5 November last year, the Club has announced an ambitious package of reforms aimed at achieving those goals. In the short time since then:

- the Club has introduced an independent whistleblowing hotline to allow formal complaints to be made. Mohinderpal Sethi QC of Littleton Chambers has been appointed to lead the independent investigation process which will consider any allegations that are lodged through the hotline;
- the Good Governance Institute and law firm, Howard Kennedy, have carried out an independent governance review; and
- the Club has announced new partnerships with Pakistan Super League side, the Lahore Qalanders, along with the Northern Titans from South Africa to reduce barriers to entry, helping us to unearth new talent and enhance international cooperation.

(ii) Purpose and effect of the proposed amendments

The next step of this programme is to strengthen the Club's governance processes, reconfiguring the board to enhance independent oversight through the appointment of an experienced and diverse range of independent non-executive directors and streamlining decision-making more generally. The key proposed changes, which largely replicate those proposed for the cancelled meeting of 2 February, with some corrections and additions, are as follows:

- Appointment of up to eight independent non-executive directors. Under the current Rules, only a member of the Club may be appointed to the Board. Following engagement with the England and Wales Cricket Board (ECB) and careful consideration of the independent governance review, we consider that the introduction of additional independent non-executive directors appointed by a Nominations Committee will have a number of advantages:
 - first, it will introduce a diverse and credible range of outside perspectives to key decisions in line with our core modernisation objectives;
 - second, it will help to introduce a diversity of skills on to the Board, allowing us to draw on expertise from outside the membership;
 - third, the enhanced oversight will strengthen the accountability and quality of Club decision-making; and
 - fourth, as the non-executive directors will perform a supervisory function only, their introduction will not compromise the day-to-day management of the Club.
- The non-executive directors' appointment will remain subject to members' approval at the AGM following their appointment by ordinary resolution preserving members' oversight and control over the Club's operations.
- Appointment of up to two Club members to the Board. It is important that members continue to have a voice on the Board to preserve the important links between management and membership. We propose that members nominated by no fewer than 20 members will be able to be proposed for appointment to the Board. In the event that there are more than two proposed candidates, the Nominations Committee will select two of them. The selected candidates will be proposed at the AGM. Their appointment will be subject to approval by ordinary resolution at the AGM.
- Appointment of new Nominations Committee. To ensure compliance with the Sport England's Code of Governance requiring a majority of independent non-executive directors, the process for appointment has been varied. It should be noted that the ECB's prior request for participation in the committee has been withdrawn in response to the Members' feedback.
- Extension of default Board term to three years, with a nine-year longstop. Under the current Rules, the longest-serving 25% of Board members retire by rotation at each annual general meeting, but may be re-elected an unlimited number of times. This has two disadvantages. First, it introduces unpredictability into the length of each term, making it harder to plan and execute longer-term projects. Secondly, the potentially-unlimited length of Board members' terms of office can lead to stagnation.
- The new proposal seeks to address both issues. The longer default term of three years permits continuity and long-term planning. At the same time, no director will be able to serve more than three consecutive terms without a 12-month break, mitigating the risk of stagnation. It will of course remain possible for unfit Board members to be removed at any time under rule 18.4.

- To prevent inconsistency between a Board members' term office as a Board member and their term of office as the Chair, Chief Executive Officer or Managing Director of Cricket, the possibility will be introduced for directors to serve longer (but still finite) periods if appointed to one of these offices.
- Power to remove members of the Board. Members are given the power to remove Board members by special resolution. Directors are also given the power to remove a Board member by a two-thirds majority Board vote.
- Ex-officio Board appointment of Chief Executive Officer and Managing Director of Cricket. To ensure that the management of the Club is streamlined and efficient, we propose that the Chief Executive Officer and Managing Director of Cricket be automatically appointed to the Board "ex officio". Candidates for those roles will undertake a professionally-supervised blind recruitment process in line with governance best practice.
- Introduction of Deputy Chair. The introduction of a Deputy Chair role will provide the Chair with vital assistance in the performance of their functions, allowing the Chair to focus on vital tasks without compromising the day-to-day running of the Club.
- Extension to term of President to three years. To be consistent with the three year term of Directors and to allow further flexibility always subject to members' approval. Subject to this change the Board wishes to seek member approval at the next AGM to extend the term of Geoff Cope in this role.
- Changes to quorum provisions. In the event that the number of directors falls below that required to constitute a quorum, the remaining directors will take steps to convene an EGM to appoint new directors to fill vacancies. The remaining directors will be able to form a quorum until the new directors are appointed.
- Extension to the date for calling the 2022 AGM. An extension to 31 May 2022 is to allow time for a properly constituted Board after the requisitioned EGM to receive and approve accounts validly and to produce the accompanying Board report.
- Removal of Graves Trusts' consent rights over Board appointments and Rule amendments. The Club has reached agreement with the Graves Trusts that their current right of approval over Board appointments and Rule amendments is no longer required. This will return control to the members and permit the Nominations Committee greater freedom to select the best candidates as non-executive directors. This is a recent development that was not reflected in the amendments proposed for the cancelled meeting of 2 February 2022.
- Replace references to out of date legislation. The legislation referred to in the rules relating to audit has been repealed and therefore we have referred to the up-to-date laws.

A redline document illustrating the changes between the amendments proposed to be effected at this EGM and those intended to be effected at the ineffective EGM of 2 February 2022 is scheduled to this letter (appearing as Schedule 2). At Schedule 3 is a further document showing the entire current rules showing by way of redline the changes now proposed.

(iii) Present inability to effect the amendments

As we explained in the Requisition Letter, these proposed changes require amendments to the Rules at an EGM which has now been convened following receipt of sufficient valid member requisitions. Set out below is a reminder of why we require your support for the Resolutions.

The Club is registered under the Co-operative and Communities Benefit Societies Act 2014 (**the Act**) as a co-operative. [Please note that the Requisition Letter stated that the Club was registered as a community benefit society in error.] At our last two Annual General Meetings (**AGMs**), members approved certain resolutions adopting a complete new set of rules in 2020 and making some partial changes in 2021. Under the Act, we were required to register any rule changes with the FCA. Rule changes only become valid after registration. Unfortunately, due to an oversight, this did not occur. This error only came to light in the days before the EGM previously proposed for 2 February.

As a result of the non-registration, at the time when Lord Kamlesh Patel and Paul Hudson were invited to join the Board in November 2021, it was therefore the 2015 Rules that applied. Under the 2015 Rules, any Board appointee had to have been a Club member for 24 months. Under the 2021 Rules, which have since been registered, the Board now has power to appoint an additional two directors who have not met the 24-month membership requirement.

The existing directors knew that Lord Patel had not been a member for 24 months but mistakenly believed that the 2021 Rules were applicable. However, because of the lack of registration of the 2021 Rules, this provision was not in fact available to the Board, nor could Lord Patel be co-opted (as a co-opted member had to have been a Club member for at least 24 months). Consequently, Lord Patel's appointment was invalid.

A number of Board members resigned on or immediately prior to 5 November 2021, the date on which Lord Patel was invited to join the Board. At the time of Lord Patel's purported appointment, the Board remained quorate. However, Hanif Malik resigned at the end of the meeting on 5 November and well before the purported appointment of Mr Hudson on 3 December 2021. This resignation took the Board below the minimum number of directors required by the Rules of the Club to constitute a quorum (four). Board decisions could not be validly taken after that point. The subsequent appointment of Mr Paul Hudson on 3 December was therefore also invalid because his purported appointment was made by an inquorate board.

As a result, the Board has remained inquorate since 5 November 2021. Formally, it consists of only two validly-appointed directors, Mr Neil Hartley and Mr Trevor Strain.

(iv) Consequences of invalid appointments of Lord Patel and Paul Hudson

The existing directors, Mr Neil Hartley and Mr Trevor Strain, along with the new directors, Lord Patel and Mr Hudson, have all continued to act as agents of the Club and to perform the functions of directors. They have continued to act throughout in good faith and what they consider to be in the best interests of the Club. A summary of the actions taken by them and acts undertaken for and on behalf of the Club during this period are set out in Schedule 1 to this circular.

The inquorate nature of the Board and the invalidity of Lord Patel's and Mr Hudson's appointment has a number of regrettable consequences:

- The Club does not presently have a properly appointed Board. The progress of the Club is therefore potentially stymied unless and until the appointment of Lord Patel and Mr Hudson can be confirmed by the members.
- The validity of the actions taken by the two validly-appointed and the two invalidly-appointed directors since 5 November 2021 needs to be put beyond doubt. This generates a regrettable level of uncertainty unless and until their actions on behalf of the Club in this period are ratified by a resolution of the members.
- Because those persons were acting without formal authority as Board members, they are potentially liable for the work they have done for the Club despite having acted in good faith and in the Club's

best interests throughout. The members will be asked to release them from liability by a ratification resolution.

- These matters can only be put right by a members' resolution at an EGM. Following the receipt of sufficient member requisition requests, an EGM is now convened to put things right.

(v) Invalidity of the meeting of 2 February 2022

Both sets of Rule changes have been registered with the FCA on 31 January 2022. This means that the 2021 Rules are now fully in force. In particular, the Club may therefore send notices of general meetings electronically to the email addresses of members who have provided their email for this purpose. It could not do this under its previous rules (the 2015 Rules) which, as a result of the FCA registration failure, were the rules under which the Club was still operating at the time the notices for the 2 February 2022 meeting were sent out. Accordingly the notices of the earlier planned EGM were invalid, and no business could be effected at it. This was discovered late in the day. We apologise again for the inconvenience caused by the cancellation of this meeting.

B. PROPOSED RESOLUTIONS

Set out in the accompanying document is a notice of EGM at which the Resolutions will be proposed. The full text of the Resolutions is set out in the Notice.

The Resolutions will be proposed as special resolutions. This means that at least two-thirds of the votes cast must be in favour of the Resolutions. The quorum for the Extraordinary General Meeting is twenty voting members present in person and entitled to vote.

Resolution 1

As explained above, Lord Patel and Mr Hudson are not currently formally appointed to the Board. The appointments therefore need to be regularised. This resolution will confirm their appointment for a finite period, replicating the existing provisions of the Rules as closely as possible to produce the same result, as would have occurred had their appointments been valid. The final paragraph ensures that, although Lord Patel and Mr Hudson will have been appointed by a unique procedure, the Rules will otherwise ordinarily apply as regards their re-election.

This resolution also seeks to confirm their appointments as Chair and Chief Executive Officer in accordance with the same principles.

Resolution 2

Limb (a) of the resolution addresses the uncertain position of the Club as a result of the potential invalidity of the actions purportedly taken on its behalf since 5 November 2021. If passed, this will place the Club on a more stable footing, mitigating the danger of unresolved issues creating complications in the future.

Limb (b) of the resolution seeks to release the directors from liability resulting from the invalidity of their actions or appointment since 5 November 2021. This reflects the fact that they have acted in good faith throughout, and is intended to give them confidence that they can proceed with Club business without the

threat or distraction of litigation. It covers a finite period of fewer than three months, and you are referred to Schedule 1 for a detailed account of their actions in this period.

This resolution remains conditional upon the rule change to be effected by resolution 1 to avoid any inconsistencies between the members' decisions, or any illogical result.

It is a legal requirement of effective ratification that the members have received full disclosure of the circumstances relevant to the acts they are asked to ratify. The board members consider that they have fully and fairly disclosed those circumstances in Schedule 1 to this letter, and you are asked to read it carefully.

Resolution 3

This resolution seeks to enact the amendments to the Rules described in section A(ii) of this letter. If you have any questions about the technical features of these amendments, contact details are provided in the following section of this letter. In summary:

1. the extension of the period in 2022 for calling the AGM to take into account this EGM process and to allow the accounts to be validly received and approved by the Board (rule 12.1.1).
2. the extension to the term of the President to three years (rule 16.2).
3. the amendments to rule 18.1 facilitate the appointment of non-executive directors, the ex-officio Board membership of the Chief Executive Officer and the Managing Director of Cricket and the ability to appoint up to two Club members to the Board, while providing for membership oversight over non-executive directors' Board membership;
4. further amendments to rule 18.5 to ensure that in the event that the number of directors falls below that required to form a quorum, steps are taken to convene an EGM to fill the vacancies, and to permit the remaining directors to form a quorum until that has taken place;
5. the new rule 18.5 introduces the role and prescribes the functions of the Deputy Chair;
6. the amendment to rule 19.1 is intended to ensure independent oversight and the avoidance of any bias in the nominations process by giving primary responsibility for nominations to non-executive directors which accords with the relevant requirements of Sport England's Code of Governance (Tier 3 requirements);
7. the amendment to rule 19.3 restricts the member nomination process to the election of members in line with the enhanced functions of the Nominations Committee, and simplifies the process for nomination by lowering the threshold nomination requirement from 30 members to 20;
8. the new rule 19.7 introduces the longer and more clearly fixed tenure of Board members in line with the objectives described in section A(ii) of this letter;
9. the removal of old rule 19.11 is a conforming amendment reflecting the new nomination and appointment process and the enhanced role of the Nominations Committee;
10. the removal of rule 19.15 and the amendment of rule 27.1 reflects the agreement of the Graves Trusts that their right of approval over Board appointments and Rule amendments is no longer necessary or desirable; and
11. the removal of rule 19.16 reflects the fact that this less formal nomination process is no longer necessary or desirable following the broader governance overhaul undertaken by these amendments.

C. HOW YOU CAN HELP NOW

The new EGM will deal with the following business:

1. Amending the Club Rules to confirm the appointment of Lord Patel and Mr Hudson to the Board.
2. Ratifying all action taken by the existing directors, Lord Patel and Mr Hudson in their capacity as agents on behalf of the Club since 5 November 2021, and releasing them from any claims by the Club relating to that period.
3. Making the further Rule changes to bring the governance initiatives described above into effect.

You will find a form of proxy accompanying this circular. It summarises the text of the resolutions to be proposed at the EGM.

If you would like to help to regularise the position and support the future of the Club, please complete and sign the proxy in accordance with its terms and file it electronically or in the case of members who are registered without an email address by post.

As the 2021 Rules are now fully in force, the Club is able to send notices to members by email, although it will continue to post notices to members who have not yet supplied an email address.

If you have any questions on the process or underlying details, please do not hesitate to contact Paul Hudson at the Club on paul.hudson@yorkshireccc.com.

D. RECOMMENDATION

The leadership of the Club considers that the approval of the Resolutions is in the best interests of the Club as a whole and unanimously recommends you to vote in favour of all the Resolutions to be proposed at the EGM.

The Club needs to regularise the position on Board appointments, to waive any claims that might be brought against the Board in respect of the technical breaches outlined in this letter, and to make the further changes to its rules to ensure that the Club can fulfil its stated aim to be the best and most well run cricket club in the world.

Yours sincerely

Paul Hudson

Acting CEO and Club Secretary

SCHEDULE 1

SUMMARY OF THE ACTIONS TAKEN BY THE EXISTING DIRECTORS, MR NEIL HARTLEY AND MR TREVOR STRAIN, ALONG WITH THE NEW DIRECTORS, LORD PATEL AND MR HUDSON FOR AND ON BEHALF OF THE CLUB SINCE 5 NOVEMBER 2021

NOTE : ALL OF THE AGREEMENTS AND DOCUMENTS ARE ON ARM'S LENGTH AND NORMAL COMMERCIAL TERMS.

2021

- 5 November – Lord Patel was appointed as Director and Executive Chairman on a standard contract of employment. The contents of the contract are confidential, however are of a normal commercial nature, and appropriate to the role.
- 5 November - Engaged Howard Kennedy LLP to provide legal services on normal commercial terms.
- 10 November - Mark Arthur's settlement agreement relating to his employment with the Club was executed. The relevant contents of the agreement are confidential.
- 10 November – A bonus that was contractually due to Paul Hudson was approved and paid, and he was appointed to the role of acting Chief Executive. The amount of the bonus and the terms of appointment are both confidential, however are of a normal commercial nature, and appropriate to this role.
- 10 November – A settlement agreement with Azeem Rafiq was executed. The relevant contents of the agreement are confidential.
- 1 December – Engaged Good Governance Institute and Howard Kennedy to provide an independent governance review. These engagements were agreed on normal commercial terms.
- 3 December - Paul Hudson was appointed to the Board.
- 3 December – 9 employees of the Club and 7 contractors had their contracts summarily terminated, based on specific legal advice properly obtained at the time. The advice is considered legally privileged and commercially sensitive.
- Early December – Darren Gough was appointed as interim Managing Director of Cricket on a standard contract of employment. The contents of the contract are confidential, however are of a normal commercial nature, and appropriate to the role.
- 17 December – Paul Grayson's settlement agreement relating to his employment with the Club was executed. The relevant contents of the agreement are confidential.
- 31 December - HSBC Bank term loan was due to be refinanced on 31 December. It was agreed with HSBC Bank that this would be replaced by an overdraft facility which has been executed on normal commercial terms.

2022

- 17 January – Ottis Gibson was appointed as Head Coach on a standard contract of employment. The contents of the contract are confidential, however are of a normal commercial nature, and appropriate to the role.
- 21 January – a lifetime ban of a Yorkshire member was enforced for racist behaviour.
- 24 January - Settlement agreement was executed with Martyn Moxon. The relevant contents of the agreement are confidential.
- Early February - Agreement with the Graves Family Trusts to amend the loan facility agreements to remove "Trustee powers" from both the facility agreements and the Club Rules. The ability of the Trusts to appoint a Board observer was also replaced with normal financial monitoring meetings, in accordance with a normal loan facility agreement.
- Early February - Engaged Republic to conduct listening exercise for inclusivity review. This engagement was agreed on normal commercial terms.

SCHEDULE 2

REDLINE DOCUMENT ILLUSTRATING THE CHANGES BETWEEN THE AMENDMENTS PROPOSED TO BE EFFECTED AT THE EGM TO BE CALLED PURSUANT TO THIS REQUEST FOR A REQUISITION AND THOSE INTENDED TO BE EFFECTED AT THE INEFFECTIVE EGM OF 2 FEBRUARY 2022

PARTIAL AMENDMENT TO THE RULES OF YORKSHIRE COUNTY CRICKET CLUB

Rule 8.5-1 be amended by the substitution of the words "Nominations Committee" for "Board".

Rule 12.1.1 be amended by the addition of the following words immediately after "in each year" : "(save in the case of 2022, when the Annual General Meeting shall be held no later than 31 May 2022)".

Rule 14.2 be amended by the insertion of the words "the Deputy Chair or failing them" after the words "or unable to act , then", and replacing the words "If no" in the final sentence with the words "If neither the Deputy Chair nor any other".

Rule 16 is retitled "President , Chief Executive and Managing Director of Cricket".

Rules 16.1 ~~and 16.3~~ be amended by the substitution of the words "Nominations Committee" for "Board".

Rule 16.2 be amended by the substitution of "three" for "two" and inserting the following words at the end of the rule: ", save only where the members in general meeting by a special resolution decide otherwise."

Rule 16.3 be amended by the replacement of the words "the Board" with the words "a candidate nominated by the Nominations Committee whose nomination is approved by the Board"

New rules 16.5 to 16.7 (inclusive) be added as follows :

"16.5 A Chief Executive and a Managing Director of Cricket may be appointed from time to time by the Board.

16.6 The Chief Executive and Managing Director of Cricket 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 from time to time.

16.7 The Board may at its discretion create such other roles to be filled as it shall consider to be appropriate or beneficial to the running of the Club. Any person appointed to any such role may be removed by the Board as it sees fit."

Rules 17.1 be amended by the substitution of the word "Acts" for "Deregulation (Industrial and Provident Societies) Order 1996".

Rules 17.2 be amended by the substitution of the word "Acts" for "section 7 of the Friendly and Industrial and Provident Societies Act 1968".

Rule 18.1 be amended by the substitution of "twelve" for "ten", the deletion of the words " all of whom shall be paid up voting members of the Club" and the insertion of the following:

"18.1.1 The Board shall comprise :

18.1.1-1 so long as they are appointed, the Chief Executive Officer and the Managing Director of Cricket ~~as ex-officio members,~~ each of whom shall, subject to Rule 19.6, be Board members by virtue of holding the relevant position;

~~18.1.2-18.1.1.2 up to~~ two Board members elected from the Club's membership in accordance with Rules 19.3 and 19.9 and subject to the following. If there are more than two applicants for these member designated on the Board, the Nominations Committee (in their absolute discretion) shall consider the applications and recommend which two ~~members~~ Members shall be proposed as the candidates for election—;

~~18.1.3-18.1.1.3~~ up to 8 persons are to be nominated by the Nominations Committee as independent ~~non-executive Directors.~~ Non-Executive Directors. The Non-Executive Directors' responsibilities shall be specified by letters of appointment whose terms shall be subject to the approval of the Board from time to time. Before making any such nomination, the Nominations Committee shall seek to satisfy itself that each such candidate is able to exercise independent judgement and that there are no relationships or circumstances which are likely to impair, or which could appear to impair, the director's independent judgement.

18.1.2 The candidates for Board membership nominated pursuant to Rules 18.1.1.2 and 18.1.1.3 shall be submitted to election pursuant to a vote of the Members at the first annual general meeting following their nomination in accordance with Rule 19.6 save for the first candidates to be approved following the adoption of these rules in 2022 who may be appointed pursuant to the process set out in Rule 18.1.3. For the avoidance of doubt, no such candidate's appointment to the Board shall take effect unless and until they are elected by the Members.

18.1.3 If the number of Board members for the time being becomes less than the quorum required under Rule 20.2, the Nominations Committee shall nominate a candidate for appointment to the Board in accordance with the procedure under which the person previously occupying the position which has become vacant had been appointed, save that:

18.1.3.1 the vote of the members under Rule 18.1.2 shall take place at an extraordinary general meeting to be convened by the Board as soon as is practicable following the Board's approval of the Nomination Committee's recommendation (rather than at an annual general meeting);

18.1.3.2 the recommendation of the Board under Rule 19.6 shall be made in the circular provided to Members in advance of that extraordinary general meeting (rather than in its annual report for consideration at the following annual general meeting), and the resolution to approve their appointment shall be considered at that extraordinary general meeting (rather than at an annual general meeting);

18.1.3.3 the deadline for submission of nominations under Rule 19.3 shall be determined by the Nominations Committee at its discretion (rather than the deadline specified by Rule 19.3); and

18.1.3.4 the appointment of any Board member by this procedure shall take effect from the date of the extraordinary general meeting at which they are elected, rather than the annual general meeting prescribed by rule 19.7.

18.1.4 If the Members decline to elect a candidate recommended by the Board for election pursuant to Rule 18.1.3, the procedure under Rule 18.1.3 shall be repeated as many times as is necessary until the Board becomes quorate or the occurrence of the next annual general meeting, whichever is the earlier.

18.1.5 In the event that the number of Board members for the time being is less than the quorum required, the remaining Board members (in respect of the Board) and the remaining Nomination Committee members (in respect of the Nominations Committee) shall constitute a quorum and shall in each case have power and authority to take the steps prescribed by Rule 18.1.3. So long as the Board members comply with Rule 18.1.3, they shall have authority and power to transact the business of the Board until the number of Board members is again sufficient to constitute a quorum."

~~All officio members of the Board are to be elected pursuant to a vote of the members in general meeting."~~

A new rule be inserted as 18.5 as follows :

"18.5 The Board shall ~~have elect~~ a Deputy Chair ~~elected~~ from its number who shall serve on an annual basis but shall be eligible for re-election provided that they remain a ~~director~~ Board member. The Deputy Chair shall preside in the absence of the Chair and shall generally assist and support the Chair in ~~providing leadership to the Club through the governance arrangements and as a sounding board and confidante to the Chair~~ in the execution of their role and otherwise as the Board and the Chair sees fit from time to time."

Rule 19.1 shall be ~~amended by~~ deleted and replaced with the following :

- ~~(a) the substitution of the words "the Deputy Chair, Secretary and one person nominated from time to time by the England and Wales Cricket Board (who will serve for a period of no more than three years)" for the words "Secretary and one non-executive member of the Board".~~
- ~~(b) The insertion of the words "as independent non-executive Directors" immediately following the words "for election to the Board" in the first sentence.~~
- ~~(c) The insertion of the following in substitution for the remainder of Rule 19.1:~~

"19.1.1 The Club shall have a Nominations Committee which shall be a stand-alone committee of the Club and its duties are:

19.1.1-1 recommending to the Board suitable candidates as independent ~~non-executive members~~ Non-Executive Directors under Rule 18.1.1.3;

~~19.1.2~~ 19.1.1.2 proposing to the Board suitable Members as candidates for ~~members to be elected as Directors~~ Board membership under Rules 18.1.1.2 and 18.1.3;

~~19.1.3~~ 19.1.1.3 proposing persons for election as President under Rules 16.1 and 16.3 and Vice-Presidents under Rule ~~18.5~~ 8.5.1;

~~19.1.4~~ 19.1.1.4 periodically reviewing the process for election of ~~Directors~~ Board members and proposing any changes to the Board that they feel are necessary or desirable, which in each case the Board shall consider in good faith;

~~19.1.5-19.1.1.5~~ ensuring that the process for election and appointment ~~is an~~ in each case is open and transparent ~~process.~~

19.1.2 The Board shall appoint a Nominations Committee consisting of:

- (i) the President (if in office);
- (ii) the Chair (if in office);
- (iii) the Deputy Chair provided that they are an independent non-executive Director; and
- (iv) up to three further independent Non-Executive Directors, who shall be appointed by the Board.

19.1.3 The Board shall ensure that the Nominations Committee shall always have a majority of independent non-executive directors at all times.

19.1.4 The Club Secretary shall be permitted to attend meetings of the Nominations Committee in a non-voting but speaking role.

19.1.5 The quorum for a meeting of the Nominations Committee shall be four of its members provided also that there shall be a majority of independent Non-Executive Directors. Where only four members are in attendance, voting must be unanimous for a nomination to be passed. Where five are present, then four votes are required to approve a nomination.

19.1.6 The term of office of each category of member of the Nominations Committee shall be as follows :

19.1.6.1 (as regards the President, Chair and, if applicable, Deputy Chair) for so long as they hold the relevant office;

19.1.6.2 (otherwise) for the period of three years from their appointment subject always to their being in office as Board members and unless removed from the Nominations Committee by a resolution of the Board.

19.1.7 The Board shall appoint another independent Non-Executive Director as soon as practicable to fill a casual vacancy among the appointed members of the Nominations Committee, who shall serve on the Nominations Committee for the remainder of the three-year term of their predecessor."

~~All nominees for appointment will be submitted to the membership for approval by way of a vote in general meeting.~~

~~Rule 19.3 shall~~ Rule 19.3 be deleted and replaced with the following:

"Nominations from members for election of members to the Board in accordance with Rule ~~18.1.2~~ 18.1.1.2 shall be in writing on the prescribed form available from the Secretary and must include a written synopsis in a form prescribed by the ~~Board~~ Nominations Committee from time to time in which the applicant outlines their skills, competencies and experience and ~~outlines~~ the qualities which they feel they have to offer towards the management of the Club's affairs. Such written ~~submission~~ submissions must be delivered to the registered office of the Club by post or email not later than noon on 31 December in ~~each year~~ the year immediately preceding the date on which the relevant Board vacancy is due to arise, or any other date and time notified by the ~~Club~~ Nominations Committee from time to time. Each such nomination must be signed by no fewer than 20 members eligible to vote."

A new rule 19.6 be inserted and the remaining rules renumbered accordingly.

"19.6 Once it has received nominations from the Nominations Committee (and, if applicable, from Members in accordance with Rules 18.1.1.2 and 19.3) the Board shall, in its annual report for consideration at each annual general meeting at which a vacancy in respect of a Board appointment under Rule 18.1.1.2 and/or Rule 18.1.1.3 is due to arise, propose those nominated candidates for election by the Members. The Members will vote on whether to approve each proposed appointment by ordinary resolution. "

~~Rule 19.6~~ Old rule 19.6 (new rule 19.7) shall be deleted and replaced with the following:

~~"Each Director~~ 19.7 Subject to the exceptions stated below, each Board member shall serve for a term of three years commencing from the annual general meeting in which they are appointed and shall not be eligible for re-election for more than two additional consecutive three-year terms without taking a break from office of one twelve month period or, if less, the period from one annual general meeting to the next annual general meeting. The exceptions to the defined term limits are:

19.7.1 a Board member may serve on the Board for a maximum of twelve years if appointed as Chair;

19.7.2 the Chair shall be appointed for a maximum of six years subject to rule 19.7.1;

19.7.3 the Chief Executive Officer and the Managing Director of Cricket may serve on the Board for as long as they hold the relevant office;

19.7.4 in exceptional circumstances and at the decision of the Board (in its absolute discretion), a Board member or the Chair may hold office for a further year than their stated term;

19.7.5 the Board has discretion to consider how best to retain a director's skills and experience once they have completed their maximum term including as non-voting Board advisors, mentors or sub-committee members. "

~~Rule~~ ~~Old Rules~~ 19.9 and 19.10 (new Rules 19.10 and 19.11) shall be amended by the insertion of the following sentence at the beginning of the ~~rule~~ Rule:

"This rule applies only to candidates seeking election as ~~member appointed directors~~ Board members pursuant to Rule ~~18.1.2~~ 18.1.1.2."

Old Rule 19.7.2 (new Rule 19.8.2) shall be amended by the replacement of the words "Board member" for the word "Director".

~~Rules~~ ~~Old rules~~ 19.11-, 19.15 and 19.16 shall be deleted and the remaining rules renumbered accordingly.

HOW TO VOTE

~~Members are able to vote on the proposed amends online by visiting~~ www.yorkshireccc.com/egm22

To vote, please use the following login details:

Membership No:

Password:

A new rule 19.15 be inserted as follows :

"19.15 Where there is a casual vacancy on the Board caused by death of any Board member, or the termination or cessation of their Board membership in accordance with these Rules (but where the number of directors is sufficient to constitute a quorum), then:

19.15.1 if the departing Board member was the Chief Executive Officer or Managing Director of Cricket, the Board shall appoint a suitable candidate to fill that casual vacancy as soon as is practicable; and

19.15.2 in any other case, the Nominations Committee shall as soon as is practicable nominate a suitable candidate to fill the vacancy and shall ensure, as far as is practicable, that the candidate satisfies the requirements of the Rule (namely Rule 18.1.1.2 or 18.1.1.3, as applicable) under which the departing Board member had been appointed."

A new rule 19.17 be inserted as follows :

"19.17.1 A Board member shall cease to be a member of the Board upon the passing of a two-thirds majority resolution by the Board to the effect that they should cease to be a member of the Board.

19.17.2 A Board member may be removed from office as such and from any office they shall hold by a special resolution passed by a two-thirds majority of members voting at a general meeting of the members convened in accordance with the requirements of these Rules."

Rule 20.2 be amended by deleting the words "non-executive directors" and substituting the words "Board members (of which two shall be Non-Executive Directors)."

Rule 20.3 be amended by the insertion of the words "the Deputy Chair shall preside. Failing that, " immediately before the words "the Board members".

Rule 27.1 shall be amended by the deletion of the words "and with the consent of the Trusts referred to in Rule 19.14".

Rule 33 shall be amended by the insertion of the following definitions where they fall alphabetically:

"Deputy Chair" means the Board member elected as Deputy Chair pursuant to Rule 18.5;

"Non-Executive Director" means a Board member appointed as a Non-Executive Director pursuant to Rules 18.1.1.3 and 18.1.3;

SCHEDULE 3

THE ENTIRE CURRENT RULES SHOWING BY WAY OF REDLINE THE CHANGES NOW PROPOSED

The Rules of the Yorkshire County Cricket Club

Date: ~~20 March 2021~~ February 2022

Contents

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The Rules of The Yorkshire County Cricket Club Limited

1. Name

The society shall be called “The Yorkshire County Cricket Club Limited” (“The Club”).

2. Registration

- 2.1 The Club is a society registered under the Acts. The Club shall not be de-registered except when the authority of 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 except as provided by law.

3. Registered Office

- 3.1 The registered office of the Club shall be at Emerald Headingley Cricket Ground, Leeds, LS6 3BU or at such other location as the Board may from time to time decide.
- 3.2 Notice of any change in the situation of the registered office shall be given to the Registrar by the Secretary within 14 days after the change.

4. Objects

The objects of the Club shall be:

- 4.1 the promotion and furtherance of cricket in Yorkshire (which term shall in these Rules mean the City of York and the Counties of the North, East and West Ridings of Yorkshire as legally constituted prior to the coming into effect of the Teesside Order 1967);
- 4.2 the provision and maintenance of facilities for the enjoyment of international and county cricket;
- 4.3 participation each season in the county cricket championship and in such other competitions and matches as may from time to time be decided;
- 4.4 the promotion of coaching schemes to develop the cricketing skills of young players;
- 4.5 the development of wider interest in cricket by the promotion of coaching schemes for the encouragement of all players
- 4.6 the furtherance of the development of the game of cricket and the upholding of its laws and spirit; and

- 4.7 The Club is a diverse and inclusive organisation and in pursuing its objects it is committed to confronting and eliminating the discrimination of age, disability, gender, gender reassignment, marriage or civil partnership, pregnancy and maternity, race, religion or belief; and adopting the ECB safe hands cricket policy for safeguarding children and vulnerable adults for all Club activities.

5. **Powers**

- 5.1 In furtherance of its objects 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:
- 5.1.1 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 activities (including but not limited to, leasing, sub-leasing, releasing, 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;
- 5.1.2 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, such borrowings to bear interest as the Club considers appropriate taking into account all relevant factors, 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 corporations 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 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 £43 million; £18 million of this power can only be used to reduce the cost of financing of the new north-south stand;

- 5.1.3 to invest in, control, manage, finance (whether by loans, guarantees, the provision of share capital or any other method), subsidise, sub-rent, co-ordinate or otherwise assist any company (whether a subsidiary or not), any body of persons (corporate or not) and any person in which the Club has a direct or indirect actual or contingent financial interest, or with which it has or may have a common interest, and to provide on such terms as may be thought fit, administrative, technical, financial, commercial, secretarial, managerial and other services, facilities and arrangements of all kinds for any such company, person or persons whatever irrespective of their objects, business, undertaking, activities or purpose;
- 5.1.4 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;
- 5.1.5 to promote or stage competitions and entertainments in connection with the game of cricket and any other sports and recreations;
- 5.1.6 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;
- 5.1.7 to support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or education 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 or the activities of any company which is for the time being or has at any time been a subsidiary of the Club;
- 5.1.8 to make arrangements for the provision of pensions, insurances and other benefits to employees or ex-employees of the Club or of any subsidiary of the Club or the dependants or relatives of any 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;

- 5.1.9 to accept and grant sponsorships and franchises and to make other such arrangements as the Board in its discretion shall think fit;
 - 5.1.10 within the terms of the Acts, and subject to any licences or consents required, to receive money on deposit and to pay interest thereon;
 - 5.1.11 to maintain bank accounts in credit or overdrawn on such terms as the Board shall think fit including the giving of guarantees, indemnities and other securities in respect of any monetary collection or transmission systems;
 - 5.1.12 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; and
 - 5.1.13 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.
- 5.2 The profits of the Club shall be applied in furthering the objects of the Club.

6. **Use of name**

- 6.1 The name of the Club shall:
 - 6.1.1 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.
 - 6.1.2 be stated in legible characters:
 - 6.1.2.1 in all business letters and emails of the Club;
 - 6.1.2.2 in all its official notices, advertisements and publications, electronic or otherwise;
 - 6.1.2.3 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
 - 6.1.2.4 in all bills, invoices, receipts and letters of credit of the Club.
- 6.2 Save with the authority of the Board, no member shall at any time use the name of the Club in any document or advertisement issued or published by him/her or on his/her behalf or with

his/her authority in such a way as to indicate or imply that such document or advertisement was issued by or on behalf of or with the authority of the Club or the Board.

7. **Share Capital**

- 7.1 The capital of the Club shall consist of shares of the value of five pence each.
- 7.2 Every member of whatever category including Honorary Life members and Vice-Presidents shall hold one share and no more in the capital of the Club. No person who is not a member shall be issued with a share.
- 7.3 Each person who becomes a member shall be allotted one share upon his/her admission and five pence out of any entrance fee or (if none) the first subscription paid by him/her shall be applied in paying up the same in full.
- 7.4 In the case of a Life member (whether honorary or paid up), any share allotted to him/her upon these Rules taking effect or upon his/her becoming such a member (as the case may be) shall be allotted credited as fully paid up by way of a capitalisation of any profits of the Club or any sum standing to the credit of the Club's reserves, and the Board shall be empowered to take all necessary steps to give effect to this Rule.
- 7.5 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 his/her share 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.
- 7.6 A member shall forfeit his/her share on ceasing for whatever reason to be a member, and any amount due to him/her in respect of such share shall thereupon become the property of the Club. The forfeited share capital shall be transferred to a reserve account available for the purposes of Rule 7.4.
- 7.7 The Club shall not be required to issue a certificate to any member in respect of his/her share.

8. **Membership**

8.1 Categories

The Club may offer such categories of membership with such privileges, rights and duties attaching thereto, including voting rights, as the Board may from time to time determine but

always on the basis that (subject to these Rules) every voting member shall have one vote at general meetings. Details of categories with the privileges, rights and duties attaching thereto shall be posted on the Club's website each year.

8.2 Number

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

8.3 Admission

8.3.1 The admission of members shall be vested in and under the control of the Board. No person shall be admitted to voting membership who has not attained the age of 18 years.

8.3.2 Applications for membership shall be submitted on the appropriate form on the Club's website or obtained from the Secretary approved for the time being by the Board and the applicant shall ensure the Club receives it with the appropriate fee in accordance with Rule 11. Applicants must state their names and addresses together with such particulars as the Board may from time to time require and, when completed, each form must be delivered to the Secretary either by posting it to the Club's office or by email together with the appropriate entrance fee (if any) and annual subscription fee for the time being payable in accordance with Rule 11. The payments may alternatively be made by internet bank transfer.

8.3.3 The admission of an applicant to membership of the Club shall be forthwith notified to him/her by the Club.

8.3.4 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 fee shall be returned to the applicant by post or by bank transfer at the applicant's risk.

8.3.5 Payment of the entrance fee (if any) and the first annual subscription fee 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. A copy of the Rules shall be posted at all times on the Club's website.

8.4 Honorary Life Members

Honorary Life members may be elected at a general meeting on the recommendation of the Board for conspicuous service to the Club or to cricket. Any person so elected shall be an Honorary Life member for life and shall not be required to pay a subscription or entrance fee. Not more than three Honorary Life members may be elected each year.

8.5 Vice Presidents

8.5.1 The ~~Board~~ Nominations Committee may nominate as a Vice-President for election at a general meeting any person for services rendered to the Club.

8.5.2 Vice-Presidents shall not by virtue of that office be members of the Board nor be entitled to attend a Board meeting nor receive Board documents.

8.5.3 Any person so elected shall be a Vice-President for life. Vice-Presidents shall be members of the Club but shall not be required to pay a subscription or entrance fee.

8.6 Misconduct of members

The Secretary or Chair shall have power to order the withdrawal from the Club's premises of any member who is in breach of any of the Ground Regulations or other regulations relating to the use of the Club's premises by members or who otherwise misconducts him/herself. Save with the consent of the Chair or the Secretary any such member(s) 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 members is considered pursuant to Rule 8.7 or the Board notifies such member in writing that the matter is to be taken no further.

8.7 Reprimand, Suspension or Expulsion

8.7.1 The Board shall have power to reprimand, suspend for a period not exceeding 12 months or expel any member and any members of the Board, the President, Vice President, or Honorary Life Member whether or not they are members who infringes any of these Rules or any regulations made under these Rules (including the Ground Regulations) or any other regulations relating to the use of the Club's premises or whose conduct or action, whether at the County ground or not, is, in the opinion of the Board, prejudicial to the interests of the Club or of the game of cricket or may bring the game of cricket or any cricketer or group of cricketers into disrepute or is otherwise such as to render him/her, in the opinion of the Board, unfit to be a member. Without limiting the generality of the previous sentence, if any member wilfully transfers, lends or parts with his/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.

8.7.2 Before the Board exercises its power to reprimand, suspend or expel a member, the member concerned must be given at least 14 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 member shall have the right to appear before and to be heard by a committee appointed by the Board for that purpose (either alone, or through or accompanied by a representative) or to explain his/her conduct in writing. Any such committee shall meet and report to the Board before the Board exercises such power and the member concerned shall be given at least 14 days' notice in writing of the date, time and place of the meeting of the committee. The decision of the Board regarding the exercise or otherwise of such power in relation to any member shall be final.

8.7.3 A member who is expelled thereupon forfeits all rights and privileges as a member in respect of the Club and its property and forthwith ceases to be a member. No refund shall be made to that member of any part of his entrance fee (if any) or his annual subscription.

8.7.4 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,. On suspension the Board will exercise its discretion in determining the extent to which the suspended member shall remain liable to pay his or her subscription or alternatively be reimbursed for any part of it already paid.

8.7.5 If a member is reprimanded, the Board shall be entitled to make public that fact and the reason(s) for such reprimand.

8.8 Withdrawal

8.8.1 Any member may at any time resign as a member by giving written or email notice to the Club at its registered office. Unless specified by the member, that notice shall take effect on the 31 December immediately following the date of its receipt by the Club, but in any event no refund shall be made of any part of the annual or other subscription, or entrance fee (if any) paid by that member.

8.8.2 On a member ceasing to be a member for any reason (including death) he/she shall, if otherwise entitled, cease to be entitled on a dissolution of the Club to any share or interest in any of the property or assets of the Club (otherwise than in respect of loan capital (if any)

which shall be repaid in accordance with the terms of its issue) but without prejudice to any liabilities of the member existing at the date he/she ceases to be a member and subject to Section 37 of the Act.

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8.9 General

- 8.9.1 It is the duty of each member to notify the Club of his/her current address and of any change in such address as soon as it occurs.
- 8.9.2 If any member has any cause for complaint for any reason whatsoever he/she shall bring the same before the Members' Committee by writing to the Secretary. Under no circumstances may a member personally reprimand a servant of the Club or any other person or organisation operating with the Club's approval in or about the Club's premises or any other ground where a Club team may from time to time be playing.

9. Juniors

- 9.1 Juniors at the discretion of the Board upon completion of the appropriate form approved for the time being by the Board and payment of the appropriate entrance fee (if any) and annual subscription (if any), be permitted to participate in such of the activities of the Club as the Board may from time to time direct.
- 9.2 The Board shall have power at any time to revoke the permission granted to any junior to participate in activities, in which event such junior shall not be entitled to a refund of all or any part of any entrance fee or subscription paid by or on behalf of him/her.
- 9.3 Juniors permitted to participate in activities as described above shall not as such be members but shall in all respects be subject to such regulations as the Board may from time to time make regarding juniors.
- 9.4 Juniors may attend general meetings as observers but shall not vote or otherwise take part in the meeting.

10. Visitors and guests

The Board shall have power to make regulations for the purpose of regulating the right of members to introduce visitors and guests to the Club.

11. **Entrance fees and subscriptions**

- 11.1 Members and those in non-voting categories shall pay such sums by way of entrance fee and/or annual subscription 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.
- 11.2 All subscriptions shall become due on 1 January in each year save that, in the case of new members and new juniors, entrance fees (if any) and/or subscriptions for the year current at the date of his/her admission shall be due at that time.
- 11.3 Members and juniors who give notice of resignation after 1 January in any year shall unless the Board decides otherwise remain liable to pay any unpaid subscription which became due on that 1 January.
- 11.4 Any member or junior whose subscription has not been paid before the 1 April next following the date on which it became due shall not be entitled to exercise any privilege of membership but thereafter shall be so entitled as soon as his/her subscription shall have been paid. A member or junior whose subscription shall be in arrears for more than twelve months shall be deemed to have resigned his/her membership.
- 11.5 The Club may participate in a direct debiting scheme as an originator for the purpose of collecting subscriptions for any category of membership and/or any other amounts due to the Club. In furtherance of any arrangement to this effect, the Club may enter into an indemnity required by any bank upon which direct debits are to be originated. Such an indemnity may be executed on behalf of the Club at the direction of the Board.

12. **Meetings of members**

- 12.1 Annual General Meetings
- 12.1.1 Not later than 31 March in each year [\(save in the case of 2022, when the Annual General Meeting shall be held no later than 31 May 2022\)](#), on a date and at a venue within Yorkshire to be fixed by the Board, the Club shall hold a general meeting of members as its annual general meeting.
- 12.1.2 The business to be transacted at each annual general meeting shall include the following matters:

- 12.1.2.1 to confirm the minutes of the previous annual general meeting and of any extraordinary general meeting held since that meeting;
- 12.1.2.2 to receive and approve the accounts for the previous financial year together with the report of the Auditors thereon;
- 12.1.2.3 to receive and approve the annual report of the Board for the previous financial year;
- 12.1.2.4 to elect or re-elect the President, Vice-Presidents, Honorary Life members, the Auditors and to announce the election of Board and Members' Committee members;
- 12.1.2.5 to consider any member's resolution, notice of which has been given to the Secretary in accordance with Rule 12.1.3;
- 12.1.2.6 to consider any resolution proposed by the Board; and
- 12.1.2.7 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;
- 12.1.3 A member wishing to propose a members' resolution for consideration at an annual general meeting shall give notice in writing to the Secretary of such wish, and of the form and content of the resolution, not later than noon on the 31 December immediately prior to that meeting or the last Friday of the year if 31 December is on Saturday or Sunday. Such notice shall not be effective unless signed by the proposer and seconder and by 10 voting members who have been such for at least 12 months.

12.2 Extraordinary General Meetings

- 12.2.1 All general meetings of members other than annual general meetings shall be called extraordinary general meetings.
- 12.2.2 The Board may convene an extraordinary general meeting at any time.
- 12.2.3 The Board must convene an extraordinary general meeting upon receipt of a members' requisition which:
 - 12.2.3.1 is signed by not fewer than 400 members having at the date of receipt of the requisition a right to vote at general meetings of members;

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

12.2.3.3 is delivered to the Secretary at the registered office of the Club; and

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

12.2.4 The Secretary shall convene an extraordinary general meeting on a date not later than forty-two days from receipt of such a requisition.

13. **Notice of general meetings**

13.1 Each annual general meeting shall be convened by notice of not fewer than 21 clear days before the date fixed for the meeting.

13.2 Each notice of an annual general meeting shall:

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

13.2.2 specify the meeting as an annual general meeting;

13.2.3 set out the agenda for the meeting including;

13.2.3.1 the names of nominees for election or re-election to the Board, Members' Committee, as President, Vice-Presidents, Honorary Life members and Auditors; and

13.2.3.2 any resolution(s) to be considered at the meeting under Rules 12.1.2.5 and 12.1.2.6;

13.2.4 be accompanied by the annual report of the Board and the accounts for the previous financial year and the report of the Auditors thereon. A record of the attendances of each Board member at meetings of the Board and of committees since the date of the previous annual general meeting shall be included.

13.3 Any extraordinary general meeting shall be convened by notice of not less than 21 clear days before the date fixed for the meeting.

Each such notice shall:

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

13.3.2 Set out any resolution(s) to be considered at the meeting.

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

- 13.4 All members are entitled to receive notice of every general meeting but the accidental omission to give notice of a meeting or the non-receipt of a notice of the meeting by not more than 100 persons entitled to receive it will not invalidate the proceedings at that meeting.
- 13.5 At the discretion of the Board a general meeting may be convened through a notice on the Club's website and an email to all members whose email addresses are held by the Club. Such notice shall have been deemed to have been duly served on all members entitled to receive it at 5pm on the day when the notice appears on the Club's website. In any such case any document(s) required by these Rules to accompany a notice of meeting may be handed to such persons upon their arrival at the place of meeting in question.
- 13.6 For the purposes of this Rule, twenty-one clear days excludes the day on which a notice is treated under Rule 29.2 as having been received by a member and the date of the meeting convened by such notice.

14. **Proceedings at general meetings**

- 14.1 No business may be transacted at any general meeting unless a quorum is present at the commencement of the meeting. Save as provided below, twenty voting members present in person shall constitute a quorum. If within half an hour from the time appointed for the meeting such a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved; in any other case it shall stand adjourned to such other date and at such other time and place as the Chair of the meeting may determine. If at the adjourned meeting twenty voting members are not present within fifteen minutes from the time appointed for the meeting the voting members present will constitute a quorum. Not less than seven clear days' notice of the date of any such adjourned meeting, shall be given to members.
- 14.2 The Chair for the time being of the Board shall, if willing and able to act, preside as Chair at every general meeting. If the Chair is not present within fifteen minutes after the time appointed for holding the meeting or if there is no such Chair or he/she is unwilling or unable to act, then [the Deputy Chair or failing them](#) some other member of the Board elected by the Board member(s) present shall preside as Chair of the meeting. If ~~no~~ [neither the Deputy Chair nor any other](#) Board member is present and willing to act within fifteen minutes after

the time appointed for holding the meeting, the members present and entitled to vote may elect one of their number to be Chair of the meeting..

- 14.3 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 at 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 15.3.2.
 - 14.4 Except for representatives of the Scrutineers and persons admitted with the permission of the Chair of the meeting in question (in his/her absolute discretion), admission to any general meeting will only be permitted to members in person upon production of his/her original notice convening that meeting or where a meeting is convened by publication on the Club's website only pursuant to Rule 13.5 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.
 - 14.5 Members who have not been members for more than twelve consecutive months may attend but not vote nor propose or second a resolution at a general meeting.
15. **Voting at general meetings**
- 15.1.1 Only those members who have been members for more than twelve consecutive months shall be permitted to vote at general meetings.
 - 15.1.2 Each member shall have one vote subject to Rule 15.1.1.
- 15.1 Majority Required
- 15.2.1 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.
 - 15.2.2 A special resolution is a resolution which requires a majority of not less than two-thirds of such members as (being entitled to do so) vote in person or by proxy at a general meeting of which a notice, specifying the intention to propose the resolution as a special resolution, has been duly given in accordance with these Rules.

15.3 Voting

- 15.3.1 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 a show of hands) demanded either by:
- 15.3.1.1 the Chair of the meeting; or
 - 15.3.1.2 at least three members present in person or by proxy.
- 15.3.2 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.
- 15.3.3 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.
- 15.3.4 On a poll votes may be cast personally or by proxy. On a show of hands votes may only be cast personally.
- 15.3.5 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.
- 15.3.6 The counting of votes on a poll shall be carried out under the direction of the Scrutineers.
- 15.3.7 As soon as reasonably practicable following each poll, the Scrutineers shall certify in writing to the Chair of the meeting in question:
- 15.3.7.1 the total number of votes cast in favour of the relevant resolution (if any);
 - 15.3.7.2 the total number of votes cast against such resolution (if any);
 - 15.3.7.3 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);
 - 15.3.7.4 the total number of votes cast for each candidate at an election (if any); and

15.3.7.5 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).

15.4 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.

15.5 Casting Vote of the 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 Chair of the meeting shall be entitled to a second or casting vote.

15.6 Proxy Voting

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

15.6.1 a proxy must be a member of the Club entitled to attend and vote at a general meeting;

15.6.2 the instrument appointing a proxy shall be in the form to be determined and supplied by the Board and duly signed by the member or in the case of a club by the Secretary or other authorised official.

15.6.3 the instrument shall also specify the resolutions for consideration at the general meeting and provide a space for the member to indicate his/her support for or opposition to each resolution to be put to the general meeting. In the absence of any such notification the proxy will be entitled to vote as he/she thinks fit;

15.6.4 the instrument appointing a proxy shall be deposited at the registered office of the Club or such other place as the Board shall from time to time determine not less than forty-eight hours before the time appointed for holding the meeting at which the member named in the instrument proposes to vote. In default the instrument shall not be treated as a valid proxy;

15.6.5 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 the Board shall from time to time determine forty-eight

hours before the time appointed for holding the meeting at which the instrument of proxy is used; and

15.6.6 the Board shall be entitled to appoint any independent third party deemed by the Board to be suitable to count votes.

16. **President**, Chief Executive and Managing Director of Cricket

16.1 The President shall be nominated by the ~~Board~~-Nominations Committee for election at an annual general meeting or at an extraordinary general meeting.

16.2 The President shall serve for a maximum of ~~two~~-three years and shall continue to hold office until the conclusion of the meeting at which his/her successor is elected, save only where the members in general meeting by a special resolution decide otherwise.

16.3 In the event of a casual vacancy occurring in the office of President such vacancy shall be filled by a candidate nominated by the Nominations Committee whose nomination is approved by the Board until the next general meeting of the Club.

16.4 The President shall not by reason of his office be a member of the Board.

16.5 A Chief Executive and a Managing Director of Cricket may be appointed from time to time by the Board.

16.6 The Chief Executive and Managing Director of Cricket 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 from time to time.

16.7 The Board may at its discretion create such other roles to be filled as it shall consider to be appropriate or beneficial to the running of the Club. Any person appointed to any such role may be removed by the Board as it sees fit.

17. **Audit**

17.1 The members shall vote annually, as allowed by the ~~Deregulation (Industrial and Provident Societies) Order 1996~~Acts, at the annual general meeting, to have, when necessary in law, or where the members require, an audit carried out by a registered auditor, or an audit carried out by two or more lay auditors, or a report carried out by a registered auditor, or unaudited accounts, where the conditions for such prevail.

- 17.2 If a full audit or a report is required, a person who is a qualified auditor under ~~section 7 of the Friendly and Industrial and Provident Societies Act 1968~~ the Acts shall be appointed.
- 17.3 The qualified or lay auditors, if so appointed, shall not be officers or servants of the Club and nor shall they be partners of, or in the employment of, or employ, an officer or servant of the Club. Lay auditors shall be chosen by the Board from the general membership and/or others.
- 17.4 If the members vote for unaudited accounts, the Club's income/expenditure ledger shall be scrutinised by the Secretary and Board members only and signed, as a true record, by the Secretary and two Board members or such other number as may be required by legislation. An income/expenditure report will be prepared to present to the Club's members at each annual general meeting.
- 17.5 The qualified or lay auditors (if appointed) 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.

18. **Board**

- 18.1 The Board shall consist of a minimum of four and a maximum of ~~ten~~ twelve members elected in accordance with Rule 19 ~~all of whom shall be paid up voting members of the Club.~~

18.1.1 The Board shall comprise

18.1.1.1 so long as they are appointed, the Chief Executive Officer and the Managing Director of Cricket, each of whom shall, subject to Rule 19.6, be Board members by virtue of holding the relevant position;

18.1.1.2 up to two Board members elected from the Club's membership in accordance with Rules 19.3 and 19.9 and subject to the following. If there are more than two applicants for these member designated roles on the Board, the Nominations Committee (in their absolute discretion) shall consider the applications and recommend which two Members shall be proposed as the candidates for election;

18.1.1.3 up to 8 persons are to be nominated by the Nominations Committee as independent Non-Executive Directors. The Non-Executive Directors' responsibilities shall be specified by letters of appointment whose terms shall be subject to the approval of the Board from time to time. Before making any such nomination, the Nominations Committee shall seek to satisfy itself that each such candidate is able to exercise independent judgement and that there are

no relationships or circumstances which are likely to impair, or which could appear to impair, the director's independent judgement.

18.1.2 The candidates for Board membership nominated pursuant to Rules 18.1.1.2 and 18.1.1.3 shall be submitted to election pursuant to a vote of the Members at the first annual general meeting following their nomination in accordance with Rule 19.6 save for the first candidates to be approved following the adoption of these rules in 2022 who may be appointed pursuant to the process set out in Rule 18.1.3. For the avoidance of doubt, no such candidate's appointment to the Board shall take effect unless and until they are elected by the Members.

18.1.3 If the number of Board members for the time being becomes less than the quorum required under Rule 20.2, the Nominations Committee shall nominate a candidate for appointment to the Board in accordance with the procedure under which the person previously occupying the position which has become vacant had been appointed, save that:

18.1.3.1 the vote of the members under Rule 18.1.2 shall take place at an extraordinary general meeting to be convened by the Board as soon as is practicable following the Board's approval of the Nomination Committee's recommendation (rather than at an annual general meeting);

18.1.3.2 the recommendation of the Board under Rule 19.6 shall be made in the circular provided to Members in advance of that extraordinary general meeting (rather than in its annual report for consideration at the following annual general meeting), and the resolution to approve their appointment shall be considered at that extraordinary general meeting (rather than at an annual general meeting);

18.1.3.3 the deadline for submission of nominations under Rule 19.3 shall be determined by the Nominations Committee at its discretion (rather than the deadline specified by Rule 19.3);
and

18.1.3.4 the appointment of any Board member by this procedure shall take effect from the date of the extraordinary general meeting at which they are elected, rather than the annual general meeting prescribed by rule 19.7.

18.1.4 If the Members decline to elect a candidate recommended by the Board for election pursuant to Rule 18.1.3, the procedure under Rule 18.1.3 shall be repeated as many times as is necessary until the Board becomes quorate or the occurrence of the next annual general meeting, whichever is the earlier.

18.1.5 In the event that the number of Board members for the time being is less than the quorum required, the remaining Board members (in respect of the Board) and the remaining Nomination Committee members (in respect of the Nominations Committee) shall constitute a quorum and shall in each case have power and authority to take the steps prescribed by Rule 18.1.3. So long as the Board members comply with Rule 18.1.3, they shall have authority and power to transact the business of the Board until the number of Board members is again sufficient to constitute a quorum.

- 18.2 At its first meeting following the annual general meeting in each year the Board shall elect a Chair from its own number. If the chair so elected is not present at a meeting of the Board it shall appoint another member of the Board to chair that meeting. If any person holding the office of Chair for the time being ceases for any reason to be a Board member, he/she shall thereupon automatically cease to hold that office. Subject to the foregoing, the chair shall hold office until the conclusion of the next following annual general meeting or until he is requested to stand down as Chair by resolution of the Board, and shall then retire but, he/she may be re-appointed at the first meeting of the Board held after that annual general meeting.
- 18.3 The Board shall appoint a Secretary who shall be entitled to attend all meetings of the Board but shall not have the right to vote at such meetings. The office of Secretary may be held by any person notwithstanding his/her employment by the Club in another capacity.
- 18.4 Any Board member who
- 18.4.1 for more than six months has been absent from Board meetings held during that period; or
- is adjudged bankrupt; or
- 18.4.2 is medically unfit to be a director (pursuant to 19.7.2 and 19.7.3); or
- 18.4.3 is disqualified or suspended by any professional or regulatory body from carrying out work
- 18.4.4 regulated or overseen by that body; or
- is disqualified from acting as a director of a company; or
- 18.4.5 anybody who is suspended or expelled pursuant to Rule 8.7.1; or
- 18.4.6 whose conduct or action whether in connection with the Club or otherwise, is in the opinion
- 18.4.7 of the Board prejudicial to the interests of the Club;

shall thereupon automatically cease to be a Board member (unless in the case only of a Board member absent from meetings for more than six months, otherwise resolved by the Board).

18.5 The Board shall elect a Deputy Chair from its number who shall serve on an annual basis but shall be eligible for re-election provided that they remain a Board member. The Deputy Chair shall preside in the absence of the Chair and shall generally assist and support the Chair in in the execution of their role and otherwise as the Board and the Chair sees fit from time to time.

19. **Election of the Board**

~~19.1.1 The Board shall appoint a Nominations Committee consisting of the President, Chair, Secretary and one non-executive member of the Board which will be responsible for recommending to the Board suitable candidates for election to the Board and for the conduct of the elections. The nomination committee will ensure that there is a transparent process which will make clear the nature of any vacancy that exists and the preferred characteristics, skills and experiences required for such a vacancy. The Board shall in its annual report for consideration at each annual general meeting recommend to members those candidates for election that it considers to be suitable. The results shall be reported to the annual general meeting when the persons receiving the more votes for than against shall be declared elected up to the maximum number permitted by these Rules. The Club shall have a Nominations Committee which shall be a stand-alone committee of the Club and its duties are:~~

19.1.1.1 recommending to the Board suitable candidates as independent Non-Executive Directors under Rule 18.1.1.3;

19.1.1.2 proposing to the Board suitable Members as candidates for Board membership under Rules 18.1.1.2 and 18.1.3;

19.1.1.3 proposing persons for election as President under Rules 16.1 and 16.3 and Vice-Presidents under Rule 8.5.1;

19.1.1.4 periodically reviewing the process for election of Board members and proposing any changes to the Board that they feel are necessary or desirable, which in each case the Board shall consider in good faith;

19.1.1.5 ensuring that the process for election and appointment in each case is open and transparent.

19.1.2 The Board shall appoint a Nominations Committee consisting of:

(v) the President (if in office);

(vi) the Chair (if in office);

- (vii) the Deputy Chair provided that they are an independent non-executive Director; and
- (viii) up to three further independent Non-Executive Directors, who shall be appointed by the Board.

19.1.3 The Board shall ensure that the Nominations Committee shall always have a majority of independent non-executive directors at all times.

19.1.4 The Club Secretary shall be permitted to attend meetings of the Nominations Committee in a non-voting but speaking role.

19.1.5 The quorum for a meeting of the Nominations Committee shall be four of its members provided also that there shall be a majority of independent Non-Executive Directors. Where only four members are in attendance, voting must be unanimous for a nomination to be passed. Where five are present, then four votes are required to approve a nomination.

19.1.6 The term of office of each category of member of the Nominations Committee shall be as follows :

19.1.6.1 (as regards the President, Chair and, if applicable, Deputy Chair) for so long as they hold the relevant office;

19.1.6.2 (otherwise) for the period of three years from their appointment subject always to their being in office as Board members and unless removed from the Nominations Committee by a resolution of the Board.

19.1.7 The Board shall appoint another independent Non-Executive Director as soon as practicable to fill a casual vacancy among the appointed members of the Nominations Committee, who shall serve on the Nominations Committee for the remainder of the three-year term of their predecessor.

19.2 In discharging their responsibilities under Rule 19.1 the Board and the Nominations Committee shall have regard to diversity and the balance of skills and experience judged by them to be necessary for the good and successful conduct of the Club's affairs.

19.3 Nominations from members for ~~the~~ election of members to the Board in accordance with Rule 18.1.1.2 shall be in writing on the prescribed form available from the Secretary and must include a written synopsis in a form prescribed by the Nominations Committee from time to time in which the applicant outlines their skills, competencies and experience and the qualities which they feel they have to offer towards the management of the Club's affairs. Such written submissions must be delivered to the registered office of the Club by post or email not later than noon on ~~the 31 December in each year or on the last Friday of any year~~

~~if the 31 December falls on a Saturday or Sunday~~31 December in the year immediately preceding the date on which the relevant Board vacancy is due to arise, or any other date and time notified by the Nominations Committee from time to time. Each such nomination must be signed by ~~not no~~ fewer than ~~30~~20 members eligible to vote.

- 19.4 No member shall be eligible for election to the Board unless he/she has attained the age of 18 years and been a voting member of the Club for at least twenty-four consecutive months immediately prior to his/her nomination.
- 19.5 A member who is a registered player of the Club shall not be eligible for election to the Board nor shall any member of the Board be eligible for registration as a player of the Club.
- 19.6 ~~At every annual general meeting not less than one quarter of the members of the Board shall retire~~Once it has received nominations from the Nominations Committee (and, if applicable, from Members in accordance with Rules 18.1.1.2 and 19.3) the Board shall, but shall be eligible for re-election. Those members of the Board to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed members of the Board on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.in its annual report for consideration at each annual general meeting at which a vacancy in respect of a Board appointment under Rule 18.1.1.2 and/or Rule 18.1.1.3 is due to arise, propose those nominated candidates for election by the Members. The Members will vote on whether to approve each proposed appointment by ordinary resolution.

19.7 Subject to the exceptions stated below, each Board member shall serve for a term of three years commencing from the annual general meeting in which they are appointed and shall not be eligible for re-election for more than two additional consecutive three-year terms without taking a break from office of one twelve month period or, if less, the period from one annual general meeting to the next annual general meeting. The exceptions to the defined term limits are:

- 19.7.1 a Board member may serve on the Board for a maximum of twelve years if appointed as Chair;
- 19.7.2 the Chair shall be appointed for a maximum of six years subject to rule 19.7.1;
- 19.7.3 the Chief Executive Officer and the Managing Director of Cricket may serve on the Board for as long as they hold the relevant office;

19.7.4 in exceptional circumstances and at the decision of the Board (in its absolute discretion), a Board member or the Chair may hold office for a further year than their stated term;

19.7.5 the Board has discretion to consider how best to retain a director's skills and experience once they have completed their maximum term including as non-voting Board advisors, mentors or sub-committee members.

~~19.7~~19.8 The following persons shall not be eligible for nomination, election or re-election to the Board:

~~19.7.1~~19.8.1 an undischarged bankrupt;

~~19.7.2~~19.8.2 a person in respect of whom a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a ~~Director~~ Board Member and may remain so for more than three months;

~~19.7.3~~19.8.3 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

~~19.7.4~~19.8.4 a person who is disqualified or suspended by a professional or regulatory body from carrying our work regulated or overseen by that body;

~~19.7.5~~19.8.5 a person who is disqualified from being a director of a company;

~~19.7.6~~19.8.6 a person who is suspended or expelled pursuant to Rule 8.7.1;

~~19.7.7~~19.8.7 a person whose conduct or action whether in connection with the Club or otherwise is in the opinion of the Board prejudicial to the interests of the Club.

~~19.8~~19.9 Subject to rule 19.5 persons in the employment of the Club shall be eligible for nomination, election and re-election to the Board provided always that the Board shall contain a majority of persons who are not in the employment of the Club.

~~19.9~~19.10 This rule applies only to candidates seeking election as Board members pursuant to Rule 18.1.1.2. Candidates must submit to the Secretary by the date specified by the Nominations Committee an election address not exceeding 1,000 words which will be printed and circulated to members with the voting paper at the cost of the Club. All other costs relating to an election shall be borne by the candidates. The election address must be submitted by

the date specified by the Nominations Committee and will be subject to approval by the Nominations Committee. Candidates shall not produce or circulate by any means (including post, fax, e-mail or internet) any other printed or published material. Candidates shall not make reference to other candidates or make derogatory comment about the Club, or derogatory or critical comment on its players, officials, employees or other members. Any breach of this rule shall be referred to the Nominations Committee who may disqualify the candidate from the election.

~~19.10~~19.11 This rule applies only to candidates seeking election as Board members pursuant to Rule 18.1.1.2. The prescribed form of nomination shall contain the full names and address of the candidate, his/her date of birth and signature confirming his/her consent to such nomination. The full names, addresses and signatures of the nominating members shall be appended and who shall have been members of the Club for more than twelve consecutive months.

~~19.11 In the event that the number of nominations (if elected) would result in the maximum specified in Rule 18.1 being exceeded, those with the most votes shall be elected up to the permitted maximum and the remainder shall not be elected. The names of all candidates shall be printed in alphabetical order on a voting paper. Candidates recommended by the Board shall be clearly marked as such.~~

19.12 Every member who has been a member for more than twelve consecutive months shall have one vote for each vacancy. A voting paper shall not be invalidated if a member casts fewer votes than the maximum to which he/she is entitled.

19.13 The voting shall be by postal ballot or electronically on the prescribed form which shall be returned to the Scrutineers at the address and by the date specified thereon and any votes recorded on a voting paper received after the date shall be void. Any voting paper marked with an excess number of votes shall be deemed spoiled and the votes thereon shall not be counted.

19.14 The Board shall be entitled to appoint any independent third party deemed by the Board to be suitable to count votes.

19.15 ~~Notwithstanding the foregoing provisions of this Rule 19 for so long as any indebtedness to any of the following trusts (The Trusts) under debt agreements dated 7 December 2015 remains outstanding The Trusts' approval shall be required before any person is appointed as a member of the Board or any member of the Board is removed from the Board.~~ Where there is a casual vacancy on the Board caused by death of any Board member, or the termination or cessation of their Board membership in accordance with these Rules (but where the number of directors is sufficient to constitute a quorum), then:

19.15.1 ~~Mr C J Graves Accumulation and Maintenance Trust~~ if the departing Board member was the Chief Executive Officer or Managing Director of Cricket, the Board shall appoint a suitable candidate to fill that casual vacancy as soon as is practicable; and

19.15.2 ~~Mrs J Graves Accumulation and Maintenance Trust~~ in any other case, the Nominations Committee shall as soon as is practicable nominate a suitable candidate to fill the vacancy and shall ensure, as far as is practicable, that the candidate satisfies the requirements of the Rule (namely Rule 18.1.1.2 or 18.1.1.3, as applicable) under which the departing Board member had been appointed.

~~— Mr C J Graves 1999 Settlement Trust~~

~~19.16 In addition to the above rules, the Board may appoint up to two additional Board members, that it may consider necessary in order to increase the skills and capabilities of the existing Board elected by members, so long as the total number of Board members is not greater than the total set out in rule 18.1. The requirement of rule 19.4 to be a voting member for 24 months prior to nomination, do not apply to these appointments.~~

Lord Patel of Bradford is appointed as a member of the Board and as Chair, and Mr Paul Hudson is appointed as a member of the Board and as acting Chief Executive Officer, in each case with effect from the time of registration of this Rule 19.16 under the Acts until:

19.16.1 (in the case of Lord Patel's appointment as Chair only) the election of a new Chair pursuant to rule 18.2; and

19.16.2 (otherwise) the earlier of:

19.16.2.1 (in the case of Mr Hudson only) the appointment of a new Chief Executive Officer; and

19.16.2.2 (in the case of each person's appointment as a Board member only): (i) the termination of his Board membership pursuant to Rule 18.4 and (ii) the end of the third annual general meeting following the registration of this Rule 19.16.

Rules 18.1, 19.1 to 19.5 and 19.7 to 19.10 shall apply in respect of each person's eligibility for re-election, and in respect of any such re-election, upon the termination of his Board membership. Save as expressly provided by this Rule 19.16, it shall have effect notwithstanding any other provision in the Rules.

19.17

19.17.1 A Board member shall cease to be a member of the Board upon the passing of a two-thirds majority resolution by the Board to the effect that they should cease to be a member of the Board.

19.17.2 A Board member may be removed from office as such and from any office they shall hold by a special resolution passed by a two-thirds majority of members voting at a general meeting of the members convened in accordance with the requirements of these Rules.

20. **Proceedings of the Board**

20.1 Subject to Rules 20.2 to 20.6, the Board may meet together for the despatch of business, adjourn and regulate its meetings as it thinks fit but shall meet on at least six occasions in each year. A meeting of the Board shall be convened by the Secretary on the instructions of the Board or by the Chair by written notice of not less than 14 clear days. The Chair, or President may in an emergency convene a meeting of the Board at short notice and without any formalities. It shall not be necessary to give notice of a meeting to a Board member who is absent from the United Kingdom.

20.2 The quorum for the transaction of the business of the Board shall be three ~~non-executive directors~~Board members (of which two shall be Non-Executive Directors).

20.3 Unless he/she is unwilling to do so, the Chair shall preside at every meeting of the Board at which he/she is present but if at the relevant time there is no person holding the office of Chair, or if the Chair is unwilling or unable to preside or is not present within fifteen minutes after the time appointed for the meeting, the Deputy Chair shall preside. Failing that, the Board members present may appoint one of their number to be Chair of the meeting.

20.4 Each member of the Board shall have one vote. Every question arising at a meeting of the Board shall be decided by a majority of votes of those Board members present. If the votes are equal the Chair of the meeting shall not have a second or casting vote and the motion shall fail.

20.5 A Board member who is in any way, whether directly or indirectly and whether for himself/herself or through a person connected with him/her, interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Club shall declare the nature of his/her interest in accordance with section 317 of the Companies

Act 1985 (or other such section as shall re-enact or replace such section 317) as if each Board member was a director and the Club were a company for the purposes of that Act

- 20.6 A Board member shall not vote, nor count in the quorum, at a meeting of the Board or of any committee on any resolution concerning a matter in which or in connection with which he/she has, directly or indirectly, an interest or duty 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 member 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 20.6 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.
- 20.7 The Board or any committee appointed pursuant to these Rules shall have the right at its discretion to invite persons who are not members of the Board to attend one or more meetings of the Board or such 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 such meeting.
- 20.8 Committees shall meet at such times as their Chair or the Secretary shall deem necessary. The Secretary shall convene a meeting upon the request of two members of a committee.
- 20.9 Every Board member shall refrain from public comment on any specified aspect of the affairs of the Club if so instructed by a majority vote of the Board and otherwise shall avoid any express or implied public statement which conflicts with the policy or decisions of the Board and a Board member in serious or consistent breach of one or more of these obligations may on a two-thirds majority vote of other Board members present and voting at a meeting of the Board (of which he/she shall have been given at least five days' notice with details of the allegations against him/her and at which he/she shall be entitled to state his/her case) be suspended from attending Board and committee meetings for a period to be determined by the Board at the time of the suspension expiring not later than the day of the next general meeting of the Club.

21. **Powers of the board**

- 21.1 Subject to the provisions of the Acts and these Rules, the affairs and activities of the Club shall be managed by the Board which may exercise all the powers of the Club. No alteration

to these Rules shall invalidate any prior act which would have been valid if the alteration had not been made.

21.2 The Board shall appoint a Members' Committee comprising four persons appointed by the Board and four persons elected by members in accordance with the procedures set out in Rule 19 save that the number of nominating members required by Rule 19.3 shall be 10. For the purposes of this rule references in Rule 19 to the Board shall be construed as references to the Members' Committee. The principal purpose of the Members' Committee shall be to promote good communications between the Board and the members of the Club.

21.3 Without in any way limiting the provisions of Rule 21.1 the Board shall have power to:

21.3.1 appoint such team captains, staff and players upon such terms as it shall determine;

21.3.2 arrange and allocate matches;

21.3.3 appoint such committees as it shall from time to time determine. Each such committee so appointed and the Members' Committee shall have a Chair (who shall be appointed by the Board) and shall discharge such functions as are delegated by the Board from time to time. The recommendations of all committees shall be subject to ratification by the Board. Three members shall form a quorum at a meeting of any committee. Only voting members of the Club shall be eligible to be appointed members of a committee by the Board;

21.3.4 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 the Rules; and

21.3.5 govern (whether by making regulations or otherwise) the management, operation and use of the property or facilities of the Club in such manner as it may consider necessary or desirable.

21.4 The Board shall have power to invite members and persons who are not members to attend board meetings and to co-opt members to be members of the Board but a Board member so co-opted shall submit to election by the members at the first annual general meeting following his/her co-option.

21.5 The Board shall have power to determine any question that may arise on the construction of the Rules.

21.6 No member of the Board shall be entitled to be remunerated for his/her services as a Board member.

21.7 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

22. **Register of members and board and committee members**

22.1 The Club shall keep at its registered office a register of members, Board members and committee members in which the Secretary shall enter the following particulars:

22.1.1 the names and addresses of the members;

22.1.2 a statement of the number of shares held by each member and of the amount paid or agreed to be considered as paid on the shares of each member;

22.1.3 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;

22.1.4 a statement of other property in the Club, whether in loans or otherwise, held by each member;

22.1.5 the names and addresses of the President and Chair with the offices held by them respectively and the dates on which they assumed or left office; and

22.1.6 the names and addresses of the Board members and the dates on which they assumed or left office.

22.2 The register of members shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rule 22.1.1 without so opening to inspection the other particulars entered in the register.

23. **Inspection of books**

Any member shall be allowed to inspect his/her own account 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 members at general meetings of the Club).

24. **Annual Return**

24.1 Every year and within the period prescribed by statute, the Secretary shall send to the Registrar the annual return, in the form prescribed by the Registrar, relating to its affairs for the period required under the Cooperative and Communities Benefit Societies Act 2014 to be included in the return.

24.2 Each annual return must be accompanied by a copy of the report of the auditor on the Club's accounts for the period included in the return or with a copy of such other report (if any) as is required by statute for such period and a copy of each balance sheet made during that period and of the report (if any) of the auditor or other appropriate person on that balance sheet as required by statute.

25. **Publication of accounts**

25.1 A copy of the latest accounts and balance sheet of the Club, as audited, and the report of the Auditors on such account(s) and balance sheet shall be available at all times on the Club's website.

25.2 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.

26. **Seal**

The Club shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Secretary and shall be used only under the authority of the Board which may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by any two members of the Board.

27. **Rules**

27.1 No new Rule shall be made, nor shall any of the Rules be amended or rescinded, except by a special resolution ~~and with the consent of the Trusts referred to in Rule 19.14.~~

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. **Copies of the Rules**

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

29. **Notices**

29.1 Subject to Rule 10.12 and Rule 13.5 any notice or other communication or document to be served on, or delivered to, a member or junior by the Club, or the Secretary or a Board member or vice versa, shall be sent by email, by hand or by post in a prepaid letter or by prepaid recorded delivery or registered post addressed to:

29.1.1 in the case of the Club, or the Secretary or Board member, the registered office of the Club; and

29.1.2 in the case of a member or junior his/her registered address.

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

30. **Indemnity**

Protection of Officers, committee, Board and Employees

The trustees of the unincorporated Yorkshire County Cricket Club and employees from time to time of the Club, the President, the Secretary and each person who was or is from time to time a member of the Committee, Board or any sub-committee of the Club (to the extent that such person is not entitled to recover under any policy of insurance) shall be entitled to be indemnified out of any and all funds of the Club in relation to any expenses (reasonably, properly, necessarily incurred subject to such evidence as the Club may reasonably require) and liabilities whatsoever incurred by him/her in the execution and discharge of his/her duties, including any liability incurred on initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted in good faith to have been done or alleged to have been done or omitted to have been done by him/her as President, Chair, Secretary, an Officer, employee, or member of the Committee, Board or any committee.

31. **Dissolution and winding-up**

31.1 Dissolution to comply with the Acts:

The Club may be dissolved by instrument of dissolution signed by way of consent by not less than three-quarters of the members of the Club only in such manner as shall comply with the Acts.

31.2 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.

31.3 Distribution of Net Assets

- (a) Subject to rule 31.3(b) below, in the event of a dissolution or winding up, the property and assets of the Club will be distributed in accordance with the provisions of the Insolvency Act 1986 as if the Club were a Company within the meaning of that Act.
- (b) If, in the event of a dissolution or winding up and after the discharge of all liabilities and expenses in accordance with rule 31.3(a) above, there remains a surplus of property and assets of the Club to be distributed, that surplus shall be distributed to the Yorkshire Cricket Foundation, or if the Yorkshire Cricket Foundation has ceased to exist, such other institution with the same or similar objects as the Club as the Board shall determine.

32. **Assets, liabilities and indemnities**

32.1 The Club shall automatically have vested in it the property of the Club pursuant to Section 3 (5) of the Cooperative and Community Benefit Societies Act 2014 and shall likewise acquire, assume and adopt all other assets, rights and benefits of the Club prior to incorporation (including but not limited to the contracts of employment of staff, contracts with third parties, rights under pension schemes and rights as trustee).

32.3 The Club shall pay, discharge and meet (whether out of the property, assets, rights and benefits referred to in Rule 32.1 or otherwise) all liabilities (present, future, contingent or otherwise) whatsoever and wheresoever of the Club prior to such registration whether incurred by or in the name of the Club, the Committee, any sub-committee, (all as defined in the Old Rules), the Board Members, or any member thereof, or the President, Vice-Presidents, Chair, Honorary Treasurer, trustee or trustees or by any person on behalf of the

individual members save for any such liability to the extent not incurred honestly and in good faith or not adopted by the Club (before or after registration) however incurred.

- 32.3 The members acknowledge that upon registration under the Act the persons mentioned in Rule 32.2 (individually and/or collectively) ceased to have vested in them or to control in the same way such property, assets, rights and benefits as are mentioned in Rule 32.1 for the purposes of meeting the liabilities referred to in Rule 32.2 and accordingly the Club shall on demand indemnify all such persons against all such liabilities and all costs and expenses (in or out of court) relating thereto, and Rule 30 (being substantially in the same form as in the Old Rules) shall apply in relation to the period before registration as it does to the period after registration.

33. **Definitions and interpretation**

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 Cooperative and Communities Benefit Societies Act 2014 and any subsequent Acts governing or otherwise affecting industrial and provident societies;

“**Annual return**” means the annual return which the Club is required to send to the appropriate registrar under the Industrial and Provident Societies Act 1965;

“**Auditors**” means the auditors of the Club for the time being;

“**Board**” means the board of management or other directing body of the Club;

“**Chair**” means the person holding the office of the Chair for the time being pursuant to Rule 18.2;

“**Club**” means The Yorkshire County Cricket Club Limited;

“**Committee**” means the committee of management or other directing body of the Club prior to the 2003 AGM;

[“Deputy Chair” means the Board member elected as Deputy Chair pursuant to Rule 18.5;](#)

“**Election**” means an election to fill the office of President, or Auditor or to membership of the Board or Members’ Committee where, in any such case, there is more than one candidate to fill the vacancy;

“Financial year” means a period of 12 months ending on 31 December.

“Ground Regulations” means any rules made by the Board governing the extent to which and/or the manner in which spectators may have access to and/or use the ground at Headingley or elsewhere;

“Honorary Life member” means a member elected as such pursuant to Rule 8.4;

“Junior” means a person under the age of 18;

“Life member” means a member who has been elected a Life member on contributing such sum as shall be determined by the Board;

“Member” means a member of the Club;

“Members’ Committee” means the members’ committee appointed by the Board in accordance with Rule 21.2

“Nominations Committee” means the nominations committee appointed by the Board under Rule 19.1;

~~**“Old Rules”** means the Rules of the unincorporated Yorkshire County Cricket Club existing immediately prior to registration under the Acts;~~ **“Non-Executive Director”** means a Board member appointed as a Non-Executive Director pursuant to Rules 18.1.1.3 and 18.1.3;

“Old Rules” means the Rules of the unincorporated Yorkshire County Cricket Club existing immediately prior to registration under the Acts;

“Poll” includes ballot;

“President” means the president of the Club for the time being;

“Registrar” means the Financial Conduct Authority;

“Resolution” includes motion;

“Rules” means the Rules of the Club from time to time;

“Scrutineers” means such person or persons, firm, association or body as may be appointed by the Board to act as Scrutineers in connection with a general meeting of members or in connection with elections to the Board and the Members’ Committee;

“Secretary” means the secretary of the Club for the time being;

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

“Subsidiary” shall have the same meaning as is given to it by section 15 of the Friendly and Industrial and Provident Societies Act 1968;

“Vice-President” means a member elected as such pursuant to Rule 8.5;

“Website” means the main webpage on the internet of Yorkshire County Cricket Club as determined by the Board and

“Working day” means any day on which the Club office is open for normal business.

References in these Rules to any acts or activities or opinion (including, without limitation, decisions, directions, requests, exercises of discretion and giving of consent) of 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 committee where the power to act or authority being exercised has been delegated to a committee.

Any reference to these rules to any provisions of any Act of Parliament shall be deemed to be a reference to such Act of Parliament as amended, modified or re-enacted after the date of registration of these Rules.