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**Co-operative and Community Benefit Societies Act 2014**

*Acknowledgement of registration of a rule amendment*

This document acknowledges the registration of the amendment of the attached rules under Co-operative and Community Benefit Societies Act 2014 for:

Society: Worcestershire County Cricket Club Limited

Registration number: 28696 R

Date: **04 March 2019**



# **Worcestershire County Cricket Club Limited**

## **Rules**

### **1. Name**

The name of the society shall be "Worcestershire County Cricket Club Limited" (the "Club").

### **2. Registration**

The Club is a society registered under the Co-operative and Community Benefit Societies Act 2014 (the "Act"). The Club shall not request cancellation of its registration except with the authority of a resolution of the Members as is required from time to time to amend these Rules generally (disregarding any special requirements as to amendments to any particular Rule).

### **3. Objects**

#### **3.1 The objects of the Club are:**

- (a) to carry on the business of a professional cricket club;
- (b) to promote and encourage interest and understanding in the playing and watching of the game of cricket at all levels throughout the County of Worcestershire and in surrounding areas;
- (c) to participate in the County Cricket Championship and other competitions organised by the England and Wales Cricket Board Limited (the "ECB") or its successors and in any other competitions and fixtures in which the Board considers it appropriate to take part;
- (d) to be a member of the England and Wales Cricket Board (and any successor body) acting through the Chairman and to exercise its rights and fulfil its obligations as an ECB member;
- (e) to strengthen the bonds between the Club and local communities in Worcestershire and surrounding areas; and
- (f) to maintain and develop the County Ground at New Road, Worcester, so as to provide the best possible facilities for Members and those visiting the Ground.

#### **3.2 The Club may carry out all or any of its objects indirectly by arrangements pursuant to which they are carried out by a wholly owned subsidiary or wholly owned subsidiaries of the Club (including, for so long as it is a wholly owned subsidiary, Worcestershire County Cricket Trading Limited) (each an "Operating Subsidiary").**

#### **4. Colours**

- 4.1** The Club colours shall be dark green, black and white. The shield argent shall bear a fess between three pears sable. Colours for playing kit shall be as decided from time to time by the Chief Executive after consultation with the Chairman.
- 4.2** The Club tie, shall be dark green, black and white and may be worn by all players, employees and Members of the Club.

#### **5. Powers**

- 5.1** To further its objects the Club shall have the 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:
- (a) either directly or indirectly to employ, invest and deal with the assets and funds of the Club for the objects of the Club in such manner as shall be considered by the Board in its discretion to be desirable or expedient, and to do all such other acts and things and carry on all such other activities (including (but not limited to) leasing, subleasing, releasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring, lending with or without security 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;
  - (b) to raise or borrow money from Members or others without limitation for the purposes of or in connection with the activities of the Club or any of them as the Board thinks fit. Any sum or sums raised or borrowed may be secured by way of mortgage or charge over all or any of the undertaking, property and assets, present or future, of the Club, and whether or not including a floating charge over all or any of the undertaking, property and assets of the Club;
  - (c) to give any security or securities whether by way of mortgage or otherwise for the performance of any contracts or for 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 obligation of whatever nature of the Club by a trust deed or other assurance;
  - (d) to accept and grant sponsorship, franchises and other arrangements as the Board shall think fit;
  - (e) to apply for and hold any licences, consents and approvals that may be required in connection with the activities of the Club and to provide catering and such other facilities as the Board shall consider desirable;

- (f) to invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for, or the prestige of, cricket or any other sport or recreation;
  - (g) to support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the Board, directly or indirectly benefit, or is calculated so as to benefit, the Club or its activities or its employees, former employees, players, former players or their dependants;
  - (h) to promote, arrange and organise competitions and entertainments in connection with cricket and any other sport or recreation;
  - (i) to engage such officials and employees upon such terms and at such remuneration as the Board may deem appropriate, and to dismiss or retire any of them as may be necessary;
  - (j) to provide pensions, insurances and other benefits to employees or former employees of the Club or the dependants and 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;
  - (k) to maintain bank accounts in credit or overdrawn on such terms as the Board shall think fit; and
  - (l) to participate in any direct debit scheme as an originator for the purpose of collecting subscriptions for membership and/or other amounts due to the Club; and to give any indemnities required as a condition of such participation.
- 5.2 Where there are arrangements pursuant to which all or any of the objects of the Club are, or are to be, carried out by an Operating Subsidiary:
- (a) the Club shall have power to procure that the Operating Subsidiary shall do all or any of the things specified in Rule 5.1 (on its own account or on behalf of the Club); and
  - (b) references in Rule 5.1 to the activities of the Club shall include activities carried on by the Operating Subsidiary.

5.3 The profits of the Club shall be applied in furthering the objects of the Club.

## 6. Registered Office

The registered office of the Club shall be at the County Ground, New Road, Worcester, WR2 4QQ, or at such other location as the Board may from time to time decide.

## 7. Members

7.1 Subject to Rule 7.2, the Club shall have Members of such categories as the Board may from time to time prescribe.

7.2 The categories of Members shall include:

- (a) the following categories of Members existing at the time when these Rules take effect:
  - (i) Life Member;
  - (ii) Honorary Life Vice-President;
  - (iii) Honorary Life Member; and
  - (iv) Honorary Member; and
- (b) those other categories of Members existing at the time when these Rules take effect (but subject to the Board's power to vary them from time to time as it thinks fit pursuant to Rule 7.1).

7.3 In addition and without prejudice to any Rules relating to a particular category of Member or to Members generally, the Board shall, by Regulations not inconsistent with these Rules, determine the qualifications, privileges, rights and duties of Members of each category.

7.4 The Club may also have Junior Subscribers and Corporate Patrons (who shall not be members of the Club). In addition and without prejudice to any Rules relating to Junior Subscribers and/or Corporate Patrons, the Board shall, by Regulations not inconsistent with these Rules, determine the qualifications, privileges, rights and duties of Junior Subscribers and Corporate Patrons.

7.5 No person who is not a natural person shall be admitted as a Member. Companies, clubs and other organisations may enjoy, as Corporate Patrons, rights and privileges similar to those enjoyed by Members (as determined by the Board from time to time) but shall not be or become shareholding Members of the Club. Corporate Members at the time when these Rules take effect shall be re-designated as Corporate Patrons.

7.6 No person shall be admitted as a Member unless he<sup>1</sup> satisfies the age requirement, namely that he has attained, or by the 1<sup>st</sup> April next following the time of admission he will have attained, the age of 18 years. The purported admission as a Member of a person who does not satisfy the age requirement shall be void. Persons who do not yet satisfy the age requirement may enjoy, as Junior Subscribers, rights and privileges similar to those enjoyed by Members (as determined by the Board from time to time) but shall not be or become shareholding Members of the Club until they satisfy the age requirement. Nothing in this Rule shall affect a Member admitted before the date on which this Rule takes effect.

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<sup>1</sup> "he" shall include "she"; see Rule 38.1(b).

- 7.7 Subject only to the provisions of Rules 7.5 and 7.6, membership shall be open to all irrespective of age, gender, disability, race, religion, ethnic origin, creed, colour, social status and sexual orientation.
- 7.8 The Board shall decide, on the recommendation of the Chief Executive, the joining fees and subscription rates for each category of membership, for Corporate Patrons and for Junior Subscribers for each subscription year.
- 7.9 An applicant for membership of the Club shall apply in writing on a form provided and in a manner laid down from time to time by the Chief Executive. The application for membership must be accompanied by the joining fee (if any) and the subscription for the current year. In addition to the full title, name, address and date of birth of the applicant, the Chief Executive may require such other information about the applicant as the Board considers reasonable either at the time of application or prior to admission.
- 7.10 The Board shall have the power in its absolute discretion to declare any applicant duly admitted or to reject an application and the Chief Executive 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 joining fee (if any) and subscription for the current subscription year shall be returned to the applicant by post at the applicant's risk.
- 7.11 Payment of the joining fee (if any) and the subscription for the current subscription year by an applicant for membership shall be deemed to be a declaration of agreement and submission by the applicant (if admitted to membership) to these Rules, the Bye-Laws and the Regulations.
- 7.12 The subscription year for the Club shall commence on the first day of October in each year and end on the following last day of September. All subscriptions are due in full on 1<sup>st</sup> October in each year and must be paid by 1<sup>st</sup> April immediately following. No Member shall be admitted to the County Ground until the appropriate subscription has been paid. Any Member whose subscription remains unpaid on 1<sup>st</sup> April shall forthwith cease to be a Member, unless the Board shall otherwise determine in any individual case.
- 7.13 The Members of the Club at the Annual General Meeting on the recommendation of the Board may admit as Honorary Life Members those Members who have given special service to the Club. The Board may, at its own discretion, admit as Honorary Members those Members, or others, whose service to the Club the Board wishes to recognise.
- 7.14 A copy of these Rules shall be given free of charge to each new Member on admission and to any other Member on request. The Club shall also make these Rules (and any amendments made to them from time to time) available to Members by putting them on the Club's website. These Rules are binding on all Members.
- 7.15 Members are required to wear, display or carry such membership identification (badge or card) as the Board shall from time to time determine when entering the Ground and using the pavilions and enclosures and Members failing to do so may be

refused admission to the Ground, enclosures or pavilions. Unless specifically authorised by the Board, membership cards or badges are not transferable. The Board may terminate the membership of a Member who is found to have transferred his membership card or badge or to have sold, in breach of the terms and conditions of its issue, a ticket obtained by reason of his membership. If at any time the Board agrees that a specified membership category is transferrable such membership category will not carry the full rights of a member including voting rights.

- 7.16 Any Member may at any time resign as a Member by giving written notice to that effect to the Club at its registered office. The Member so resigning shall cease to have any rights or privileges in connection with the Club or its assets and shall not be entitled to any refund or part refund of subscription. His share shall be forfeited in accordance with Rule 10.6.
- 7.17 A Member of the Club shall cease to be a Member:
- (a) on failure to pay any subscription pursuant to Rule 7.12;
  - (b) on termination of membership pursuant to Rule 7.15;
  - (c) on resignation in accordance with Rule 7.16;
  - (d) on expulsion by the Board pursuant to Rule 9;
  - (e) on deemed resignation pursuant to Rule 10.5; or
  - (f) on death.
- 7.18 Save as provided in rule 7.19, the share of a deceased Member shall be forfeited in accordance with Rule 10.6 and his personal representatives shall have no claim against the Club, whether for repayment of the share, refund of subscription or otherwise howsoever.
- 7.19 Under the provisions of these Rules (including but not limited to rules 10.5 and 37.3) no Member is entitled to property of the Club in that capacity. In the event of their death, a person shall cease to be a Member and their share shall be cancelled and the amount paid up on that share shall become the property of the Club (in accordance with rule 10.6). The following make provisions for representatives and nominees taking into account the provisions of these Rules.
- (a) The Act provides that a Member may nominate a person or persons to whom property in the Club at the time of his/her death shall be transferred. As any such share will have been cancelled, no person so nominated under the Act shall be entitled to any property of that Member on their death.
  - (b) No property shall be capable of transfer to any personal representative of a deceased Member.
  - (c) Upon a claim being made by a trustee in bankruptcy of a bankrupt Member to the share held by that Member, the Club shall transfer such share to

which the trustee in bankruptcy is entitled and as the trustee in bankruptcy may direct them.

## **8. Corporate Patrons and Junior Subscribers**

### **8.1 Corporate Patrons**

A company, club or organisation (through its representatives accredited from time to time in accordance with the Regulations) may enjoy certain of the privileges of membership of the Club by being admitted as a Corporate Patrons. A company, club or organisation which is unincorporated shall contract with the Club through its committee or other governing body.

### **8.2 Junior Subscribers**

A person who does not satisfy the age requirement may enjoy certain of the privileges of membership of the Club by being admitted as a Junior Subscriber.

8.3 It shall be a term of the contract of a Corporate Patron or a Junior Subscriber with the Club that, notwithstanding that the Corporate Patron or Junior Subscriber is not a Member of the Club, he is bound by the provisions of these Rules, the Regulations and the Bye-Laws which are expressed to apply to him as a Corporate Patron or Junior Subscriber. The application form to become a Corporate Patron or a Junior Subscriber shall make it clear to applicants that they will be so bound.

8.4 The privileges to which a Corporate Patron (through its representatives accredited from time to time in accordance with the Regulations) or Junior Subscriber is entitled (subject to the Regulations approved by the Board from time to time pursuant to Rule 7.3) are those set out in Rules 11.1(a), (b) and (c).

8.5 A Corporate Patron or Junior Subscriber is not a Member, shall not hold a share in the capital of the Club and shall not be entitled to vote at an Annual General Meeting or Special General Meeting of the Club.

8.6 The provisions of Rules 7.9, 7.10, 7.11, 7.12, 7.15, 7.16 and 7.17 shall apply, mutatis mutandis, in relation to the admission, joining fees and subscriptions, membership identification and resignation of, and cessation of a person as, a Corporate Patron or a Junior Subscriber.

## **9. Reprimand, Suspension and Expulsion**

9.1 The Board shall have power to reprimand, suspend (for a period not exceeding 12 months) or expel any Member, Junior Subscriber or Corporate Patron who (or, in the case of a Corporate Patron, any of whose accredited representatives) infringes any of these Rules, the Bye-Laws, the Regulations or any ECB Rules and Regulations which may apply or whose conduct (or, in the case of a Corporate Patron, any of whose accredited representatives' conduct), whether at the Club's premises or not is, in the opinion of the Board, prejudicial to the interests of the Club or to the game of cricket.

9.2 Before any Member, Junior Subscriber or Corporate Patron is reprimanded, suspended or expelled, he shall be given at least 14 days' notice by the Chief



Executive of when the complaint against him is to be considered by the Board and informed of his right to appear before and be heard by the Board or to explain his conduct in writing. The decision of the Board regarding the exercise of its power in Rule 9.1 shall be final.

- 9.3 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 of the Club. No refund shall be made to that Member of any part of his annual or other subscription or in respect of his share (which shall be forfeited in accordance with Rule 10.6).
- 9.4 A Member who is suspended shall not during such suspension be entitled to use or be on the Club's premises nor to attend any General Meetings, vote on any resolution, hold office or be nominated for election to office. No refund shall be made to a suspended Member of any part of his annual or other subscription.
- 9.5 A Junior Subscriber who is suspended shall not during such suspension be entitled to use or be on the Club's premises or otherwise exercise any of the privileges of being a Junior Subscriber. No refund shall be made to a suspended Junior Subscriber of any part of his annual or other subscription.
- 9.5 Accredited representatives of a Corporate Patron which is suspended shall not during such suspension be entitled to use or be on the Club's premises or otherwise exercise any of the privileges of the Corporate Patron. No refund shall be made to a suspended Corporate Patron of any part of its annual or other subscription.
- 9.6 If a Member, Junior Subscriber or Corporate Patron is reprimanded, the Board shall be entitled to make public that fact and the reason(s) for such reprimand.
10. **Share Capital**
- 10.1 The capital of the Club shall consist of shares of the value of five pence each.
- 10.2 Every Member of whatever category shall hold one share and no more in the capital of the Club. No person who is not a Member (including a Corporate Patron or a Junior Subscriber) shall be issued with a share.
- 10.3 Any person admitted to membership shall be allotted one share on admission and five pence of the first subscription paid by such Member shall be applied in paying up the same in full.
- 10.4 In the case of a share allotted to an Honorary Life Vice-President, an Honorary Life Member or an Honorary Member who is not a Member under any other category, such share shall be credited as fully paid by way of a capitalisation of any profits or the reserves of the Club and the Board shall have power to take all steps necessary to give effect to this Rule.
- 10.5 No share shall be withdrawable or be transferable by any Member and no interest, dividend or bonus shall be payable on any share. Any Member transferring or attempting to transfer a share or any interest therein or any rights associated therewith or whose share is divested shall, if the Board so decides, be deemed to

have resigned from the Club as from the date of such transfer, attempted transfer or divestment.

10.6 The share of a Member shall be forfeited to the Club when that Member for whatever reason ceases to be a Member and any amount then due to the Member in respect of such share shall thereon become the property of the Club.

10.7 The Club shall not be required to issue a certificate to any Member in respect of the share allotted to that Member.

## 11. Privileges of Members

11.1 Subject to Rule 11.2, the privileges of a Member conferred by Regulations made under Rule 7.3 shall include:

- (a) the privilege of watching all cricket matches played on the County Ground or any other home ground where the County is playing, from pavilions, stands, and enclosures on the ground designated for the use of Members of the class to which the Member belongs without further payment, except for matches (such as T20 and one day 'knock-out' games) arranged in accordance with ECB regulations and for special matches as the Board shall decide;
- (b) similar privileges on away grounds at which the County is playing after payment of the ground admission charge and subject to the home county's rules and regulations;
- (c) the opportunity to purchase a car pass admitting the Member's car to the car parks at the County Ground and at other home grounds on match days so long as there shall be space available. The purchase and holding of a car pass does not guarantee a parking space at the Ground or other home grounds. The regulation of parking on non-match days shall be determined by the Board;
- (d) the right to introduce two guests per day to the pavilions, stands, and enclosures after the payment of the Ground admission charge in respect of those guests and such further charges as the Board may decide; and
- (e) the right to wear a Member's tie, brooch or other insignia for Members as may be approved by the Board together with such other privileges as the Board shall from time to time decide.

11.2 Regulations made under Rule 7.3 may, subject to Rule 11.3, withhold or restrict all or any of the privileges referred to in Rule 11.1 in relation to any category or categories of Member.

11.3 The privileges of a Life Member (whenever admitted as such) shall include the privilege referred to in Rule 11.1(a).

## 12. Exclusion from Ground

- 12.1 Everyone entering the County Ground or other home ground is admitted subject to these Rules, the Regulations and the Bye-Laws of the Club, which reserves the right to have removed from the Ground or refuse admission to the Ground for any period the Board may think fit any person who does not comply, or shall refuse to comply, with these Rules, the Regulations and the Bye-Laws or whose presence is a source of danger or annoyance to others.

- 12.2 The provisions of Rule 12.1 shall be a term of the contract (ticket or pass) pursuant to which a person not otherwise bound by those provisions is admitted to watch a cricket match at the Ground or other home ground.

### 13. **Patrons**

The Members at an Annual General Meeting may, on nomination by the Board, elect a Patron or Patrons. The Board shall determine the rights and privileges of the Patron or Patrons.

### 14. **President**

At the Annual General Meeting each year, the Members shall approve a Member nominated by the Board as President. No person shall be eligible to serve as President if he has been a Board Member within the Board year previous to such nomination. No person shall serve as President for longer than two successive years. The President shall not by reason of office be a Board Member but shall be invited to attend meetings of the Board but may not vote on any issue. Otherwise, the Board shall determine the rights and privileges of the President.

### 15. **Chairman and Vice-Chairman**

- 15.1 The Chairman of the Board and the Vice-Chairman shall be elected annually as soon as practicable after the start of the Board year, from the non-executive Board Members by a resolution of a majority of them.

- 15.2 The Chairman or the Vice-Chairman may resign at any time and may be removed at any time by a resolution of a majority of the non-executive Board Members.

- 15.3 The Board may elect a non-executive Board Member as a replacement for a Chairman or Vice-Chairman who resigns or is removed otherwise than at the end of a Board year.

- 15.4 Subject to Rule 15.2, a Chairman or Vice-Chairman shall hold office until the end of the Board year in which he or she was elected. If re-elected, his period of office shall be treated as continuous.

- 15.5 In no circumstances shall any non-executive Board Member be eligible to serve (or be elected) as either Chairman or Vice-Chairman if, on the assumption he will hold office until the end of the Board year, he will have held office (as either or as one and then the other) for a continuous period exceeding eight Board years.

- 15.6 If an Additional Board Member is elected as Chairman, only an Elected Board Member may be elected as Vice-Chairman.

## 16. Honorary Life Vice-Presidents

- 16.1 The Club may elect as Honorary Life Vice-Presidents at an Annual General Meeting those nominated and approved by the Board whose services to the Club the Club wishes to acknowledge. Any person so elected shall be an Honorary Life Vice-President for life. No person shall be eligible for nomination as an Honorary Life Vice-President whilst either an employee of the Club or serving as a Board Member or if he has been a Board Member within the Board year previous to such nomination. Honorary Life Vice-Presidents may be accorded such privileges as the Board shall from time to time decide by Regulations approved pursuant to Rule 7.3. No Honorary Life Vice-President shall be eligible to serve as a Board Member without first ceasing to be an Honorary Life Vice-President.
- 16.2 There shall not be more than fifteen Honorary Life Vice-Presidents at any one time.

## 17. The Board

- 17.1 The Club shall have a governing body (in these Rules referred to as the "Board"). The Board shall comprise a minimum of six and a maximum of nine Members of the Club (acting as non-executive Board Members) together with the Executive comprising the Chief Executive, and up to two other directors nominated by the Chief Executive from the executive from time to time. The members of the Executive shall be appointed by the Board on such terms and conditions as the Board shall determine and may be dismissed by the Board.
- 17.2 Of the non-executive Board Members, six shall be elected directly by the Members (the "Elected Board Members"). Each Elected Board Member shall serve for a period of three Board years and one third shall retire by rotation each year at the end of the Board year in accordance with Rule 19.2 and shall be eligible for a re-election.
- 17.3 Each member of the Executive shall hold office as a Board Member ex officio. Accordingly, an individual shall (a) become a Board Member on his appointment as a member of the Executive and (b) cease to be a Board Member automatically on ceasing to be a member of the Executive.
- 17.4 The Chairman may, having regard to the balance of skills available to the Board, and subject to Rule 17.7, nominate any Member who is not a Board Member as a Board Member in addition to the Elected Board Members (an "Additional Board Member"). The Board may appoint a Member so nominated as an Additional Board Member provided that such appointment does not cause the number of non-executive Board Members to exceed the maximum number specified in Rule 17.1. An Additional Board Member shall vacate office at the end of the Annual General Meeting next following his appointment unless his appointment is confirmed by resolution of the Members at that Annual General Meeting. If his appointment is then confirmed, he shall remain in office, subject to confirmation of his continued holding of office by resolution of the Members at every Annual General Meeting thereafter. If continuation is not confirmed at such an Annual General Meeting, he shall vacate office at the end of the Meeting.

- 17.5 In the event of the death, resignation or other vacation of office of an Elected Board Member, the Board shall have the power to appoint any Member of the Club to fill such casual vacancy on the Board and any person so appointed shall vacate office at the end of the Annual General Meeting next following his appointment unless his appointment is confirmed by resolution of the Members at that Annual General Meeting. If his appointment is then confirmed, he shall serve out the term of the Board Member he replaced.
- 17.6 A Member shall not be eligible to be, or to be elected as, or to be appointed under Rule 17.5 as, an Elected Board Member or to be, or to be nominated under Rule 17.4 as, an Additional Board Member until the completion of at least twelve months as a Member of the Club immediately prior to his application to be elected as an Elected Board Member or (as the case may be) his appointment under Rule 17.5 as an Elected Board Member or (as the case may be) his nomination under Rule 17.4 as an Additional Board Member. In addition:
- (a) a Member in the employment, or formerly in the employment, of the Club or of a subsidiary of the Club in any capacity (including as a member of the playing staff) shall not be eligible to apply to be elected, or to be appointed under Rule 17.5, as an Elected Board Member or to be nominated under Rule 17.4 as an Additional Board Member, until twenty four months have elapsed during which he was not an employee of the Club; and
  - (b) the number of non-executive Board Members who are former employees of the Club shall be restricted to a maximum of two at any time.
- 17.7 No Board Member shall serve for a continuous or cumulative period exceeding 9 years. Accordingly, notwithstanding anything to the contrary in these Rules:
- (a) no Member shall be eligible for election, and no Elected Board Member shall be eligible for re-election, as an Elected Board Member if the term of three Board years for which he would be elected or re-elected would, when aggregated with any continuous or cumulative period during which he has been a Board Member ending on (and including) the day before the first day of that term, exceed 9 years;
  - (b) no Member shall be eligible for appointment under Rule 17.5 as an Elected Board Member if the remainder of the term of the Board Member whom he would be replacing would, when aggregated with any continuous or cumulative period during which the individual has been a Board Member ending on (and including) the day before his proposed date of appointment, exceed 9 years;
  - (c) no Member shall be eligible for appointment as an Additional Board Member if the Anticipated Term for which he would be appointed would, when aggregated with any continuous or cumulative period during which he has been a Board Member ending on (and including) the day before his proposed date of appointment, exceed 9 years; and
  - (d) no Additional Board Member shall be eligible to have his continued holding of office as such confirmed at an Annual General Meeting if the Anticipated

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Term for which he would continue to hold office would, when aggregated with any continuous or cumulative period during which he has been a Board Member ending on (and including) the day before the date of the Annual General Meeting, exceed 9 years.

17.8 In determining for the purposes of Rule 17.7 whether a period ending on a specified day has been a "continuous period" during which a Member has been a Board Member, any period during which he was not a Board Member shall be disregarded if it was less than 6 months. For the purposes of Rule 17.7 a "cumulative period" means when a Member has been a Board Member for 9 years or more in aggregate even if there has been a break or breaks in such service; and in Rule 17.7, "Anticipated Term" means:

- (a) in relation to a Member proposed to be appointed as an Additional Board Member, the period commencing on the proposed date of appointment and ending on the assumed date of the second Annual General Meeting thereafter; and
- (b) in relation to an Additional Board Member proposed to continue in office as such, the period commencing on the date of the Annual General Meeting at which his continuance in office is proposed to be confirmed and ending on the assumed date of the subsequent Annual General Meeting,

and for the purpose of this Rule, the "assumed date" of the Annual General Meeting in each year is 1st March.

17.9 Notwithstanding the provisions of Rule 17.7:

- (a) an Elected Board Member who could not have been elected or appointed as such if Rule 17.7 had been in force at the time of his election or appointment shall not (and shall not be required to) vacate office when Rule 17.7 becomes effective and may continue in office for the remainder of the term for which he was elected or appointed; and
- (b) an Additional Board Member who could not have been appointed or have had his continued holding of office confirmed if Rule 17.7 had been in force at the time when he was appointed or his continued holding of office was confirmed shall not (and shall not be required to) vacate office when Rule 17.7 becomes effective and may continue in office until he vacates office under Rule 17.4.

17.10 Where:

- (a) a Member has ceased to be an Elected Board Member at the end of a term of three Board years and, by reason of Rule 17.7(a), was not eligible for re-election as such; or
- (b) a Member has ceased to be an Additional Board Member at an Annual General Meeting and, by reason of Rule 17.7(d), was not eligible to have his continued holding of office as such confirmed at that Annual General Meeting,

that Member shall not be eligible to be elected or appointed as a Board Member (under any of these Rules) until after the expiry of six years from the date of cessation.

17.11 A Board Member (other than a member of the Executive) may at any time resign his office by giving written notice to the Club at its registered office.

17.12 Any Board Member may be removed from office at any time by a simple majority of Members voting at a Special General Meeting convened for the purpose, or, if the Board so decides, voting in a postal vote in accordance with Rule 30.

17.13 A Board Member shall automatically cease to be a Board Member if:

- (a) for more than six months he has been absent from Board meetings held during that period;
- (b) he is adjudged bankrupt;
- (c) he is disqualified from acting as a director of a company for any reason;
- (d) he is convicted of an indictable offence;
- (e) by reason of his mental health, a court makes an order which wholly or partly prevents him from personally exercising any powers or rights which he would otherwise have;
- (f) having become a Board Member ex officio as a member of the Executive, he ceases to be a member of the Executive;
- (g) he refuses to give consent to become a director of an Operating Subsidiary within 14 days of becoming a Board Member;
- (h) he is suspended pursuant to Rule 9; or
- (i) he ceases to be a Member,

unless, in the case only of a Board Member absent from meetings for more than six months, it is otherwise resolved by the Board.

17.14 The Board may invite any person to serve as a "co-opted Board Member" for a specific purpose. A person so co-opted may serve for such period and on such terms as the Board shall decide. A co-opted Board Member shall not be entitled to vote on any issue.

## **18. Nominations Committee**

18.1 There shall be a Nominations Committee with the functions specified in this Rule. It shall not be a committee of the Board.

18.2 The Nominations Committee shall comprise the following four persons:

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- (a) a non-executive Board Member appointed by the Board;
  - (b) an Honorary Life Vice-President appointed by the Board;
  - (c) a Member appointed by Worcestershire County Cricket Supporters Association; and
  - (d) the Chief Executive ex officio.
- 18.3 Each of the Board and Worcestershire County Cricket Supporters Association may remove from office a member of the Nominations Committee appointed by it.
- 18.4 An appointment or removal by the Board shall be by notice signed by the Chairman on behalf of the Board and given to the person appointed or removed and to each (or each other) member of the Nominations Committee. An appointment or removal by Worcestershire County Cricket Supporters Association shall be by notice signed by its Chief Executive and given to the person appointed or removed and to each (or each other) member of the Nominations Committee.
- 18.5 A member of the Nominations Committee (other than the Chief Executive) shall retire from office on the third anniversary of the date of his appointment (or re-appointment), but, if he has previously been re-appointed twice, he shall be eligible for re-appointment only if, at an Annual General Meeting before the date on which he is due to retire from office, the Members by resolution approve his re-appointment.
- 18.6 The functions of the Nominations Committee are:
- (a) to solicit, receive and consider applications from Members wishing to serve as Elected Board Members; and
  - (b) to determine which applicants should be put forward as candidates for election as Elected Board Members.
- 18.7 In discharging its functions, the Nominations Committee shall:
- (a) seek to identify (and exclude) any applicant who is not eligible to be, or to be elected as, a Board Member (including, for the avoidance of doubt, any former employee of the Club if, following the retirements at the end of the Board year, there will be two former employees of the Club who are non-executive Board Members);
  - (b) seek to identify (and exclude) any applicant who:
    - (i) is an undischarged bankrupt;
    - (ii) is disqualified from being or acting as a director of a company for any reason;



- (iii) has been convicted of an indictable offence which is not, or cannot be, spent;
    - (iv) by reason of his mental health, is subject to a court order which wholly or partly prevents him from personally exercising any powers or rights which he would otherwise have;
    - (v) has at any time been expelled or suspended pursuant to Rule 9 or any registered rule of the Club previously in force; and
  - (c) have regard to the balance of skills and experience required by the Board at any given time.
- 18.8 Only applicants approved by the Nominations Committee shall be put forward as candidates for election as Elected Board Members. The decision of the Nominations Committee as to which applicants are put forward as candidates for election shall be final.
- 18.9 The Nominations Committee shall follow procedures based so far as they are applicable on the provisions of these Rules which govern the taking of decisions by the Board; but the Board may include rules of procedure for the Nominations Committee in the Bye-Laws or the Regulations which shall govern its proceedings and which, if inconsistent with procedures derived from these Rules, prevail over those procedures.
- 19. Election of Elected Board Members**
- 19.1 The Board year shall commence on the first day of April in each year and end on the following last day of March.
- 19.2 On the last day of each Board year not less than one third of the Elected Board Members shall retire from office, but shall be eligible for re-election. Those Elected Board Members to retire shall be those who have been longest in office since their last election or re-election, but as between persons who were elected or were last re-elected on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A Board Member appointed to replace an Elected Board Member under Rule 17.5 whose appointment has been confirmed by resolution of the Members at the next following Annual General Meeting shall, for the purpose of this Rule, be treated as an Elected Board Member elected on the day when the Elected Board Member he replaced was elected.
- 19.3 The election of Elected Board Members shall be by postal ballot in accordance with such procedures as the Board may in its discretion determine and shall be arranged to take place in each year so that Board Members elected can take office to replace those who are retiring at the end of the Board year ending in that year. In any case where the number of candidates for election is equal to or less than the number of vacancies on the last day of the Board year following the retirements from office on that day, there shall be no election and the candidates approved by the Nominations Committee shall be deemed to have been elected as Elected Board Members.

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19.4 Applications from Members seeking election shall be in writing on the prescribed application form available from the Chief Executive from the first working day of August in each year. In order to be eligible to be considered by the Nominations Committee, an application form must be:

- (a) signed by not less than three Members eligible to vote (excluding the applicant and any serving Board Member) by way of support of the candidacy of the applicant;
- (b) fully completed with all the required information concerning the applicant; and
- (c) returned to the Chief Executive by no later than the first working day of December following and by the seventh working day of December the Chief Executive shall post in the Club's registered office and on the Club's website a list of all such applications.

19.5 Each Member of the Club shall:

- (a) be entitled to vote in an election of Elected Board Members;
- (b) have as many votes as there are vacancies; but
- (c) not use more than one vote for each candidate.

19.6 In the event that, as a consequence of the votes cast in a ballot, the candidates who, but for this Rule, would be elected would cause the number of former employees of the Club who are non-executive Board Members to exceed two :

- (i) only such number of those candidates who are former employees of the Club as will not cause the number of former employees of the Club who are non-executive Board Members to exceed two shall be elected;
- (ii) the candidate or candidates who is/are former employees of the Club to be elected will be the one or ones with more votes than the other or others of those candidates (who shall not be elected); and
- (iii) the candidate or candidates who is/are not former employees of the Club receiving the next highest numbers of votes shall be elected in place of the candidate or candidates not elected.

19.7 The invigilators appointed by the Board shall declare the result of each election in writing to the Chief Executive and the result shall be posted in the Club's registered office and on the Club's website, and such declaration shall be conclusive as to the result of the ballot.

## **20. Functions of the Board**

20.1 The Board shall direct the affairs of the Club in accordance with its objects and these Rules and shall ensure that its functions are properly performed.

**20.2 Amongst the functions of the Board shall be to:**

- (a) set, and ensure compliance with, the values, mission and strategic objectives of the Club, ensuring its long term success;
- (b) appoint, and if necessary, dismiss the Chief Executive, and any other member of the Executive and approve their respective salaries, benefits and terms of employment;
- (c) determine the Club's strategy and policy in consultation with the Chief Executive, to whom other members of the Executive and all other senior executives are responsible;
- (d) satisfy itself as to the integrity of financial information and approve each financial year's budget and business plan and annual report and accounts prior to publication;
- (e) monitor the Chief Executive's management of the day to day business of the Club pursuant to the powers delegated to him or deemed to be delegated to him by Rule 22.6;
- (f) establish, oversee and review annually a framework of delegation and systems of internal control;
- (g) establish and oversee a risk management framework in order to safeguard the assets of the Club;
- (h) satisfy itself that the Club's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
- (i) establish and operate a performance appraisal system for the Board, the Chairman and individual Board Members.

**20.3 Apart from those powers which must be exercised by the Members in General Meeting, all the powers of the Club may be exercised by the Board.**

**21. Proceedings of the Board**

**21.1** Subject to this Rule 21, the Board shall meet together for the despatch of business, adjourn and regulate its meetings and proceedings as it thinks fit, but shall meet on not less than six occasions during each year. Other meetings of the Board may be called by, and at the instance of, the Chairman or the Chief Executive, or by the Chief Executive at the specific request of five Elected Board Members. Seven days' notice shall be given of each meeting, save that, in an emergency, the Chairman or the Chief Executive may convene a meeting on short notice.

**21.2** The quorum for meetings of the Board shall be five non-executive Board Members, of whom no less than three shall be Elected Board Members.

**21.3** Unless he is unwilling to do so, the Chairman shall preside at each meeting of the Board at which he is present. If the Chairman is not present within 10 minutes after

the time appointed for a meeting or if he is present but is unable or unwilling to act, the Vice-Chairman shall preside at the meeting if he is present. If neither the Chairman nor the Vice-Chairman is present within 10 minutes after the time appointed for a meeting or if each or either is present but is unable or unwilling to act, the Board Members present may appoint one of their number to be chairman of the meeting.

- 21.4 Each Board Member 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. In the case of equality of votes, the chairman of the meeting shall have, in addition to his own vote, a second or casting vote.
- 21.5 All decisions taken at a meeting of the Board in good faith shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of the Board Members at the meeting.
- 21.6 A resolution sent to all Board Members and signed, or confirmed electronically, by three-quarters of the Board Members shall be as valid and effective as if it had been passed at a properly called and constituted meeting of the Board and may consist of documents in the same form and signed or confirmed electronically by one or more persons.
- 21.7 Meetings of the Board can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present at the meeting and whether or not all are assembled in one place.
- 21.8 Notice may be given to Board Members by post or electronic communication at the last address for such communication given to the Chief Executive. The accidental failure to give notice to a Board Member or the failure of a Board Member to receive such notice shall not invalidate the proceedings of the Board.

## **22. Delegations**

- 22.1 The Board may delegate the exercise of any of its powers and discretions to committees and to officers and employees of the Club on such terms as it may determine.
- 22.2 The membership of a committee shall be determined by the Board, subject to the following requirements:
  - (a) the committee shall include at least one Elected Board Member, but otherwise individuals other than Board Members may be members of the committee;
  - (b) employees of the Club must not constitute a majority of the members of the committee;
  - (c) the Board shall appoint the chairman of each committee (who may not be a member of the Executive or an employee of the Club); and

(d) the Board shall specify the quorum.

22.3 Committees to which the Board delegates any of its powers must follow rules of procedure which are based as far as they are applicable on the provisions of these Rules which govern the taking of decisions by the Board.

22.4 The Board may include rules of procedure in the Bye-Laws or the Regulations for all or any committees, which prevail over rules derived from these Rules if they are not consistent with them.

22.5 A delegation must have written terms of reference which must be reviewed by the Board on an annual basis, such review to include, in the case of a committee, the membership of the committee.

22.6 All members of the Executive shall report to the Chief Executive who in turn reports to the Chairman. Without prejudice and subject to any delegation actually made by the Board to him, the Board shall be deemed to have delegated to the Chief Executive such powers as he may reasonably require:

(a) to take the steps required to be taken, on a day to day basis, to implement and achieve the objectives in the budget and business plan for each financial year approved by the Board; and

(b) generally, to make and implement decisions concerning the day to day management of the Club's business.

The deemed delegation to the Chief Executive is not exclusive and is subject to the power of the Board at any time to exclude any matter from its scope, to take and implement any decision concerning the Club and its business and to revoke or reverse any decision made by the Chief Executive.

## **23. Bye-Laws and Regulations**

23.1 The Board may from time to time make such bye-laws and such regulations as it may deem necessary or expedient for:

(a) the furtherance of the Club's objects;

(b) the proper conduct and management of the Club; and

(c) the effective management of the business of the Club and its subsidiaries.

23.2 The Board may from time to time alter, add to or repeal any Bye-Law or Regulation.

23.3 The Bye-Laws and the Regulations shall be binding on all Members, Junior Subscribers and Corporate Patrons.

23.4 The Bye-Laws and the Regulations may only supplement the provisions of these Rules and no Bye-Law or Regulation shall be inconsistent with, or shall affect or repeal anything contained in, these Rules.

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**23.5 The Bye-Laws and the Regulations may regulate the following matters (but are not restricted to them):**

- (a) the admission of Members, Junior Subscribers and Corporate Patrons;**
- (b) the privileges, rights and duties of each category or class of Members;**
- (c) the privileges, rights and duties of Junior Subscribers and Corporate Patrons; and the accreditation of representatives of Corporate Patrons;**
- (d) resignation as a Member, Junior Subscriber or Corporate Patron;**
- (e) events or circumstances which may lead to expulsion as a Member;**
- (f) the joining fees, annual or periodic subscription rates, membership dues and other fees to be paid by Members, Junior Subscribers and Corporate Patrons;**
- (g) the conduct, rights and obligations of Members in relation to the Club and to other Members;**
- (h) the privileges, rights and duties of the President;**
- (i) the privileges, rights and duties of Patrons;**
- (j) access to, and use of, the Ground by Members, Junior Subscribers, Corporate Patrons, their respective guests and others (including standards of behaviour and dress required);**
- (k) the nomination and appointment of Additional Board Members;**
- (l) the election of Elected Board Members (including the arrangements for paper ballots);**
- (m) the use of the Club's name and any logos or corporate style devised for use by the Club and Members;**
- (n) the rules and procedures for General Meetings and meetings of the Board in so far as those rules and procedures are not regulated by the Act or by these Rules (including the arrangements for postal votes);**
- (o) membership, terms of reference and proceedings of, and delegations made by the Board to, committees established by the Board;**
- (p) proceedings of the Nominations Committee;**
- (q) budgets, financial and management accounting, accounting records, purchasing and procurement, authorisation of expenditure and expenses, banking and bank mandates, accounting policies and other matters relating to the operation of the Club and its subsidiaries;**

- (r) complaints and grievances about behaviour of Members, Junior Members and accredited representatives of Corporate Patrons;
  - (s) the role and terms of reference of, and delegations made by the Board to, any officer or employee of the Club with executive functions;
  - (t) resolution of disputes between the Club and Members and between Members;
  - (u) claims by the Club against a Member; and by a Member against the Club;
  - (v) arrangements for the dissolution or winding up of the Club;
  - (w) distribution of surplus assets on dissolution or winding up of the Club; and
  - (x) generally, all such matters as are commonly the subject matter of company rules.
- 23.6 The Board may determine which matters are regulated by the Bye-Laws and which matters are regulated by the Regulations.

#### **24. Personal interests**

- 24.1 A Board Member who is in any way, whether directly or indirectly and whether for himself or through a person connected with him, interested in a contract, transaction or arrangement with the Club shall declare the nature of his interest in accordance with section 177 of the Companies Act 2006 (or such other section as shall re-enact or replace such section 177) as if such Board Member were a director and the Club were a company for the purposes of that Act.
- 24.2 A Board Member shall not vote, nor count in the quorum, at a meeting of the Board on any resolution concerning a matter in which or in connection with which he has, directly or indirectly, an interest or duty which in the opinion of the chairman of the meeting is material and conflicts or may conflict with the interests of the Club. If requested to do so by the chairman of the meeting, such Board Member shall withdraw from the meeting whilst the matter in question is discussed and (if applicable) voted on. If the Board Member in question is the chairman of the meeting, references in the previous sentences of this Rule to the chairman 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 who are eligible to vote on the resolution.
- 24.3 A Board Member shall not have an interest or duty for the purpose of Rule 24.1 or 24.2 if his interest or duty is by reason only of being a member, director, board member, officer or employee of a wholly owned subsidiary of the Club.

#### **25. Arrangements with an Operating Subsidiary**

- 25.1 For so long as arrangements pursuant to which all or any of the objects of the Club are carried out by an Operating Subsidiary are in force, each Board Member shall also be a director of the Operating Subsidiary.

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25.2 The Club shall use its powers and votes as a member of an Operating Subsidiary to procure that the Operating Subsidiary shall not:

- (a) seek to enforce any statutory or fiduciary duty of a Board Member who is a director of the Operating Subsidiary (a "Conflicted Board Member") which requires, or would require, the Conflicted Board Member to subordinate the interests of the Club to those of the Operating Subsidiary;
- (b) take any action, bring any proceedings or pursue any remedy against a Conflicted Board Member as a consequence or by reason of the circumstance or allegation that the Conflicted Board Member has, by reason of an act or omission by him, or a decision of the Board or a committee of the Board in which he has participated:
  - (i) preferred the interests of the Club to those of the Operating Subsidiary; or otherwise
  - (ii) breached his statutory or fiduciary duties to the Operating Subsidiary at a time when, or in circumstances where, he had duties to the Club.

25.3 The Club shall use its powers and votes as a member of an Operating Subsidiary to procure that the Operating Subsidiary shall ratify any conduct by a Conflicted Board Member amounting to a breach of duty or breach of trust in relation to the Operating Subsidiary where the conduct or alleged conduct is that the Conflicted Board Member has, by reason of an act or omission by him, or a decision of the Board or a committee of the Board in which he has participated:

- (a) preferred the interests of the Club to those of the Operating Subsidiary; or otherwise
- (b) breached his statutory or fiduciary duties to the Operating Subsidiary at a time when, or in circumstances where, he had duties to the Club.

## 26. Financial Year

Subject to compliance with the Act, the financial year of the Club shall commence on the first day of January and shall end on the following last day of December.

## 27. Annual General Meeting

27.1 The Annual General Meeting shall take place by not later than the end of March next following the end of a financial year.

27.2 Members shall be given notice of the Annual General Meeting by the placing of the notice convening it on the Club's website not later than 21 days before the date fixed for the meeting. The notice shall be accompanied on the website by the Annual Report of the Board to Members and the Annual Accounts duly audited. Paper copies of the notice, the Annual Report and the Annual Accounts must be made available for collection by Members from the registered office of the Club on



and after the date when they are placed on the website. Failure to make any of the notice, the Annual Report and the Annual Accounts available on the Club's website throughout the period of 21 days before the date fixed for the Annual General Meeting shall not affect the validity of the notice or the meeting if (a) the document in question is made available on the website for part of that period and (b) the failure to make it available throughout the period is wholly attributable to circumstances that it would not be reasonable to expect the Club to prevent or avoid.

- 27.3 The Annual General Meeting of the Club shall have full power (subject always to the provisions of the Act, and subject to the resolution of any matters by postal vote in accordance with Rule 30) to make and amend these Rules in accordance with Rule 32.1; to elect a President, a Patron or Patrons, any additional Honorary Life Vice-Presidents, and any Honorary Life Members (all nominated and approved by the Board); to confirm the appointment of Additional Board Members pursuant to Rule 17.4; to confirm the appointment of Elected Board Members pursuant to Rule 17.5; to approve the re-appointment of a member of the Nominations Committee pursuant to Rule 18.5; and to receive and approve the Annual Report of the Board and the Annual Accounts for the financial year just ended.
- 27.4 Members whose subscriptions have been paid for the subscription year immediately preceding the Annual General Meeting (and also new Members who have paid their subscription in full for the ensuing subscription year) are eligible to attend and vote at the Annual General Meeting and to participate in a postal vote on such matters as the Board shall resolve to decide by postal vote.
- 27.5 If a Member wishes or Members wish to propose a resolution at an Annual General Meeting, notice of the resolution must be sent to the Chief Executive on or before 1<sup>st</sup> January preceding the Annual General Meeting. The notice must contain the text of the proposed resolution and be signed by not less than one Member as proposer and by not less than ten Members as seconders. Notice of any other substantive business to be raised at the Annual General Meeting must be given in writing to the Chief Executive by the Member concerned by not less than seven days before the Annual General Meeting.
- 28. Special General Meetings**
- 28.1 The Board may, on its own authority, call a Special General Meeting of which not less than 14 days' notice shall be given.
- 28.2 The Board shall, on the written requisition of at least two hundred Members, call a Special General Meeting within two calendar months of receiving such a requisition. The requisition must contain the text of the resolution(s) to be proposed at the Meeting. Not less than 21 days' notice of the Meeting shall be given. But the Board shall not be required to convene a Special General Meeting if it makes arrangements for the resolution to be decided by a postal vote in accordance with Rule 30.
- 28.3 The notice convening a Special General Meeting shall state the formal resolution which the Meeting is called to consider. No business other than that in respect of which notice has been given shall be considered.

## **29. All General Meetings**

- 29.1 The quorum for a General Meeting shall be fifty Members.
- 29.2 If within 15 minutes of the time appointed for a General Meeting a quorum is not present, the General Meeting, if convened upon the requisition of Members, shall be dissolved; and, in any other case, the General Meeting shall be adjourned to such date, time and place as the chairman of the General Meeting shall determine. Not less than 7 days' notice of the adjourned meeting shall be given to Members.
- 29.3 The chair shall be taken at a General Meeting by the President and in his absence by the Chairman or the Vice Chairman of the Board, as determined by the Board before the start of the General Meeting.
- 29.4 The chairman of a General Meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. The Board shall have discretion as to whether notice of the adjourned meeting is given to Members.
- 29.5 Save as otherwise provided in these Rules or as required by the Act, a simple majority shall be sufficient for the passing of any resolution at a General Meeting. The vote shall be by a show of hands. Each Member shall have one vote. In the event of equality of votes on a vote, the chairman of the General Meeting shall have a second or casting vote. A declaration by the chairman of the General Meeting that a resolution on a show of hands has been carried or lost shall be conclusive. Any question as to the validity of a vote tendered at a General Meeting shall be determined by the chairman of the General Meeting, whose decision shall be final.
- 29.6 The Members in General Meetings may only exercise the powers of the Club expressly reserved to them by these Rules or by statute.

## **30. Postal Votes**

- 30.1 Subject to the requirements of the Act, the Board shall be empowered to arrange for any resolution properly proposed for consideration, or which would otherwise be required to be considered, at a General Meeting, to be decided instead by a postal vote enabling all Members to vote in writing. Each Member shall have one vote. In the event of equality of votes on a postal vote, the Chairman shall have a second or casting vote. The Board shall be empowered to appoint the Club's auditors, or other appropriate invigilators, to invigilate the postal vote, the result of which shall be advised to the Chief Executive in writing.

## **31. Audit of Accounts**

- 31.1 Preparation, audit and procedure

The revenue account and balance sheet of the Club for each financial year (the "Annual Accounts") shall be prepared, signed, audited, published, submitted and filed in accordance with the Act. The Annual Accounts, prepared under the direction

of and approved by the Board, signed in accordance with the Act and bearing the report of the Auditors, shall be submitted at the Annual General Meeting.

### **31.2 Auditors**

The provisions of the Act as to the appointment, removal, powers, rights, remuneration and duties of the Auditors shall be complied with. The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications (other than voting forms) relating to any General Meeting which any Member is entitled to receive, and to speak at any General Meeting on any part of the business of the meeting which concerns them as Auditors. The remuneration of the Auditors shall not exceed any limit imposed by regulations made pursuant to the Act.

## **32. Amendment of Rules**

**32.1** These Rules or any of them may be altered, abrogated, or added to either generally or for any particular occasions by a resolution passed:

(a) at a General Meeting; or

(b) by a postal vote,

by a vote of a majority of two-thirds of those Members voting.

**32.2** The Chief Executive shall ensure that any amendment of these Rules is registered in accordance with the Act and no amendment of these Rules will be valid until so registered.

**32.3** Any Member wishing to propose an amendment of these Rules at an Annual General Meeting shall give notice in writing to the Chief Executive. The notice must:

(a) set out the proposed amendment of these Rules and be signed by not less than one Member as proposer and by not less than ten Members as seconders; and

(b) be given more than 28 days before the Annual General Meeting in any year.

**32.4** Where a resolution for an amendment of these Rules is to be proposed at a General Meeting, at the Board's discretion, a copy of the proposed amendment of these Rules need not be sent to each Member but can instead be made available to Members by being displayed at the Club's registered office and placed on the Club's website for fourteen days before the General Meeting, provided that, in the notice convening the General Meeting, it is stated that the copy is, or will be, so available.

**32.5** Where a resolution for an amendment of these Rules is sought to be approved by a postal vote, a copy of the proposed amendment of these Rules must be made available to Members by being sent to every Member at or before the time when he is invited to vote in the postal vote.



**33. Disputes**

- 33.1 Any dispute concerning the implementation or interpretation of these Rules, the Bye-Laws or the Regulations, and on any matter that may arise affecting the Club not provided for by these Rules, shall be determined by the Board, whose decision shall be final.

**34. Notices**

- 34.1 Every Member of the Club shall notify the Chief Executive of any change of address to which communications may be addressed. All notices posted to a Member's address in the register of members shall be deemed to have been duly given and received two days after being posted.
- 34.2 Where in these Rules a specific period of notice is required prior to an event, such period shall not include the day of such event or the day on which notice is given (or deemed to be given).
- 34.3 The accidental omission to give notice of any General Meeting or the non-receipt of such notice by any Member shall not invalidate the proceedings of the meeting.

**35. Seal**

The Club shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Chief Executive 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.

**36. Indemnity - Protection of Board and Employees**

Each Board Member and employee of the Club and each former Board Member and former employee 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 available to the Club, which may be lawfully so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by him in the execution and discharge of his duties as a Board Member or as an employee of the Club, as the case may be, or incurred by him in good faith in the purported discharge of his duties as a Board Member or as an employee of the Club, as the case may be, including any liability incurred by him in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted in good faith by him or alleged to have been done or omitted by him as a Board Member or as an employee of the Club, as the case may be, but excluding any liabilities:

- (a) to the Club or a subsidiary of the Club; or
- (b) as a consequence of his dishonesty or negligence.

### 37. **Dissolution and winding up of the Club**

#### 37.1 **Dissolution**

The Club may be dissolved only in accordance with the Act.

#### 37.2 **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.

#### 37.3 **Distribution of net assets**

In the event of dissolution or winding up, the property and assets of the Club, after the discharge of all liabilities and expenses, shall be applied towards such purposes relating to the promotion and encouragement of the game of cricket in the City of Worcester and/or the County of Worcestershire as a General Meeting may determine.

### 38. **Interpretation**

#### 38.1 **In these Rules, including this Rule, unless the subject matter or context is inconsistent:**

- (a) words importing the singular or plural shall include the plural and singular respectively;
- (b) words importing a gender shall include every gender;
- (c) references to any provision in any Act of Parliament shall include reference to such provision as from time to time amended, varied, replaced, extended or re-enacted and to any orders or regulations made under such provision;
- (d) the expression **"employees of the Club"** (and cognate expressions) shall mean and include employees of the Club from time to time and/or employees of a subsidiary or subsidiaries of the Club from time to time and **"employee of the Club"** shall be construed accordingly;
- (e) the expression **"former employees of the Club"** (and cognate expressions) shall mean and include former employees of the Club from time to time and/or former employees of a subsidiary or subsidiaries of the Club from time to time and **"former employee of the Club"** shall be construed accordingly;
- (f) the expression **"players of the Club"** (and cognate expressions) shall mean and include players of the Club from time to time including players employed by a subsidiary or subsidiaries of the Club from time to time and **"player of the Club"** shall be construed accordingly;

- (g) the expression **"former players of the Club"** (and cognate expressions) shall mean and include former players of the Club from time to time including former players who were employed by a subsidiary or subsidiaries of the Club from time to time and **"former player of the Club"** shall be construed accordingly;
- (c) references to an **"amendment of these Rules"** shall include any alteration or abrogation of, or addition to, these Rules;
- (i) a person is **"connected with"** a Board Member if he would be connected with him within the meaning of section 252 of the Companies Act 2006 if the Board Member were a director and the Club were a company;
- (j) the following expressions shall have the following meanings:

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

**"Board"** means the governing body of the Club appointed in accordance with Rules 17 to 19 and **"Board Member"** or **"member of the Board"** means a member of the Board for the time being, but shall not include a person co-opted to the Board under Rule 17.14;

**"Bye-Laws"** means bye-laws made by the Board pursuant to Rule 23.1;

**"Chairman"** means the non-executive Board Member elected as Chairman of the Board pursuant to Rule 15;

**"Chief Executive"** means the person appointed by the Board as Chief Executive pursuant to Rule 17.1

**"Club"** means the registered society of which these are the registered rules;

**"County Ground"** or **"Ground"** means the County Ground, New Road, Worcester, WR2 4QQ;

**"Executive"** means the Executive appointed by the Board pursuant to Rule 17.1 (comprising the Chief Executive and up to two nominated executives);

**"General Meeting"** means an Annual General Meeting or a Special General Meeting;

**"Member"** or **"Member of the Club"** means one of the persons referred to in Rule 7.1 (being a "member" for the purpose of the Act);

**"Nominations Committee"** means the committee of that name provided for under Rule 18;

**"officer"** means, in relation to the Club, a Board Member or the Chief Executive;

"register of members" means the register kept in accordance with section 30 of the Act;

"Regulations" means regulations made by the Board pursuant to Rule 23.1;

"these Rules" shall mean the registered rules of the Club for the time being;

"subsidiary" and "wholly owned subsidiary" have the meanings given in section 1159 of the Companies Act 2006; and

"Vice-Chairman" means the non-executive Board Member elected as Vice-Chairman of the Board pursuant to Rule 15.

38.2 Words and expressions in column (1) below have the meanings given in the Rule specified in column (2) below:

(1)	(2)
Act	Rule 2
Additional Board Member	Rule 17.4
age requirement	Rule 7.6
Annual Accounts	Rule 31.1
Board year	Rule 19.1
Conflicted Board Member	Rule 25.2(a)
ECB	Rule 3.1(c)
Elected Board Members	Rule 17.2
financial year	Rule 26
Operating Subsidiary	Rule 3.2
subscription year	Rule 7.12

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**Co-operative and Community Benefit Societies Act 2014**

*Acknowledgement of registration of a rule amendment*

This document acknowledges the registration of the amendment of the attached rules under Co-operative and Community Benefit Societies Act 2014 for:

Society: Worcestershire County Cricket Club Limited

Registration number: 28696 R

Date: **17 May 2022**

A handwritten signature in black ink, appearing to be 'R. King', is written over a faint, illegible stamp.



Proposed rule changes approved at AGM 23<sup>rd</sup> March 2022:

Current Rule 17.1

"The Club shall have a governing body (in these Rules referred to as the "Board"). The Board shall comprise a minimum of six and a maximum of nine Members of the Club (acting as non-executive Board Members) together with the Executive comprising Chief Executive, and up to two other directors nominated by the Chief Executive from time to time. The members of the Executive shall be appointed by the by the Board on such terms and conditions as the Board shall determine and may be dismissed by the Board."

Replace with:

"The Club shall have a governing body ( in these Rules referred to as the `Board`. ) The Board shall comprise a minimum of six and a maximum of nine Members of the Club (serving as non-executive Board Members) together with up to three members of the Executive. The members of the Executive shall be appointed by the Board on such terms and conditions as the Board shall determine and may be dismissed by the Board. They shall serve ex-officio."

Current Rule 17.4

"The Chairman may, having regard to the balance of skills available to the Board, and subject to Rule 17.7, nominate any Member who is not a Board Members as a Board Member in addition to the Elected Board Members (an "Additional Board Member"). The Board may appoint a Member so nominated as an Additional Board Member provided that such appointment does not cause the number of non-executive Board Members to exceed the maximum number specified in Rule 17.1. An Additional Board Member shall vacate office at the end of the Annual General Meeting next following his appointment unless his appointment is confirmed by the resolution of the Members at the Annual General Meeting. If his appointment is then confirmed, he shall remain in office, subject to the confirmation of his continued holding of office by resolution of the Members at every Annual General Meeting thereafter. If continuation is not confirmed at such an Annual General Meeting, he shall vacate office at the end of the Meeting."

Replace with:

"The Chairman may, having regard to the balance of skills available to the Board, and subject to Rule 17.7, nominate any person as a Board Member in addition to the Elected Board Members. Such `Additional Directors` are to be regarded as `Outside Directors`, subject to appointment at each AGM and , in accordance with the requirements of Sport England`s Code of Governance they need not become members of the Club until their appointment is confirmed by the Members at an AGM. The normal make-up of the Board shall be six Elected Members and three Appointed .

