

**CO-OPERATIVE AND COMMUNITY
BENEFIT SOCIETIES ACT 2014**

RULES

of

GLAMORGAN COUNTY CRICKET CLUB LIMITED

Registered 17 December 2007

Amended 25th March 2021 and 24th March 2022

Registered Number 30396 R

GLAMORGAN COUNTY CRICKET CLUB LIMITED

INDEX OF RULES

1.	NAME, COLOURS, REGISTRATION AND RULES.....	3
2.	USE OF NAME.....	3
3.	REGISTERED OFFICE.....	3
4.	OBJECTS	3
5.	POWERS	4
6.	SHARE CAPITAL.....	6
7.	MEMBERSHIP OF THE CLUB.....	7
8.	CANDIDATES FOR MEMBERSHIP	8
9.	ANNUAL SUBSCRIPTIONS	9
10.	TERMINATION OR SUSPENSION OF MEMBERSHIP	10
11.	THE OFFICERS.....	12
12.	THE BOARD.....	14
13.	RESPONSIBILITIES AND POWERS OF THE BOARD.....	17
14.	POWER TO MAKE REGULATIONS AND BYE-LAWS.....	19
15.	PROCEEDINGS OF THE BOARD.....	19
16.	SUB-COMMITTEES AND DISCIPLINARY PANELS.....	20
17.	ANNUAL GENERAL MEETING	21
18.	SPECIAL GENERAL MEETING	23
19.	PROCEEDINGS AT GENERAL MEETINGS	24
20.	VOTING AT GENERAL MEETINGS.....	25
21.	REGISTER OF MEMBERS AND OFFICERS	26
22.	NOTIFICATION OF RULES.....	26
23.	AMENDMENT TO RULES	27
24.	ANNUAL RETURN.....	27
25.	ACCOUNTS OF THE CLUB AND AUDIT.....	27
26.	SEAL	28
27.	INDEMNITY.....	28
28.	DISSOLUTION AND WINDING UP OF THE CLUB.....	28
29.	INTERPRETATION OF RULES AND REGULATIONS AND DISPUTES.....	29
30.	NOTICES	30
31.	ASSETS, LIABILITIES AND INDEMNITY.....	30

GLAMORGAN COUNTY CRICKET CLUB LIMITED

RULES

1. NAME, COLOURS, REGISTRATION AND RULES

- 1.1. The society shall be called Glamorgan County Cricket Club Limited ("the Club").
- 1.2. The colours of the Club shall be dark blue and yellow and the badge shall be a daffodil.
- 1.3. The Club was registered under the Industrial and Provident Societies Acts 1965 to 2002 as replaced by the Co-operative and Community Benefit Societies Act 2014 ("the Acts").
- 1.4. These Rules shall come into force on the date these Rules have been registered under the Acts and have effect to the exclusion of all other rules. In these Rules "these Rules" means the rules of the Club from time to time validly in force.

2. USE OF NAME

- 2.1. The name of the Club shall: -
 - (a) be displayed in a conspicuous position and easily legible on the outside of the Club's principal ground and any other permanent office of the Club and shall be engraved in legible characters on its seal, if any; and
 - (b) be stated in legible characters in all business letters of the Club, in all its notices, advertisements and other official publications and in all bills, invoices, receipts and letters of credit of the Club.
- 2.2. 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 them or on their behalf or with their authority in such a way as to indicate or imply that such document or advertisement was issued or published by or on behalf of or with the authority of the Club or the Board.

3. REGISTERED OFFICE

- 3.1. The registered office of the Club shall be at Sophia Gardens, Cardiff CF11 9XR as it may be renamed from time to time ("the Ground"), 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 by the Secretary, within 14 days after the change, to the Financial Conduct Authority.

4. OBJECTS

- 4.1. The objects of the Club shall be:
 - (a) to promote, encourage and foster the game of cricket for the benefit of the Members;

- (b) to promote, encourage and foster the game of cricket at all levels in Wales;
- (c) to maintain membership of the England and Wales Cricket Board and to undertake such fixtures and other activities as the Board shall decide including but not limited to competing in ECB competitions, staging ECB High Profile Matches, and other representative contests;
- (d) to provide facilities for the coaching and development of cricket in Wales;
- (e) to engage in such commercial activities (including conference, banqueting, concerts and other similar uses of the Club's facilities) as the Board may decide;
- (f) to use reasonable endeavours to ensure equitable treatment by the Club's employees and the Board of all persons having contact with the Club regardless of gender, religion, disability, ethnic origin or sexual orientation;
- (g) to recognise that the safeguarding of children and adults is everyone's responsibility by adopting and implementing the current (from time to time) ECB Safe Hands Safeguarding Procedures;
- (h) to strengthen the bonds between the Club and the community throughout Wales, an example being the provision of a museum that collects, records, promotes, and preserves the history of cricket in Wales; and
- (i) to apply the profits of the Club in furthering the objects of the Club.

5. POWERS

5.1. In furtherance of its objects and in addition to all other powers given or permitted to the Club by statute or by the law, the Club shall have power to do all such things as are incidental or conducive to the attainment of the objects of the Club, including (but not limited to) with regard to the allocation of its profits from time to time (subject to clause 4(i)) and all or any of the following:-

- (a) either directly or indirectly (including through the medium of any one or more subsidiary or subsidiaries ("subsidiary" having in these Rules the meaning ascribed thereto by section 1159 of the Companies Act 2006) to employ, invest and deal with the assets and funds of the Club for the objects of the Club in such manner (whether involving liability or not and wheresoever situate) 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, sub- leasing, re-leasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring or otherwise acquiring, holding, occupying, dealing with and disposing of real and personal property of any kind and wheresoever situate) 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 invest in, control, manage, finance (whether by taking or making deposits, loans, guarantees, or the provision of security, or issuing or investing in share capital or

otherwise howsoever), subsidise, subvent, co-ordinate or otherwise assist any company (whether a subsidiary or not), in such amounts and on such terms as the Board may from time to time determine, 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, secretarial, administrative, technical, financial, commercial and other services, facilities and arrangements of all kinds for any such company persons or person whatever and wherever may be their objects, business, undertaking, activities or purpose;

- (c) to borrow or raise money by any means whatsoever for the purposes of or in connection with the Club's activities or any of them, to mortgage and charge all or any of the real and personal property and assets, present or future, of the Club and to issue at par or at a premium or discount, and for such consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture or loan stock, either permanent or redeemable or repayable and whether secured or unsecured, or any other securities whether by way of mortgage or otherwise and whether outright or by way of security for the performance of any contracts or any debts, liabilities or obligations of the Club or any of its subsidiaries or other persons or 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 but so that no person dealing with the Club shall by reason of the foregoing be concerned to see or inquire whether such limit is or has been observed and no borrowing made or security therefor given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had at the time when the borrowing was made or the security was given express notice that such limit had been or would thereby be exceeded;
- (d) to accept and grant sponsorships, franchises and make such other arrangements as the Board in its discretion shall think fit;
- (e) 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;
- (f) to promote or stage competitions and entertainments in connection with the game of cricket and any other sports and recreations;
- (g) 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;
- (h) within the terms of the Acts for the time being in force (in these Rules meaning the Acts as amended or supplemented by subsequent legislation) and subject to any licences or consents required, to receive money on deposit and to pay interest thereon;

- (i) to support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the Board, directly or indirectly benefit, or is calculated so to benefit, the Club or its activities or its employees or ex-employees or the activities, officers, ex-officers, employees or ex-employees of any company which is for the time being or has at any time been a subsidiary of the Club;
- (j) to engage employees and cricketers and to provide 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 of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes; and
- (k) to maintain bank accounts in credit or overdrawn on such terms as the Board shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems whether pursuant to Rule 9.5 or otherwise.

5.2. Without prejudice to the generality of Rule 5.1, the Board shall have the power to transfer all or part of the commercial activities of the Club to a company or companies (which may or may not be a subsidiaries of the Club) or other organisations on such terms as regards the supply of goods and services to the Club as the Board shall consider to be in the best interests of the Club, but subject always to sections 110 and 112 of the Cooperative and Community Benefit Societies Act 2014.

6. SHARE CAPITAL

6.1. The capital of the Club shall consist of shares of the value of 5p each.

6.2. Every Member of whatever category, including Honorary Members, 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.

6.3. Each person (jointly in the case of joint membership) who becomes a Member after the time these Rules take effect shall be allotted one share upon their admission and 5p out of any Membership Fee or (if none) the first subscription paid by them shall be applied to that extent in paying up the same in full.

6.4. In the case of an Honorary Member (not already otherwise a Member), any share allotted to them upon these Rules taking effect or upon their becoming an Honorary Member (and to which Rule 7.3(c) shall apply) shall be allotted credited as fully paid 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.

6.5. 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 their 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.

6.6. A Member shall forfeit their share on ceasing for whatever reason (including death) to be a Member and any amount due to them in respect of such share shall thereupon become the property of the Club. The forfeited share capital shall, if possible, be transferred to a reserve account available for the purposes of Rule 4.

6.7. The Club shall not be required to issue a certificate to any Member in respect of their share.

7. MEMBERSHIP OF THE CLUB

7.1. Categories

The Board may offer such categories of membership of the Club with such qualifications, duties and privileges and in such numbers as it may from time to time decide but always on the basis that every Member shall have one vote. Categories of membership may include joint memberships and corporate memberships on terms set from time to time by the Board, and the Board shall be entitled to treat any such membership as a single membership for the purpose of these Rules; the rights in respect thereof being exercised by each of the joint members as the Board may from time to time determine, and by any director of a corporate member. Memberships allocated to sponsors, boxholders or any similar category will fall within the definition of corporate membership, and the rights and obligations of such members will be determined by the Board from time to time, and set out in the contractual arrangements for each such category. Details of categories, qualifications, duties and privileges of membership in force from time to time shall be kept by the Secretary, such details to be available for, inspection by Members at all reasonable times.

7.2. Entrance Fee and Annual Subscription

Details of the Entrance Fee (if any) and Annual Subscription payable in respect of each Member, including the category of Membership as in Rule 7.1, shall be kept by the Secretary.

7.3. Honorary Memberships

- (a) The Board may elect as an Honorary Life Vice President or as an Honorary Life Member, with their consent, any individual (whether an existing Member or not) not under the age of 18 years whose membership, whether for services to the Club, to cricket in general, or for any other reason, the Board considers to be especially desirable in the interests of the Club.
- (b) The names of any Honorary Life Vice Presidents or Honorary Life Members elected in accordance with this Rule shall be announced at the Annual General Meeting next following such election.
- (c) An Honorary Life Vice President or Honorary Life Member shall be a Member and have all the rights duties and privileges of membership of the Club and any additional rights which may be granted by the Board without payment of any Entrance Fee or Annual Subscription (except that they shall not be entitled, on a dissolution of the Club, to share in any interest in the property or assets of the Club, unless before their election to be an Honorary Life Vice President or

Honorary Life Member they were already a Member of the Club so entitled). An Honorary Life Vice President or Honorary Life Member shall cease to be such upon notice in writing given by the Board at any time in its absolute discretion but without prejudice to their continuance of membership as a Member.

7.4. Former Capped Players

The Board shall be entitled to award Honorary Life Membership to any player capped by the Club.

7.5. Juniors

The Board shall have power to create a class or classes of persons under the age of 18 years called Juniors or otherwise using such criteria as to age, ticket holding or otherwise as it shall think fit. Such persons shall not be Members within these Rules and shall have such rights, privileges and obligations as the Board shall from time to time decide.

8. CANDIDATES FOR MEMBERSHIP

8.1. Application Procedure

A candidate for membership of the Club shall apply on a form provided and in a manner laid down from time to time by the Secretary. The application for membership must be accompanied by the Entrance Fee (if any) and first Annual Subscription, to the extent then payable. In addition to the full title, name, address, email address and date of birth of the candidate, the Secretary may require such other information about the candidate as the Board considers reasonable either at the time of application or prior to election.

8.2. Age

No person shall be accepted as a candidate for Membership unless they have attained the age of 18 years. The purported admission to membership as a Member of a person who has not attained the age of 18 years shall be void.

8.3. Election Procedure

The Board shall have the power to declare any applicant 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 any of the Annual Subscription paid shall be returned to the applicant by cheque sent by post at the applicant's risk.

8.4. Effect of Payment of Entrance Fee and First Annual Subscription

Payment of the Entrance Fee (if any) and the Annual Subscription owing in respect of the first period of membership of such candidate by a candidate for membership shall be deemed to be a declaration of agreement and submission by the candidate (if elected to membership) to the Rules, Bye-laws and Regulations of the Club.

8.5. Change of Address

It shall be the duty of every Member to advise the Secretary promptly of each change of their address and (if they have one) email address. All notices and letters dispatched by post to a Member at their address or email address registered in the Club's records (which shall be conclusive proof of such address) shall be deemed to have been properly delivered pursuant to Rule 31.

9. ANNUAL SUBSCRIPTIONS

9.1. Amount of Entrance Fee and Annual Subscription

The amount of Entrance Fee (if any) and Annual Subscription for each category of membership in respect of each calendar year shall be decided by the Board.

9.2. Membership Year and Payment

The membership year shall run from 01 December to 30 November in each calendar year. Where an application for membership for the following year is approved

- (a) on or before 01 December in any year, that membership shall run from 01 December; or
- (b) after 01 December in any year, that membership shall run from the date of approval;

and in every case subject to payment of the appropriate Entrance Fee and the Annual Subscription (pro-rata if appropriate) in terms of paragraph 9.1.

9.3. Non-Payment

Notice shall be sent to every Member whose Annual Subscription shall be unpaid on 1st February and if such Annual Subscription remains unpaid by the Member on 15 February their Membership of the Club shall forthwith cease.

9.4. Re-admission to Membership

Notwithstanding anything hereinbefore contained, the Board shall have power, in its absolute discretion and subject to such conditions as it sees fit to impose, to re-admit a Member whose membership shall have ceased by reason of the provisions of Rule 9.3.

9.5. Direct Debit

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 this object, the Club may enter into an indemnity required by the bank(s) upon whom direct debits are to be originated. Such an indemnity may be executed on behalf of the Club by the Secretary or as otherwise determined pursuant to the Rules.

9.6. Standing Order Mandate or Credit Card

Annual Subscriptions may be paid under the authority of a direct debiting or standing order mandate lodged with a Member's bank and expressed to be in favour of Glamorgan County Cricket Club or Glamorgan County Cricket Club Limited, or by a single credit card payment, the credit card being one accepted by the Club for such payments. Existing arrangements both with Members and with banks or credit card companies in force when these Rules come into force expressed to be with "Glamorgan County Cricket Club" shall continue automatically either in that name or in the name "Glamorgan County Cricket Club Limited".

10. TERMINATION OR SUSPENSION OF MEMBERSHIP

10.1. Resignation

Any Member may resign their membership by giving notice in writing to that effect to the Secretary at any time, but no refund shall be made of any part of the Entrance Fee (if any) or Annual or other Subscription paid by the Member. Such resignation shall take effect from the date of receipt by the Club of the notice of resignation.

10.2. Re-admission

- (a) Notwithstanding anything hereinbefore contained, the Board shall have power, in its absolute discretion and subject to such conditions as it sees fit to impose, to re-admit a Member who has resigned pursuant to Rule 10.1.
- (b) If a Member ceases to be a Member for any reason other than pursuant to Rule 9.3 or Rule 10.1, that Member shall only be re-admitted to Membership if the provisions of Rule 8 are complied with afresh.

10.3. Power to Expel, Suspend or Reprimand

The Chair or Chief Executive, or any person appointed and authorised by either, shall have the power to order the immediate withdrawal from the Club's premises, or any out ground or facility then under the Club's control, of any member or spectator

- (a) whose presence or continued presence in the opinion of the person giving such order, is not or may not be conducive to, or is or may be prejudicial to, the health or safety of any person or persons generally on or near such premises or which may be detrimental to the enjoyment of any other person of the cricket played at the premises or of the use of any of the facilities of or at the premises; or
- (b) who is or who has been in breach of any of these Rules or any England and Wales Cricket Board ("ECB") Rules (i.e. any rules or regulations, directives and/or resolutions of the ECB which at the relevant time apply to the Club's premises and/or their use by Members); or
- (c) who otherwise misconducts themselves.

10.4 Misconduct

The Club will deal with all complaints relating to the conduct of a Member having regard particularly to the need to establish due processes, fairness, and transparency in all its proceedings. Accordingly, the Board shall from time to time approve regulations and /or by-laws as to:

- (a) the standards of conduct expected of a member;
- (b) the procedure for dealing with complaints;
- (c) the appointment of Disciplinary & Appeal Panels, their procedures and powers;
- (d) the sanctions available to such Panels, which may include the power to suspend or expel a member.

10.5. Pre-conditions to Expulsion, Suspension or Reprimand

Before the Board passes a resolution referred to in Rule 10.4, the Member concerned shall be given a minimum of fourteen days' notice of the proposal and of the grounds upon which it is proposed to expel, suspend or reprimand them. The Member shall be afforded an opportunity of explaining the circumstances to the Board and of defending their conduct or action either in writing or in person, and either alone or accompanied by a representative of their choice, or by sending a representative alone.

10.6. Effect of Expulsion or Suspension

- (a) A Member who:
 - (i) is alleged to have infringed any Rule or Regulation of the Club, or
 - (ii) whose conduct or actions, whether within or outside any ground or place of business of the Club, and whether prior to or since becoming a Member, is alleged to have been such as to render them unfit to be a Member or to have the benefit of certain rights and/or privileges of membership,

shall be subject to the procedures set out in the Club Discipline Rules, 2021.

- (b) A Member who is expelled from the Club shall forthwith cease to be a Member but no refund shall be made to that Member of any part of their Entrance Fee (if any) or their Annual Subscription or any other sum paid to the Club; save as specifically otherwise provided in respect of such other sum.
- (c) A Member whose membership is suspended shall forfeit all rights and privileges for the duration of their suspension but without prejudice to the continuance of their liabilities and obligations.

10.7. Member's Insolvency

If a Member is adjudged bankrupt or if a court order is made appointing a receiver or other person with powers to control or administer a Member's property or any part of such property (if such part includes their share in the capital of the Club) that Member shall cease to be a Member upon the Board being satisfied that such is the case.

10.8. Proceedings on death or bankruptcy of a Member

In accordance with section 37 of the Act, a Member may nominate one or more persons to whom property which that Member holds in the Society may be transferred on death. On receiving a satisfactory proof of death of a Member who has made a nomination the Society shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the individual or individuals entitled thereunder. Any property held by a Member who dies or becomes bankrupt which is not dealt with by nomination under this Rule shall be dealt with as follows:

Upon a claim being made by:

- (a) the personal representative of a deceased Member; or
- (b) the trustee in bankruptcy of a Member who is bankrupt; or
- (c) the office holder to any property in the Club belonging to such a Member,

the Club shall transfer or pay property to which the personal representative, trustee in bankruptcy or office holder has become entitled as that person may direct them.

10.9. Effect of non-payment of Annual Subscription

For the avoidance of doubt, the non-, or non-timely, payment by a Member of the Annual Subscription owing by them shall have effect to terminate their membership of the Club with effect from the end of the last period in respect of which they were a Member.

11. THE OFFICERS

11.1. Definition

The Officers of the Club shall be the President, the Chair, the Deputy Chair and the Treasurer, each of whom is required to be a Member.

11.2. The President

The President shall be nominated annually by the Board and announced at each year's Annual General Meeting. The President shall assume office at the end of the Annual General Meeting and shall hold office for the ensuing period until the end of the following Annual General Meeting. No Member shall serve as President for more than three consecutive years without the approval of Members at a general meeting. The President shall be chosen from among the members of the Club, and shall also be a member of the Board.

11.3. The Chair

Subject to Rule 12.15 the Chair (who shall be a Member but not an employee of the Club) shall be elected by the Board to serve for not more than two successive three year terms, which three year appointment(s) shall on each occasion be ratified at an Annual General Meeting by a simple majority of Members' voting at such meeting. The Chair's term as chair shall be additional to any term they may have served as a member of the Board, save that the aggregate term of office as both a member of the Board and as Chair shall not exceed 12 years.

11.4. The Deputy Chair and Treasurer

The Deputy Chair and Treasurer shall each be a member of the Board (but not an employee of the Club) nominated annually by the Chair, which appointment shall be approved by the Board and ratified at an Annual General Meeting by a simple majority of Members' voting at such meeting.

11.5. The Secretary

The Secretary of the Club (who shall not be an Officer or a member of the Board and who may, accordingly, be an employee of the Club) shall be nominated annually by the Chair. Such nomination shall be approved by the Board.

11.6. Casual Vacancies

If the office of President, , the Chair, the Deputy Chair, the Treasurer, or the Secretary at any time becomes vacant by death, resignation, removal by the Board pursuant to Rule 12.22 or for any other reason, the provisions of this Rule 11 shall apply mutatis mutandis for the balance of the term of office of the officer ceasing to be an officer. In the case of the office of President becoming vacant the Board shall have the power to appoint a replacement for the balance of the term of the previous President.

11.7. Time limits for Board Appointments

- (a) Members of the Board, in any capacity, whose appointment has become time barred by virtue of the operation of these Rules shall become eligible again for appointment not less than three years after their last appointment ended because of the expiry of their maximum term of office.
- (b) In exceptional circumstances, the term of any member of the Board may be extended by the Board, on the recommendation of the Chair (save in respect of the Chair, on the recommendation of the Deputy Chair) by no more than one year.

11.8. Beginning and End of Board Appointments

Each appointment to the Board and the appointment of the Secretary, shall, unless otherwise determined by the Board, be deemed to begin and end (as appropriate) immediately after the end of the Annual General Meeting at which their appointment is approved or terminates, as the case may be.

12. THE BOARD

12.1. Composition

The Board shall consist of:

- (a) the President;
- (b) the Chair;
- (c) the Chief Executive of the Club;
- (d) two Elected Members; five Nominated Members; and
- (e) one representative of the board of Cricket Wales

The Board may from time co-opt to the Board as a member of it, for no more than twelve months, not more than one person (who will be entitled to attend, speak, and vote at its meetings) where in exceptional circumstances in the opinion of the Board such co-opted member has skills that are appropriate for the business of the Board; and save in that respect, the Board shall not exceed twelve in number. Any co-opted member of the Board shall cease to be a member of the Board forthwith upon receipt by them of notice to that effect from the Chair.

- 12.2.** Every member of the Board (but not a co-opted member) shall be or become a Member (whether Honorary or otherwise) of the Club.

12.3. Elected Members

The Elected Members of the Board shall comprise two Members elected to the Board by the Members. Subject to Rule 12.4 each Elected Member shall serve for a period of three years. Each Elected Member shall be eligible for re-election for no more than two additional three-year terms.

12.4. Nomination for Elected Membership of the Board

Two Members may nominate for membership of the Board as an Elected Member another Member willing to serve on the Board, on a nomination form which will be provided on application to the Secretary. This form shall contain such details as the Secretary shall determine and in any case the full title, name, address, email address, date of birth, a statement of the particular qualifications (including any professional qualifications) and interests the Member so nominated may have which are relevant to the Objects of the Club, and a list of all clubs and other bodies concerned with cricket of which such Member is or has been a member at any time. The form shall be signed by those Members who propose the nomination and by the Member so nominated in order to signify that they are willing to serve on the Board if elected. The form must be returned to the Secretary duly completed before 01 January in any year.

12.5. Equal Number of Nominations and Vacancies

If there shall be as many nominations as there are vacancies for Elected Members of the Board, those properly nominated shall be elected to the Board without a ballot or vote.

12.6. Provision in Case of Insufficient Number of Nominations

If there shall be fewer nominations than there are vacancies for Elected Members of the Board, those properly nominated shall be elected to the Board without a ballot or vote. In addition, the Board may elect, with the prior written consent of the Member or Members in question, sufficient Member(s) who are not time barred (together with those duly nominated, if any) to fill the vacancies. If insufficient members can be found to be Elected Members of the Board, then for the period in respect of which that state of affairs continues, there may be fewer Elected Members than two.

Provision in Case of more Nominations than Vacancies

12.7. If there shall be more proper nominations than there are vacancies for Elected Members of the Board pursuant to Rule 12.4 above, the Secretary shall cause to be sent, with the notice of Annual General Meeting, to Members entitled to vote at general meetings, ballot forms (which may be electronic) on which shall appear the name of each candidate properly nominated and willing to serve as an Elected Member of the Board (and the decision as to whether a candidate has been properly nominated shall be in the absolute discretion of the Secretary whose decision shall be final and binding).

12.8. Such ballot forms after completion shall be returned to the Secretary or to such other person and address as the Secretary may designate, by the date indicated on the ballot form.

12.9. Each Member entitled to vote at general meetings shall have one vote for each vacancy for an Elected Member of the Board but shall not give more than one vote to any one candidate.

12.10. Any ballot papers which do not comply with the conditions or requirements for their completion and return, in the absolute discretion of Secretary, shall be invalid.

12.11. The Board shall appoint not less than two scrutineers (of whom one may be the Secretary and either of whom may be an employee of the Club) to examine the ballot forms and the decision of the scrutineers on the validity of any ballot forms, and of the Secretary as to the outcome of the election, shall be final and binding.

12.12. In the event of an equality of votes for the election of Elected Members of the Board the election shall be decided by lot in a manner to be prescribed by the Secretary.

12.13. Nominated Members

Subject to Rules 12.14 and 12.15, the Board shall elect up to five Nominated Members to the Board to serve in each case for an initial term of three years. The election of each Nominated Member shall be ratified at the Annual General Meeting following their election by the Board by a simple majority of those Members voting at such meeting. Subject to Rules 12.14 and 12.15, each Nominated Member shall be eligible to serve for up to two further terms of three

years (having regard to Rule 12.15) following the expiry of their initial or subsequent term.

Nominations Sub-Committee

- 12.14.** The first appointment of a Chair and of each Nominated Member of the Board shall require a recommendation of a majority of the members of the Nominations Sub-Committee (established pursuant to Rule 12.16).
- 12.15.** In arriving at its recommendations the Nominations Sub-Committee shall have regard to the following non-exhaustive list of factors:
- (a) the requirement to promote and protect the interests of the Members;
 - (b) the requirement that the Board is sufficiently diverse as regards to gender and ethnicity;
 - (c) the requirement to engage effectively with the board of Cricket Wales and to promote the development and community objectives of the Club;
 - (d) the requirement to comply with any code issued by the UK or Welsh Government or by the ECB;
 - (e) the requirement to ensure that the Board has sufficient skills and experience including cricketing, financial, commercial, safeguarding, digital technology, human resources, property and legal; and
 - (f) the requirement to ensure that members of the Nominations Sub-Committee do not serve for excessive periods of time and to ensure succession planning.
- 12.16.** As at the date of the adoption of these Rules the Nominations Sub-Committee will comprise of the Chair, the Deputy Chair, David Morgan, Sarah Powell and Derek Brewer. Subsequent appointments to the Nominations Sub-Committee will be made by the Board following consultation with the Nominations Sub-Committee (provided that each such appointment shall require the approval of both of the Elected Members). Members of the Nominations Sub-Committee should be selected from those with a distinguished association with the Club and also from nominees of any of the ECB, the Welsh Government, or Cardiff City Council. The factors listed in Rule 12.15 shall also be taken into account in appointing members of the Nominations Sub-Committee. The appointment of members to the Nominations Sub-Committee shall be ratified at each year's Annual General Meeting by a simple majority of Members voting.
- 12.17.** All vacancies for the Chair and for Nominated Members shall be advertised on such basis as the Nominations Sub-Committee shall determine to facilitate suitable applications. The Nominations Sub-Committee shall have the discretion to indicate the preferred characteristics of candidates for each vacancy, having regard to Rule 12.15.
- 12.18.** The Chair may not attend any meeting of the Nominations Committee that addresses the appointment of the Chair, and another member of the Nominations Committee that committee may agree shall chair any such meeting in their place.

- 12.19.** The board of Cricket Wales shall (subject to prior consultation with the Nominations Sub-Committee) have the right to appoint one member of the Board. The appointment shall be subject to ratification by Members at each year's Annual General Meeting by a simple majority of those voting.

Announcement of Election and Taking-up Office

- 12.20.** An announcement as to the constitution of the Board shall be made at the Annual General Meeting, subject to election and / or ratification as appropriate, with Members of the new Board taking office immediately following the Annual General Meeting.

- 12.21.** The Chair shall conduct an annual confidential appraisal of the contribution of the members of the Board (and the Deputy Chair shall conduct an annual confidential appraisal of the contribution of the Chair). The results of all such appraisals shall be shared among the Chair, the Deputy Chair, and the CEO only having regard to their confidential content.

12.22. Disqualification/Removal

- (a) Any member of the Board who for more than six months has been absent from meetings of the Board held during that period shall thereupon automatically cease to be a member of the Board.
- (b) A member of the Board 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.

- 12.23.** A Member of the Board 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.

13. RESPONSIBILITIES AND POWERS OF THE BOARD

13.1. Management

- (a) Subject to the provisions of the Acts and these Rules the entirety of the affairs and activities of the Club shall be managed by the Board which may exercise all the powers of the Club not by these Rules or by law expressly reserved to the Members in General Meeting. No alteration to these Rules and no such direction shall invalidate any prior act of the Board or of a Sub-Committee or of any individual or group of persons which would have been valid if the alteration had not been made or if that direction had not been given.
- (b) For the avoidance of doubt, such powers of the Board shall include the right, subject to these Rules, to delegate to any member or members of the Board, to any Sub-Committee, to any member of a Sub-Committee, to the Secretary or Chief Executive, to any Member or Members of the Club and to any person or persons on the staff of the Club, the carrying out, on behalf of the Board, of any management responsibility, duty, power, discretion, or function.

- (c) References in these Rules to any acts or activities or opinion (including, without limitation, decisions, directions, requests, exercises of discretion being satisfied, becoming aware of, appealing to and giving of consent) of by or to 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 (i) a resolution of the Board (ii) a resolution of the Sub-Committee where the power to act or authority being exercised has been delegated to the Sub-Committee or (iii) the relevant person or persons where that power or authority has been delegated to a person or persons pursuant to these Rules.
- (d) If any Member has any cause for complaint for any reason whatsoever they shall bring the same before the Board by writing to the Secretary. Under no circumstances may a Member personally reprimand an employee or agent of the Club or of 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.

13.2. Appointment of Chief Executive

The Board shall appoint from time to time a Chief Executive of the Club.

13.3. Investments, Borrowing and Employment of Agents for this Purpose

The Board shall have power to invest the assets and funds of the Club and to exercise the borrowing and other power in accordance with Rule 5. For this purpose the Board may employ the services of, or may delegate any or all of the powers of making or managing investments of the Club to, any person upon such terms and conditions as the Board may from time to time consider expedient so long as such person appears to the Board to be duly authorised under any enactment relating to the provision of financial services for the time being in force and relating to the particular investment concerned. Without limiting the scope of the powers of delegation hereby conferred, the Board shall have the power to delegate to such person a full and unfettered discretion with regard to the acquisition, disposal and retention of any of the investments of the Club. Neither the Board nor any Sub-Committee (nor any member of such bodies) nor any Officer shall be under any liability for any loss arising from any act or default of such person.

13.4. Use of Nominees

The Board shall have the power to place any of the property or assets or funds of the Club in the names of the nominees. The final sentence of Rule 13.3 shall apply thereto.

13.5. Employment of Agents Generally

The Board shall have the power at any time and for any purpose to employ and remunerate agents or advisers generally.

14. POWER TO MAKE REGULATIONS AND BYE-LAWS.

The Board shall have the power from time to time to make Bye-laws and Regulations for the good government and order of the Club relating to the Club or its administration or affairs including (without limitation) as to voting (postal or otherwise) or balloting procedures as it thinks fit, including as to the membership and operation of Sub-Committees in terms of Rule 16; provided that no such Bye-law or Regulation shall conflict with any of these Rules.

15. PROCEEDINGS OF THE BOARD

15.1. Quorum

- (a) Subject as below, the Board may meet together for the despatch of business, adjourn and regulate its meetings as it thinks fit. A member of the Board may, and the Secretary at the request of a member of the Board shall, call a meeting of the Board giving, except in (in the opinion of the Secretary after consultation with the Chair) an emergency, not less than seven days' notice thereof. It shall not be necessary to give notice of a meeting to a member of the Board who is absent from the United Kingdom. The Board shall normally meet six times per year and as additionally convened at the instance of the Chair.
- (b) The quorum for meetings of the Board shall be such number of Board members as is not less than 60% of the aggregate of all the Board members, rounded up; and the Board may from time make additional bye-laws as to attendance requirements in respect of specific issues under discussion at the Board; for example, as to the required attendance of either the Treasurer or the Finance Director where the Club's finances are discussed.. A meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board. A member of the Board shall be deemed to be present if they are able to participate in the meeting by video or telephone conference.
- (c) Unless they are unwilling to do so, the Chair shall preside at every meeting of the Board at which they are present, but if at the relevant time 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 unless they are also unwilling, unable or not so present, in which event the members of the Board present may appoint one of their number to be Chair of the meeting.
- (d) A member of the Board who is in any way, whether directly or indirectly and whether for themselves or through a person connected with them, interested in a contract, transaction or arrangement with the Club (and who has not prior to these Rules coming into effect already done so) shall declare the nature of their interest in accordance with Sections 177 and 182 of the Companies Act 2006 as if each member of the Board were a director and the Club were a company for the purposes of that Act.
- (e) A member of the Board shall not vote, nor count in the quorum, at a meeting of the Board on any resolution concerning a matter in which or in connection with which they have, directly or indirectly, an interest or duty 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 member of the

Board shall withdraw from the meeting while the matter in question is discussed and (if applicable) voted on. If the member of the Board in question is the Chair of the meeting, references in the previous sentences of this Rule to the Chair of the meeting shall be construed as being references to a majority of the other members of the Board present at the meeting at the relevant time.

- (f) The Board and any Sub-Committee shall have the right at their respective discretion to invite persons who are not members of the Board or of that Sub-Committee to attend one or more meetings of their respective meetings for the purpose of advising or commenting on business of such meeting but any such person shall not have any right to vote at any such meeting.

15.2. Voting

Each Member of the Board, including any member co-opted to it in terms of Rule 12.1, shall be entitled to one vote, and regardless of whether they are a member of the Board in more than one capacity. Save as the Rules may specify otherwise, every question arising at a meeting of the Board shall be decided by a majority of votes of those members of the Board present and if the votes are equal the Chair of the meeting shall have a second or casting vote.

15.3. No Remuneration

No member of the Board, no member of a Sub-Committee, and no member of the Nominations Sub-Committee appointed otherwise than as a member of the executive staff, and no Officer shall be entitled to be remunerated for their services as such.

16. SUB-COMMITTEES AND DISCIPLINARY PANELS

16.1. Appointment

The Board shall each year consider, and appoint or re-appoint as appropriate, one or more Sub-Committees having such members (be they members of the Board or not), such Chair (who may not, at the direction of the Board, also be a member of the Board), such duration of office, such terms of reference, such powers and duties and such quorum and procedural or other provisions as the Board may by simple majority appoint with power from time to time to vary or revoke or make changes in any of the foregoing. Subject to any provisions otherwise applicable, a Sub-Committee shall, mutatis mutandis, conform to the procedural provisions applicable to the Board.

16.2. Manner of Appointment

Without prejudice to the exercise of its powers at any time, the appointments or re-appointments to all Sub-Committees shall be considered at the meeting of the Board intended to be the last regular meeting next before the Annual General Meeting, for which purposes it shall be the duty of the Chair to assist the Board by preparing a set of recommendations for such appointments or re-appointments for consideration by the Board.

16.3. Powers

A Sub-Committee shall have only such powers as may lawfully be delegated to it by the Board.

16.4. Disciplinary Panels

Any Disciplinary Panel (including an Appeals Panel) appointed by the Board shall operate as if it is a Sub-Committee, without prejudice to the power of the Board to order otherwise from time to time in its discretion, so that the provisions of these Rules which apply to Sub-Committees shall also apply to any such Panel, *mutatis mutandis*.

17. ANNUAL GENERAL MEETING

17.1. Date and Place

The Annual General Meeting shall be held on such date (on or before 31 March each year) as the Board shall decide. The Annual General Meeting and Special General Meetings shall normally be held at the Club's premises but may be held elsewhere at the Board's discretion.

17.2. Notice

Notification of the date, time, venue, specific information required to be given under these Rules and otherwise, the general nature of the business to be transacted at an Annual General Meeting, together with a copy of the Annual Report and Annual Accounts (both as hereinafter defined) shall, by post, electronically by email or other electronic means, be given not less than 21 clear days prior to the date of the meeting to Members entitled to vote at general meetings at their postal address, email, or other electronic address as appropriate, registered in the Club's records.

17.3. Accidental Omission to Give Notice

The accidental omission to dispatch notice of a general meeting (or any enclosure therewith) or, in cases where instruments of proxy or voting forms are sent out with the notice, the accidental omission to dispatch such instrument of proxy or voting form to, or non-receipt of notice of a general meeting (or any enclosure therewith) or such instrument of proxy or voting form by, any person entitled to be sent such notice, shall not invalidate the proceedings of that general meeting.

17.4. Business

(a) At the Annual General Meeting the following business (referred to in these Rules as Ordinary Business) shall be transacted:-

(i) the Chair and/or President's opening remarks.

(ii) to consider and if appropriate:-

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

- (B) to adopt the Annual Report and Annual Accounts for the previous financial year together with the Auditors' Report thereon.
 - (iii) to appoint or re-appoint Auditors.
 - (iv) to seek ratification by members as appropriate of the composition of the Board and of the Nominations Committee for the ensuing year.
- (b) The Board shall be entitled to place on the agenda of the Annual General Meeting any other business which the Board wishes to be considered or transacted at that meeting, including details of resolutions to be considered and, if thought fit, passed.
- (c) If any Member entitled to vote at General Meetings wishes any matter concerning the business or affairs of the Club to be discussed at an Annual General Meeting, that Member shall give written notice to the Secretary by 1st February of the matter to be discussed. The Secretary may, at their discretion, require sufficient details to be set out in or added to such written notice so as to ensure that Members, on receipt of the notice of the Annual General Meeting, have adequate information concerning the matter to be discussed.

17.5. Decisions and Actions of the Board

It shall not be competent for any Annual General Meeting to alter or interfere with any decision or action of the Board, any Sub-Committee or other competent person or persons taken or done in pursuance of the powers conferred by these Rules.

17.6. Electronic Meetings

The Board may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the Chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:

- (a) participate in the business for which the meeting has been convened;
- (b) hear all persons who speak at the meeting; and
- (c) be heard by all other persons attending and participating in the meeting.

Notwithstanding that a general meeting may be held electronically, the Chair may determine in their absolute discretion how any voting shall be conducted, having regard to the provisions of Rule 20.

18. SPECIAL GENERAL MEETING

18.1. Calling

- (a) A Special General Meeting of the Club shall be called by the Secretary if required to do so by the Board on its own authority, and shall be called by the Secretary on a written requisition of at least 200 Members entitled to vote at general meetings.
- (b) Should a Special General Meeting not be convened pursuant to a requisition of Members which complies with this Rule within 28 days after the date of receipt of that requisition by the Secretary ("the Receipt Date") for a date not later than 56 days after the Receipt Date, the Members requisitioning that meeting may convene it themselves by giving notice thereof in accordance with Rule 18.2 but any meeting so convened may not be held more than 56 days after the Receipt Date.

18.2. Notice

Notification of the date, time, venue and the business to be transacted at the Special General Meeting, including the full text of any resolution to be proposed, and if thought fit passed, shall be given not less than 21 clear days prior to the date of the meeting to Members entitled to vote at General Meetings at their addresses or email address registered in the Club's records.

18.3. Accidental Omission to Give Notice

The provisions of Rule 17.3 shall apply to Special General Meetings as they apply to Annual General Meetings.

18.4. Written Requisition

Any written requisition to the Secretary by Members to call a Special General Meeting shall:-

- (a) be signed by all those Members requisitioning the Meeting;
- (b) set out (to the reasonable satisfaction of the Secretary) the resolution to be considered at the meeting;
- (c) not contain in the opinion of the Secretary defamatory or abusive matter;
- (d) be deposited with the Secretary at the registered office of the Club; and
- (e) be accompanied by a cheque for the cost as notified by the Secretary of the printing and posting of the notice of meeting to Members (such costs to be refunded if the resolution is approved by Members).

The written requisition may consist of several documents in like form each signed by one or more requisitionists.

18.5. Decisions and Actions the Board

The provisions of Rules 17.5 and 17.6 shall apply to Special General Meetings as they apply to Annual General Meetings.

19. PROCEEDINGS AT GENERAL MEETINGS

19.1. Attendance

Only those Members whose qualifications and privileges under Rule 7.1 permit them to vote (and who are not suspended pursuant to Rule 10) shall be entitled to attend a General Meeting. Members may be required to produce proof of membership (satisfactory to the Secretary in their discretion) as a condition of attending and/or voting at the Meeting. The Chair of the meeting may permit others to be present.

19.2. Special Business

Except for Ordinary Business as defined in Rule 17.4(a) all business transacted at a General Meeting (whether Annual or Special) shall be deemed to be Special Business requiring a Special Resolution.

19.3. Majority Required for Passing of Resolution

Unless otherwise provided by the Acts or in these Rules:

- (a) a resolution required to effect Ordinary Business 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.
- (b) a resolution required to effect Special Business shall, in order to be passed, require in favour of the resolution a two - thirds majority of the votes cast by Members who (being entitled to do so) vote.

19.4. Quorum

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Fifty Members present in person and entitled to vote shall be a quorum for all purposes.

19.5. Absence of Quorum

If within 30 minutes after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it will stand adjourned to such other day and at such time and place, or be dissolved, as the Board shall determine.

19.6. Chair

The Chair of any General Meeting shall be the Chair of the Club or, in their absence, the Deputy Chair.

19.7. Amendments to Resolutions

If prior to, or at, any General Meeting it is sought to make any amendment to any resolution to be proposed at the meeting (whether or not a Special Resolution), it shall be at the absolute discretion of the Chair of the meeting as to whether or not to allow such amendment and the Chair of the meeting shall be entitled to take into account such matters as he thinks fit. In particular, and not by way of limitation, the Chair, shall have regard to the opinion of the Board upon any proposed amendment notified to the Secretary in sufficient time to be considered by the Board at its last regular meeting before the meeting and shall be entitled to rule out of order any amendment not received at least fourteen days before the date of the proposed meeting. In order for an amendment to a resolution (if allowed) to be passed the same number and/or majority of votes shall be required to be cast in favour of the amendment as are required by these Rules in relation to the passing of the resolution which it is sought to amend.

19.8. Adjournment

The Chair of the meeting may at their absolute discretion, and shall if so directed by the meeting, adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

20. VOTING AT GENERAL MEETINGS

20.1. Qualification

Only those Members who are qualified to do so under Rule 7.1 shall be permitted to vote at General Meetings.

20.2. Voting on General Meetings

- (a) Except as provided by the Acts, voting on Ordinary Business and on Special Business shall be by a show of hands unless the Board in its absolute discretion considers that any resolution to be proposed at any General Meeting is of sufficient importance to the Club to justify the use of proxy voting or remote voting in relation to that resolution, so as to enable Members to vote on that resolution without having to be present at the meeting, in which case the Board may so require. It shall in such circumstances be at the absolute discretion of the Board as to whether proxy or remote voting is to be used. Such proxy voting and remote voting shall be conducted in accordance with Bye-laws and Regulations made from time to time by the Board. References to remote voting include postal voting and/or voting by email.
- (b) The Chair of the meeting shall be entitled to call for any matter to be determined by poll or by ballot either before or after the result of a show of hands is declared and the Board shall make the appropriate arrangements in its discretion.
- (c) The Board shall at its absolute discretion have the right to appoint the Electoral Reform

Society or any other independent scrutineer appointed by the Board to examine the ballot forms, and the decision of the scrutineer acting as an expert on the validity of any ballot forms and as to the outcome of the voting on a resolution shall be final and binding.

20.3. Casting Vote of Chair

In the event of an equality of votes at a General Meeting, the Chair of such meeting shall be entitled to a second or casting vote.

20.4. Declaration by Chair

A declaration by the Chair of a General Meeting to the effect that 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.

21. REGISTER OF MEMBERS AND OFFICERS

21.1. The Club shall keep at its registered office a Register of Members and Officers in which the Secretary shall enter the following particulars:-

- (a) the names, addresses and email addresses of the Members;
- (b) details of the share held by each Member and of the amount paid or agreed to be considered as paid on the share of each Member;
- (c) a statement of other property in the Club, whether in loans, deposit or otherwise, (if any) held by each Member;
- (d) the date on which each person was entered in the register as a Member, and the date on which any person ceased to be a Member; and
- (e) the names of the Officers and other members of the Board of the Club, with the offices held by them respectively and the dates on which they assumed and (if such be the case) ceased to hold office.

21.2. The Register of Members and Officers shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rule 21.1(a), 21.1(d) and 21.1(e) without so opening to inspection the other particulars entered in the Register.

21.3. Any Member and any person having an interest in the funds of the Club shall be allowed to inspect their own account and all the particulars referable to them contained in the Register of Members and Officers other than those entered under Rules 21.1(c) at all reasonable hours at the registered office of the Club or at any place where they are kept, subject to such regulations (“Inspection Regulations”) as to the time and manner of such inspection as may be made from time to time by resolution of the Board.

22. NOTIFICATION OF RULES

The Board shall provide the Secretary with sufficient copies of the Rules, Bye-laws and Regulations to enable them to deliver to any person on demand a copy of such Rules, Bye-

laws and Regulations on payment of such a sum as may from time to time be determined by the Board. A copy of all Rules, Bye-laws and Regulations shall be displayed in a prominent position at the registered office of the Club and shall be available via the Club's website. Copies of such Rules, Bye-laws, and Regulations shall be delivered by the Secretary electronically, if possible.

23. AMENDMENT TO RULES

23.1. These Rules may be amended (which includes being supplemented, and partially or wholly rescinded or replaced) only if the relevant resolution is passed as a Special Resolution (i.e. by the vote in favour of not less than two-thirds of the votes cast at a General Meeting by Members who (being entitled to do so) vote.

23.2. 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 shall be valid until so registered.

24. ANNUAL RETURN

24.1. The Secretary shall send to the Financial Conduct Authority in accordance with the Acts an annual return relating to the Club's affairs for the period required to be covered by the return.

24.2. The annual return shall be made in the form prescribed by the Financial Conduct Authority, and contain such particulars as may from time to time be required by the form and by the Acts.

24.3. A copy of the latest annual return of the Club shall be supplied free of charge on demand to every Member or person interested in the funds of the Club, in electronic form if possible.

25. ACCOUNTS OF THE CLUB AND AUDIT

25.1. Preparation, Audit and Procedure

The Annual Accounts of the Club for each financial year shall be prepared, signed, audited, published, submitted and filed in accordance with the Acts ("the Annual Accounts"). The Annual Accounts, prepared under the direction of and approved by the Board, signed by any two Officers and bearing the Report of the Auditors, shall be submitted at the Annual General Meeting in each year to the Members.

25.2. Auditors

The provisions of the Acts 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 be heard 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 the Registrar pursuant to the Acts.

25.3. Annual Report

The Board shall cause such reports to be sent or given to Members prior to or at each Annual General Meeting as it shall consider appropriate.

26. SEAL

If and whenever the Club is required, or finds it desirable to have, a seal, the Club shall have its name engraved in legible characters on a seal ("the seal") which shall be kept in the custody of the Secretary and shall be used only under the authority of the Board or of a relevant Sub Committee 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 Officers or by any Officer and the Secretary.

27. INDEMNITY

27.1. Protection of Officers, Committee Members and Employees

(a) Each Officer (including, under the Old Rules, the Trustees) and employee from time to time of the Club, the Secretary, the Chief Executive and each person who was or is from time to time a Member of the Board or any Sub-Committee of the Club shall (to the extent that such person is not entitled to recover under any policy of insurance put in place by the Club) be entitled to be indemnified out of any and all fund available to the Club, which may be lawfully so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by them in the execution and discharge of their duties or in relation thereto, or incurred by them in good faith in the purported discharge of their duties in relation thereto, including any liability incurred by them in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted in good faith by them or alleged to have been done or omitted by them as an Officer, employee, or Member of the Board or any Sub-Committee, as the case may be.

(b) Without prejudice to the generality of Rule 27.1(a), the Club shall have the power to enter into contracts of insurance for the benefit of each person referred to in that Rule.

28. DISSOLUTION AND WINDING UP OF THE CLUB

28.1. Dissolution to comply with the Acts

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

28.2. Winding Up

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

28.3. Distribution of Net Assets

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 distributed to Sport Wales or the body which exercises its functions at the date of dissolution, or to such other properly constituted body as shall be responsible for the promotion and development of Cricket in Wales or in the event that such a body does not exist or cannot be identified, to the England and Wales Cricket Board Trust or its successor body at the date of dissolution.

29. INTERPRETATION OF RULES AND REGULATIONS AND DISPUTES

29.1. Questions and Disputes

Save where otherwise specifically provided for in these Rules, the Board alone shall have the power to decide all questions and disputes arising in respect of the interpretation of these Rules and of any Bye-Laws and Regulations made pursuant to these Rules. The Board's decisions shall be final and binding on all concerned.

29.2. Arbitration

Any dispute or difference arising between any two or more of the Club, the Board, any Member of the Board, any Sub-committee, any member thereof, any Officer, any Member, and any representative of any of them, concerning the rights and duties of the Club or any Member or Members (or any group thereof) under or pursuant to the Rules or concerning the affairs of the Club (not being in respect of a dispute or difference the decision in respect of which falls to be made in some other way or by a particular person or body of persons under the Rules) shall be referred to arbitration by a single arbitrator pursuant to the Arbitration Acts for the time being in force. The arbitrator shall be a person appointed in writing by the parties to the dispute or, failing that, appointed on the application of any party to the dispute by the President (or, failing them, the Vice-President) for the time being of The Law Society of England & Wales.

30. NOTICES

30.1. Any notice given to a party under or in connection with this Agreement shall be in writing and shall be:

- (a) delivered by hand or by pre-paid first-class post or other next working day delivery service at their address notified to the Club from time to time; or
- (b) sent by email to the email address (if any) supplied to the Club.

30.2. Any notice shall be deemed to have been received:

- (a) if delivered by hand, at the time the notice is left at their said address;
- (b) if sent by pre-paid post, at 9.00 am on the [fourth] business day after posting; or
- (c) if sent by email, at the time of transmission, or, if this time falls outside business hours in the place of receipt, when business hours resume. In this clause, business

hours means 9.00am to 5.00pm Monday to Friday on a day that is not a public holiday in the place of receipt.

- 30.3.** Notwithstanding any other provision of the Rules, the Board and the Club shall have the power to communicate electronically with those Members who provide an email address. The Board shall also have the power to place documents for inspection and review by its Members on the Club's website and may accordingly refrain from posting documents to Members with email addresses.

31. ASSETS, LIABILITIES AND INDEMNITY

- 31.1.** The Club shall automatically have vested in it the property of the Club pursuant to the Acts 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 trustees).
- 31.2.** The Club shall pay, discharge and meet (whether out of the property assets rights and benefits referred to in Rule 31.1 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 Board, or any member thereof, or the President, Chair, Deputy Chair, 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.
- 31.3.** The Members acknowledge that upon registration under the Act the Trustees of the Club under the Old Rules ceased to have vested in them or to control the property, assets, rights and benefits as are mentioned in Rule 31.1 for the purposes of meeting the liabilities referred to in Rule 31.2 and accordingly the Club shall on demand indemnify all such Trustees against all such liabilities and all costs and expenses relating thereto and Rule 27 shall apply in relation to the period before registration as it does to the period after registration.