

**“ALL PREVIOUS RULES RESCINDED”**

**Gloucestershire County Cricket Club Limited**

**Constitution and Rules**

**1.1 Name**

The name of the society shall be “Gloucestershire County Cricket Club Limited” (“the Club”).

**2.2 Registration**

The Club shall be a society registered under the Industrial and Provident Societies Acts 1965-~~1978~~2002 (“the Acts”). These Rules shall come into force and have effect to the exclusion of all other Rules as from the passing of a Resolution at a Special General meeting of the Club in accordance with ~~rule 19~~Rule 16 of the previous rules of the Club. The Club shall not be de-registered except with the authority of a resolution of the Members as is required from time to time to amend the Constitution and Rules generally (disregarding any special requirements as to amendments to any particular Rule) or except as provided by law.

**3.3 Objects**

3.1 The objects of the Club shall be:

- ~~(a)~~ (a) to promote and encourage the game of cricket at all levels throughout the County of Gloucestershire and in surrounding areas including Bristol;
- ~~(b)~~ (b) to carry on the activity of County Cricket and to undertake such cricket fixtures and other activities as the Executive Board may decide;
- ~~(c)~~ (c) to be a member of the England and Wales Cricket Board (“the ECB”) and to take part in the activities of the ECB;
- ~~(d)~~ (d) to strengthen the bonds between the Club and local communities in Gloucestershire and surrounding areas including Bristol;
- ~~(e)~~ (e) to maintain and develop the County Ground at Nevil Road, Bishopston, Bristol and/or such other location or locations as the Executive Board may from time to time determine as the headquarters of the Club and/or as a venue for playing cricket and so to provide the best possible facilities for Members and those visiting the Ground or Grounds; and
- ~~(f)~~ (f) to apply the funds of the Club in furthering the objects of the Club.

#### 4.4. Powers

4.1 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)~~ (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 Executive Board in its discretion to be desirable or expedient and to do all such other acts and things and carry on such other activities (including (but not limited to) leasing, subleasing, 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 Executive Board to be necessary, desirable or expedient for the purposes of the Club or the advancement of its interests;
- ~~(b)~~ (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 Executive 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 any floating charge of all or any of the undertaking property and assets of the Club;
- ~~(c)~~ (c) to give any securities whether by way of mortgage or otherwise 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 obligation of whatever nature of the Club by a trust deed or other assurance as the Executive Board sees fit;
- ~~(d)~~ (d) to accept and grant sponsorship, franchises and other arrangements as the Executive Board shall think fit;
- ~~(e)~~ (e) to apply for and hold any licenses, 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 Executive Board shall consider desirable;
- ~~(f)~~ (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)~~ (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 Executive Board, directly or

indirectly benefit, or is calculated so as to benefit, the Club or its activities or its employees, ex-employees, players, former players or their dependants;

- ~~(h)~~ (h) to promote, arrange and organise competitions and entertainment in connection with cricket and any other sport or recreation;
- ~~(i)~~ (i) to engage such officials and employees upon such terms and at such remuneration as the Executive Board may deem appropriate and to dismiss or retire any of them as may be necessary;
- ~~(j)~~ (j) to provide pensions, insurances and other benefits to employees or ex-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)~~ (k) to maintain bank accounts in credit or overdrawn on such terms as the Executive Board shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems.

## ~~5.5.~~ 5.5. Registered Office

The registered office of the Club shall be at the ~~Royal and Sun Alliance~~ County Ground, Nevil Road, Bishopston, Bristol BS7 9EJ or at such other location as the Executive Board may from time to time decide.

## ~~6.6.~~ 6.6. Membership

6.1 A copy of these Rules shall be given to each new Member on election and every Member shall be deemed to have received notice of these Rules.

6.2 Membership of the Club shall consist of different categories that may from time to time be changed by the Executive Board. Details of these membership categories at any given time may be obtained from the CEO.

6.3 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.

6.4 No person shall be accepted as a Member unless he or she has reached the age of 16 years. The purported admission as a Member of a person who has not attained the age of 16 years shall be void. Persons under the age of 16 years ("Junior Members") may enjoy rights and privileges similar to those enjoyed by ~~members~~ Members and Life Members as determined by the Executive Board but shall not be entitled to attend or vote at General Meetings of the Club. There shall be an additional category, Junior Gladiator, who shall be under 16 years of age on 1 October in the current Club year.

6.5 A candidate 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 of the Club (“the Chief Executive”). The application for membership must be accompanied by the entrance fee (if any) and the subscription for the current year. In addition to the full title, name, address and date of birth of the candidate, the Chief Executive may require such other information about the candidate as the Executive Board considers reasonable either at the time of application or prior to election.

6.6 The Executive Board has the power to declare any applicant duly elected or to reject such application in its absolute discretion and the Chief Executive shall notify the applicant accordingly. In the case of rejection, the ~~club~~Club shall be under no obligation to give any reason or reasons for such rejection and the entrance fee (if any) and subscription for the current year shall be returned to the applicant by post at the applicant’s risk.

6.7 Payment of the entrance fee (if any) and the subscription for the current year 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, from time to time in force.

6.8 Other than Junior Members and, for the avoidance of doubt, any person who is a member of the gym "BS7" (unless he is also a Member of the Club), Members shall be entitled to attend and vote at General Meetings of the Club as provided in Rule ~~17.14.~~

6.9 Any Member whose subscription remains unpaid on 1 March shall forthwith cease to be a Member, unless the Executive Board shall otherwise determine in any individual case.

~~Any Member who desires to resign from the Club shall send notice in writing to such effect to reach the Chief Executive before 31 January in any year. Failing such notice every Member shall be liable for, and shall pay the Club, the membership fee of the Club starting on the previous 1 October. The Member so resigning shall cease to have any rights or privileges in connection with the Club or its assets.~~

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

6.11 Membership shall be open to all irrespective of age (subject to Rule 6.4), gender, disability, race, ethnic origin, creed, colour, social status, and sexual orientation.

6.12 A Member shall cease to be a Member:

- (a) on failure to pay any subscription, pursuant to Rule 6.9;
- (b) on resignation in ~~accordance with Rule 6.10~~ writing to the Club;
- (c) on the insolvency of the member, as stated in Rule ~~6.11~~ 6.10;
- (d) on expulsion by the Executive Board pursuant to Rule 7; or
- (e) on death.

~~The following organisation is affiliated to the Club:~~

~~the Gloucestershire Exiles (“the Exiles”) who has no permanent headquarters.~~

~~Members of this organisation, whose objects so far as the Club is concerned shall be to support it financially and in such other ways as are deemed appropriate, will not have the rights and privileges of Members of the Club unless they also become such members.~~

## ~~7.7.~~ **Cancellation of membership**

~~7.1~~ The Executive Board shall have the power to expel from membership any person if in the opinion of the Executive Board the conduct of such person is unfitting for membership. Before any Member is expelled, he or she shall be given at least 14 days notice by the Chief Executive of the right to attend a meeting ~~of~~with the ~~Council~~President on a date to be specified in the notice. The notice shall contain short particulars of the complaints made.

~~7.2~~ No Member shall be expelled without first having an opportunity of appearing before the ~~Council~~President in response to the said notice and answering the complaints made.

## ~~8.8.~~ **Suspension of Privileges**

~~8.1~~ The Executive Board shall have discretionary power to suspend all or any of the privileges of any Member or Members in any type of membership for any period of time not exceeding six weeks.

## ~~9.9.~~ **Share Capital**

~~9.1~~ The capital of the Club shall consist of shares of the value of five pence each.

~~9.2~~ 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 shall be issued with a share.

~~9.3~~ Each Member of the Club (other than those under the age of sixteen years) shall be allotted one share and five pence of the first subscription paid by that Member shall be applied in paying up the same in full.

~~9.4~~ In the case of a share allotted to a Vice-President or an Honorary Life Member who is not a Member under any other category, whether such share is allotted upon these Rules taking effect or upon admission to membership thereafter, such share shall be credited as fully paid by way of a capitalisation of any profits of the reserves of the Club and the Executive Board shall have the power to take all steps necessary to give effect to this Rule.

~~9.5~~ 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 right associated therewith

shall, if the Executive Board so decides, be deemed to have resigned from the Club as from the date of such transfer or attempted transfer.

~~The share of a~~9.6 If any Member shall cease to be a Member for whatever reason, that Member's share shall cease to carry any rights and the Executive Board may in their sole discretion require that any share held by such Member shall be forfeited ~~to the Club when that Member for whatever reason ceases to be a Member and~~ and transferred by that member for nil consideration to the Club or such other person or persons as the Executive Board shall in their absolute discretion deem fit and that any member of the Executive Board may execute an instrument of transfer in respect of such shares in the name and on behalf of the transferring Member and thereafter when such instrument has been duly stamped (as appropriate) the Executive Board shall cause the name of the transferee to be entered into the register of shareholders of the Club as the holder of such share.

9.7 If any person ceases to be a Member for whatever reasons any amount then due to the Member in respect of such share shall thereupon become the property of the Club.

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

#### ~~10-10.~~ 10. Officers

10.1 The Officers of the Club shall be the President, the Chairman ~~and~~, the Deputy Chairman, the Honorary Treasurer, and the Chief Executive ~~and the Captain~~.

~~The Council may appoint a Patron for an indefinite period.~~

10.2 The President shall be nominated by the ~~Council~~Executive Board for election at the Annual General Meeting. Any Member wishing to suggest a nomination shall submit the name to the Chief Executive at least 28 days before the Annual General Meeting of the Club for consideration by the ~~Council~~Executive Board.

10.3 The President shall be elected for a period of ~~three~~two years. At the expiration of the term of office he or she shall not be eligible for re-election as President until after the expiration of at least two years from the conclusion of his or her last year of service in that office. ~~The President shall preside at any~~

10.4 The Chairman shall be elected from the members of the Executive Board for an initial term of three years by a straight majority by the Executive Board. On the expiration of his or her initial term (whensoever determined) the Chairman shall only be eligible for re-election for a maximum of three further one year terms, at the end of each he or she will be deemed to resign as Chairman and at the end of the third and final one year term he or she shall not be eligible for re-election as Chairman.

10.5 The Chairman shall preside at, and chair meetings of, the Executive Board and Annual and Special General Meetings of the Club ~~and is entitled to attend any meeting of the Council.~~

~~The Chairman of the Council who shall also be Chairman of the Club, (and who must have been a member of the Council for at least the previous Club Year) shall be elected at a meeting of the Council immediately following the Annual General Meeting of the Club as provided in Rule 13. Nominations for this office must be submitted in writing to the Chief Executive specifying the Proposer and Seconder and with the written consent of the nominee not later than 28 days before the date of the Annual General Meeting and details shall be circulated to the Council members elected at the immediately previous Region Annual General Meetings as hereinafter provided.~~

10.6 The Deputy Chairman shall be elected from the members of the Executive Board for an initial term of ~~two~~three years ~~and thereafter annually~~ by a straight majority, ~~for a maximum term of three further years~~ by the Executive Board. On the expiration of his or her initial term (whenever determined) the ~~Chairman~~Deputy Chairman shall only be eligible for re-election for a maximum of three further one year terms, at the end of each he or she will be deemed to resign as Deputy Chairman and at the end of the third and final one year term he or she shall not be eligible for re-election to the Executive Board as Deputy Chairman.

~~The Deputy Chairman of the Council who shall be the Deputy Chairman of the Club (and who must have been a Member of the Council for at least the previous Club Year) shall be nominated following the election of the Chairman, and subsequently elected, at a meeting of the Council as provided in Rule 13.~~

~~The Deputy Chairman for the year after the adoption of these Rules shall be elected for one year only but he or she shall be eligible for re-election and thereafter shall be elected by a straight majority, for an initial term of two years and thereafter annually for a maximum term of five years and shall not be eligible for re-election to this office until after the expiration of at least two years from the conclusion of his or her last year of service in such office.~~

10.7 The Honorary Treasurer shall be nominated by the ~~Council~~Executive Board for the election at the Annual General Meeting. Any Member wishing to suggest a nomination shall submit the name to the Chief Executive not less than 28 days before the Annual General Meeting of the Club for consideration by the Executive Board.

10.8 The Chairman, Deputy Chairman and Honorary Treasurer are not necessarily members of sub-Committees but are entitled to attend such meetings.

10.9 The Chief Executive (who shall be appointed by the Executive Board on such terms and conditions as it shall from time to time decide) is responsible for the day-to-day running of the Club in accordance with his or her terms of appointment and shall be a member of ~~the Council and~~ all Committees and sub-Committees with voting rights.

10.10 The ~~Council~~Executive Board may nominate additional Vice-Presidents and Honorary Life Members who shall be subject to election at the Annual General Meeting in accordance with Rule ~~16.1.13.1~~. Any Member wishing to suggest a person or persons for such nominations shall submit the name or names to the Chief Executive by the end of November in any year for consideration by the ~~Council~~Executive Board.

10.11 The Captain shall be appointed by the Executive Board.

## ~~11~~ — **Constitution**

~~11.1~~ — The Constitution of the Club shall consist of the following bodies:

- ~~(a)~~ — The Executive Board;
- ~~(b)~~ — The Council;
- ~~(c)~~ — The Region(s).

~~11.2~~ — The Executive Board shall consist of the Chairman, Deputy Chairman, Honorary Treasurer, Chief Executive, Chairman of Cricket and Chairman of Marketing (none of whom shall hold dual offices). The Chairman of Cricket and the Chairman of Marketing shall be nominated by the Executive Board at least 28 days prior to the Annual General Meeting and elected by the Council at the Council meeting to be held immediately following the Annual General Meeting.

~~11.3~~ — The Council shall consist of representatives from each Region in accordance with Rule 11.4:

~~In addition, the Honorary Treasurer, the Chairman of Cricket and the Chairman of Marketing shall be members of the Council with full voting rights. The Exiles' representative shall be elected by the Exiles' Committee and his/her name reported to the Chief Executive not less than 28 days before the date of the Club Annual General Meeting. Any co-optees of the Executive Board are members of the council with no voting rights.~~

~~11.4~~ — Committees for the regions shall be formed in each of the following areas:

<del>Bristol (including Thornbury)</del>	<del>7</del> representatives
<del>Severn Region (including Gloucester, Dursley, Stroud and West of Severn)</del>	<del>3</del> representatives
<del>Cheltenham &amp; District</del>	<del>3</del> representatives
<del>Cirencester &amp; Wiltshire</del>	<del>1</del> representative
<del>Exiles</del>	<del>1</del> representative

~~The areas covered by the respective Regions are designated on a map or maps kept at the registered office. Members will be affiliated to the Region in which their main residence (in the case of Individual Members) or their main place of business, trade or profession is situated (in the case of Business Members). Those living in counties adjacent to Gloucestershire will be attached to the Region nearest to their respective main residence or place of business as appropriate. Members living elsewhere and~~

~~who do not belong to a Region shall be deemed to be Country Members. Any Country Member may make application to the Chief Executive in writing to become affiliated to a Region (which application shall not unreasonably be rejected) but a Member may only be affiliated to one Region at any one time and only have a right to vote in his or her nominated Region.~~

~~Country Members who are not in a Region, shall be headquartered at the registered office, with the Club's Officers as its officer, through whom Members may make representations to the Council. The Country Members will have no representatives on the Council.~~

~~If a sufficient number of Country Members seek to establish a regional organisation, then a Special General Meeting of Country Members shall be called on a petition to the Council of five per cent of their number. Such meeting will be summoned by the Chief Executive on a date and at a venue considered by him to be convenient and conducted by the Club's officers in accordance with the general principles of these Rules.~~

~~A region may nominate a replacement for the Club Chairman and/or Club Deputy Chairman should they be of the originally elected representatives of that region.~~

~~11.5 The Constitution and Rules of Regions and the Exiles shall be in a form approved by the Council and no alterations shall be made thereto without such approval. Minutes shall be taken of the business conducted at all Region meetings and a copy of the same sent to the Chief Executive within 28 days of the meeting concerned.~~

~~11.6 The purpose of the Regions is:~~

- ~~(i) To maintain and increase membership of the Club,~~
- ~~(ii) To raise funds for the Club,~~
- ~~(iii) To promote and encourage the game of cricket within their area,~~
- ~~(iv) To strengthen the bonds between the Club and local communities in Gloucestershire and the surrounding areas.~~
- ~~(v) To elect representatives to the Council in accordance rule 11(4)~~

## ~~12~~11 **Executive Board**

~~12.1~~11.1 The Executive Board shall be entrusted with formulating policy and the strategic aims of the Club and it shall meet at least ten times a year or whenever the Chairman or Deputy Chairman think it advisable, or upon the written request of any three of its members. ~~Four~~50% of the members of the Executive Board present shall form a quorum.

11.2 The Executive Board shall consist of six elected members, all of whom should be members of the Club, as well as the Chief Executive and the Director of Cricket. The

Chief Executive and the Director of Cricket shall automatically be deemed to have resigned from their position on the Executive Board on termination of their respective roles as Chief Executive or Director of Cricket.

~~12.2-~~ 11.3 The Executive Board also has the power to co-opt up to ~~three~~four additional ~~non-voting~~ members (who shall be Members of the Club) ~~to provide specialist advice or~~ for any purpose or purposes which it in its entire discretion the Executive Board deems necessary. For the avoidance of doubt any such co-opted members of the Executive Board shall be entitled to vote at any meetings of the Executive Board.

11.4 One member of the Executive Board shall be responsible for representing and liaising with the recreational game in the County, such representative being selected by the Executive Board from members of the Executive Board who put themselves forward for the role, or in the absence of any members of Executive Board putting themselves forward, such representative shall be appointed by the Chairman.

11.5 The Executive Board will review annually the specific roles, responsibilities and skills which are required from the members of the Executive Board. These roles, responsibilities and skills will be published by the Executive Board and circulated to Members not less than 3 months prior to each Annual General Meeting of the Club in order to allow any Member wishing to apply for election to the Executive Board to address such requirements in their application for membership of the Executive Board pursuant to Rule 11.13.

~~12.3-~~ 11.6 The Executive Board shall have the power to establish sub-committees for such purposes as it considers expedient. ~~It may appoint to these sub-Committees Members of the Club who are not members of a Region.~~

~~12.4-~~ 11.7 Any vacancy occurring on the Executive Board may be filled at any time by the Executive Board and the appointment to the vacancy shall be subject to ratification at the next ~~meeting of the Council~~Annual General Meeting.

11.8 Other than the Chief Executive and the Director of Cricket, all appointments to the Executive Board shall be for a term of 3 years. At the end of such term, the relevant board member shall be eligible for re-election (or in the case of co-opted members re-appointment) for a further period of 3 years. No person may serve more than 3 terms on the Executive Board, unless they have stepped down as a member of the Executive Board for a period of at least 5 years, following which they shall then be eligible for election to the Executive Board for a maximum of a further two terms of 3 years.

11.9 Notwithstanding Rule 11.8 above, if the appointment as a member of the Executive Board of a person also acting as the Chairman or the Deputy Chairman is due to terminate in the middle of a 3 year term as Chairman or Deputy Chairman, then the end of their term as a member of the Executive Board shall be deferred until the end of their term as Chairman or Deputy Chairman, but any subsequent re-election to the Executive Board shall be for a reduced term, the amount of such reduction from the standard 3 year term, being the same as the amount of time by which the previous term was extended.

11.10 All members of the Executive Board shall automatically retire, and not be available for re-election or reappointment at the Annual General Meeting following their 75th birthday.

~~13~~ **Council**

11.11 Without prejudice to any other provisions of these Rules in relation to retirement, the office of a member of the Executive Board shall be vacated if:

~~The Council shall meet at least six times a year and may be further convened at the discretion of the Executive Board. It may also be convened by a requisition signed by eight members of the Council, such requisition to be received by the Chief Executive at least 21 days before the proposed meeting. Twelve shall form a quorum. The meeting held immediately following the Club's Annual General Meeting shall be for the primary purposes of electing a Chairman, a Deputy Chairman, a Chairman of Cricket and a Chairman of Marketing.~~

- (a) he resigns by notice in writing delivered to the Chairman or tendered at a meeting of the Executive Board;
- (b) he becomes bankrupt, has an interim receiving order made against him, makes any arrangement or compounds with his creditors generally or applies to the Court for an interim order in connection with a voluntary arrangement under legislation relating to insolvency;
- (c) an order is made by any Court of competent jurisdiction on the ground (however formulated) of mental disorder for his detention or the appointment of a guardian or receiver or other person to exercise powers with respect to his property or affairs or he is admitted to hospital in pursuant of an application for admission for treatment under any legislation relating to mental health and the Executive Board resolves that his office be vacated;
- (d) he is absent, without permission of the Executive Board, from more than 50% of the meetings of the Executive Board in any one calendar year, and the Executive Board resolves that his office be vacated.

~~14~~ **Regions**

11.12 A resolution of the Executive Board declaring that a member of the Executive Board to have vacated office pursuant to this Rule shall be conclusive as to the fact and grounds of vacations stated in the resolution.

~~14.1 Each region shall hold an Annual General Meeting (of which at least 21 days' notice shall be given to the members of the Region concerned) on a date following the 30 September and which is at least 28 days prior to the date of the Annual General Meeting of the Club and the Chief Executive shall give the Secretary of each Region adequate notice of the proposed date of the Annual General Meeting of the Club. Notification of an Annual General Meeting of a Region given in a publication by the Club posted to the members of the Region concerned within the prescribed period as mentioned above shall be deemed proper notice of such Annual General Meeting. Officers and/or other members of the staff of the Club may be invited to attend the Annual General Meeting of any Region.~~

11.13 Any Member who wishes to stand for election to the Executive Board shall notify the Chief Executive no less than 2 months before **the next Annual General Meeting**. Any application for election to the Executive Board should be accompanied by a

nomination signed by 2 Members (a proposer and a seconder) and should be accompanied by a short prospectus (of no more than 200 words) as to why the Member in question considers that they would be a suitable member of the Executive Board. The application should also be accompanied by a passport style photograph of the relevant Member and also specify their age. The prospectus and photograph will be circulated to the Members together with ballot papers in advance of the relevant Annual General Meeting.

~~14.2 Each Region shall elect a Regional Committee at its Annual General Meeting. The size of Regional Committees shall be decided each year at the Annual General Meeting of the Region. The Regional Committee shall have the power to co-opt members and to establish sub-committees for specific purposes.~~

11.14 In any election for membership of the Executive Board, no Member may propose or second more than one candidate, but for the avoidance of doubt a Member may propose one candidate and second another candidate.

~~14.3 Each Region shall elect a Chairman, a Secretary and a Treasurer who are members of the Regional Committee, and their names reported to the Chief Executive immediately following the Annual General Meeting of the Region. The Chairman of the Regional Committee shall be subject to the same terms of office as defined for the Chairman of the Club, as defined in Rule 10.4.~~

11.15 No more than 2 members of the Executive Board, may have previously been employed by the Club.

~~14.4 The Regions shall elect from their number at their Annual General Meeting representatives to the Council as set out in Rule 11.4 such appointments to take effect from the next Annual General Meeting of the Club.~~

11.16 No Junior Member or member of the gym "BS7" (unless also a Member of the Club) shall be entitled to serve on the Executive Board.

## ~~15~~12. Personal Interests

~~15.1~~12.1 A Member of ~~the Council, a Regional Committee, or~~ the Executive Board or any sub-committee as applicable who is in any way, whether directly or indirectly and whether for himself or herself or through a person connected with him or her interested in a contract, transaction or arrangement with the Club shall declare the nature of his or her interest in accordance with Section ~~317~~177 of the Companies Act ~~1985~~2006 (or such other section as shall re-enact or replace such section ~~317~~177) as if such Member were a director and the Club were a company for the purposes of that Act.

~~15.2~~12.2 Such a Member shall not vote, nor count, in the quorum at a meeting of the Executive Board, ~~Council,~~ Committee or sub-Committee as appropriate on any resolution concerning a matter in which he or she 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 Member shall withdraw from the meeting while the matter in question is discussed and (if applicable) voted on. If the 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 other Members present at the meeting at the relevant time.

### ~~16-13.~~ 13. General Meetings

~~16.1-13.1~~ 13.1 The Annual General Meeting of the Club shall be held not later than 31 March in any year, with full power (subject always to the provisions of the Acts) to make and amend the Constitution and Rules of the Club and to elect a President, any additional Vice-Presidents, Honorary Life Members and the Honorary Treasurer of the Club for the ensuing year (all nominated by the ~~Council~~Executive Board) and also to examine and pass the Annual Accounts. Notice of the Annual General Meeting shall be posted to all members at their last known address at least 14 days before the date of the Annual General Meeting stating the objects, time and place of the meeting and agenda therefore, giving also a copy of the Accounts and proposed amendments to the Constitution and Rules, if any.

~~16.2-13.2~~ 13.2 The Executive Board ~~or the Council~~ shall on its own authority or at the written requisition of at least 5% of the Members of the Club entitled to vote, convene a Special General Meeting, notice of which shall be posted to all Members at their last known address at least 21 days before the date of such meeting, stating the objects, time and place thereof.

~~16.3-13.3~~ 13.3 Subject to the agreement of the Meeting the Press may be admitted.

### ~~17-14.~~ 14. Voting

~~17.1-14.1~~ 14.1 In the case of equality of votes at any meeting, the Chairman of such meeting shall in addition to his or her own vote have a casting vote.

~~17.2-14.2~~ 14.2 At General Meetings of the Club each member entitled to attend and vote shall (subject to ~~17.3~~Rule 14.3) have one vote. Voting shall be by a show of hands unless the resolution relates to the appointment of a member of the Executive Board (which shall be done by written ballot) or a majority of Members present desires a written ballot. All votes must be given personally and not by proxy. Where acting reasonably, it is considered more appropriate, the Executive Board may at its discretion institute a postal ballot.

~~17.3-14.3~~ 14.3 Attendance at the Annual General Meeting or any Special General Meeting is restricted to Members of the Club. In the case of Husband and Wife and Family Membership each of the Husband and Wife shall have one vote. Business Members have one vote per membership.

~~17.4~~ ~~Only elected or co-opted members of the Council or a sub-committee shall have the power to vote at any meeting thereof.~~

### ~~18-15.~~ 15. Audit of Accounts

~~18.1-15.1~~ 15.1 Preparation, audit and procedure

The Annual Accounts of the Club for each financial year (“the Annual Accounts”) shall be prepared, signed, published, submitted and filed in accordance with the Acts. The Annual Accounts, prepared under the direction of and approved by the Executive Board, signed by the Honorary Treasurer and any one other Officer of the Club and bearing the Report of the Auditors, shall be submitted at the Annual General Meeting.

#### ~~18.2~~15.2 Financial year of the Club

Subject to compliance with the Acts, the Financial year of the Club shall commence on the first day of October and shall end on the following last day of September.

#### ~~18.3~~15.3 Auditors

The provision 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 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 the Registrar pursuant to the Acts.

#### ~~19~~16. Alteration to Constitution and Rules

16.1 Any of the Constitution and Rules may be amended at any Special General Meeting or at the Annual General Meeting or as a result of a postal ballot of all members (issued in accordance with ~~rule 17.2~~Rule 14.2) by a majority of two-thirds of the Members voting at such meeting or in such ballot.

16.2 Any proposal for amendment to the Constitution and Rules made by a Member of the Club must be seconded by a Member of the Club and submitted in writing to the Chief Executive not less than 56 days before the date of the Annual General Meeting or a Special General Meeting.

#### ~~20~~17. Interpretation of Constitution and Rules

17.1 The Executive Board will have full power to determine any questions that may arise on the interpretation of the Constitution and Rules and on any matters that arise affecting the Club not provided for by the Constitution and Rules.

#### ~~21~~18. Subscriptions and Privileges for Members

~~21.1~~18.1 All matters relating to Members’ subscriptions, car park charges and any other charges deemed appropriate shall be determined by the Executive Board.

~~21.2~~ ~~Member~~18.2 Members shall be entitled:

(~~a~~) (a) to free admission to the ground, Members’ enclosure and designated parts of the pavilion at all Gloucestershire CCC home matches, including those against

overseas touring sides, except such events as the Executive Board, ECB or other ruling body may otherwise determine;

~~(b)~~ (b) after payment of the ground admission charge, to entrance to the Members' enclosure and designated parts of the pavilion subject always to the overriding discretion of the home club:

~~(i)~~ (i) on all grounds where a Gloucestershire XI is playing;

~~(ii)~~ (ii) on all grounds where reciprocal arrangements have been made with other counties for their home games against counties other than Gloucestershire (except Tourist, and nationally sponsored Cup matches);

(c) to priority in applying for Test Match tickets.

## ~~22~~19. Members' Tickets

19.1 Members' tickets other than those in respect of Business Members are not transferable.

## ~~23~~20. Notices

20.1 Every Member of the Club shall notify the Chief Executive of any change of address to which communications may be addressed. All notices to such address or to the last recorded address shall be deemed to have been duly given and received.

20.2 Where in these Rules a specific period of notice is required prior to any event, such period shall not include the day of the event.

20.3 The accidental omission to give notice of any meeting or the non-receipt of such notice by any Member shall not invalidate the proceedings of the meeting.

## ~~24~~21. Seal

21.1 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 Chief Executive and shall be used only under the authority of the Executive Board which may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by any two of the Officers of the Club.

## ~~25~~22. Indemnity

### ~~25.1~~22.1 Protection of Officers, Committee and Employees

Each Officer and employee from time to time of the Club, ~~each Trustee of the Club before registration~~ and each person who was or is from time to time a Member of the Executive Board ~~or Council~~, or any sub-Committee of the Club shall (to the extent that such person is not entitled to recover under any policy of insurance) 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 or her in the execution and discharge of his or her duties in relation thereto, or incurred by him or her in good faith in the purported discharge of his or her duties in relation thereto, including any liability incurred by him or her in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted in good faith by him or her or alleged to have been done or omitted by him or her as an Officer, employee, or Member of the Executive Board ~~or Council~~, or any sub-committee, as the case may be.

## ~~26-23.~~ **Dissolution and winding up of the Club**

### ~~26.1-23.1~~ Dissolution to comply with the Acts

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

### ~~26.2-23.2~~ Winding up

The Club may be wound up either compulsorily or 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 the Act.

### ~~26.3-23.3~~ 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 equally amongst Members, other than ~~any~~ a Junior Member, a person who is a Member solely by virtue of being a member of the gym "BS7" or an other member who, for whatever reason, is not entitled to any share or interest in the property or assets of the Club.