

GLOUCESTERSHIRE COUNTY CRICKET CLUB LIMITED

CONSTITUTION AND RULES

1. NAME

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

2. REGISTRATION

The Club is a society originally registered under the Industrial and Provident Societies Acts, the provisions of which have now been consolidated in the Co-operative and Community Benefit Societies Act 2014 (“the Act”). 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. OBJECTS

The objects of the Club shall be:

- (a) to promote and encourage the game of cricket at all levels throughout Gloucestershire and in surrounding areas including Bristol;
- (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) to be a member of the England and Wales Cricket Board (“the ECB”) and to take part in the activities of the ECB;
- (d) to provide support to and resources for the local community, and to strengthen the bonds between the Club and local communities in Gloucestershire and surrounding areas including Bristol;
- (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 and coaching cricket and so to provide the best possible facilities for Members and those visiting the Ground or Grounds;
- (f) to apply the funds of the Club in furthering the objects of the Club.

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) 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) 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) 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) to accept and grant sponsorship, franchises and other arrangements as the Executive Board shall think fit;
- (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) to invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for, or the prestige of, cricket or any other sport or recreation;
- (g) to support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the 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) to promote, arrange and organise competitions, entertainment in connection with cricket and any other sport or recreation or any other suitable activity in furtherance of the objects of the Club;
- (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) 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) 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. REGISTERED OFFICE

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

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 Chief Executive of the Club (“the Chief Executive”). Provided always that: no person who has not reached the age of 16 years shall be entitled to hold any shares in the Club; nor vote at General Meetings of the Club; and may not be appointed as a member of the Executive Board. For the avoidance of doubt a person aged between 16 and 18 years of age may hold shares in the Club, may attend and vote at General Meetings of the Club and may be appointed as a member of the Executive Board.
- 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 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. 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, electronic mail address (if the candidate has one) 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.
- 6.5 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 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.
- 6.6 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.

- 6.7 Any person who is a member of the gym "BS7" unless he or she is also a Member of the Club and aged 16 or over, shall not be entitled to attend and vote at General Meetings of the Club as provided in Rule 14.
- 6.8 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.
- 6.9 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 or her 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.
- 6.10 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.
- 6.11 A Member shall cease to be a Member:
- (a) on failure to pay any subscription, pursuant to Rule 6.10;
 - (b) on resignation in writing to the Club;
 - (c) on the insolvency of the member, as stated in Rule 6.11;
 - (d) on expulsion by the Executive Board pursuant to Rule 7; or
 - (e) on death.

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 with the 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 President in response to the said notice and answering the complaints made.

8. SUSPENSION OF PRIVILEGES

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. SHARE CAPITAL

- 9.1 The capital of the Club shall consist of shares of the value of five pence each.
- 9.2 Subject to 9.3 below, 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 a person aged under 16) 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, or to a Life Member fully paid up upon these Rules taking effect, 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.
- 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 its sole discretion require that any share held by such Member shall be forfeited and transferred by that Member for nil consideration to the Club or such other person or persons as the Executive Board shall in its 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. OFFICERS AND REPRESENTATIVES OF THE CLUB

- 10.1 The Officers of the Club shall be, the Chairman, the Deputy Chairman, the Honorary Treasurer and the Chief Executive.
- 10.2 A President shall be nominated by the Executive Board for election at the Annual General Meeting. Any Member wishing to suggest a nomination shall submit the name to the Chief Executive by no later than the 31 January immediately prior to the Annual General Meeting of the Club for consideration by the Executive Board.
- 10.3 The President has to be a Member of the Club and shall be elected for a period of 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.
- 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 of the Executive Board. On the expiration of his or her initial term (whenever determined) the Chairman shall only be eligible

for re-election for a maximum of three further one year terms. At the end of each term 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. If the Chairman is absent for any reason the Deputy Chairman shall take the role of Chairman at any such meeting.
- 10.6 The Deputy Chairman shall be elected from the members of the Executive Board for an initial term of three years by a straight majority of the Executive Board. On the expiration of his or her initial term (whenever determined) the Deputy Chairman shall only be eligible for re-election for a maximum of three further one year terms. At the end of each term 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 as Deputy Chairman.
- 10.7 The Honorary Treasurer shall be elected from the members of the Executive Board for an initial term of three years by a straight majority of the Executive Board. On the expiration of his or her initial term (whenever determined) the Honorary Treasurer shall only be eligible for re-election for a maximum of three further one year terms. At the end of each term he or she will be deemed to resign as Honorary Treasurer and at the end of the third and final one year term he or she shall not be eligible for re-election as Honorary Treasurer.
- 10.8 The Chairman, Deputy Chairman and Honorary Treasurer are not necessarily members of Committees but are entitled to attend any meetings of such bodies.
- 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, with voting rights, of all Committees.
- 10.10 The Executive Board may nominate additional Vice-Presidents (up to a maximum number of not more than 50 Vice-Presidents in total for the time being at any time) and Honorary Life Members who shall be subject to election at the Annual General Meeting in accordance with Rule 13.1 below. A Vice-President or an Honorary Life Member who has been duly elected in accordance with the Rules of the Club shall hold such honorary position for life unless they choose to retire from the office or otherwise cease to hold office in accordance with these Rules. Any Member wishing to suggest a person or persons for such nominations shall submit the name or names to the Chief Executive by no later than 31 January in any year for consideration by the Executive Board.
- 10.11 The Captain shall be appointed by the Executive Board.
- 10.12 For the avoidance of doubt none of the First XI Head Coach, Patron, President, Vice Presidents are Officers of the Club, they may attend Executive Board or Committee meetings if invited to do so, but shall not have any right to vote at such meetings. No person shall be elected to or remain in the position of Patron, or President, or Vice-President, whilst they are an employee of the Club (save at the discretion of the Executive Board).

- 10.13 The Executive Board may, at its sole discretion, invite and appoint any person to the honorary position of Patron of the Club.
- 10.14 A person holding an honorary position as a Patron, or President, or Vice-President, or Honorary Life Member shall hold such position for life unless they choose to retire from the position or otherwise cease to hold the position in accordance with these Rules.
- 10.15 The Executive Board shall have the power to remove a person from an honorary position as a Patron, or President, or Vice-President or Honorary Life Member of the Club if, in the opinion of the Executive Board, the conduct of the person makes them unfitting to continue to hold the position. Before finalising any such removal the Executive Board shall give the person written notice of the proposal and offer the person the opportunity to attend a meeting with the Executive Board and such, if any, holders of the other honorary positions as the Executive Board in its' sole discretion considers appropriate. The notice must specify the date, place, and time of the meeting, and contain short particulars of the reason for the proposed removal. The notice shall inform the person that they may attend the meeting either on their own or with someone else who comes to support them and that at the meeting they and their supporter (if any) will be given the opportunity to speak against the proposed removal. The notice shall also specify that the person may send written representations to be read out at the meeting if they do not want to, or are unable, to attend.

II. EXECUTIVE BOARD

- 11.1 The Executive Board shall be entrusted with formulating policy and the strategic aims of the Club and it shall meet at least six times a year or whenever the Chairman or Deputy Chairman think it advisable, or upon the written request of any three of its members. 50% of the members of the Executive Board shall form a quorum.
- 11.2 The Executive Board shall consist of no more than six elected members, all of whom should be Members of the Club, as well as the Chief Executive and one member appointed by Gloucestershire Cricket Board Limited, company number 07155137 (GCBL) in accordance with the provisions of Rule 11.17 below, any such appointee is referred to in these Rules as a "GCBL Nominee". The Chief Executive shall automatically be deemed to have resigned from his position on the Executive Board on termination of his role as Chief Executive.
- 11.3 The Executive Board also has the power to co-opt up to four additional members (who shall be Members of the Club) for any purpose or purposes which it in its entire discretion 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. The term for which co-opted members shall serve shall be determined in accordance with the provisions of Rule 11.8.
- 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 the 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 his or her application for membership of the Executive Board pursuant to Rule 11.13.
- 11.6 The Executive Board shall have the power to establish Committees for such purposes as it considers expedient.
- 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 Annual General Meeting.
- 11.8 Other than the Chief Executive, the GCBL Nominee and co-opted members of the Executive Board, 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 for a further period of 3 years. In the case of a co-opted member their initial term shall be deemed to be for a period of 3 years unless some lesser period of time is chosen by the Executive Board before the co-option takes place. At the expiration of their initial term of office, (whether that initial term has been for 3 years or some lesser period) a co-opted member may be co-opted for a further period or periods of not more than one year at a time. The term of office of a co-opted member shall be deemed to expire, in the case of a 3 year period of co-option at the third AGM next following their co-option, and in the case of a co-option for a lesser period at the AGM next following their period of co-option. No person, other than the Chief Executive while he remains as an ex-officio member of the Executive Board, may serve more than 4 terms on the Executive Board, unless he has stepped down as a member of the Executive Board for a period of at least 5 years, following which he shall then be eligible for election to the Executive Board for a maximum of a further two terms of 3 years. A co-opted member may not serve for more than 12 years in total and for the purpose of calculating such a 12 year period the time the co-opted member has served on the Board both as a co-opted member and any time served as an elected member, shall be taken into consideration.
- 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, the Deputy Chairman or Honorary Treasurer is due to terminate in the middle of a 3 year term as Chairman, Deputy Chairman or Honorary Treasurer, then the end of their term as a member of the Executive Board shall be deferred until the end of their term as Chairman, Deputy Chairman or Honorary Treasurer, 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.
- 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:

- (a) he or she resigns by notice in writing delivered to the Chairman or tendered at a meeting of the Executive Board;
 - (b) he or she becomes bankrupt, has an interim receiving order made against him or her, 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 grounds (however formulated) of mental disorder for his or her detention or the appointment of a guardian or receiver or other person to exercise powers with respect to his or her property or affairs or he or she is admitted to hospital in pursuance of an application for admission for treatment under any legislation relating to mental health and the Executive Board resolves that his or her office be vacated;
 - (d) he or she 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 or her office be vacated.
- 11.12 A resolution of the Executive Board declaring 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.
- 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 he or she 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 his or her age. The prospectus and photograph will be circulated to the Members together with ballot papers in advance of the relevant Annual General Meeting.
- 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.
- 11.15 No more than 2 elected members of the Executive Board may have previously been employed by the Club. For the avoidance of doubt this restriction shall not apply to co-opted members of the Executive Board.
- 11.16 No member of the gym "BS7" (unless also a Member of the Club) shall be entitled to serve on the Executive Board.
- 11.17 (a) If GCBL wishes to exercise its right to appoint a member of the Executive Board pursuant to Rule 11.2 above, it shall send written notice, signed by a duly authorised officer of GCBL, to the Chief Executive no less than 2 weeks before the next Annual General Meeting. The notice shall name the person appointed and be accompanied by a signed written statement from them signifying their consent to act.
- (b) Subject to the remaining provisions of this Rule 11.17, the term for which a GCBL Nominee shall hold office shall be a 3 year term (the Term). During the course of the

Term GCBL may terminate the appointment of the GCBL Nominee by notice in writing sent to the Chief Executive (Termination Notice).

(c) Any Termination Notice shall be dated, signed by a duly authorised officer of GCBL and the termination shall take effect from the date of the Termination Notice. Whenever GCBL shall serve a notice of termination then GCBL shall be entitled to appoint a new GCBL Nominee who shall hold office for the remainder of the Term which would have been served had the Termination Notice not been served.

(d) At the end of the first Term, the relevant GCBL Nominee shall be eligible for re-appointment for a further 3 years and the provisions of this Rule 11.17 relating to the appointment, term of office, termination of office, and appointment of a new GCBL Nominee shall apply, provided always that no individual GCBL Nominee may serve for longer than 6 consecutive years.

(e) For the avoidance of doubt: (i) the provisions of Rules 11.11 and 11.12 shall apply to all GCBL Nominees; (ii) if a GCBL Nominee ceases to be a Member of the Club their appointment to the Executive Board shall automatically terminate; (iii) on the date on which a GCBL Nominee ceases to be a member of the board of GCBL they shall be deemed to have ceased to be the GCBL Nominee on the same date.

(f) In the case of the termination of the office of a GCBL Nominee under the provisions of Rules 11.11, 11.12, or by reason of that GCBL Nominee having ceased to be a Member of the Club, or by reason of that GCBL Nominee having ceased to be a member of the GCBL board, then GCBL shall be entitled to appoint a new GCBL Nominee who shall hold office for the remainder of the Term (as defined in paragraph (b) above) which would have been served had the termination not taken place.

12. PERSONAL INTERESTS

- 12.1 A member of the Executive Board or any 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 177 of the Companies Act 2006 (or such other section as shall re-enact or replace such section 177) as if such member were a director and the Club were a company for the purposes of that Act.
- 12.2 Such a member shall not vote, nor count in the quorum, at a meeting of the Executive Board or 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.

13. GENERAL MEETINGS

- 13.1 The Annual General Meeting of the Club shall be held not later than 30 April in each year, with full power (subject always to the provisions of the Act) to
- (a) make and amend the Constitution and Rules of the Club;
 - (b) elect a President, any additional Vice-Presidents, and any additional Honorary Life Members of the Club from amongst the candidates who have been nominated for such positions by the Executive Board in accordance with the provisions of Rule 10 above.
 - (c) examine and approve the Annual Accounts.
- 13.2 Notice of the Annual General Meeting shall be sent to all Members at least 14 days before the date of the Annual General Meeting stating the objects, time and place of the meeting. The agenda for the Annual General Meeting, the Accounts and proposed amendments to the Constitution and Rules, if any, will be available on the Club website and emailed to all Members for whom the Club holds an email address (and by post to Members on request) at least 14 days before the date of the Annual General Meeting.
- 13.3 The Executive Board 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.
- 13.4 Subject to the agreement of the Meeting the Press may be admitted.

14. VOTING

- 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.
- 14.2 At General Meetings of the Club each Member entitled to attend and vote shall (subject to 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.
- 14.3 Attendance at the Annual General Meeting or any Special General Meeting is restricted to Members of the Club. In the case of Joint and Family Membership each of the Joint Members shall have one vote. Premier Club Members have one vote per membership.

15. AUDIT OF ACCOUNTS

- 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 Act. 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.

15.2 Financial year of the Club

Subject to compliance with the Act, the Financial year of the Club shall commence on the first day of February and shall end on the following last day of January, or such other dates as may be agreed by the Executive Board.

15.3 Auditors

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

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 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.

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.

17.2 Unless the context otherwise requires, a reference to one gender shall include a reference to other genders.

18. PRIVILEGES FOR MEMBERS, SUBSCRIPTIONS AND OTHER CHARGES

18.1 A Member shall be entitled:

(a) subject to the overriding conditions attaching to his or her category of membership, to free admission to the ground, Members' enclosure and designated parts of the pavilion at all Gloucestershire CCC home matches. This may include matches against overseas touring sides, but will exclude such events as the Executive Board, ECB or other ruling body may otherwise determine.

- (b) subject to the overriding discretion of the home club on all grounds where a Gloucestershire XI is playing an away match and also subject to his or her category of membership, after payment of the ground admission charge, to entrance to the Members' enclosure and designated parts of the pavilion.
- (c) subject to the overriding discretion of the home club, where reciprocal arrangements have been made with other counties for their home games against counties other than Gloucestershire and subject to his or her category of membership, to free admission to the ground and to entrance to the Members' enclosure and designated parts of the pavilion, but excepting tourist and nationally sponsored cup matches.
- (d) any additional privileges which the Executive Board may from time to time agree and notify to Members.

18.2 All matters relating to Members' subscriptions, car park charges and any other charges deemed appropriate shall be determined by, and at the sole discretion of, the Executive Board.

19. MEMBERS' TICKETS

Members' tickets other than those in respect of Premier Club Members are not transferable.

20. NOTICES

- 20.1 Every Member of the Club shall notify the Chief Executive of any change of address or electronic mail 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.

21. 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 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.

22. INDEMNITY – PROTECTION OF OFFICERS, COMMITTEE AND EMPLOYEES

Each Officer and employee from time to time of the Club and each person who was or is from time to time a member of the Executive Board or any 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, member of the Executive Board or any Committee, as the case may be.

23. DISSOLUTION, WINDING UP OF THE CLUB AND DISTRIBUTION OF NET ASSETS

- 23.1 The Club may be dissolved only in accordance with the Act.
- 23.2 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.
- 23.3 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 a person who is a member solely by virtue of being a member of the gym "BS7" or any other Member who, for whatever reason, is not entitled to any share or interest in the property or assets of the Club.

24. REGIONS OF THE CLUB

The Club recognises the need for regional representation of Members for the purpose of exchanging information between the management of the Club and the Regions, between the Regions themselves, for raising money to contribute to the GCCC Academies and Emerging Players' Programme or other specified projects, and to encourage new membership.

- (a) The regions are Bristol, Cheltenham and North Cotswolds, Severn, Cotswolds & North Wiltshire and Gloucestershire Exiles, or such other regions as the Executive Board shall decide from time to time at its sole discretion.
- (b) Each Region elects its own committee to co-ordinate its activities.
- (c) Elections take place at Regional AGMs with Members entitled to vote or, in the case of the Gloucestershire Exiles, its paid up members. No Member may vote in more than one Region.
- (d) Committees may be of any reasonable size but should include the following officers: Chair, Deputy Chair, Treasurer and Secretary.
- (e) A committee may co-opt non-members for a specific function/event.