



CONSTITUTION AND RULES

ESSEX COUNTY CRICKET CLUB LIMITED ('THE CLUB') CONSTITUTION AND RULES ('THE RULES')

01. Name Present

The name of the Club shall be "Essex County Cricket Club Limited".

02. Registration

The Club is a society registered under the Cooperative and Community Benefit Societies Act 2014 ("the Act"). The Rules have effect to the exclusion of all other rules. 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 Rules generally (disregarding any special requirements as to amendments to any particular Rule) and except as provided by law.

03. Objects

The objects of the Club shall be:

to promote and further the game of cricket at all levels within and beyond the County of Essex. For this purpose Essex shall include the London Boroughs of Barking & Dagenham, Havering, Newham, Redbridge and Waltham Forest together with the Unitary Authorities of Southend-on-Sea and Thurrock;

- a. to carry on the activity of County Cricket and to undertake such cricket fixtures and other activities as the Board may decide;
- b. to engage fully with the England and Wales Cricket Board ("ECB") in all its activities and to formalise this association by the Chair of the Club being a member of the ECB;
- c. to be a member of Essex Cricket in the Community ("ECiC") and to support its activities;
- d. to strengthen the bonds between the Club and local communities in Essex and surrounding areas;
- e. to maintain and develop the County Ground at New Writtle Street Chelmsford and/or such other location or locations as the Board may from time to time determine as the headquarters of the Club and/or as a venue for playing cricket ("the Ground") and so as to provide the best possible facilities for Members and those visiting the Ground or other grounds used by the Club for the playing of its matches; and
- f. to apply the profits of the Club in furthering these objects.

04. Powers

To further its objects the Club shall have the power to do all such things as are incidental or conducive to the objects of the Club including (but not limited to) all or any of the following:

- a. either directly or indirectly to employ, invest and deal with the assets and funds of the Club for the objects of the Club

in such manner as shall be considered by the Board in its discretion to be desirable or expedient, and to do all such other acts and things and carry on all such other activities (including but not limited to leasing, subleasing, releasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring, lending with or without security other than to members of the Club or otherwise dealing with real and personal property of any kind) as shall be considered by the Board to be necessary, desirable or expedient for the purposes of the Club or the advancement of its interests;

- b. to raise or borrow money from Members or others without limitation for the purposes of or in connection with the activities of the Club or any of them as the Board thinks fit. Any sum or sums raised or borrowed may be secured by way of mortgage or charge over all or any of the undertaking, property and assets, present or future, of the Club, and whether or not including any floating charge of all or any of the undertaking, property and assets of the Club;
- c. to give any security or securities whether by way of mortgage or otherwise for the performance of any contracts or any debts, liabilities or obligations of the Club or any of its subsidiaries or other persons or corporations in whose business or undertaking the Club is interested, or to whom or in respect of whom the Club has given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligation of whatever nature of the Club by a trust deed or other assurance;
- d. to accept and grant sponsorship, franchises and other arrangements as the Board shall think fit;
- e. to apply for and hold any licences, consents and approvals that may be required in connection with the activities of the Club and to provide catering and such other facilities as the Board shall consider desirable;
- f. to invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for, or the prestige of, cricket or any other sport or recreation;
- g. to support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the Board directly or indirectly benefit, or is calculated so as to benefit, the Club or its activities, or its employees, ex-employees, players, former players or their dependants;
- h. to promote, arrange and organise competitions and entertainments in connection with cricket and any other sport recreation or other leisure activity;
- i. to engage such officials and employees upon such terms and at such remuneration as the Board may deem appropriate, and to dismiss or retire any of them as may be necessary;
- j. to provide pensions, insurances and other benefits to employees or 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 Board shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems; and
- l. to enter into all deeds and documents of novation or otherwise, consequent upon or by reference to the incorporation of the Club.

05. Registered Office

The registered office of the Club shall be at The County Ground, New Writtle Street, Chelmsford, Essex or at such other location as the Board may from time to time decide.

06. Share Capital

- 6.1 The capital of the Club shall consist of shares of the value of five pence each.
- 6.2 Every Member 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 Any person admitted to membership of the Club shall be allotted one share on admission and five pence of the first subscription paid by such Member shall be applied in paying up the same in full.
- 6.4 In the case of a share allotted to a Life Member, Honorary Life Member or Honorary Life Vice President, such share shall be credited as fully paid by way of a capitalisation of any profits of the reserve of the Club and the Board shall have power to take all steps necessary to give effect to this Rule.
- 6.5 No share shall be withdrawable or be transferable by any Member and no interest, dividend or bonus shall be payable on any share nor may it be held in trust for any other person. Any Member transferring or attempting

to transfer a share or any interest therein or any rights associated therewith shall, if the Board decides, be deemed to have resigned from the Club as from the date of such transfer or attempted transfer.

- 6.6 The share of a Member shall be forfeited to the Club when that Member for whatever reasons ceases to be a Member.
- 6.7 The Club shall not be required to issue a certificate to any Member in respect of the share allotted to that Member.

07. Management

The Club so far as the game of cricket is concerned shall be governed by the Laws of Cricket as laid down by the Marylebone Cricket Club and by such other rules and playing conditions as may be laid down from time to time by the ECB or any successor.

The affairs of the Club, in all matters not in these Rules expressly reserved for the Members in General Meeting, or otherwise provided for, shall be the responsibility of the Board.

08. Membership

8.1 Membership shall be open to all irrespective of age, gender, disability, race, ethnic origin, creed, colour, social status and sexual orientation.

8.2 The Club's classes of membership are:

Adult

Senior

Student / Young Adult (aged 18-25 inclusive)

Joint Adult (x2 Adults)

Joint Senior (x2 Seniors)

Family (x2 adults, x2 Under 17's)

Honorary Life Vice President

Honorary Life Member Life Member (the "Members") and the Board shall have the right to create such other categories of membership as they shall determine from time to time, all of which shall have voting rights as set out in paragraph 8.6 below.

8.3 The Club's classes of Associates are:

Junior (Under 18 on 1st January in each year) Clubs

Corporate Patrons

(the "Associates") and the Board shall have the right to create such other categories of associate as they shall determine from time to time, none of which shall have any voting rights.

8.4 The minimum age for new Life Members shall be fixed by the Board from time to time.

8.5 Honorary Life Vice Presidents shall hold office for life. Additional Honorary Life Vice Presidents may be appointed at a General Meeting on the recommendation of the Board. The Board may appoint Honorary Life Members of the Club from time to time. Once appointed Honorary Life Vice Presidents and Honorary Life Members shall not be required to pay any subscription to the Club.

8.6 Voting rights of Members.

8.6.1 Each Member shall have the right to have notice of and to attend General Meetings and to cast one vote at such general meeting. In the event of a matter to be determined by the Members of the Club being circulated and determined by way of written resolution, each Member shall be entitled to cast one vote. There shall be no distinction between the varying classes of Membership as to voting rights in any way.

8.6.2 FOR THE AVOIDANCE OF DOUBT In the case joint Memberships (being those specified as Joint Adult, Joint Senior and Family within paragraph 8.2) each of the Members comprising the joint Membership, and in the case of Family's, the adults, only, shall benefit from the rights set out in paragraph 8.6.1, above. Those individuals under the age of 17 and within a Family Membership shall have no right to vote or any other right as provided in paragraph 8.6.1, above.

- 8.7** Members shall be entitled to admission to all grounds in Essex where the Club is playing either free of charge or on purchase of a ticket as may be determined by the Board from time to time. The Board will negotiate with other counties preferential admission terms for Members whenever possible on a case-by-case basis when the Club is playing on grounds outside of Essex. Members may subject to availability have the right on grounds in Essex to introduce one guest daily upon payment of the ground admission charge and such further enclosure charge as the Board may determine. The Board may from time to time make adjustments or amendments to Members' benefits by geographical location, length of membership, age or any other factor for the purposes of more effectively marketing the Club or fulfilling any of its management responsibilities.
- 8.8** The rights and privileges of Associates shall be determined by the Board from time to time.
- 8.9** Tickets issued to a club as an Associate may only be used by bona fide members of that club and each ticket may only be used by one such member on any one occasion.
- 8.10** The privileges of Corporate Patrons, to be determined by the Board from time to time, may be exercised by not more than four members of their staff or guests on any one occasion on which entry to the Club's premises is permitted by the Board.
- 8.11** Individual membership cards shall be validated upon receipt of each year's subscription and are not transferable.
- 8.12** The admission of new Members to membership shall be at the discretion of the Board. Any candidate for membership of the Club must, if so required by the Board, be proposed by one Member and seconded by another Member, each vouching for the candidate's fitness for membership.
- 8.13** The entrance fees (if any) and subscriptions payable by Members and Associates shall be determined from time to time by the Board.
- 8.14** The Board may collect subscriptions and any other amounts payable to the Club under the authority of a direct debiting mandate or a standing order mandate expressed in favour of the Club and lodged with the Member's bank.
- In this connection the Board shall have power to originate direct debits and execute any indemnity required by banks receiving such direct debits, such execution to be as determined by the Board.
- 8.15** The subscription year shall be 1st January to 31st December. Any Member or Associate wishing to resign shall notify the Chief Executive in writing not later than 1st January; otherwise such Member or Associate will be liable to pay that year's subscription. Members and Associates will not be entitled to any of their rights and privileges under the Rules unless they have paid their current year's subscription.
- 8.16** Members shall cease to be Members of the club in any of the following circumstances:
- 8.16.1** By non-payment of subscription. Any person whose membership has ceased from this cause shall not again be elected to membership unless they pay such fee or fine as the Board may in its discretion determine.
- 8.16.2** By expulsion. The Board shall have the right to suspend or cancel the membership of any Member or Associate whose behaviour or conduct it considers contrary to the welfare or good conduct of the Club. Any Member shall have (a) the right to have notice of such suspension or cancellation and to attend and be heard at the meeting of the Board at which their behaviour or conduct is to be considered, and (b) a right of appeal to the next General Meeting of the Club
- 8.16.3** By resignation. A Member may, by notice of not less than three months given to the secretary in writing unless the Board waives the requirement for the same.
- 8.16.4** By death.
- 8.16.5** By becoming an employee of the club (with the exception of the secretary of the club).
- 8.17** A list of the names and addresses of all Members and Associates shall be maintained in accordance with current legislation. Members and Associates shall be responsible for notifying changes of address to the Chief Executive.
- 8.18** Upon a claim being made by the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member to any property in the club belonging to the deceased or bankrupt member the club shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them.
- 8.19** A member may in accordance with the Co-operative and Community Benefit Societies Act 2014, nominate any person or persons to whom (subject to the provisions of the Act as to amount and the persons to whom a valid nomination may be made) any of their property in the club at the time of their death shall be transferred. On receiving satisfactory proof of death of a member who has made a nomination the club shall if and to the extent that the nomination is valid under the said Act either transfer or pay in accordance with the Act the full value of the property comprised in the nomination to the person entitled thereunder.

09. Elections and Appointment

- 9.1 The President shall be elected by the Board at the first Board Meeting following the Annual General Meeting and shall serve for a fixed period of three years. At the end of that period, the Board may elect that person to serve for further periods of 12 months up to a maximum of three years.
- 9.2 The Club Captain shall be appointed from time to time by the Board.
- 9.3 The Board shall have power to appoint a Club Patron or Patrons on such terms and conditions as it may require from time to time.

10. Board

- 10.1 The Board of the Club ("the Board") shall comprise up to nine Members elected at an Annual General Meeting of whom one third shall be elected at each Annual General Meeting to serve until the close of the third Annual General Meeting thereafter. Any casual vacancy may be filled by the Board for the remainder of the relevant three-year term, but the powers of the Board shall not be affected by the failure to fill any vacancy. A candidate for election to the Board must be 18 or more years of age and a Member (as defined by Rule 8) at the date of their nomination and may (but need not) be recommended by the Nominations Committee. Persons who at the date of adoption of the Rules have served as members of the Board for four years or more shall be deemed at the end of their current term to have served two three-year terms (whether or not it is the case).

No employee or former employee of the Club or ECiC shall be eligible for election or re-election to the Board until two years have elapsed from the cessation of their employment. The President may and the Chief Executive, Finance Director and Chair of ECiC shall attend meetings of the Board but shall not be permitted to vote. The Board may invite the Club's Head Coach and Club captain, other members of the Club's executive staff and others with special expertise to attend its meetings, but such persons shall not be entitled to vote or to be counted in the calculation of any quorum.

- 10.2 Nominations for the election or re-election of Board members shall be in writing and signed by a proposer and seconder (each of whom shall be a Member) and by the person nominated and shall reach the Chief Executive by 15th December in the year preceding the relevant Annual General Meeting. It shall be the responsibility of the Nominations Committee to review all candidates against a set of pre-agreed criteria and recommend one candidate per vacancy to the membership. Any candidate not recommended by the Nominations Committee may continue, if so desired, to take part in the election or withdraw but the ballot form must make it clear which candidates are recommended and which are not. If there are more candidates than the vacancies to be filled the election shall be by postal ballot (see Rule 13.7), the result to be announced at the Annual General Meeting. A Member may not act as proposer to more than one candidate and as seconder to more than one other candidate in the same election. Any person who retires as a member of the Board by rotation is eligible for reappointment save that a person who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed skills and experience by inviting them to serve as a non-voting board adviser, mentor or member of a subcommittee or advisory group. In exceptional circumstances a person may be reappointed to the Board for a fourth consecutive term in order to complete a term of office as Chair under clause 10.5.
- 10.3 The Board shall have power in exceptional circumstances and in order to ensure that it has all the skills and/ or experience necessary to fulfil its role to co-opt an additional Member who shall serve until their appointment is terminated by the Board or until the next Annual General Meeting (whichever shall be the sooner). Any co-opted member appointed by the Board in accordance with this Rule 10.3 may be a former member of the Board and shall not be permitted to vote.
- 10.4 A Board member who is absent from three consecutive scheduled meetings of the Board without leave of absence being granted by the Board shall automatically vacate office.
- 10.5 The Board shall not less than once a year elect from among its number a Chair, a Deputy-Chair, and a Treasurer. The Chair shall serve as such for a maximum of six years. The Deputy-Chair shall have particular responsibility for the interests of Members. Other members of the Board shall take responsibility for cricket, for governance and safeguarding, for inclusion and diversity and for commercial matters.
- 10.6 Voting at meetings of the Board shall be by show of hands or otherwise as the Chair or other member presiding at the meeting may direct. Every voting member of the Board present shall have one vote and in the case of equality of votes the Chair or other member presiding at the meeting shall have a second or casting vote. Attendance at meetings may be by telephone, video or such other means of communication as the meeting shall agree. Any member of the Board who is unable to attend any meeting of the Board may appoint another member of the Board as their proxy with authority to vote as the proxy may decide. Notice of appointment of proxy must be given in writing to the Chair or Chief Executive before the start of the meeting.
- 10.7 Removal or Resignation from the Board, The Board, or any member or members thereof, may be removed by the votes of two thirds of the Members present at a special general meeting called for that purpose.

- 10.8** Powers of the Board. The Board shall control the management of the club and shall have exclusive power to engage or dismiss any member of the Executive Committee or any Subcommittee. The Board shall have the power to purchase such items and do all such things as it may deem necessary for the carrying out of the objects of the Club including the delegation of such rights to the Executive Committee or any Subcommittee. The Board shall have due regard to any resolution or recommendation of any general meeting, but shall not be bound to give effect to the same if in its judgment such action would be injurious to the best interests of the club. Nothing in these rules shall enable the Board to declare any dividend or make any monetary grants to the members, or to apply the club's funds, except for the purposes of the club itself.
- 10.9** Meetings of the Board. The Board shall meet not less than 4 times per year with no more than 4 months between such meeting or as may be agreed from time to time by the Board.
- 10.10** Quorum for Board meetings. The quorum for Board meetings shall be set at not less than one half of the total of the Board from time to time, providing that it shall never be less than 3 Board members.
- 10.11** Remuneration of the Board. Other than the reimbursement of reasonable out of pocket expenses properly incurred when acting on behalf of the Club, no member of the Board may be remunerated by the Club for being a member of the Board.

11. Executive Committee, and Subcommittees

- 11.1** The Board shall appoint an Executive Committee, which shall have responsibility for the day-to-day management and running of the Club, a Nominations Committee, an Audit and Compliance Committee, a Cricket Committee, a Members' Committee and such other subcommittees as it may from time to time determine. The Board shall not less than once a year elect from among its number a Chair of the Audit and Compliance Committee, a Chair of the Cricket Committee, and Chair and appointments to other subcommittees, save that the Chair of the Members' Committee shall be the Deputy Chair of the Board. The composition and terms of reference of such subcommittees shall be determined by the Board.
- 11.2** The Executive Committee shall consist of as a minimum the Chief Executive, the Finance Director, the Director of Cricket Operations, and the Chair of the Cricket Committee. The Chief Executive shall have power to co-opt additional members who may, but need not be, Members and are first approved by the Board. The Chief Executive may invite the Club's Head Coach, other members of the Club's executive staff and others with special expertise to attend its meetings.

12. Chief Executive and Finance Director

The Board shall appoint a Chief Executive (who shall be the Secretary of the Club and shall be responsible for chairing the Executive Committee and for ensuring that the strategic plan and the policies and directives of the Board are implemented) and a Finance Director.

13. General Meetings

- 13.1** The Annual General Meeting of the Club shall be held not later than 31st May in every year.
- 13.2** The Board may at any time call a Special General Meeting and shall at the written request of not less than 5 per cent of the voting Members of the Club specifying the matter to be considered at the meeting. A Special General Meeting shall be held not later than 56 days after receipt of such request.
- 13.3** The Chief Executive shall give not less than 14 days written notice of each General Meeting to the Members, which notice shall be served pursuant to Rule 16 and shall set out the date, time and place of the meeting and the matters to be considered. If the purpose of the meeting shall include any proposed changes to the Rules they shall be set out in detail.
- 13.4** No changes shall be made to the Rules unless at least two-thirds of the Members voting thereon vote in favour, such changes will not be valid until registered with the Financial Conduct Authority.
- 13.5** The Auditors and such members of the Club's staff as are determined by the Board shall be entitled to attend General Meetings but they shall not be entitled to vote.
- 13.6** Approval shall be necessary by the Members in General Meeting (the notice of which shall have contained details of the proposed disposal) by a simple majority (whether by a show of hands or by a poll as determined by the Chair of that meeting) of those voting to dispose of the whole or any significant part of any land owned by the Club. In this context disposal of land shall mean the transfer of the freehold or the creation of a lease of three years or more and significant shall mean significant either to the playing or practice of cricket or to the spectator or amenity facilities.

- 13.7** The Board may decide in relation to any matter to be considered at a General Meeting that, instead of a vote being taken at the meeting, the matter shall be determined by a written ballot of the Members. The ballot shall be conducted in such manner as the Board shall decide, provided that Members shall be given not less than 14 days written notice of the latest date for receipt by the Club of completed ballot papers, such date in the case of a Special General Meeting requested by Members in accordance with Rule 13.2 to be no later than the date of the meeting.
- 13.8** In the event of an equality of votes, whether on a show of hands or in a ballot, the Chair of the meeting at which the vote is taken or, following a written ballot, reported shall have a second or casting vote.

14. Accounts

- 14.1** The Treasurer shall be responsible for ensuring that the Club keeps proper books of account and for presenting at every Annual General Meeting of the Club, or at any other time if required on reasonable notice to them by the Board, an accurate report and statement concerning the financial position of the Club, including a statement of income and expenditure.
- 14.2** The Annual Accounts for each financial year shall be prepared, audited, signed, published and filed in accordance with the Act.
- 14.3** At each Annual General Meeting an auditor or auditors ("the Auditors") (not being a Member or members of the Board) shall be appointed to audit the accounts of the Club. A statement of the Club accounts for the year, duly audited and signed by the Treasurer, shall be submitted at the Annual General Meeting and a copy shall be made available to every Member with the notice of the meeting.
- 14.4** The provisions of the Act as to the appointment, removal, powers, rights, remuneration and duties of the Auditors shall be complied with. The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications (other than voting forms) relating to any General Meeting which any Member is entitled to receive, and to speak at any General Meeting on any part of the business of the meeting which concerns them as Auditors.

15. Supply of Intoxicating Liquor

- 15.1** The Club shall arrange for the supply of intoxicating liquor to Members, and to other persons on the Club's premises, in accordance with the licences held from time to time and shall secure the due observance of the provisions of the Licensing Act 2003 and such other legislation as shall be applicable from time to time. No intoxicating liquor shall be supplied to Members or any other persons on the Club's premises otherwise than by or on behalf of the Club or with the consent of the Club.
- 15.2** Persons to whom liquor may be supplied by the Club, in addition to Members, shall be (i) Members' guests, (ii) holders of Club Members' cards under Rule 8.7, (iii) Corporate Patrons' staff and guests (up to a maximum of four per Corporate Patron at any one time), (iv) persons attending the Club's Cricket School (over the age of 18 and being members of a cricket Club recognised by ECiC), (v) members of Clubs whose teams are playing on the Club's ground, (vi) persons attending organised private parties in accordance with the conditions contained in the Club's licences and (vii) subject to the terms of such licences any other persons for the time being authorised by the Board.

16. Notices

Notices sent to Members or Associates at their addresses in the register of Members and Associates shall be deemed, if sent by post, to be received on the seventh day following their posting. Except where it is specifically provided in these Rules that notices shall be sent to Members (i.e. notices of General Meetings and papers for written ballots) notices may be given to Members by affixing copies for the appropriate period in a prominent position in a part of the Club's premises frequented by Members. Notice served by e-mail upon any Member or Associate who has provided the Club with their e-mail address will constitute good service.

17. General

- 17.1** A copy of the Rules as from time to time in force shall be made available to every new Member and Associate and also to any other Member and Associate on request.
- 17.2** The Board shall from time to time (subject to Rule 11.1) make standing orders relating to the conduct of business by the Board, the Executive Committee and any subcommittees.

18. Personal Interests

- 18.1** A member of the Board, the Executive Committee or of any subcommittee appointed by 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 shall declare the nature of their interest which will be recorded in accordance with Section 182 of the Companies Act 2006 (or such other section as shall re-enact or replace such Section 182) as if such member were a director and the Club were a company for the purposes of that Act.
- 18.2** Such a member shall not vote, nor count in the quorum, at a meeting of the Board, Executive Committee, or subcommittee 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 shall withdraw from the meeting while the matter in question is discussed and (if applicable) voted on. If the member in question is the chair of the meeting, references in the previous sentence of this Rule to the chair of the meeting shall be construed as being references to a majority of the other members present at the meeting at the relevant time.

19. Indemnity – Protection of former Officers, Board members and Employees

All former officers of the Club shall respectively be chargeable only with such monies as they respectively shall actually receive, and shall not be answerable for each other, nor for any banker, broker, or other person in whose hands any monies or securities shall be placed or business entrusted, nor otherwise for involuntary losses unless the same shall happen through their own willful neglect and default. Each former 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 Board, the Executive Committee or any subcommittee appointed by the Board shall (to the extent that such person is not entitled to recover under a 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 them in the execution and discharge of their duties in relation thereto, or incurred by them in good faith in the purported discharge of their duties in relation thereto, including any liabilities 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 done or omitted by them as an officer, employee, or member of the Board, the Executive Committee or any subcommittee appointed by the Board as the case may be whether before or after registration.

20. Interpretation of Rules

The Board shall be the sole authority for the interpretation of the Rules and of any regulations and bye-laws made from time to time by the Board; and the decision of the Board upon any question of interpretation or upon any matter affecting the Club and not provided for by the Rules or by the regulations or bye-laws shall be final and binding on all Members.

21. Alteration to Rules

Any of the Rules may be added to, repealed or amended by resolution at any duly convened General Meeting of the Members provided that no such resolution shall be deemed to have been passed unless it is carried by a majority of at least two-thirds of the Members voting thereon. No addition charge or amendment shall be valid until registered with the Financial Conduct Authority.

22. Dissolution and winding up of the Club

- 22.1** The Club may be dissolved only in accordance with the Act.
- 22.2** 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.
- 22.3** In the event of dissolution or winding up, the property and assets of the Club, after discharge of all liabilities and expenses, shall be distributed for the benefit of cricket or any other national sport in the County of Essex (as defined in rule 3a) as the Board shall think fit.