



**THE ROYAL CHARTER
AND RULES
OF
MARYLEBONE CRICKET CLUB**

2021

M.C.C. has, since 1787, promoted and fostered the playing and spirit of cricket throughout the world. As owner of Lord's Cricket Ground, it provides the world's most famous and celebrated venue. It is responsible for the Laws of Cricket.



**THE ROYAL CHARTER
OF
MARYLEBONE CRICKET CLUB**

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!



WHEREAS a Petition has been presented unto Us by the Committee of the unincorporated association known as “Marylebone Cricket Club” for the grant of a Charter of Incorporation to the said unincorporated association for the object of carrying on and developing its work and functions and discharging its responsibilities under such regulations and with such powers as to Us appear meet and expedient;

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede to the prayer thereof;

NOW THEREFORE KNOW YE that We by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and by these Presents do for Us, Our Heirs and Successors grant and declare as follows:

1 Incorporation

Persons who were, immediately prior to this Our Charter coming into effect, members of the said unincorporated association and all such persons as may hereafter become Members of the Body Corporate hereby constituted shall for ever hereafter be one Body Corporate by the name of “Marylebone Cricket Club”, and by that name shall have perpetual succession and a Common Seal with power to alter, break and make anew the said Seal from time to time at their will and pleasure and shall and may by the same name sue and be sued in all Courts in all manner of actions and proceedings and shall have the power to do all other matters and things incidental or appertaining to a Body Corporate. The property, rights and liabilities, of the said unincorporated association shall be those of the Body Corporate alone.

2 Definitions

In this Our Charter unless the context otherwise requires the following words shall have the following meanings:

- (a) the "Club" shall mean the Body Corporate hereby constituted;
- (b) "Full Members" shall mean the persons classified as such in accordance with the Rules;
- (c) the "Laws of Cricket" shall mean the version of such Laws as at the date on which this Our Charter comes into effect (of which the said unincorporated association has always owned the copyright and which is part of the property that by virtue of the granting of this Our Charter shall become the property of the Club) and any amendments thereto made from time to time in accordance with the Rules;
- (d) the "M.C.C. Committee" shall have the meaning given in Article 9;
- (e) "Members" shall mean the persons who from time to time are members of the Club in accordance with Article 6;
- (f) "Regulations" shall mean the Regulations of the Club adopted and amended by the Club from time to time in accordance with the Rules;
- (g) "Resolution passed by a Special Majority" shall mean a resolution proposed in accordance with the Rules which is passed by a majority of not less than two thirds of the votes cast by Members entitled under the Rules to vote;
- (h) "Rules" shall mean the Rules of the Club adopted and amended by the Club from time to time in accordance with the terms of this Our Charter; and
- (i) "Trustees" shall mean those Members appointed as such by the M.C.C. Committee with such powers and duties (and solely such powers and duties) as are provided in the Rules and subject to approval of the Members in accordance with the Rules.

3 Objects

The objects for which the Club is incorporated shall be generally promoting and fostering the interests, playing and spirit of cricket throughout the world (as the said unincorporated association has done since 1787), providing, developing and operating the world's most famous and celebrated cricket ground (namely Lord's Ground), providing facilities for its Members and making and owning the Laws of Cricket.

4 Powers

Without limiting its capacities at law as a chartered corporation the Club shall have the following powers in pursuing its objects:

- (a) to acquire and hold assets and to assume liabilities in fulfilment of its commitment to the interests of cricket and the other objects of the Club;
- (b) to do all things and conduct all such activities (whether commercial, charitable or otherwise) as the Club carries on at, or carried on before, the date on which this Our Charter comes into effect or which it shall from time to time consider conducive to the furtherance of the interests of cricket and the other objects of the Club;
- (c) to incorporate, invest in or otherwise finance and exercise control over one or more subsidiary undertakings (including by the transfer or disposition of any property of the Club to any such subsidiary undertaking), in each case for the purpose of pursuing its objects or taking advantage of such opportunities for profit or otherwise as it shall think appropriate whether such opportunities shall directly further or be ancillary to the attainment of its objects or any of them or are otherwise such as to commend themselves as being advantageous for the purpose of furthering the work of the Club in the pursuit of the interests of cricket and the other objects of the Club;
- (d) to acquire and hold shares or other interests in any company or other body corporate or entity and to deal with its shares or interests in any such company or other body corporate or entity as it may think fit;
- (e) to borrow and raise money in such manner as may be considered expedient and to issue debentures, debenture stock and other securities and, for the purpose of securing any debt or other obligation of the Club, to mortgage or charge all or any part of the property of the Club;
- (f) to lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person, in such circumstances and on such terms and conditions as it thinks fit;
- (g) to insure any property of the Club on such terms as it thinks fit;
- (h) to apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or

information so acquired and to experiment with any such rights which the Club may propose to acquire;

- (i) to organise and to participate in schemes or arrangements for the assistance and relief of persons employed or engaged in any capacity connected with cricket and being in need of assistance or relief whether by virtue of poverty, sickness, injury or otherwise and of the dependants howsoever related of such persons as aforesaid whether currently or formerly employed as aforesaid and if formerly so employed whether living or deceased and to act as trustee whether alone or jointly with other persons of any charitable body administering or providing such assistance and relief;
- (j) to establish, fund and operate a sporting museum;
- (k) to engage in publishing and merchandising activities including through the operation of a Club shop (at one or more physical premises or online or both);
- (l) to establish and fund such charitable bodies, foundations or trusts as it may consider appropriate in pursuing its objects; to transfer, dispose of or declare a trust over all or part of the Club's interest in any property or rights for the benefit of any such charitable body, foundation or trust and to act as trustee whether alone or jointly with other persons of any such charitable body, foundation or trust;
- (m) to donate funds to any organisation promoting cricket;
- (n) to invite and collect subscriptions and donations of all kinds whether absolute or conditional for the purposes of the Club;
- (o) to invest all such subscriptions and donations as aforesaid and all other property of the Club in such manner as shall be in the best interests of the Club and conducive to the attainment of its objects;
- (p) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary or convenient;
- (q) to sell, manage, lease, mortgage, exchange, dispose of or otherwise deal with and turn to account all or any part of the property of the Club;
- (r) to deal with the real property assets of the Club, including developing and redeveloping those real property assets;
- (s) to stage Test and other professional and amateur cricket matches and related commercial activities; and
- (t) to do all such acts and things as are incidental to the attainment of any of the objects of the Club or the exercise of any of the powers hereby conferred upon it.

5 Application of property and income etc

The property and income of the Club shall be applied solely towards the promotion of its objects as set forth in this Our Charter and no portion thereof shall be paid or transferred whether directly or indirectly by way of bonus or dividend or otherwise by way of profit to the Members, provided that nothing herein contained shall prevent the payment of out of pocket expenses and in good faith of reasonable remuneration and other benefits (including pension benefits) to the officers or employees of the Club or to any Member in turn for services actually rendered to the Club or the payment of interest at such fixed rate or other rate not exceeding such margin above the base lending rate of the Club's bankers as has been reasonably determined by the M.C.C. Committee on money lent by any such person for the purposes of the Club.

6 Membership

The first Members shall be the persons who are members of the said unincorporated association at the date on which this Our Charter comes into effect. Members shall thereafter be elected in accordance with the Rules and Regulations. The Rules and Regulations shall prescribe the qualifications, mode of election, rights, privileges and obligations of Members and may provide for the termination of membership and for different classes and categories of membership (with differing rights, privileges and obligations) and for the payment of subscriptions by Members.

7 Colours

The colours of the Club shall be Scarlet and Gold.

8 Patron

We do hereby reserve to Ourselves to be the Patron of the Club. Patrons in succession to Ourselves shall be such persons as shall accept that office at the request of the M.C.C. Committee.

9 Governing Body and Officers

Unless otherwise provided in the Rules (a) there shall be a committee of the Club known as the "M.C.C. Committee" comprising the holders of certain offices and elected members as specified in the Rules; (b) the Club shall have a President, a Club Chairman, a Treasurer and, upon nomination, a President Designate who shall all be members of the M.C.C. Committee and

also a person appointed as the Chief Executive & Secretary; (c) the Club shall appoint Trustees as specified in the Rules; and (d) the members of the M.C.C. Committee, the Chief Executive & Secretary and the Trustees are all required to be Full Members of the Club. Subject to the foregoing, the eligibility to hold any such office or committee membership, the method of appointment or election, the respective periods of office or membership, commencement of the terms of such offices or membership, the duties and the provisions to deal with the inability to perform functions of such offices or membership shall be as provided in the Rules.

10 Powers of management

Subject to the provisions of this Our Charter and of the Rules, the M.C.C. Committee shall have the entire management and control of the property, funds and affairs of the Club and have such powers and responsibilities as are from time to time set out in the Rules with power to delegate all or any of their powers to committees or officers of the Club appointed in accordance with the Rules and with power to appoint or employ such officers, employees or agents as may be expedient for the purposes of the Club on such terms as to remuneration and otherwise as the M.C.C. Committee may think fit.

11 Meetings of Members

Meetings of the Members shall be convened and conducted in accordance with the Rules.

12 Rules and Regulations

Subject to the other terms of this Our Charter, the affairs of the Club shall be managed in accordance with the Rules and Regulations provided that no provision of the Rules or Regulations shall be effective to any extent to which it is repugnant or contrary to the Laws and Statutes of this Our Realm or inconsistent with the express provisions of this Our Charter.

13 Amendment of Charter

The Club may by a Resolution passed by a Special Majority from time to time amend, add to or revoke any of the provisions of this Our Charter and such amendments, additions or revocations when allowed by Us, Our Heirs and Successors in Council shall become effectual so that this Our Charter shall thenceforth continue and operate as though it had been originally granted

as so amended, added to or revoked. This Article shall apply to this Our Charter as amended, added to or revoked in manner aforesaid.

14 Surrender of Charter and Winding Up

It shall be lawful for the Club in pursuance of a Resolution passed by a Special Majority to surrender this Our Charter and any Supplemental Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Club in such manner as shall be directed by such General Meeting or in default of such directions as the M.C.C. Committee shall think expedient having due regard to the liabilities of the Club for the time being. If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts or liabilities, any property whatsoever, the same shall be paid to or distributed equally among the Members who in accordance with the Rules have proprietary rights in the property and assets of the Club.

15 Effective date

The provisions of this Our Charter shall come into effect on 1st July 2013.

- 16** Lastly We do by these Presents for Us, Our Heirs and Successors grant and declare that these Our Letters shall be in all things valid and effectual in law according to the true intent and meaning thereof and shall be taken, construed and adjudged in the most favourable and beneficial sense for the best advantage of the Club as well in Our Courts of Record as elsewhere by all Judges, Justices, Officers, Ministers and other subjects whatsoever of Us, Our Heirs and Successors any non recital or other omission, defect or thing to the contrary notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the tenth day of June in the sixty-second year of Our Reign.

**BY WARRANT UNDER THE
QUEEN'S SIGN MANUAL**



RULES OF MARYLEBONE CRICKET CLUB

These Rules in their original form were adopted on 5 May 2004 at the 217th Annual General Meeting of MCC, and incorporate subsequent amendments up to and including those made at the Special General Meeting on 15 October 2020. On 1 July 2013, MCC, which throughout its history had been an unincorporated members' club, became incorporated by Royal Charter.

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RULES

1 NAME AND CLUB COLOURS

The Club shall be called Marylebone Cricket Club and its colours shall be Scarlet and Gold.

2 MEMBERSHIP

2.1 Eligibility

Men and women aged sixteen or over are eligible for membership of the Club. Membership of the Club is subject to these Rules as amended from time to time and each Member in accepting membership agrees to comply with and be governed by the same and by Regulations made under these Rules.

2.2 Classes and Categories

There are four classes of membership as described in Rule 2.3 and eight categories of membership as described in Rule 2.4. Each Member shall belong to a class of membership and in the case of a Full Member (other than an Honorary Life Member or an Honorary Life Vice-President) or an Associate Member also to a category of membership.

2.3 Classes

The four classes of membership comprise:

(a) Full Membership

- (i) Those candidates elected, or in the case of Associate Members who graduate, to Full Membership of the Club.
- (ii) Honorary Life Members
Those persons elected as Honorary Life Members whose membership, whether for services to cricket or for any other reason, the MCC Committee considers to be especially desirable in the interests of the Club. Honorary Life Members shall not pay an Entrance Fee or an Annual Subscription. Unless they were already Full Members prior to election to Honorary Life Membership they shall not be

entitled to any share or interest in the property or assets of the Club, save that candidates who would have been considered for election as Full Members, as shown by their respective entries in the Candidates' Book, had they not been elected as Honorary Life Members, shall be so entitled from the date when they would have been elected as Full Members.

- (iii) **Honorary Life Vice-Presidents**
Those Members of the Club elected as Honorary Life Vice-Presidents who, in the opinion of the MCC Committee, have rendered long and distinguished service to the Club or to cricket in general. Honorary Life Vice-Presidents shall have all the general privileges and status of members of the MCC Committee (other than the right to attend meetings of the MCC Committee unless they are at the relevant time members of the MCC Committee) and shall not be obliged to pay an Annual Subscription.

(b) Associate Membership

Those candidates elected to Associate Membership of the Club. Associate Members are required to accept Full Membership in due course, when their names are reached.

(c) Senior Membership

Full Members who are aged 70 or over on 1 January in any particular year and who have made written application to the Chief Executive & Secretary (which has been accepted) to be treated as Senior Members. Senior Members are not eligible to apply for any other class of membership.

(d) Out-Match Membership

Cricketers who:

- (i) have each made written application to be an Out-Match Member on the form supplied by the Chief Executive & Secretary which provides such information and references as the MCC Committee may from time to time stipulate; and
- (ii) have each played such number of matches for the Club as the MCC Committee may from time to time stipulate either generally or specifically; and
- (iii) have each evidenced a high standard of cricket ability and conduct, in the opinion of the MCC Committee; and

- (iv) have each been elected as an Out-Match Member using the voting procedure set out in Rule 3.5.

An Out-Match Member is a Playing Member as referred to in Rule 3.10(e). An Out-Match Member, who has fulfilled the requirements set out in Rule 3.11(d) and is at the time a candidate for Full Membership, may, at any time after five years as an Out-Match Member, make a written application to the Chief Executive & Secretary to transfer to Full Membership subject first to the payment of such Entrance Fee as the MCC Committee may from time to time stipulate and secondly to payment of the balance due of the Full Membership subscription in that year.

2.4 Categories

The eight categories of membership (being categories of the classes of Full Membership other than in respect of Honorary Life Members and Honorary Life Vice-Presidents and of Associate Membership other than in the case of Associate Membership in respect of category (h)) comprise:

(a) Inner Town Membership

Members none of whom has made written application to the Chief Executive & Secretary to be included in any other category of membership, or whose written application has not been accepted.

(b) Outer Town Membership

Members none of whom has nor expects to have during a calendar year either a residential address or a business address within a radial distance of 40 miles from Hyde Park Corner or such other distance as the MCC Committee may from time to time stipulate and who has made written application (which has been accepted) to the Chief Executive & Secretary to be treated as an Outer Town Member.

(c) Country Membership

Members none of whom has nor expects to have during a calendar year either a residential or a business address within a radial distance of 100 miles from Hyde Park Corner or such other distance as the MCC Committee may from time to time stipulate and who has made written application (which has been accepted) to the Chief Executive & Secretary to be treated as a Country Member.

(d) Over-75 Membership

Members each of whom was on 1 January in any particular year both aged 75 years or over and a Member of the Club continuously for 30 years; or

Members each of whom was on 1 January 2005 included in the list of Over-65 Members.

(e) Under-30 Membership

Members below the age of 30 on 1 January in any particular year each of whom has made written application (which has been accepted) to the Chief Executive & Secretary to be treated as an Under-30 Member.

(f) School Staff Membership

Members each of whom, as a member of the staff of a school, is or (having retired) was actively engaged in the management of school cricket at representative levels provided that:

- (i) such Member has made written application (which has been accepted) to the Chief Executive & Secretary to be treated as a School Staff Member; and
- (ii) such application is supported annually (until the retirement of the School Staff Member) by the principal of the school concerned; and
- (iii) the MCC Committee is satisfied that such Member should be treated as being, and continuing to be, a School Staff Member.

(g) Abroad List Membership

Members whose permanent residential addresses are outside the British Isles and who have each made written application (which has been accepted) to the Chief Executive & Secretary to be treated as an Abroad List Member and provided such information as the MCC Committee may require as evidence in support of such application.

An Abroad List Member is in any year entitled to apply to the MCC Committee to enjoy all the privileges of Full or Associate Membership (as the case may be) provided that, in respect of such year, a further payment is made by such Member by way of subscription to the Club and such other conditions are met as the MCC Committee may from time to time stipulate.

(h) Life Membership

- (i) Members each of whom has completed 60 years of membership of the Club; or
- (ii) Members each of whom was on 1 January 2005 included in the list of Life Members of the Club; or
- (iii) Members each of whom became a Life Member between 1 July 2020 and 31 December 2021.

2.5 Inclusion in a Category

After the Chief Executive & Secretary has accepted a written application from a Member to be included in a category of membership (as listed in Rule 2.4, but with the exception of the category of Life Membership), that Member shall remain within such category until he or she ceases to qualify for such category and (save in the case of a School Staff Member who has not retired) shall not be required to apply annually to the Chief Executive & Secretary for inclusion in such category. A written application to be included in a particular category of membership can, notwithstanding the fact that the applicant is not at the time of application a Member, also be made by a candidate prior to his or her election as a Member, and if the Chief Executive & Secretary accepts such written application then such candidate shall be included in such category of membership upon election as a Member. The Chief Executive & Secretary shall have the authority to treat a written application to be included in a particular category of membership as having been received at the commencement of the calendar year to which it applies if such application was in fact received at any time during such calendar year.

2.6 Maximum Numbers of Full and Associate Members

- (i) the maximum number of Full Members (other than Honorary Life Members and Honorary Life Vice-Presidents) is 18,350.
- (ii) The maximum number of Associate Members is 6,000.

2.7 Rights of Members

Members have the following rights:

(a) Full Members

- (i) To be admitted upon production of their current membership passes (other than those on the Abroad List) at all times without charge to Lord's, its Pavilion and the Members' Friends' Enclosures (being the Allen Stand, the Warner Stand and the Tavern Stand including the Tavern Concourse) for all cricket matches played at Lord's except where:
 - (I) Members entitled to vote have resolved otherwise by Resolution passed at a General Meeting by a Special Majority; or
 - (II) the Club is required to impose restrictions to comply

- with the provisions of its safety certificate or any other legal requirements; or
- (III) the Chief Executive & Secretary deems that because of the expected requirements of Full Members certain areas within the Members' Friends' Enclosures may be made available to the general public;
- (ii) to apply for reserved seats in the Members' Friends' Enclosures (excluding the Allen Stand Upper Tier when such area is deemed to be an extension of the Pavilion) for themselves and their guests for such days of such cricket matches played at Lord's, and on such basis as the MCC Committee shall from time to time decide, the MCC Committee's power in this respect being limited to permitting reservation of not more than 40% of the seats in the Members' Friends' Enclosures (excluding the Allen Stand Upper Tier, as aforesaid) on any one day, and on not more than one-half of major match days (as so designated each year by the MCC Committee) in any one year;
- (iii) to nominate and/or support a candidate for membership in accordance with Rules 3.1 and 3.4;
- (iv) to receive notification of and attend General Meetings;
- (v) to vote on any Resolution to be proposed at a General Meeting;
- (vi) to be eligible for appointment to the MCC Committee;
- (vii) to nominate (jointly with another Member entitled to vote) a Full Member for appointment to the MCC Committee;
- (viii) to vote in relation to the approval of appointments of members to the MCC Committee;
- (ix) to vote in a ballot for the election of members to the Nominations committee;
- (x) to be eligible for nomination as President;
- (xi) to be eligible for appointment as Club Chairman, Treasurer or Trustee;
- (xii) to be eligible to be elected to serve on the Nominations committee provided he or she shall have been a Full Member for not less than four years ending on the date on which his or her appointment is to take effect ;
- (xiii) to be eligible to serve on any other committee;

- (xiv) to join with other Members entitled to vote in requisitioning the consideration of a Resolution at an Annual General Meeting as referred to in Rule 21.3(ix);
- (xv) to raise (together with at least nineteen other Members entitled to vote) a specific matter for discussion at an Annual General Meeting as referred to in Rule 21.3(x);
- (xvi) to join with other Members entitled to vote in requisitioning the MCC Committee to call a Special General Meeting as referred to in Rule 22.1 ;
- (xvii) to share in the property and assets of the Club upon dissolution as referred to in Rule 27.

(b) Associate Members

- (i) To be admitted upon production of their current membership passes (other than those on the Abroad List) without charge to Lord's and the Members' Friends' Enclosures and/or Pavilion on such days as the MCC Committee may from time to time stipulate except where either Rule 2.7(a)(i)(II) or (III) applies;
- (ii) to apply for reserved seats in the Members' Friends' Enclosures (excluding the Allen Stand Upper Tier when such area is deemed to be an extension of the Pavilion) for themselves and their guests on the same basis as Full Members may apply for reserved seats in accordance with Rule 2.7(a)(ii), but limited to those days on which Associate Members are admitted to the Members' Friends' Enclosures upon production of their current membership passes pursuant to Rule 2.7(b)(i).

For the avoidance of doubt, Associate Members have none of the rights numbered (iii) to (xvii) inclusive of Full Members referred to in Rule 2.7(a).

(c) Senior Members

- (i) To be admitted upon production of their current membership passes, without charge, to Lord's and the Members' Friends' Enclosures and/or Pavilion on such days as the MCC Committee may from time to time stipulate except where either Rule 2.7(a)(i)(II) or (III) applies;
- (jj) to apply for reserved seats in the Members' Friends' Enclosures (excluding the Allen Stand Upper Tier when

such area is deemed to be an extension of the Pavilion) for themselves and their guests on the same basis as Full Members may apply for reserved seats in accordance with Rule 2.7(a)(ii), but limited to those days on which Senior Members are admitted to the Members' Friends' Enclosures upon production of their current membership passes pursuant to Rule 2.7(c)(i).

- (iii) The rights numbered (iii), (iv), (v), (vii), (viii), (ix), (x), (xiii), (xiv), (xv), (xvi), and (xvii) of Full Members referred to in Rule 2.7(a).

(d) Out-Match Members

To be eligible to represent the Club in cricket matches.

For the avoidance of doubt, Out-Match Members have none of the rights numbered (i) to (xvii) inclusive of Full Members referred to in Rule 2.7(a).

Other rights of Members, and privileges and obligations of Members, are set out elsewhere in these Rules and in the Regulations.

2.8 General

Nothing in Rule 2.7 shall affect the granting from year to year of permission for the reservation of certain seats on the Pavilion Concourse for elderly Members, and in the Warner Stand Lower Tier for disabled Members and their guests holding Rover tickets.

3 CANDIDATES FOR MEMBERSHIP

3.1 Nomination of Candidates

A person wishing to become a Member of the Club must be aged sixteen or over and nominated by such number of Members entitled to vote and subject to such other conditions as the MCC Committee may from time to time stipulate. Each such person shall:

- (i) be nominated on a form provided and in a manner laid down from time to time by the Chief Executive & Secretary; and
- (ii) pay a non-refundable registration fee of such amount as the MCC Committee may from time to time stipulate.

3.2 Candidates' Book

Subject to compliance with the provisions of Rule 3.1 to the satisfaction of the Chief Executive & Secretary, the name of each proposed candidate shall be entered in the Candidates' Book. No person shall be a candidate for membership of the Club unless and until his or her name has been entered in the Candidates' Book.

3.3 Election of Candidates

Save as set out in Rules 3.6 and 3.10, candidates shall be considered for election to membership (whether as Associate Members or Full Members) by the MCC Committee strictly in sequence (as shown by their respective entries in the Candidates' Book) at such times as the MCC Committee may stipulate. Each candidate shall comply with such additional requirements as are laid down by the MCC Committee at that time.

3.4 Supporting Members

The MCC Committee may require a candidate prior to election as a Member to be supported by any two Members entitled to vote.

3.5 Voting on the Election of Candidates

(a) Voting in Favour of Candidates

The names of candidates put forward for election to membership at a duly convened meeting of the MCC Committee shall appear on ballot papers, which each member of the MCC Committee present at the meeting shall sign so as to record a vote in favour of the candidates whose names appear thereon. Each candidate shall require a minimum of five votes in order to be elected, subject to the provisions of Rule 3.5 (b).

(b) Non-Election at Initial Meeting

A member of the MCC Committee who wishes to vote against any candidate shall delete such candidate's name from the ballot paper and sign against the deletion. If, irrespective of the number of votes cast in favour of a candidate, one-quarter of the members of the MCC Committee present at the meeting vote against the candidate or if the candidate does not receive at least five votes in favour, he or she shall not be elected at that meeting but shall be put forward again for election at the next meeting of the MCC Committee duly convened and quorate for the purpose of elections to membership.

(c) Consideration at Subsequent Meeting

At such next meeting of the MCC Committee a separate vote shall be conducted for each candidate brought forward from the previous meeting pursuant to Rule 3.5(b). Each candidate shall require a minimum of five votes in favour and fewer than one-quarter of the MCC Committee members present and voting against in order to be elected. The name of any candidate who fails to be elected at this meeting shall no longer be eligible for election as a Member of the Club.

3.6 Candidates with Special Qualifications

Any candidate may be elected as a Member at a duly convened meeting of the MCC Committee prior to the date on which such candidate would otherwise be considered for election under Rule 3.3 if the following conditions are fulfilled:

- (i) the candidate is, in the opinion of the MCC Committee, so qualified that such candidate's election is especially desirable in the interests of the Club; and
- (ii) the candidate has been sponsored by at least two members of the MCC Committee; and
- (iii) at least ten members of the MCC Committee present at such meeting, being at least three-quarters of those present, vote in favour of the candidate's election.

3.7 Maximum Number of Members elected under Rule 3.6

No more than twelve candidates may be elected under the provisions of Rule 3.6 in any calendar year.

3.8 Honorary Life Members

Persons who are to be considered for election as Honorary Life Members may be nominated by any member of the MCC Committee or by a Trustee. For the candidate to be elected as an Honorary Life Member, at least three-quarters of the MCC Committee members present and voting must vote in favour.

3.9 Honorary Life Vice-Presidents

Persons who are to be considered for election as Honorary Life Vice-Presidents may be nominated by any member of the MCC Committee or by a Trustee. For the candidate to be elected as an Honorary Life

Vice-President, there must be a unanimous vote in favour by all MCC Committee members present.

3.10 Candidates and Members with Special Playing Qualifications

Any candidate may be elected as a Member at a duly convened meeting of the MCC Committee prior to the date on which such candidate would otherwise be considered for election under Rule 3.3 (but still subject to the provisions for the election of Members and voting on the election of candidates set out in Rule 3.5) on meeting the qualifications of a Full Playing Member, a First-Class Playing Member, an Umpire Member or a Tennis and Squash Playing Member as follows:

(a) Full Playing Members

Full Playing Members are cricketers each of whom,

- (i) having made written application to be a Full Playing Member on a form supplied by the Chief Executive & Secretary which provides such additional information and references as the MCC Committee may from time to time stipulate, and
- (ii) having played such number of matches for the Club over such period as the MCC Committee may from time to time stipulate either generally or specifically and in those matches has, in the opinion of the MCC Committee, evidenced a high standard of cricketing ability and conduct, has been accepted as such by the MCC Committee.

(b) First-Class Playing Members

First-Class Playing Members are cricketers each of whom with experience of international or first-class cricket and, having made written application to be a First-Class Playing Member on a form supplied by the Chief Executive & Secretary which provides such additional information and references as the MCC Committee may from time to time stipulate, has been accepted as such by the MCC Committee.

(c) Umpire Members

Umpire Members are umpires each of whom,

- (i) having made written application prior to 2.45 p.m. on 7 May 2008 to be an Umpire Member on a form supplied by the Chief Executive & Secretary which provides such additional information and references as the MCC Committee may from time to time stipulate, and

- (ii) having umpired such number of matches for the Club over such period as the MCC Committee may from time to time stipulate either generally or specifically and in those matches has, in the opinion of the MCC Committee, evidenced a high standard of umpiring ability, has been accepted as such by the MCC Committee.
- (d) **Tennis and Squash Playing Members**

Tennis and Squash Playing Members are tennis or squash players each of whom has, in the opinion of the MCC Committee, achieved a high standard of ability as a tennis or squash player, has supplied such additional information and references as the MCC Committee may from time to time stipulate, and has been accepted as such by the MCC Committee.
- (e) **General References to Playing Members**

Full Playing Members, First-Class Playing Members, Out-Match Members, Umpire Members, and Tennis and Squash Playing Members are for the purposes of Rules 3.11 and 3.12 referred to as Playing Members.

3.11 Playing Members' Requirements

(a) Full Playing Members

After election, a Full Playing Member must play at least fifteen days of cricket (or such other number of days as the MCC Committee may from time to time stipulate either generally or specifically) for the Club during the period of five years following election.

(b) First-Class Playing Members

After election, a First-Class Playing Member must play such number of days of cricket for the Club over such a period as the MCC Committee may from time to time stipulate either generally or specifically.

(c) Umpire Members

After election, an Umpire Member must umpire at least fifteen days of cricket (or such other number of days as the MCC Committee may from time to time stipulate either generally or specifically), for the Club during the period of five years following election.

(d) Out-Match Members

After election, an Out-Match Member must play at least three days of cricket (or such other number of days as the MCC Committee may from time to time stipulate either generally or specifically) for the Club each year.

(e) Tennis and Squash Playing Members

After election, a Tennis and Squash Playing Member must play such number of tennis or squash matches for the Club over such a period as the MCC Committee may from time to time stipulate either generally or specifically.

3.12 Failure to Comply with Rule 3.11

A Playing Member who fails to play or, as the case may be, fails to umpire his or her required number of days of cricket, or in the case of a Tennis and Squash Playing Member fails to play his or her required number of matches for the Club, in accordance with Rule 3.11 shall be regarded as having infringed these Rules and shall therefore be subject to the procedure set out in Rule 6.2. On termination of membership for the reason set out in this Rule 3.12, such former Playing Member shall revert to being an Ordinary Full Member or, as the case may be, Associate Member (if such before election as a Playing Member) or candidate for membership (but only if such prior to election as a Playing Member and in that event shall duly be considered in turn as if such former Playing Member had never been elected as a Playing Member).

3.13 Effect of Non-Election under Rule 3.6 or as a Playing Member

A candidate for Full Membership, who is considered for election as an Out-Match Member or under Rules 3.6 or 3.8 but not elected, shall remain as entered in the Candidates' Book.

3.14 Notification of Election

A candidate, once elected as a Member, shall be notified of election by the Chief Executive & Secretary and sent a copy of the Rules and General Regulations of the Club at the address registered in the books of the Club.

3.15 Payment of Entrance Fee and First Annual Subscription

(a) Period for Payment

Within one month of the date of the letter notifying a candidate of election to membership, the Member must pay the relevant entrance fee (or balance due) and (if applicable) the relevant annual subscription, save in the case where the address of such Member is registered in the books of the Club as outside the British Isles when the period within which payment shall be made shall be three months.

(b) Reduced First Year's Annual Subscription

The MCC Committee shall have the power to reduce the first year's Annual Subscription of any Member if elected on or after 1 June. A candidate elected to membership after 30 September in any year will not be required to pay an Annual Subscription for that year.

3.16 Failure to Pay Entrance Fee and/or First Annual Subscription

The election of a Member who fails to comply with Rule 3.15 shall be automatically void. If within a period of six months after the date by which payment should have been made the MCC Committee is satisfied first that the failure to make a payment was due to a reason beyond the defaulter's control and should be excused and secondly that all sums due have been tendered to the Club, the MCC Committee shall be entitled to reinstate such person as a Member.

3.17 Accrual of New Members' Rights

No newly-elected Member shall be entitled to any of the rights or privileges of a Member of the Club until the provisions of Rule 3.15 have been fulfilled.

3.18 Members' Addresses

Each Member shall register with the Chief Executive & Secretary an address for correspondence, and notify promptly in writing any change to that address and any business or other residential address or any other circumstances which may alter the right to be in a particular category of membership.

3.19 Notices

All notices and correspondence dispatched by post to a Member's registered address and given under Rule 3 shall be deemed to have been received and properly delivered to such Member no later than seven days after the same were posted.

4 ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

4.1 Rates

The rates from time to time of the Entrance Fees and Annual Subscriptions for

all classes and categories of membership other than Associate Membership (including alteration to such rates) shall be proposed by the MCC Committee and approved by Resolution passed at a General Meeting by a Special Majority. The Entrance Fee and Annual Subscriptions payable by Associate Members shall be fixed from time to time by the MCC Committee. No Entrance Fee shall be payable by an Out-Match Member.

4.2 Notification of Rates to Members

Notice of any alteration in the rate of any Annual Subscription shall be exhibited prominently in the Pavilion no later than two weeks after the General Meeting at which such alteration was approved, and Members shall be notified in writing prior to 1 October in the year before such alteration is to take effect.

4.3 Payment

Annual Subscriptions are payable on 1 January in each year (save in the case of a Member who has been elected during the calendar year when Rule 3.15 applies). Each Member is obliged to pay the subscription applicable to such Member's class and/or category of membership for each calendar year whilst a Member of the Club (save in the circumstances of Rule 3.15(b)).

4.4 Notice of Non-Payment

Notice in writing shall be dispatched to each Member whose Annual Subscription remains unpaid on 1 March (save in the case of a Member who has been elected during the calendar year when Rule 3.15 applies).

5 TERMINATION AND REINSTATEMENT OF MEMBERSHIP

5.1 Resignation

Any Member may resign from the Club at any time by giving notice in writing to the Chief Executive & Secretary. The notice shall take effect at the end of the calendar year in which such notice is given. In no event shall any refund be made of any part of the Annual Subscription or Entrance Fee or other moneys paid by the Member.

5.2 Failure to Pay Annual Subscription

If a Member's Annual Subscription remains unpaid on 1 April then, subject to

Rule 3.15, his or her membership shall automatically terminate but without prejudice to any liabilities and obligations existing at that time.

5.3 Termination of Honorary Life Membership or Life Vice-Presidency

The MCC Committee may at any time terminate an Honorary Life Membership or an Honorary Life Vice-Presidency by notice in writing to the Member concerned.

5.4 Termination of Associate Membership

The membership of an Associate Member shall automatically terminate if he or she does not accept Full Membership when offered, but without prejudice to any liabilities and obligations existing at that time. No refund shall be made to that Member of any part of the Entrance Fee, Annual Subscription or other moneys.

5.5 Reinstatement of Membership

The MCC Committee may, subject to such conditions as it sees fit to impose, re-admit a Member who has resigned pursuant to Rule 5.1 or whose membership has terminated under Rule 5.2.

6 EXPULSION, SUSPENSION AND REPRIMAND

6.1 Infringement of Rules and Regulations, and Conduct Generally

Any Member who is alleged to have infringed these Rules or any Regulations made under these Rules, including the Code of Conduct, or whose conduct or actions, whether within or outside Lord's, and whether prior to or since becoming a Member, may have been such as to render him or her unfit to be a Member or to have the benefit of certain rights and/or privileges of membership, shall be subject to the procedure set out in Rule 6.2.

6.2 Procedure

The procedure to be followed in the event of a complaint against a Member under Rule 6.1, or in the event of an appeal by a Playing Member against a sanction imposed under Rule 3.12, shall be as set out in regulations (Disciplinary Regulations) from time to time made by the MCC Committee, and which shall appear on the Club's website. This Rule 6.2 shall come

into effect on 1 October 2016 in respect only of any disciplinary procedure commenced on or after that date.

6.3 Effect of Expulsion

A Member who is expelled from the Club shall forthwith cease to be a Member and shall forfeit all rights and privileges of membership of the Club but without prejudice to his or her liabilities and obligations existing at the time the expulsion took effect. No refund shall be made to that Member of any part of the Entrance Fee, Annual Subscription or other moneys.

6.4 Effect of Suspension

A Member who is suspended shall forfeit all rights and privileges of membership for the duration of his or her suspension but without prejudice to his or her liabilities and obligations existing at the time the suspension took effect.

6.5 Consequences of Expulsion or Suspension

A Member who is expelled or suspended shall forthwith return his or her membership pass to the Chief Executive & Secretary; and, in the case of a suspended Member, it shall be reissued following completion of the period of suspension. A Member, having been expelled or suspended, shall not (whether in his or her capacity as a Member or otherwise) be entitled to enter the Pavilion, its concourse or balconies, or the Members' Friends' Enclosures, as defined in Rule 2.7(a)(i), from the date of such Member's expulsion or at any time during the period of his or her suspension. Upon dissolution of the Club following the expulsion or during the period of suspension of a Member, such Member shall not be entitled to any share or interest in any of the property or assets of the Club.

7 MANAGEMENT

7.1 MCC Committee

The Club shall be managed by a committee (the MCC Committee, comprising the holders of certain offices, elected and appointed members) and by its Chief Executive & Secretary, all of whom, together with its Trustees, are required to be Full Members of the Club.

7.2 The Principal Officers

The Principal Officers of the Club shall be the President, the Club Chairman, the Treasurer, the President Designate (if any) (in the case of the President Designate only up to and including 30 September 2021 when he or she ceases to be a Principal Officer and a member of the MCC Committee) and the Chief Executive & Secretary, all of whom shall be members of the MCC Committee. The Principal Officers shall be ex-officio members of all committees (whether or not mentioned in these Rules) other than the Nominations committee which shall be chaired by the Club Chairman in accordance with Rule 16.

8 THE PRESIDENT

8.1 Period of Office and Commencement of Term

The President shall hold office for a period of twelve months commencing on 1 October in the year in which his or her nomination is announced save only where the Members in General Meeting by a Special Majority decide otherwise.

8.2 Duties

The President shall, unless unable to attend,

- (i) chair General Meetings of Members, and
- (ii) preside at the Anniversary Dinner.

8.3 Inability to Perform Duties

If the President is unable to perform any of his or her duties, the Club Chairman (or such other person as the MCC Committee may appoint) shall perform such duties.

8.4 Nomination of President Designate

The President shall nominate a successor (the President Designate) at the Annual General Meeting which takes place during his or her term of office.

8.5 Casual Vacancy

If the President fails to nominate a successor under Rule 8.4, or if the President Designate is unable to assume the office of President on the due date, or if the

office of President at any time becomes vacant, the MCC Committee shall as soon as practicable nominate a President Designate or President, as the case may be.

9 THE CLUB CHAIRMAN

9.1 Period of Office and Commencement of Term

The Club Chairman shall be appointed (or re-appointed) by the MCC Committee, subject to approval by Members at the next General Meeting and subject always to the provisions of Rule 12A.7(ii) and (iii). He or she shall take office on the following 1 October for a period of three years, and (subject to Rule 9.4) shall be eligible for re-appointment for one further period not exceeding three years.

9.2 Duties

The Club Chairman shall act as the chairman at meetings of the MCC Committee unless unable to do so, and, in the absence of the President, may act as chairman at General Meetings of Members.

9.3 Casual Vacancy

The office of Club Chairman shall be vacated prior to the expiry of its normal term, and a casual vacancy shall occur, only by death, bankruptcy, incapacity, resignation or cessation of membership of the Club or by a Resolution passed at a General Meeting by a Special Majority in favour of removing the Club Chairman from office.

9.4 Filling of Casual Vacancy

Where there is a casual vacancy in the office of Club Chairman (including where an appointment or re-appointment is not approved under Rule 9.1) the vacancy shall be filled by appointment by the MCC Committee of a willing and eligible Member subject to approval of such appointment under Rule 9.1. Any person so appointed shall serve the remainder of the term (or proposed term) of the Club Chairman who is being replaced. At the expiry of such term, he or she shall, subject always to the provisions of Rule 12A.7 (ii) and (iii), be eligible for re-appointment for a further period not exceeding three years, but only if, prior to the filling of the casual vacancy, he or she has not previously served as Club Chairman.

10 THE TREASURER

10.1 General

The Rules relating to the Treasurer shall be the same as those relating to the Club Chairman in Rules 9.1, 9.3 and 9.4.

10.2 Duties

The Treasurer shall be responsible to the MCC Committee for developing the financial policy of the Club and for overseeing its financial affairs, and, in particular, for the presentation of the Annual Accounts at the Annual General Meeting. The Treasurer may deputise for the Club Chairman at meetings.

11 THE SECRETARIAT

11.1 General

The Secretariat shall comprise the Chief Executive & Secretary, the Deputy Secretary (if any) and the Assistant Secretaries, the names of whom shall be set out each year in the Annual Report and Accounts. The MCC Committee shall be responsible for the appointment and dismissal of the members of the Secretariat.

11.2 The Chief Executive & Secretary

The Chief Executive & Secretary is the senior paid official of the Club and shall be responsible for appointing the employees of the Club (other than members of the Secretariat), including their respective terms and conditions of employment, salaries and dismissal. Any of his or her duties may be delegated from time to time as the MCC Committee and the Chief Executive & Secretary may jointly decide.

12 THE MCC COMMITTEE

TO BE OPERATIONAL UNTIL 30 SEPTEMBER 2022 SUBJECT TO THE TRANSITIONAL PROVISIONS IN RULE 33 AT WHICH TIME IT WILL BE REPLACED BY RULE 12A

This Rule 12 shall be read in conjunction with the transitional provisions set out at Rule 33 and shall have effect from the adoption of these Rules until 30 September 2022 at which time it shall cease to be effective and Rule 12A shall replace it in its entirety.

12.1 Composition

The MCC Committee shall comprise the President, the Club Chairman, the Treasurer, the President Designate (when nominated), the Chief Executive & Secretary, the chairmen of such other committees as the MCC Committee shall from time to time decide, and up to twelve elected members, provided always that the total number of members of the MCC Committee shall not exceed 23. No member of the MCC Committee may, at the same time, be a Trustee.

12.2 Term of Office

Elected members of the MCC Committee shall each serve for a maximum period of three years.

12.3 Elected Member Holding Another Office

If and for so long as an elected member is or becomes a member of the MCC Committee in another capacity, his or her place as an elected member shall be suspended, and a casual vacancy shall be regarded as having occurred for that period. The casual vacancy may be filled in accordance with Rule 12.5. At the conclusion of the membership in such other capacity, the member will (if appropriate) resume his or her position as an elected member, with the period of such membership being calculated as if there had been no suspension.

12.4 Casual Vacancy

A vacancy amongst elected members of the MCC Committee shall occur only by death, bankruptcy, incapacity, resignation or cessation of membership of the Club, or under Rule 12.3, or where an appointment is not approved under Rule 12.5.

12.5 Filling of Casual Vacancy

Where there is a casual vacancy amongst the elected members of the MCC Committee, the vacancy may be filled by the appointment by the MCC Committee of a willing and eligible Member subject to approval of such appointment at the next General Meeting. Such Member shall retire from the MCC Committee when the person in whose place he or she is appointed would have retired or, under Rule 12.3, resumes membership of the MCC Committee as an elected member.

12.6 Disputes

In the event of there being any dispute relating to the provisions of this Rule or the procedure to be followed under this Rule, the matter shall be referred to the President whose decision thereon shall be final and binding.

12A THE MCC COMMITTEE

TO TAKE EFFECT FROM 1 OCTOBER 2022 PRIOR TO WHICH THE TRANSITIONAL PROVISIONS IN RULE 33 SHALL APPLY

This Rule 12A shall be subject to the transitional provisions set out at Rule 33 and shall have full effect from 1 October 2022 prior to which time Rule 12 shall apply for Rule 12A (again subject to the transitional provisions set out at Rule 33).

12A.1 Composition

- (i) The MCC Committee shall comprise the President, the Club Chairman, the Treasurer, the Chief Executive & Secretary, the chairmen of such other committees as the MCC Committee shall from time to time decide and such other Members as the Nominations committee shall recommend and who are approved pursuant to Rule 12A.4.
- (ii) No Trustee may be at the same time a member of the MCC Committee.
- (iii) No person may serve on the MCC Committee unless he or she is a Full Member.

12A.2 Size of the MCC Committee

Subject to Rule 12A.6, the MCC Committee shall comprise not less than ten members and not more than twelve. The MCC Committee shall decide which of its committees should be represented by their chairmen on the MCC Committee. After the MCC Committee has so decided it shall be the responsibility of the Nominations committee to decide how many additional persons should be appointed to the MCC Committee up to the maximum number of twelve provided that the Nominations committee must recommend a sufficient number of persons to ensure that there are at least ten members of the MCC Committee.

12A.3 Appointment of Chairmen of Other Committees

- (i) The chairmen of other committees to be represented on the MCC Committee shall be appointed (or re-appointed) by the MCC Committee pursuant to Rule 17.2 (vi) and shall be subject to approval at a General Meeting either in advance of or next following each such appointment (or re-appointment).
- (ii) The MCC Committee year runs from 1 October to the following 30 September.
- (iii) Save in the case of a vacancy arising prior to 1 October in any year, each such committee chairman shall take office on 1 October in the year appointed for a period of three years and, subject to Rule 12A.7, shall be eligible for re-appointment for one further period not exceeding three years provided that if any such person shall vacate his or her office prior to 1 October in any year, then the MCC Committee may appoint a new chairman of such committee who shall take office forthwith but shall be subject to approval by Members at the next General Meeting.
- (iv) Subject always to his or her approval by Members, such person shall serve until the following 1 October and thereafter for a further two years and that period shall be treated as a full term of office and he or she, subject to Rule 12A.7, shall be eligible for re-appointment for one further period not exceeding three years.

12A.4 Recommendation and approval of additional members of the MCC Committee

- (i) The Nominations committee shall, prior to 1 October in each year, notify the Members of such qualities and if applicable the type of skills, experience and qualifications which it considers are required to fill vacancies on the MCC Committee and the number of vacancies which it has decided should be filled on the MCC Committee from 1 October of the following year.
- (ii) Two Members entitled to vote may nominate another Full Member willing and eligible to serve on the MCC Committee on a form and in a manner laid down from time to time by the Nominations committee.

- (iii) No Member may make more than one nomination in any year.
- (iv) The completed form shall contain such information as shall be required by the Nominations committee and shall be signed by the nominating Members and by their nominee and must be returned to the Chief Executive & Secretary duly completed before the following 1 December.
- (v) The Nominations committee shall consider all persons so nominated for the vacancies on the MCC Committee and shall have the authority to make such enquires and conduct such interviews and take up such references as it, in its absolute discretion, shall think fit.
- (vi) The Nominations committee shall decide from those nominated such Member or Members it considers to be most suitable to fill the vacancy or vacancies on the MCC Committee. Once it has so decided then it shall notify the Members of the names of such Members for approval at the next Annual General Meeting.

12A.5 Term of office

- (i) Each Nominations committee recommended appointee, once approved by the Members, shall serve office from the following 1 October for a period of three years and shall be eligible to be recommended and approved to serve for two additional terms of three years thereafter.
- (ii) Once he or she has served three terms (in the case of a Member appointed pursuant to Rule 12A.6 part of a year being treated as a full year) then such Member shall no longer be eligible to serve as a Nominations committee recommended appointee on the MCC Committee but for the avoidance of doubt, subject always to Rule 12A.7, he or she may be appointed to serve on the MCC Committee in another capacity.

12A.6 Casual Vacancy

- (i) A vacancy amongst those Nominations committee recommended appointees on the MCC Committee shall occur only by death, bankruptcy, incapacity, resignation, or cessation of membership of the Club.

- (ii) On the occurrence of such a vacancy, the Nominations committee shall, if the number of members of the MCC Committee has fallen below ten or otherwise if it considers it necessary, appoint a Full Member willing and eligible to serve on the MCC Committee to fill such vacancy subject to such Member being approved by the Members at the next following General Meeting.
- (iii) Such Member filling the casual vacancy shall, subject to being so approved, serve in office from the date of his or her appointment until the following 1 October and thereafter for a further two years and that period shall be treated as a full term of office as a Nominations committee recommended appointee.
- (iv) In the event that a casual vacancy occurs which brings the number of MCC Committee members below ten, then the MCC Committee shall continue to be empowered to carry on its duties and responsibilities whilst the process of filling such casual vacancy is carried out prior to a replacement member being appointed.

12A.7 Maximum Service on MCC Committee

- (i) No Member may serve on the MCC Committee as a Nominations committee recommended appointee for a period longer than nine years in total.
- (ii) A Member who has served on the MCC Committee as the Club Chairman, the Treasurer or a chairman of another committee shall be eligible to serve thereafter in any other capacity to which he or she is appointed by the MCC Committee for a period of six years or as a Nominations committee recommended appointee for a period of three years provided that he or she shall not serve on the MCC Committee for more than twelve years in total (a part of a year being treated as a full year).
- (iii) A former Nominations committee recommended appointee may serve as the Club Chairman, the Treasurer or a chairman of another committee provided that he or she shall not serve on the MCC Committee for more than twelve years in total (a part of a year being treated as a full year).

- (iv) The limitations set out in this Rule 12A.7 shall not apply to the President in respect of his or her term of office.
- (v) The Chief Executive & Secretary shall serve on the MCC Committee for so long as he or she holds the office of Chief Executive & Secretary.

13 RESPONSIBILITIES AND POWERS OF THE MCC COMMITTEE

13.1 General

The MCC Committee shall be responsible (subject to the provisions of these Rules) for the entire management of the property, funds and affairs of the Club.

13.2 Power to Make Regulations

The MCC Committee shall have power from time to time to make, vary and amend Regulations relating to the Club, its administration and affairs.

13.3 Responsibility

The MCC Committee will (other than in the circumstances set out in Rule 2.7(a)(i)(II) and (III)) consult and obtain approval from the membership as a whole by Resolution passed at a General Meeting by a Special Majority prior to any action to withdraw or restrict access to the Pavilion and Members' Friends' Enclosures or any of them.

13.4 Real Property of the Club

- (i) Subject to Rules 13.4(iii) and 13.4(iv) the MCC Committee shall have the power to acquire, to deal in any way with, and to carry out any Development on the real property of the Club.
- (ii) Title to the real property of the Club may, from time to time, be vested in the Custodian Trustee which shall hold the same upon trust for the Club subject to this Rule.
- (iii) The MCC Committee shall not acquire any real property unless such acquisition has been approved by the Treasurer and the MCC Committee and also by the Trustees or, if the Trustees' approval is not given, by the Members by the passing of a Resolution authorising the same.

- (iv) The MCC Committee shall not dispose of any real property of the Club except where required or necessitated by operation of law, nor carry out any Development, unless (in either case) the same has been approved by Members by the passing of a Resolution by a Special Majority authorising the same.
- (v) Notwithstanding Rules 13.4(iii) and 13.4(iv), the MCC Committee may:
 - (I) authorise such dealings with, disposals and acquisitions of real property as are in the ordinary course of the business of the Club;
 - (II) in urgent or exceptional circumstances carry out any disposal requiring approval or Development as referred to in Rule 13.4(iv) which has not been approved by Members provided that the MCC Committee shall, without delay, call a Special General Meeting of the Club for ratification of such disposal or Development.
- (vi) In these Rules, Development means the carrying out of any building or engineering operations on, over or under land or the making of any material alteration in the use of any buildings or land, save that, for the purpose of clarification,
 - (I) operations involving repair or maintenance to land or buildings,
 - (II) operations which affect only the interior of a building,
 - (III) operations which do not materially affect the external appearance of a building,
- (IV) any other operation not falling within (I), (II), or (III) above which the Trustees certify as not significant in terms of appearance, cost or its effect on the amenities or finances of the Club and/or its Members, shall not be regarded as coming within this definition of Development.

13.5 Accounts and Auditors

- (i) The MCC Committee shall have Accounts of the Club
- (ii) The MCC Committee shall have such Accounts audited by a firm of Chartered Accountants which shall be appointed (or re-appointed) at each Annual General Meeting.
- (iii) The Accounts, approved by the MCC Committee, signed by

the Treasurer and by the Chief Executive & Secretary, and reported on by the auditors, shall be submitted at the Annual General Meeting in each year for adoption by Members.

13.6 Borrowing and Repaying Money

The MCC Committee may, with the approval of the Treasurer and the prior consent of the Trustees, borrow or raise or secure the payment of money in such manner as the MCC Committee shall think fit, and in particular by the issue of debentures charged upon all or any of the property of the Club, and may with the like approval and consent redeem or pay off any such securities. The MCC Committee shall give 140 days' notice to all Full and Senior Members of the creation of a scheme involving the issue of debentures other than the renewal of an existing scheme.

13.7 Investment of Funds

The MCC Committee shall have power to invest the funds of the Club in such property, stocks, shares, securities and other investments as it shall determine.

13.8 Wide Role of the Club

The MCC Committee shall have the power, as part of the wide role of the Club both in the British Isles and overseas, to provide financial or other assistance to other persons or bodies who are concerned with any aspect of cricket. If, in the opinion of the Treasurer (or, in the event that the Treasurer is unable to give an opinion, the Chief Executive & Secretary) the financial assistance to be provided is substantial, the consent of the Trustees shall be obtained.

13.9 Use of Nominees

The MCC Committee shall have power to place any of the property of the Club in the names of trustees or nominees.

13.10 Employment of Agents and Advisers

- (i) The MCC Committee shall have power at any time and for any purpose to employ and remunerate agents and advisers. It may employ the services of, or may confer any or all of its powers of acquiring, managing or disposing of the

investments of the Club on, any person, firm or corporation upon such terms and subject to such conditions as the MCC Committee may from time to time decide.

- (ii) There shall be no liability for any loss arising from any act or default of such person, firm or corporation attaching to any member of the MCC Committee, of any other committee, any employee of the Club, the Custodian Trustee or the Trustees of the Club.

13.11 Good Faith

All acts carried out in good faith at any meeting of the MCC Committee, the Nominations committee or of any other committee, shall notwithstanding it being afterwards discovered that there was some defect in the appointment or continuance in office of any such person, be as valid as if every such person had been duly appointed or had duly continued in office.

14 THE SEAL OF MCC

14.1 Holding of the Seal

The Seal of MCC shall be kept by the Chief Executive & Secretary in such place and manner as he or she from time to time may decide.

14.2 Use of the Seal

The Seal of MCC shall be affixed to instruments which are to be executed as deeds and to such other instruments as the MCC Committee shall from time to time resolve. The Seal shall be affixed in the presence of two members of the Secretariat, the identities of whom shall be decided by the MCC Committee.

15 PROCEEDINGS OF THE MCC COMMITTEE

15.1 Quorum

The quorum for meetings of the MCC Committee shall be at least 50% of the members of the MCC Committee.

15.2 Voting

Each member of the MCC Committee shall be entitled to one vote. The chairman of the meeting shall be entitled to a second or casting vote in the event of an equality of votes.

15.3 Confidentiality

The proceedings of the MCC Committee and of all committees, documents prepared therefor and records thereof, shall be confidential to the MCC Committee and (as appropriate) to the respective committees, unless it or they otherwise determine.

16 NOMINATIONS COMMITTEE

This Rule 16 shall be subject to the transitional provisions set out at Rule 33.

16.1 Establishment of the Nominations committee

The Club shall have a Nominations committee which shall be established and operated pursuant to this Rule 16.

16.2 Purpose of the Nominations committee

The Nominations committee shall be responsible for:

- (i) choosing for approval by the Club in General Meeting such candidates to serve on the MCC Committee with effect from and after 1 October 2022 as it considers suitable to do so in accordance with any strategic plans and/or relevant policies of the Club which have been adopted by the MCC Committee up to the number of vacancies on the MCC Committee;
- (ii) assisting, liaising with and advising the MCC Committee on the appointment of such persons whom the MCC Committee is empowered or required to appoint pursuant to these Rules and in particular the appointment of the Club Chairman from time to time; and
- (iii) such other tasks or responsibilities as are allocated to it, with its agreement, from time to time by the MCC Committee.

16.3 Composition of the Nominations committee

The Nominations committee shall have seven members. These shall comprise the following persons:

- (i) the Club Chairman who shall chair the Nominations committee;
- (ii) a Deputy Chairman who shall be appointed pursuant to Rule 16.4 and act as chairman of the Nominations committee in the absence of the Club Chairman and chair the process for recommending to the MCC Committee the person to be the next Club Chairman;
- (iii) two Members who shall be appointed by the MCC Committee; and
- (iv) three Members who shall be elected pursuant to Rule 16.5.

16.4 Appointment of Deputy Chairman of the Nominations committee

The Deputy Chairman of the Nominations committee shall be a Full Member willing and eligible to serve. He or she shall be appointed by the MCC Committee but shall be subject to approval at a General Meeting either in advance of or next following his or her appointment.

16.5 Elections to the Nominations committee

Two Members entitled to vote may nominate a Full Member willing and eligible to serve on the Nominations committee on a form provided and in a manner laid down from time to time by the Chief Executive & Secretary. A Member may make only one such nomination in each election. The form shall contain such information as shall be decided by the MCC Committee and shall be signed by the nominating Members and by the nominee, and must be returned to the Chief Executive & Secretary, duly completed, before 10 January in any year in respect of a period of office to commence on 1 October in that year save as provided for in Rule 16.13.

16.6 Nominations Exceed Vacancies

- (i) A ballot shall be held if there are more nominations than vacancies.
- (ii) There shall be dispatched to each Member entitled to vote a ballot paper on which shall appear the names of all nominated Members, together with a memorandum giving

- appropriate details of all such Members and such other information and in such format and presentation as the MCC Committee shall from time to time decide (which such nominated Member shall be required to provide). Such ballot papers, after completion, shall be sent to the returning officer appointed by the Chief Executive & Secretary, so as to arrive by the date indicated on the ballot paper.
- (iii) Each Member entitled to vote shall have one vote for each vacancy on the Nominations committee but shall not give more than one vote to any one candidate.
 - (iv) Any ballot papers which do not comply with the conditions or requirements for their completion and return shall be invalid. The MCC Committee shall appoint scrutineers to examine the ballot papers, or what the scrutineers in their absolute discretion deem to be a representative sample of the ballot papers.
 - (v) In the event of two or more Members receiving an equal number of votes, the Member or Members to be elected shall be decided by lot in a manner prescribed by the President.

16.7 Vacancies Equal or Exceed Nominations

If there shall be no more nominations than there are vacancies for membership of the Nominations committee, those validly nominated shall be elected to the Nominations committee. Any remaining vacancies shall be filled by the MCC Committee which shall appoint, with the prior consent of the Member or Members in question, sufficient eligible Members to fill the vacancies, subject to the approval of such appointments at the next General Meeting.

16.8 Eligibility of the Deputy Chairman and those members to be elected under Rule 16.5

All voting Members of the Club shall be eligible for appointment as Deputy Chairman or election pursuant to Rule 16.5 to serve on the Nominations committee. A Member elected to the Nominations committee must be independent in the sense that immediately prior to appointment or election and throughout his or her service on the Nominations committee he or she must fulfil the following requirements namely that he or she:

- (i) has been or will have been a Member entitled to vote for a period of not less than four years on the date on which his or her appointment is to take effect;
- (ii) has not served at any time on any committee or sub-committee of the Club during the period of four years ending on the date on which his or her appointment is to take effect ; and
- (iii) at no time during his or her term is or becomes a member of the MCC Committee or any other committee or sub-committee of the Club and if such shall occur he or she shall forthwith cease to be a member of the Nominations committee and a casual vacancy shall arise.

16.9 Term of Office

The term of office for each category of member of the Nominations committee shall be as follows:

- (i) as regards the Club Chairman for so long as he or she holds the office of Club Chairman;
- (ii) as regards the Deputy Chairman and the three elected members, save as provided in Rule 16.13, the period of three years from the 1 October in the year of the approval of his or her appointment in the case of the Deputy Chairman and of their election in the case of the three elected members; and
- (iii) as regards those appointed by the MCC Committee such period as the MCC Committee shall stipulate.

16.10 Length of Service

The Deputy Chairman and each elected member shall be entitled to serve no more than two terms as Deputy Chairman or an elected member, as the case may be. Once he or she has served for two terms as an appointed (in the case of the Deputy Chairman) or elected (in the case of the elected members) member, he or she shall no longer be eligible for a period of not less than four years to serve on the Nominations committee. For the avoidance of doubt such prohibition shall not prevent any such Member from being appointed by the MCC Committee as one of its two appointees under Rule 16.3(iii).

16.11 Quorum

The quorum for a meeting of the Nomination committee shall be four of its members.

16.12 Casual Vacancy

- (i) A vacancy amongst the Deputy Chairman or any of the elected members of the Nominations committee shall occur only by death, bankruptcy, incapacity, resignation or cessation of membership of the Club, resignation from the Nominations committee or in the circumstances set out in Rule 16.8(iii).
- (ii) In the event that a casual vacancy occurs then the Nominations committee shall continue to be empowered to carry on its duties and responsibilities whilst the process of filling such casual vacancy is carried out prior to a replacement member being appointed or elected.

16.13 Filling of Casual Vacancy

Where there is a casual vacancy amongst the elected members of the Nominations committee, the vacancy shall be filled by the Member who received the next highest number of votes (and was not elected) in the ballot in which the Member ceasing to be a member of the Nominations committee was elected. If there is no such person then the vacancy shall be filled by the appointment by the remaining members of the Nominations committee of a Member willing and eligible to serve subject to approval of such appointment at the next General Meeting. Such Member shall retire from the Nominations committee when the person in whose place he or she is appointed would have completed his or her term.

17 OTHER COMMITTEES

17.1 Existence, Structure and Purpose of Committees

The MCC Committee shall have the responsibility at least once in each year to consider the existence, structure and purpose of any committees, sub-committees and other subsidiary bodies (all collectively referred to as committees, save where the context otherwise requires) other than the

Nominations committee and shall appoint a Member as chairman of the Club's Disciplinary Panel as provided in the Disciplinary Regulations made under Rule 6.2.

17.2 Exercising of Powers by the MCC Committee

The MCC Committee shall have the following powers, which may be exercised from time to time as it shall decide:

- (i) to create, appoint, regulate and dissolve committees;
- (ii) to confer, subject to any conditions which it may impose, any of its powers and responsibilities on any committee or committees or on any person holding an executive office in the Club;
- (iii) to amend and revoke any powers and responsibilities delegated under this Rule;
- (iv) to designate each committee as a principal committee, a specialist committee a sub-committee or a working party;
- (v) following consultation with the Nominations committee to determine the composition of any committee and to appoint and remove the chairman of each committee, provided that each such appointment shall be for a period of three years and shall not be renewed for more than one further period not exceeding three years;
- (vi) following consultation with the Nominations committee, to appoint as members of the MCC Committee the chairmen of such committees as it shall decide, but subject to Rule 12.1 and subject to approval at a General Meeting either in advance of or next following each such appointment; and
- (vii) to lay down rules for the operation and proceedings of each committee, but where no such specific rules are made the proceedings of the committees shall be governed by the provisions of these Rules and any Regulations made thereunder.

17.3 Nominations committee

Rule 17.2 shall not apply to the Nominations committee which shall be constituted and governed by the provisions of Rule 16.

17.4 Reporting Lines

- (i) The chairman of each principal committee shall report to the MCC Committee.
- (ii) Each specialist committee shall report to and provide one of its members to be a member of the principal committee to which such specialist committee is responsible.
- (iii) Each sub-committee or working party shall report to and shall, if requested, provide one of its members to be a member of the principal or specialist committee to which such sub-committee or working party is responsible.

18 THE TRUSTEES

18.1 Number

There shall be three Trustees.

18.2 Appointment

A Trustee shall be appointed (or re-appointed) by the MCC Committee, subject to approval by Members at the next Annual General Meeting and shall take office on 1 October following such Annual General Meeting. A Trustee shall hold office for a period of three years but shall be eligible, at the expiry of such period, for re-appointment for one further period of three years. No Trustee may, at the same time, be a member of the MCC Committee.

18.3 Casual Vacancy

The office of Trustee shall be vacated prior to the expiry of its normal term, and a casual vacancy shall occur, only by death, bankruptcy, incapacity, resignation or cessation of membership of the Club, or by a Resolution passed at a General Meeting by a Special Majority in favour of removing the Trustee from office.

18.4 Filling of Casual Vacancy

Where there is a casual vacancy amongst the Trustees (including where an appointment or re-appointment is not approved under Rule 18.2), the vacancy shall be filled by appointment by the MCC Committee of a willing and eligible Member, subject to approval of such appointment under Rule 18.2.

Any person so appointed shall serve the remainder of the term (or proposed term) of the person in whose place he or she has been appointed. At the expiry of such term, he or she shall be eligible for re-appointment for a further period of three years, but only if he or she has not previously served as a Trustee.

18.5 Attendance at MCC Committee Meetings

Trustees shall be entitled to attend and speak at meetings of the MCC Committee but, not being members of the MCC Committee, shall not be entitled to vote, nor to be counted in the quorum.

18.6 Powers and Duties of the Trustees

- (i) When referred to them by the MCC Committee, the Trustees shall consider and, if thought fit, consent to any proposed acquisition of real property under Rule 13.4 (iii); and to any proposed borrowing or repayment of money as may be referred to them by the MCC Committee under Rule 13.6; and may, if thought fit, certify as not significant any proposed Development referred to them by the MCC Committee under Rule 13.4 (vi) (IV).
- (ii) The Trustees shall have such additional powers and duties as these Rules provide or the MCC Committee may from time to time confer or impose on them. However, nothing in these Rules shall prevent the Trustees from considering any other matters and bringing to the attention of the MCC Committee their views and conclusions on such matters.

18.7 Meetings and Voting

The Trustees shall meet at least twice each year. The quorum for meetings of the Trustees shall be two, and the Trustees may act by a majority vote. The Trustees may invite any Members and employees of the Club to attend and speak at such meetings.

18.8 Privileges

Except as specifically provided in these Rules, the Trustees shall have all the general privileges and status of members of the MCC Committee.

19 THE CUSTODIAN TRUSTEE

19.1 Appointment

The Club, acting by the MCC Committee, shall have power to appoint any bank or trust corporation or the Trustees to act as Custodian Trustee in whom (or in whose successors) the title to the real property of the Club may be vested.

19. Powers and Duties

The Custodian Trustee (if appointed) shall hold the real property of the Club in accordance with Rule 13.4 (ii), and shall hold such other of the Club's property on trust for the Club as the MCC Committee may from time to time decide. For these purposes, the Custodian Trustee (if appointed) shall enter into, execute and deliver all such instruments, deeds or assurances whatsoever as the MCC Committee may from time to time stipulate.

20 NAMES OF MCC COMMITTEE MEMBERS, ETC.

20.1 Publication in Pavilion and Annual Report

There shall be exhibited in the Pavilion, and shall be set out in the Annual Report and Accounts as at 31 December of the year in question, a list of the members of the MCC Committee, indicating which are elected members and their retirement dates, a list of the Trustees, indicating their retirement dates, and a list of the names and composition of the Nominations committee and of any principal and specialist committees, and the name of the Custodian Trustee (if appointed).

20.2 Record of Members' Attendance at Meetings

In the Annual Report and Accounts there shall be indicated against the name of each member of the MCC Committee and the other committees referred to in Rule 20.1 a record of his or her attendance at meetings during the year covered by the Annual Report and Accounts.

20.3 General

Upon written application to the Chief Executive & Secretary, there shall be sent to any Member the information referred to in Rule 20.1 as at the date of application.

21 ANNUAL GENERAL MEETINGS

21.1 Date

An Annual General Meeting of Members shall be held on the first Wednesday in May, or such other date before 31 August as the MCC Committee may from time to time stipulate.

21.2 Notice and Accidental Omission to Give Notice

Notification of the date, time, venue, agenda and any voting papers for the Annual General Meeting shall be sent to Members entitled to vote at their respective registered addresses not less than seventeen clear days prior to the date of the Meeting. Accidental omission to send any such papers, or the non-receipt by any Member or Members of the same, shall not invalidate the proceedings at the Meeting.

21.3 Transaction of Business

The business to be transacted at the Annual General Meeting shall include the following matters:

- (i) to receive the minutes of the previous Annual General Meeting and of any other General Meeting held since that Meeting;
- (ii) to adopt the Annual Report and Accounts;
- (iii) to approve where required the appointment or re-appointment of
 - (I) the Trustees of the Club
 - (II) the Club Chairman
 - (III) the Treasurer
 - (IV) the chairman of any committee appointed under Rule 17.2(vi) to serve on the MCC Committee
 - (V) the Deputy Chairman of the Nominations committee
 - (VI) Members recommended by the Nominations committee to serve on the MCC Committee
 - (VII) the auditors of the Club;
- (iv) to receive the announcement of those Members elected to the Nominations committee;
- (v) to consider and if thought fit pass any Resolution proposed by the MCC Committee;
- (vi) to receive notification and/or a report, when appropriate, of any change made to the Laws of Cricket;

- (vii) to receive notification and/or a report, where appropriate, of any amendment of a Rule or part thereof made by the MCC Committee pursuant to Rule 30.2;
- (viii) to discuss any matter which the MCC Committee wishes to raise;
- (ix) to consider and, if thought fit, pass any Resolution on the written requisition of at least 120 Members entitled to vote, provided the requirements of Rule 23 have been fulfilled by 1 February;
- (x) to discuss any specific matter raised by twenty or more Members entitled to vote of which written notice has been received by the Chief Executive & Secretary by 1 February, in the form of a document or, if more than one, identical documents, bearing the signatures of such Members, and setting out in no more than 250 words, to the reasonable satisfaction of the MCC Committee, the text of the matter for discussion in order for the general nature of the matter to be summarised on the agenda; and
- (xi) to receive the announcement by the President of his or her successor.

The Notice of the Annual General Meeting to be sent to Members may include a list of some or all of the names and respective years of election of those Members who signed the form or forms referred to in Rule 21.3(x).

22 SPECIAL GENERAL MEETINGS

22.1 Calling a Special General Meeting

A Special General Meeting of the Club may be called by the MCC Committee at any time, and shall be called by the MCC Committee on the written requisition of at least 180 Members entitled to vote, provided the requirements of Rule 23 have been fulfilled. A Special General Meeting shall be, save in exceptional circumstances, held no later than 90 days following receipt of a valid requisition.

22.2 Notice and Accidental Omission to Give Notice

The provisions of Rule 21.2 above shall apply also to Special General Meetings.

23 RESOLUTIONS PROPOSED BY MEMBERS

23.1 Submission of Resolutions

Any written requisition by Members to consider a Resolution shall:

- (i) be set out on a form or forms provided for the purpose by the Chief Executive & Secretary;
- (ii) be signed by all those Members entitled to vote (being at least 120 in number under Rule 21.3(ix), and at least 180 in number under this Rule 23.1) who are supporting it, together with their full names and in their own handwriting the dates on which their respective signatures are appended;
- (iii) to the reasonable satisfaction of the MCC Committee, set out the matters to be discussed at the Meeting and the full text of any Resolutions to be proposed and, if thought fit, passed at the Meeting; and
- (iv) be deposited with the Chief Executive & Secretary.

The written requisition may be contained in several forms each signed by one or more requisitionists within 180 days of the date on which the form or the first of the forms referred to in (i) above was issued.

23.2 Names and Years of Election of Requisitionists

Where a Resolution has been requisitioned by Members pursuant to Rules 21.3(ix) or 22.1, the Notice of a General Meeting, in which such Resolution is contained and sent to Members, may include a list of the names and respective years of election of those Members who signed the form or forms referred to in Rule 23.1.

24 PROCEEDINGS AT GENERAL MEETINGS

24.1 Quorum

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

24.2 Absence of Quorum

If within 30 minutes from the time appointed a quorum is not present, the

Meeting, if convened upon the requisition of Members, shall be dissolved. In any other case, it will stand adjourned to such other day and at such time and place as the chairman of the Meeting may determine. At the adjourned Meeting twenty voting Members present in person shall be a quorum.

24.3 Additions or Amendments to Agenda

If prior to, or at, any General Meeting it is sought to make any addition to the agenda for the Meeting already dispatched to Members or any amendment to any item of business on such agenda, it shall be in the discretion of the chairman whether or not to allow such addition or amendment.

24.4 Adjournment

The chairman may in his or her discretion, and shall if so directed by the Meeting, adjourn the Meeting from time to time and from place to place but no business may be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place. The provisions of Rule 21.2 shall apply to the giving of notice of an adjourned Meeting when a Meeting has been adjourned for 30 days or more.

24.5 Majority Required for Passing of Resolutions

Resolutions requiring a Special Majority shall require a vote in favour of not less than two-thirds of the votes cast. All other Resolutions shall require a simple majority.

25 VOTING

25.1 Proxy or Postal Voting

The MCC Committee may use proxy or postal voting in relation to any Resolution, business or subject to be proposed at any General Meeting, if it considers that Resolution, business or subject to be of sufficient importance to warrant full consideration by all Members entitled to vote (not merely those able to attend the Meeting in person).

25.2 Proxy Voting

Voting by proxy shall be carried out in the following manner and as supplemented by any Regulations made from time to time by the MCC Committee:

- (i) a proxy must be a Member entitled to vote at General Meetings;
- (ii) the instrument of proxy shall be in a form determined by the MCC Committee and supplied on its behalf;
- (iii) unless stated to the contrary therein, the instrument of proxy shall be valid at any adjourned Meeting;
- (iv) the Member entitled to vote shall sign the instrument appointing a proxy;
- (v) the instrument appointing a proxy shall be delivered to the Chief Executive & Secretary at Lord's or such other place as the MCC Committee may determine not less than 24 hours before the appointed time for the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, or, in a case of a poll taken subsequently to the date of a Meeting or adjourned Meeting, not less than 24 hours before the time appointed for taking the poll. In default the instrument shall not be treated as a valid proxy;
- (vi) a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the instrument of proxy or authority under which it was executed, if no notice in writing of such death or revocation has been received by the Chief Executive & Secretary at least 24 hours before the time appointed for holding the Meeting or adjourned Meeting or the taking of a poll at which the instrument of proxy is to be used.

25.3 Postal Voting

Postal voting shall be conducted in accordance with Regulations made from time to time by the MCC Committee.

25.4 Show of Hands

At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless either:

- (i) the Resolution is subject to postal voting; or
- (ii) the Resolution is subject to proxy voting and, before or on the declaration of the result of the show of hands, a poll is duly demanded.

25.5 Use of a Poll

A poll may be demanded by the chairman of the Meeting or by at least ten Members entitled to vote and present in person. A poll may be demanded only in relation to a Resolution which is subject to proxy voting.

25.6 Method of Voting by Poll

If a poll is duly demanded it shall be taken in such manner and either forthwith or at such time (being not later than 30 days after the date of the demand) and place as the chairman shall direct. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll.

25.7 Withdrawal of Demand for a Poll

The demand for a poll shall not prevent the continuation of a General Meeting for the transaction of any business other than the question on which the poll has been demanded, and such demand may be withdrawn with the consent of the chairman at any time before the close of the General Meeting or the taking of the poll, whichever is the earlier.

25.8 No Poll on Question of Adjournment

No poll shall be demanded on any question of adjournment.

25.9 Casting Vote of Chairman of the Meeting

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

25.10 Entitlement to Vote

On a show of hands every Member entitled to vote who is present in person at a General Meeting of the Club shall have one vote. On a poll every Member entitled to vote who is present in person shall have one vote, and one additional vote for each Member from whom he or she holds a valid proxy.

25.11 Right of the MCC Committee to Withdraw a Resolution

At any General Meeting, if, in the opinion of the MCC Committee, it is appropriate to withdraw a Resolution, whether subject to a postal vote or not, the chairman shall withdraw such Resolution. In such a case the Resolution shall be deemed not to have been put or voted upon. Such withdrawal shall prevent neither the continuation of the Meeting nor the putting of the Resolution at any subsequent Meeting.

26 CODE OF ETHICS AND BANKRUPTCY

26.1 Code of Ethics

Any member of the MCC Committee, the Nominations committee or other committee created under Rule 17.2, or a Trustee, or the Chief Executive & Secretary, the Deputy Secretary (if any), the Assistant Secretaries, and all other MCC senior staff shall be bound by the Club's Code of Ethics from time to time adopted by the MCC Committee and shall act at all times in accordance with the Code of Ethics.

26.2 Bankruptcy

Any reference in these Rules to a Member ceasing to hold office due to bankruptcy shall include that person being declared bankrupt or making a composition with his or her creditors or taking advantage of any statutory provision for the relief of debtors from the payment of his or her debts or part thereof.

27 DISSOLUTION OF THE CLUB

The Club may be dissolved only by a Resolution passed by a Special Majority at a General Meeting called especially for the purpose of surrendering the Royal Charter with a view to dissolution, and in accordance with the provisions of Article 14 of the Royal Charter.

28 INDEMNITY

Each member of the MCC Committee and of other committees, each Trustee, and each employee of the Club before or after the coming into force of these Rules 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 lawfully be so applied, against all costs, charges, liens, expenses, and liabilities whatsoever incurred by him or her in the execution and discharge of his or her duties or in relation thereto, including any liability incurred by him or her in initiating, presenting 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 in such capacity.

29 LAWS OF CRICKET

The Laws of Cricket may be changed only by resolution of the MCC Committee. Any such change must be notified and/or reported to Members entitled to vote no later than the Annual General Meeting of Members following such change. When a new Code of the Laws of Cricket is published, it will be available on-line and the Chief Executive & Secretary will send a copy to any Member on written request, and subject to such payment therefor (if any) as the MCC Committee may from time to time stipulate.

30 AMENDMENT TO RULES

30.1 Amendment by Resolution

These Rules may, subject to Rule 30.2, be amended only if the relevant Resolution is passed at a General Meeting by a Special Majority; and, in accordance with Article 12 of the Royal Charter, no provision of the Rules or any amendment thereof shall be effective to any extent to which it is repugnant or contrary to law or inconsistent with the provisions of the Royal Charter.

30.2 Amendment by the MCC Committee

Any Rule, or part thereof, that is or at any time in the future becomes

repugnant or contrary to law or inconsistent with the provisions of the Royal Charter may, without the need for a Resolution under Rule 30.1, be amended or deleted by the MCC Committee, but only to the extent necessary to avoid such conflict with the law or the Royal Charter. Any such amendment to the Rules shall be notified and/or reported to Members no later than the Annual General Meeting following such change.

31 INTERPRETATION OF RULES AND REGULATIONS

Save where otherwise specifically provided for in these Rules, the MCC Committee shall have the power to decide all questions arising in respect of the interpretation of these Rules and the Regulations. The contents, headings and sub-headings are inserted for convenience only and shall not affect the construction of these Rules.

32 CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 1999

A person who is not a Member shall have no right under the Contracts (Rights of Third Parties) Act 1999 to enforce any of the Rules.

33 TRANSITIONAL PROVISIONS

33.1 Incorporation

Anything done pursuant to the Rules in force from time to time prior to the date of incorporation of the Club by Royal Charter (including without limitation any appointment to the membership of any committee or to any office or anything done in relation to an application for membership) shall be unaffected by the incorporation and shall accordingly continue to have full effect under and for the purposes of these Rules.

33.2 Rule 7

From 1 October 2021 the Member holding the office of President Designate shall cease to be a Principal Officer of the Club and Rule 7.2 shall be amended accordingly with the reference to the President Designate being deleted and from 1 October 2022 the word "elected" will be deleted from Rule 7.1.

33.3 Rules 12 and 12A

Rules 12 and 12A shall be subject to the following transitional provisions:

- (i) As from the date of adoption of these transitional provisions there shall be no further elections of Members as members of the MCC Committee and any elections in train at that time shall be cancelled.
- (ii) From 1 October 2021 the Member holding the office of President Designate shall cease to be a member of the MCC Committee and Rule 12.1 shall be amended accordingly.
- (iii) At midnight on 30 September 2021 Rule 12.1 shall be amended by the deletion of the numeral 23 and the substitution by the numeral 18.
- (iv) At midnight on 30 September 2022 the provisions of Rule 12A shall come into force and Rule 12 shall cease to have effect and shall be removed from the Rules. Thereafter Rule 12A and any references to Rule 12A shall be renumbered as Rule 12.

33.4 Rule 16

Rule 16 shall be subject to the following transitional provisions:

- (i) The Nominations committee will be established and operate pursuant to Rule 16 as from the date upon which the results of the election of the first Members elected to serve on it are announced at the Annual General Meeting held in 2021.
- (ii) The date by which the first Members to serve on the Nominations committee pursuant to Rule 16 must be nominated shall be 10 January 2021.
- (iii) Notwithstanding the provisions of Rule 16.9(ii) the first Member to be approved as Deputy Chairman pursuant to Rule 16.4 shall serve from the date upon which his or her approval is announced until 30 September 2024.
- (iv) Notwithstanding the provisions of Rule 16.9(ii) regarding the Members who are the first to be elected to serve on the Nominations committee namely at the Annual General Meeting held in 2021, the Member who came first in the poll shall serve a term from the date of such Annual General Meeting until 30 September 2024; the Member

who came second in the poll shall serve a term from the date of such Annual General Meeting until 30 September 2023 and the Member who came third shall serve a term from the date of such Annual General Meeting until 30 September 2022.

33.5 Rule 17

On 1 October 2022 the reference in Rule 17.2(vi) to Rule 12.1 shall be changed to refer to Rule 12.2.

