

No: 3251364

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by guarantee

RESOLUTION

of

ENGLAND AND WALES CRICKET BOARD LIMITED
("ECB")

At the Annual General Meeting of ECB duly convened and held at Lord's Cricket Ground on Tuesday, 31st May 2005 at 12.30 pm the following special resolution was passed:

SPECIAL RESOLUTION

THAT the current Articles of Association of ECB shall be replaced and substituted (with immediate effect) with the enclosed articles of association (to be initialled at the meeting by the Chairman for the purposes of identification).

J Morgan

Chairman of the meeting



Jim.

THE COMPANIES ACT 1985 (AS AMENDED)
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ENGLAND AND WALES CRICKET BOARD LIMITED
(as adopted on 31 May 2005)

1. PRELIMINARY

The regulations contained in or expressly incorporated into Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 shall, subject to the modifications hereinafter expressed, apply to ECB and constitute its articles of association ("these Articles"). The following Regulations of Table A shall not apply to ECB, namely 2 to 35 (inclusive), 40, 46 to 57 (inclusive), 59 to 70 (inclusive), 73 to 80 (inclusive), 82, 84, 87, 89, 94, 102 to 108 (inclusive), 110, 114 and 116 to 118 (inclusive). In the event that there is any inconsistency between these provisions and Table A, these provisions shall prevail.

In Regulation 1 of Table A, the definition of "the holder" shall be omitted.

The words and expressions set out in Schedule A to these Articles shall have the respective meanings given to them therein.

2. MEMBERSHIP OF ECB

- (A) Any person who is at the time of application Chairman of one of the First Class County Clubs listed in Schedule B or Chairman of one of the County Cricket Boards listed in Schedule C or the MCC Chairman or, unless such person is already eligible to be a Member of ECB by virtue of holding one of the above-mentioned positions, the Chairman of the MCCA, and who wishes to become a Member of ECB, may submit to the Secretary at the Registered Office an application for membership in a form approved by the Board accompanied by such evidence as the Board may require. If the Board shall accept that the candidate holds such office, then such person shall automatically become a member of ECB. Any such person shall automatically cease to be a Member of ECB if and when he ceases to hold such office.
- (B) The subscribers to the Memorandum of Association of ECB and such other persons as are admitted to membership in accordance with these Articles shall be Members of ECB.
- (C) A Member of ECB may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership of ECB shall not be transferable and shall cease on death.

3. GENERAL MEETINGS OF MEMBERS OF ECB

- (A) Twenty persons entitled to vote upon the business to be transacted, each being a Member of ECB (or his proxy appointed pursuant to Article 4), shall be a quorum at any general meeting. The word "such" shall be deleted from Regulation 41 of Table A.

- (B) A resolution put to the vote at a general meeting shall be decided on a show of hands. Each Member of ECB (or his proxy) shall have one vote.
- (C) A declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (D) In the case of an equality of votes, the chairman of the meeting shall have a casting vote (or if the chairman is a Member of ECB, a second vote).
- (E) In Regulation 38 of Table A in paragraph (b) the words "of the total voting rights at the meeting of all the Members" shall be substituted for "in nominal value of the shares giving that right" and the words "The notice shall be given to all the Members of ECB and to the directors and the auditors" shall be substituted for the last sentence. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from Regulation 44 of Table A.

4. PROXIES AT GENERAL MEETINGS OF MEMBERS OF ECB

At any general meeting any Member of ECB who is entitled to be present and vote may appoint a proxy to attend and speak at the meeting and to vote on that Member's behalf in any vote taken at that meeting. The proxy need not be a Member of ECB. To be effective, any such appointment must be in writing, signed by the appointor and delivered to the Secretary, either by handing it to him in person or by delivering it to the Registered Office addressed to the Secretary, at or before the start of the relevant meeting.

5. POWERS OF THE BOARD

- (A) Subject always to the provisions of these Articles and to any directions given by the Members of ECB by a resolution passed at a general meeting of ECB by two thirds of the votes cast at that meeting (for the avoidance of doubt, an abstention shall not be treated as a vote cast), the administration, direction and management of the business and affairs of ECB shall be conducted by the directors, collectively known as "the Board"; PROVIDED THAT
 - (i) the Board shall, in so conducting, act in accordance with the fiduciary duties to ECB imposed on its directors by law and shall not cause ECB's affairs to be conducted in a manner which is unfairly prejudicial to the interests of the Members of ECB or of some part of the Members of ECB (for the avoidance of doubt, this sub-Article 5(A)(i) shall not confer any right on any Member of ECB which such Member would not have under general law including, without limitation, the Act); and
 - (ii) the Board shall not have any power to deprive a First Class County Club of the right to participate in all First Class Cricket competitions authorised by ECB (which are, as at the date of the adoption of these Articles, the Frizzell County Championship, the Totesport League, the Cheltenham & Gloucester Trophy and the Twenty20 Cup) (for the avoidance of doubt, this sub-Article 5(A)(ii) does not impose any obligation on ECB to give financial support to a First Class County Club which is in financial difficulties).
- (B) (i) If the Board proposes to exercise any power in relation to Domestic Cricket the subject matter of which falls within the scope of any provision which is specifically stated as cross-referring to this sub-Article 5(B)(i) and is contained in any

memorandum of understanding as may be in existence from time to time between ECB and the First Class County Clubs, then no such proposal shall be implemented without the prior consultation of the First Class County Clubs.

- (ii) If the Board proposes to exercise any power in relation to matters concerning the Recreational Assembly the subject matter of which falls within the scope of any provision which is specifically stated as cross-referring to this sub-Article 5(B)(ii) and is contained in any memorandum of understanding as may be in existence from time to time between ECB and the Recreational Assembly, then no such proposal shall be implemented without the prior consultation of the Recreational Assembly.
- (iii) If the Board proposes to exercise any power in relation to matters concerning Minor County Cricket the subject matter of which falls within the scope of any provision which is specifically stated as cross-referring to this sub-Article 5(B)(iii) and is contained in any memorandum of understanding as may be in existence from time to time between ECB and the MCCA, then no such proposal shall be implemented without the prior consultation of the MCCA.
- (C) No alteration of these Articles or of the Memorandum of Association and no such direction as is referred to in Article 5(A) shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
- (D) The words "of filling vacancies or" in Regulation 90 and the first sentence of Regulation 91 of Table A shall be omitted and shall not apply to ECB. The remaining sentences of Regulation 91 of Table A shall be construed as referring to the Chairman of ECB elected pursuant to sub-Article 6(A)(i). The words "of any class of shares or" shall be omitted from Regulation 83 of Table A.

6. APPOINTMENT AND REMOVAL OF DIRECTORS OF THE BOARD

- (A) With effect from 1st August, 2005 (the "Effective Date"), the Board shall consist of twelve directors on the following basis (and where relevant, put forward and/or elected in accordance with the procedures set out in Schedule E):
 - (i) one director (who shall be the Chairman of ECB and shall take the chair at all meetings of the Board and general meetings of ECB at which he shall be present) who has been validly put forward as the candidate by the Chairmen of the First Class County Clubs and the MCC Chairman, and then elected as such by the Members of ECB;
 - (ii) one director (who shall be the Deputy-Chairman of ECB and shall take the chair at all meetings of the Board and general meetings of ECB at which he shall be present in the absence of the Chairman) who has been validly put forward as the candidate by the Chairmen of the First Class County Clubs and the MCC Chairman, and then elected as such by the Members of ECB;
 - (iii) one director (who shall be the Chairman of the ECB Cricket Committee) who has been validly put forward as the candidate by the Chairmen of the First Class County Clubs and the MCC Chairman, and then elected as such by the Members of ECB;
 - (iv) the Chief Executive of ECB so long as he remains employed by ECB in such a role (who shall be the Chairman of the Executive Committee);
 - (v) the Finance Director of ECB so long as he remains employed by ECB in such a role;

- (vi) one director (who shall be an independent and non-executive director) and who has been nominated by the Chairman and then appointed as such by the Board;
 - (vii) one director shall be appointed by MCC;
 - (viii) two directors shall be appointed by the Recreational Assembly; and
 - (ix) three directors (one of whom shall be the Chairman of the Marketing Committee as appointed by the Board) shall be appointed by the Chairmen of the First Class County Clubs.
- (B) Without prejudice to the provisions of the Act, any director appointed (as the case may be) pursuant to the procedures set out in:
- (i) sub-Articles 6(A)(vi)–(viii) (inclusive) may at any time be removed from office by the same procedure; and
 - (ii) any director appointed pursuant to sub-Article 6(A)(ix) may at any time be removed from office in accordance with the procedures set out in paragraph 5 of Schedule E.
- (C) If a director is removed from office or otherwise ceases to be a director before retiring from office pursuant to Article 6(D), the vacancy may be filled by the relevant procedure set out in Article 6(A).
- (D) Following the Effective Date and subject to Articles 6(G) and 6(H), and other than:
- (i) the Finance Director and the Chief Executive (who shall each remain a director so long as he remains employed by ECB as Finance Director and Chief Executive respectively); and
 - (ii) the director appointed by MCC pursuant to sub-Article 6(A)(vii) (who shall remain appointed as such until otherwise removed),
- each director shall commence his office on 1st April immediately following his election or appointment (as the case may be) and shall retire on the second anniversary following commencement of his office. Save that a director joining the Board to fill a vacancy (pursuant to Article 6(C)) shall retire at the time at which the person whom he replaced would otherwise have retired. A retiring director shall be eligible for reappointment or re-election immediately following his retirement.
- (E) Any appointment or removal of a director pursuant to these Articles shall be effected by delivering a notice to that effect, signed on behalf of the relevant body (who appointed the relevant director) by a person duly authorised to do so, and shall be effective as soon as received by the Secretary at the Registered Office and in the case of a notice delivered pursuant to sub-Article 6(B)(ii), ECB shall be entitled to assume the relevant procedures have been carried out.
- (F) Schedule E shall apply for the purposes of electing candidates to be put forward and/or electing directors (as the case may be) pursuant to sub-Articles 6(A)(i), (ii) and (iii), and for the purposes of electing persons to be appointed as directors under sub-Article 6(A)(ix).
- (G) In 2005 and following the adoption of these Articles, the Board shall arrange for ECB's elections for directors to be elected/appointed for the offices pursuant to sub-Articles 6(A)(ii), (iii), (viii) and (ix) and the results of such elections/appointments shall be announced by the

Board. Such persons successfully elected/appointed as directors shall hold office with effect from the Effective Date, however, for the purposes of Article 6(D) they shall be deemed to have commenced their office from 1st April, 2006. Furthermore, the current directors as at the date of adoption of these Articles shall hold office until the Effective Date whereupon all the current directors shall retire save for the following 5 directors who shall continue to hold the office as denoted next to the relevant director's name (in accordance with Article 6(A)) and, if relevant, shall be deemed to hold such office from the stated commencement date:

Director	Office	Deemed commencement date
Mr F David Morgan	Chairman of ECB (Sub-Article 6(A)(i))	1 st April, 2005
Mr David G Collier	Chief Executive (Sub-Article 6(A)(iv))	N/A
Mr Brian W Havill	Finance Director (Sub-Article 6(A)(v))	N/A
Sir William Morris	Independent and non-executive director (Sub-Article 6(A)(vi))	1 st April, 2005
Mr Roger D V Knight	Appointed by MCC (Sub-Article 6(A)(vii))	N/A

(H) Three of the seven directors elected in 2005 pursuant to the first sentence of Article 6(G) (or their replacement(s), and as agreed between themselves or in the absence of agreement as determined by the Board) shall be required to retire from office with effect from 1st April, 2007. The Deputy-Chairman of ECB elected pursuant to sub-Article 6(A)(ii) and the director appointed pursuant to sub-Article 6(A)(viii) by the Recreational Assembly who is also the Chairman of the Recreational Assembly shall not be among those three.

(I) At all times on or after the Effective Date:

- (i) at least two of the directors elected or appointed pursuant to sub-Articles 6(A)(i)-(iii) (inclusive) and (ix) must be candidates who, in the relevant election procedure referred to in Schedule E, were proposed by, and at least one of whose seconders was, a Chairman of a Test Match Ground Club; and
- (ii) at least two of the directors elected pursuant to sub-Articles 6(A)(i)-(iii) (inclusive) and (ix) must be candidates who, in the relevant election procedure referred to in Schedule E, were proposed by, and at least one of whose seconders was, a Chairman of a Non-Test Match Ground Club.

For the purposes of this Article 6(I), Mr F David Morgan shall not be treated as capable of fulfilling the requirements of either sub-Articles 6(I)(i) or 6(I)(ii) until 31st March, 2007.

(J) Should the Board's composition at any time fail (or be about to fail) to meet the requirements in Article 6(I), the Board shall promptly proceed to address such failure in the best manner as it thinks fit with regards to the provisions of these Articles, but such failure shall in no way invalidate any acts or business conducted by the Board.

- (K) Pursuant to Regulation 72 of Table A and with effect from the Effective Date, the Board shall establish an Executive Committee, a Cricket Committee, an Audit Committee and a Marketing Committee under such conditions and terms of reference as it thinks fit. The Board shall appoint one of the directors to be Chairman of the Audit Committee.

7. APPOINTMENT AND POWER OF CHIEF EXECUTIVE

Subject to Article 6(G), the Board may appoint a person as Chief Executive on such terms as to length of office, remuneration and otherwise as they think fit and they may delegate to him such of their powers as considered desirable to be exercised by him, subject to such conditions as they may impose. The Board may revoke or terminate the appointment of that person as Chief Executive in their absolute discretion at any time, but without prejudice to any claim to damages for breach of the contract of employment between him and ECB. The second sentence of Regulation 72 of Table A shall not apply to ECB.

8. PROCEEDINGS OF THE BOARD

- (A) The quorum for the transaction of the business of the Board shall be seven (and shall include any alternate directors validly attending the meeting). For the purposes of calculating the quorum, a director who is also acting as an alternate director at the meeting shall be counted as if himself and his appointor(s) were each in attendance. Questions arising at a meeting of the Board shall be decided by a majority of votes.
- (B) All or any of the directors (including alternate directors) can take part in a meeting of the Board (or committee meeting) by way of a conference telephone or any communication equipment which allows everybody to take part in the meeting by being able to hear each of the other people at the meeting and by being able to speak to all of them at the same time. A person taking part in this way will be treated as being present at the meeting and will be entitled to vote and be counted in the quorum.
- (C) The chairman of any meeting of the Board shall have a second or casting vote.
- (D) A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with ECB shall declare the nature of his interest (and, if acting as an alternate director, the interest of his appointor(s) too) at a meeting of the Board in accordance with the Act. Subject where applicable to such disclosure, a director shall be entitled to vote (and in the case of a director who is also acting as an alternate director, entitled to vote on behalf of his appointor(s) too) in respect of any contract or proposed contract in which he is interested and if he shall do so his vote(s) shall be counted and he shall be taken into account in ascertaining whether a quorum is present.
- (E) The words "of the holders of any class of shares in the company" shall be omitted from Regulation 100 of Table A. The second sentence of Regulation 112 of Table A shall be omitted. The words "or of the holders of any class of shares in the company" shall be omitted from Regulation 113 of Table A.
- (F) Any director may appoint any other director (so long as he is willing to act and remains a director himself) to be his alternate director and may remove from office an alternate director so appointed by him.
- (G) For the avoidance of doubt, an alternate director shall be entitled to receive notice of all meetings of the Board and of all meetings of committees of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence

but shall not be entitled to receive any remuneration from ECB for his services as an alternate director.

- (H) An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires, but is reappointed or re-elected, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
- (I) Any appointment or removal of an alternate director shall be by notice to ECB signed by the director making or revoking the appointment or in any other manner approved by the Board.
- (J) Save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

9. ALTERATION OF ARTICLES OF ASSOCIATION

The Members of ECB may alter these Articles in any manner by a resolution passed by a majority of not less than three quarters of such members (or their proxies appointed pursuant to Article 4) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution as a resolution to alter these Articles and specifying the text of the proposed alteration has been duly given. Alterations so made in these Articles shall be as valid as if originally contained in them and subject in manner to alteration by such resolution as aforesaid.

10. INDEMNITY

Subject to the provisions of the Act, but without prejudice to any indemnity to which he may be otherwise entitled every director or other officer or committee member of ECB shall be indemnified by ECB out of its own assets against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in relation to the affairs of ECB save that such person shall not be entitled to be indemnified:

- (A) for any liability incurred by him to ECB or any associated company of ECB;
- (B) for any fine imposed in criminal proceedings which have become final;
- (C) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (D) for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final;
- (E) for any costs for which he has become liable in defending any civil proceedings brought by ECB or an associated company in which a final judgment has been given against him; and
- (F) for any costs for which he has become liable in connection with any application under sections 144(3) or (4) or 727 of the Act in which the court refuses to grant him relief and such refusal has become final.

ECB may purchase and maintain insurance for these persons against any liability incurred in connection with their office.

SCHEDULE A

INTERPRETATION

In these Articles the singular includes the plural and the masculine includes the feminine and vice versa. In addition, the following words and expressions have the following meanings:-

"County Cricket Board"	means a body designated as such which is responsible for the organisation of cricketing activity and the development of cricket generally within a county and such other areas (if any) as may be agreed by the Board;
"Domestic Cricket"	means all cricket played by First Class County Clubs' teams in competitions authorised by ECB;
"ECB"	means England and Wales Cricket Board Limited;
"First Class County Clubs"	means those County Cricket Clubs (or relevant entity) listed in Schedule B;
"First Class Cricket"	means (i) all cricket recognised as First Class Matches by the International Cricket Council, and/or (ii) Domestic Cricket;
"MCC"	means the Marylebone Cricket Club;
"MCCA"	means the Minor Counties Cricket Association;
"Minor County Cricket"	means any domestic cricket matches in which both of the participating teams are county members of the MCCA;
"Non-Test Match Ground Clubs"	means those First Class County Clubs other than Test Match Ground Clubs;
"Recreational Assembly"	means the body of that name consisting of the County Cricket Boards of each of the 38 counties referred to in Schedules C and D and the MCCA and such other members as that body may admit to membership;
"Test Matches"	means test matches recognised as such by the International Cricket Council; and
"Test Match Ground Clubs"	means those First Class County Clubs on which the Board has conferred such status by virtue of such club consistently staging Test Matches and from which the Board has not subsequently withdrawn such status and which are, as at the date of the adoption of these Articles, those clubs identified by an asterisk in Schedule B (for the avoidance of doubt, neither MCC nor Middlesex County Cricket Club Limited can be conferred such status).

SCHEDULE B

Derbyshire County Cricket Club Limited
Durham County Cricket Club Limited*
Essex County Cricket Club Limited
Glamorgan County Cricket Club
Gloucestershire County Cricket Club
Hampshire Cricket Limited
Kent County Cricket Club Limited
Lancashire County Cricket Club Limited*
Leicestershire County Cricket Club Limited
Middlesex County Cricket Club Limited
Northamptonshire County Cricket Club
Nottinghamshire County Cricket Club*
Somerset County Cricket Club
Surrey County Cricket Club Limited*
Sussex County Cricket Club Limited
Warwickshire County Cricket Club Limited*
Worcestershire County Cricket Club Limited
Yorkshire County Cricket Club Limited*

If a First Class County Club changes its legal status it may, by written application to the Board, request that this Schedule B be amended to refer to the new entity for the purposes of these Articles and the Board may, upon receipt of such application, make the required change to this Schedule B.

SCHEDULE C

Bedfordshire
Berkshire
Buckinghamshire
Cambridgeshire
Cheshire
Cornwall
Cumberland
Devon
Dorset
Herefordshire
Hertfordshire
Huntingdonshire
Lincolnshire
Norfolk
Northumberland
Oxfordshire
Shropshire
Staffordshire
Suffolk
Wiltshire

SCHEDULE D

Derbyshire
Durham
Essex
Gloucestershire
Hampshire
Kent
Lancashire
Leicestershire and Rutland
Middlesex
Northamptonshire
Nottinghamshire
Somerset
Surrey
Sussex
Wales
Warwickshire
Worcestershire
Yorkshire

SCHEDULE E

1. This Schedule E applies to the election procedures in relation to:
 - (i) the election of the candidates to be put forward to the Members of ECB under sub-Articles 6(A)(i)–(iii) (inclusive) respectively by the Chairmen of the First Class County Clubs and the MCC Chairman;
 - (ii) following the election referred to in sub-paragraph 1(i) above, the election as directors of ECB of the candidates referred to in sub-paragraph 1(i) above by the Members of ECB; and
 - (iii) the election (and removal) of the three directors to be appointed under sub-Article 6(A)(ix) by the Chairmen of the First Class County Clubs.
2. All candidates for election under sub-paragraphs 1(i) and (iii) above must be proposed by a person and seconded by two further persons each of whom is entitled to vote in the election for the post for which the person is to be proposed (as set out in sub-Articles 6(A)(i) – (iii) (inclusive) and (ix)).
3. No person may propose or second more than one person for a particular post.
4. All elections (and ballots) under this Schedule E are to be organised and carried out by the Electoral Reform Society in accordance with its rules for the time being. In all elections pursuant to paragraph 1 above where there is only one or two candidates for a single vacancy (and providing the Board considers it appropriate to do so), the candidate elected shall be the person who has gained a simple majority of the votes cast or received the most votes cast (as the case may be and for the avoidance of doubt, an abstention shall not be treated as a vote cast). Subject to the immediately preceding sentence, in the case of an election pursuant to sub-paragraphs 1(i) and (iii) above where there are more candidates than vacancies, the rules of the Proportional Representation by the Single Transferable Vote (known as the “Orange Book”) shall apply.
5. The Chairmen of the First Class County Clubs may, by notice under Article 6(E), remove (with immediate effect) any director from office appointed pursuant to sub-Article 6(A)(ix), provided that:
 - (i) at least any six such chairmen have submitted to the Board a written requisition for a ballot by the Chairmen of the First Class County Clubs to remove such director; and
 - (ii) following the Board promptly arranging the requested ballot, the Chairmen of the First Class County Clubs have voted to remove such director by a majority of three quarters of the votes cast (for the avoidance of doubt, an abstention shall not be treated as a vote cast).
6. Save as otherwise provided in these Articles, all other questions arising in relation to elections (or ballot) shall be determined by the Board (having reasonably consulted the Electoral Reform Society as the case may be). Each person eligible to vote in a particular election (or ballot) shall have one vote in such election (or ballot). In the case of an equality of votes in an election held in accordance with the second sentence of paragraph 4 above, the Board shall promptly organise a re-election for that particular vacancy.