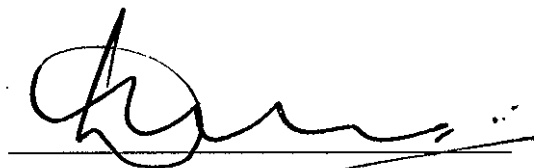


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ENGLAND AND WALES CRICKET BOARD LIMITED

A handwritten signature in black ink, appearing to be 'K. ...', written over a horizontal line.

ARTICLES OF ASSOCIATION

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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 amended on 13th May 1999)

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. 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.

Wherever the words "director" or "proxy" appear in Table A, they shall be replaced by the words "Management Board Member" and "alternate" respectively. 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 Treasurer of MCC, 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 Management Board accompanied by such evidence as the Management Board may require. If the Management 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 the company and such other persons as are admitted to Membership in accordance with the Articles shall be Members of the company.
- (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 alternate 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 alternate) 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 Management Board Members and 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. ALTERNATES 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 an alternate to attend and speak at the meeting and to vote on that Member's behalf in any vote taken at that meeting. The alternate 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 MANAGEMENT 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, the administration, direction and management of the business and affairs of ECB shall be conducted by the Management Board Members, collectively known as "the Management Board".
- (B) If the Management Board proposes to exercise any power in relation to:-
- (a) the competition programme or playing conditions and regulations of either international or domestic First Class Cricket (not dealt with more specifically in paragraph (e) or (f) below) or international or domestic Limited Overs Cricket; or
 - (b) the designation of Test Match stadia and allocation of international cricket to these venues; or
 - (c) the annual budgets including the allocation of resources to First Class County Clubs, MCC or MCCA; or
 - (d) the discipline and registration regulations of First Class Cricket or Limited Overs Cricket whether international or domestic; or
 - (e) the regulations of the domestic First Class competition currently known as the PPP County Championship dealing with promotion or relegation; or
 - (f) the regulations of any other domestic competition which involves the first teams of members of the First Class Forum dealing with promotion or relegation,

then no such proposal shall be implemented without the prior approval of, where the proposal relates to (a) or (b) above, a simple majority of the members of the First Class Forum or, where the proposal relates to (c), (d), (e) or (f) above, at least two-thirds of the members of the First Class Forum.

- (C) If the Management Board proposes to exercise any power in relation to:-
- (a) the structure of domestic cricket other than First Class Cricket; or
 - (b) the financial administration of domestic cricket other than First Class Cricket,

then no such proposals shall be implemented without the prior approval of, where the proposals relate to the financial administration of sums payable by ECB to MCCA or

the structure of Minor County Club Cricket, MCCA or, in any other case, a majority of the members of the Recreational Forum.

- (D) 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 Management Board which would have been valid if that alteration had not been made or that direction had not been given.
- (E) The last sentence of Regulation 88, 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 appointed pursuant to 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 MANAGEMENT BOARD MEMBERS

- (A) The Management Board shall consist of fourteen Management Board Members who shall be appointed as follows:
 - (i) one Management Board Member (who shall be the Chairman of ECB and shall take the chair at all meetings of the Management Board and general meetings of ECB at which he shall be present) shall be appointed as such by the Members of ECB in general meeting from candidates put forward by the First Class Forum;
 - (ii) four Management Board Members (who shall be respectively the Chairmen of the specialist advisory sub-committees for Cricket, Finance, Marketing and England Management) shall be appointed as such by the First Class Forum;
 - (iii) four further Management Board Members shall be appointed by the First Class Forum;
 - (iv) four Management Board Members shall be appointed by the Recreational Forum, of whom one shall be the nominee of the MCCA;
 - (v) one Management Board Member shall be appointed by MCC.
- (B) Any Management Board Member appointed pursuant to the procedures of this Article 6 may at any time be removed from office by the same procedure.
- (C) If a Management Board Member is removed from office or otherwise ceases to be a Management Board Member before retiring from office pursuant to paragraph (D) of this Article, the vacancy may be filled by the relevant procedure set out in paragraph (A) of this Article.

- (D) A Management Board Member shall retire from office at the time specified in his appointment which shall not be later than the second anniversary of his appointment, save that a Management Board Member appointed to fill a vacancy shall retire at the time at which the person whom he replaced would otherwise have retired. A retiring Management Board Member shall be eligible for reappointment.
- (E) Any appointment or removal of a Management Board Member pursuant to this Article 6 shall be effected by delivering a notice to that effect, signed on behalf of the relevant body by a person duly authorised to do so, and shall be effective as soon as received by the Secretary at the Registered Office.

7. APPOINTMENT AND POWER OF CHIEF EXECUTIVE

The Management Board Members 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 they consider desirable to be exercised by him, subject to such conditions as they may impose. The Chief Executive shall be entitled to receive notice of meetings of the Management Board and general meetings and to attend and speak but not vote at the same. The Management Board Members 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 MANAGEMENT BOARD

- (A) The quorum for the transaction of the business of the Management Board shall be seven. Questions arising at a meeting of the Management Board shall be decided by a majority of votes.
- (B) The chairman of any meeting of the Management Board shall have a second or casting vote.
- (C) A Management Board Member who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the Management Board in accordance with the Act. Subject where applicable to such disclosure, a Management Board Member shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.
- (D) 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.

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 alternates 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 any person may otherwise be entitled, every Management Board Member or other officer or committee member or auditor of ECB shall be indemnified out of the assets of ECB against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of ECB. 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 Competition”	means any competition in which the majority of the participants are First Class County Clubs;
“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 Management Board;
“ECB”	means England and Wales Cricket Board Limited;
“First Class County Clubs”	means those County Cricket Clubs listed in Schedule B;
“First Class Forum”	means the body of that name consisting, at the date of adoption of these Articles, of the First Class County Clubs and MCC;
“First Class Cricket”	means all cricket recognised as First Class Cricket by the International Cricket Council;
“Limited Overs Cricket”	means any limited overs cricket matches which take place in a County Competition or which do not constitute First Class Cricket but in which one of the participants is either a First Class County Club or a team representing England;
“MCC”	means the Marylebone Cricket Club;
“MCCA”	means the Minor Counties Cricket Association;
“Minor County Club Cricket”	means any cricket matches in which both of the participants are other than First Class County Clubs;

“Recreational Forum”

means the body of that name consisting of recreational cricket representataives of the Cricket Boards of each of the 38 counties referred to in Schedules C and D, the MCCA and such other associate members as are drawn from the list of members of the National Cricket Association or as the members of that body may agree.

SCHEDULE B

Derbyshire CCC

Durham CCC

Essex CCC

Glamorgan CCC

Gloucestershire CCC

Hampshire CCC

Kent CCC

Lancashire CCC

Leicestershire CCC

Middlesex CCC

Northamptonshire CCC

Nottinghamshire CCC

Somerset CCC

Surrey CCC

Sussex CCC

Warwickshire CCC

Worcestershire CCC

Yorkshire CCC

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

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