

## CONSTITUTION OF THE EUROPEAN CRICKET COUNCIL

### **1. MEMBERSHIP**

The Members of the European Cricket Council ("ECC") shall be all those governing bodies of cricket of a country or countries or other geographical area in Europe or Israel which:

- (a) are, at the time of the adoption of this Constitution, Members (whether Full, Associate or Affiliate Members) of the International Cricket Council ("ICC"); or
- (b) after the time of the adoption of this Constitution become Members (whether Full, Associate or Affiliate Members) of the International Cricket Council and are admitted to membership of ECC by a resolution or with the consent of a majority of the voting Members for the time being of ECC.

### **2. OBJECTS**

The aim of the ECC shall be to foster and promote the development of the game of cricket in Europe and Israel in accordance with the MCC Laws of Cricket, fully recognising the authority of ICC and pursuing the broad objectives of the ICC Global Development Programme, without regard to political, religious or racial considerations.

### **3. MEETINGS OF MEMBERS**

- (A) Each Member of ECC shall be entitled to be represented at a meeting of the Members of ECC by no more than two representatives, the names of whom shall be notified in writing to the Chairman of ECC at the Europe Office at Lord's Cricket Ground by the Member prior to the meeting. Each Member of ECC which is a Member (whether Full, Associate or Affiliate) of ICC shall have one vote at any such meeting, which vote shall be cast by the first on the list of its representatives previously notified to the Chairman of ECC.
- (B) There shall be at least one meeting of Members of ECC in each year which shall normally be held in London at or about the same time as the Annual Conference of ICC. The Chairman of ECC shall be responsible for ensuring that such meeting is convened.

- (C) The Chairman of ECC shall also be entitled to convene another meeting of the Members of ECC whenever he considers it appropriate and shall do so whenever requested by a majority of the Members of ECC.
- (D) The quorum necessary for the transaction of the business of any meeting of the Members of ECC shall be one-half of the number of Members of ECC for the time being, rounded down to the nearest whole number in the case of an odd number of Members of ECC. At least 28 days written notice of any meeting of the Members of ECC shall be given to each Member and the agenda for the meeting shall be despatched at least 14 days before the meeting unless, in each case and subject to Clauses 8 and 9, at least two-thirds of the Members shall otherwise agree. Save as provided in Clauses 8 and 9, a resolution shall be duly passed if a majority of those present and entitled to vote shall vote in favour of the resolution. The Chairman of ECC or his nominee shall take the chair at all meetings of Members. The chairman of the meeting shall not be entitled to vote except in the case of an equality of votes, when he shall be entitled to a casting vote.
- (E) Subject to Clause 6, a resolution in writing signed by all Members of ECC shall be as valid and effectual as if passed at a meeting of the Members of ECC duly convened and held.
- (F) (i) If an Affiliate member is unable to send a representative to a meeting of the Members such Affiliate Member shall be entitled to appoint a proxy from amongst the Affiliate representatives already attending that meeting and that proxy shall be entitled to vote at that meeting solely on the election of Affiliate Members' representatives to the Executive Committee in accordance with Clause 4 of this Constitution.
- (ii) A proxy will only be validly appointed if the written appointment of the proxy by the absent representative for the meeting in question has been lodged with the Chairman of that meeting prior to the start of that meeting and the appointment of the proxy is announced at the start of that meeting.
- (iii) A validly appointed proxy shall be counted for the purpose of determining whether a quorum is present at that meeting solely for that section of the meeting which relates to the election of Affiliate Members representatives in accordance with

Clause 4 of this Constitution. For the avoidance of doubt the proxy shall not count for quorum purposes save for to decide if the meeting is quorate for the purpose of elections as set out in Clause 4 of this Constitution.

#### **4. ECC BOARD**

- (A) Subject to any direction which may for the time being be given by a resolution duly passed by a majority of the voting Members of ECC at a meeting of Members duly convened and held, the business and affairs of ECC shall be managed by an ECC Board (“the Board”) which shall comprise the following:-
- (i) the Chairman of ECC, who shall be nominated by The England and Wales Cricket Board Limited (“ECB”), and elected by members at a General Meeting;
  - (ii) the Chief Executive for the time being of ECB or a person nominated by such Chief Executive to represent him;
  - (iii) the “Secretary & Chief Executive” for the time being of the Marylebone Cricket Club (“MCC”) or a person nominated by such “Secretary & Chief Executive” to represent him;
  - (iv) a representative of European women’s cricket;
  - (v) not more than seven other persons, of whom four (“the representatives of the Associates”) shall be appointed in the manner hereinafter provided by those Members of ECC who are for the time being Associate Members of ICC, and three (“the representatives of the Affiliates”) shall be elected in the manner hereinafter provided by those Members of ECC who are for the time being Affiliate Members of ICC.
- (B) The Board shall meet at least twice in every year, and it shall be the responsibility of the Chairman of ECC to ensure that such meetings are convened. In addition, the Chairman of ECC shall convene a meeting of the Board whenever required to do so by four Members of the Board, each being a representative of either the Associates or the Affiliates, or whenever he considers it appropriate to do so. The quorum at

any meeting of the Board shall be six.

The quorum shall comprise:

Two attendees from the following list:

- a) the Chairman of ECC
- b) the Chief Executive of ECB or his nominee
- c) the "Secretary & Chief Executive" of MCC or his nominee

AND

Four other persons, of whom at least one is a representative of the Associates and at least one is a representative of the Affiliates.

Each member of the Board present at a meeting shall have one vote and all decisions shall be taken by a majority of those present. The Chairman of ECC or his nominee shall take the chair at all meetings of the Board, but if neither of them is present within fifteen minutes after the time appointed for holding the meeting, the members of the Board present shall elect one of their number to chair the meeting. The chairman of the meeting shall not have a second or casting vote. Save as expressly herein before provided no member of the Board shall be entitled to appoint an alternate or representative to attend any meeting in his stead. The Chairman of ECC shall be entitled to invite any person to attend any meeting of the Board, as he thinks fit, but no such person shall form part of the quorum or be entitled to vote on any matter.

- (C) The representatives of the Associates have been, or shall be, appointed by those Members of ECC who are Associate Members of ICC in the following manner:-
  - (i) at the time of the adoption of this Constitution, the said Associate Members have appointed four persons to be the representatives of the Associates;
  - (ii) as each such representative retires at the end of the term served or is removed, the said representative shall be replaced or that term of office shall be renewed by appointment of one of the Associates;

- (iii) the term for which each such representative shall serve and the Associate or Associates who is/are entitled to make any such appointment as is referred to in paragraph (ii) above shall be determined in accordance with the following procedures:-
- (a) at the time of the passing of this Resolution, the Members of ECC who are Associate Members of ICC have appointed four persons to be the representatives of the Associates;
  - (b) Denmark and Holland shall, in rotation, appoint one representative or his nominated alternate, who shall serve for a term expiring at the annual meeting of ECC held in the third year after his appointment. Rotation shall be as follows: Denmark 2006 to 2009; Netherlands 2009 to 2011; Denmark 2012 to 2014 and so on;
  - (c) Ireland and Scotland shall, in rotation, appoint one representative, or his nominated alternate, who shall serve for a term expiring at the annual meeting of ECC held in the third year after his appointment. Rotation shall be as follows: Ireland 2007 to 2009; Scotland 2010 to 2012; Ireland 2013 to 2015 and so on;
  - (d) Gibraltar, Israel, Italy and Jersey shall, in rotation, appoint one representative, or his nominated alternate, who shall serve for a term expiring at the annual meeting of ECC held in the second year after his appointment. At the time of the adoption of this Constitution rotation shall be as follows: Gibraltar 2007 to 2009; Jersey 2009 to 2010; Israel 2011 to 2012; Italy 2012 to 2013 and so on;
  - (e) Belgium, France, Germany and Guernsey shall, in rotation, appoint one representative, or his nominated alternate, who shall serve for a term expiring at the annual meeting of ECC held in the second year after his appointment. At the time of the adoption of this Constitution rotation shall be as follows: Germany 2008 to 2009, Belgium 2010 to 2011; Guernsey 2012 to 2013; France 2014 to 2015; and so on.

- (D) The representatives of the Affiliates have been, or shall be, elected by those Members of ECC who are Affiliate Members of ICC in the following manner:-
- (i) at the time of the adoption of this Constitution, the said Affiliate Members have elected three persons, and their elected alternates, to be the representatives of the Affiliates. These individuals will each serve for a term lasting until the annual meeting of ECC to be held in the second year after their election, subject to the provision of clause (ii) below;
  - (ii) at each annual meeting of ECC, the relevant individual/individuals shall retire from office but will be eligible for re-election, and the Members of ECC who are Affiliate Members of ICC shall elect an individual/ individuals to be one of the representatives of the Affiliate Members who will serve for a term lasting until the annual meeting of ECC held in the second year thereafter, the intention being that there shall be at any one time three representatives of the Affiliate Members one or two of whom will be due to retire at the next annual meeting of Members but then be eligible for re-election for a further term of two years.
- (E) If a representative of the Associates or of the Affiliates dies or retires from office before the expiry of his term of office, the vacancy shall be filled by another representative from the relevant group of countries as determined in this Constitution. Such appointment, in the case of the relevant Associate Members, shall be nominated by the relevant Member as per the rotation given above at Clause 4 (c) (iii). In the case of the Affiliate Members, such election shall be made by resolution of the majority of the said Affiliate Members.. In addition, any such representative may be removed from office at any time by notice in writing signed by or on behalf of a majority of the Members who appointed him (Associate Members or Affiliate Members as the case may be) addressed to the Chairman of ECC and delivered to the Europe Office at Lord's Cricket Ground; in which event the vacancy shall be filled in the same manner as aforesaid. Any person so elected to fill a vacancy shall hold office for the remainder of the term of office of the person he replaced and shall then be eligible for re-election in accordance with this Constitution.

- (F) It shall be the responsibility of the Chairman of ECC, before the annual meeting of Members, to ensure that nominations are invited of individuals for election as representatives of the Affiliate Members and that all Members of ECC are notified of the names of those nominated. Any such nomination must be in writing, signed by or on behalf of a Member of ECC who is an Affiliate Member of ICC and accompanied by the written consent of the nominee to act as a member of the Board of ECC if elected. Any such nomination must be received by the Chairman of ECC at the Europe Office at Lord's Cricket Ground not later than 14 days before the date of the meeting at which the relevant individual is to be proposed.
- (G) It shall be the responsibility of the Chairman of ECC to ensure that separate meetings are convened whenever appropriate of the Members of ECC who are Affiliate Members of ICC for the purpose of electing their respective representatives to serve on the Board.
- (H) During the representative's term of office upon the event of:
- (i) An Affiliate Member being promoted to an Associate Member
  - or
  - (ii) An Associate Member being demoted to an Affiliate Member
  - or
  - (iii) an Associate or Affiliate Member ceasing to be a member of the ECC under Clause 5 of this Constitution

the representative of such Member shall immediately resign from the Board. Upon such resignation the relevant group of countries as set out in this Constitution shall appoint/elect another representative to represent them until such time as the resigned term of office would otherwise have ended.

## 5. CESSATION OF MEMBERSHIP

Membership of the ECC shall cease:

- (A) if a Member ceases to hold membership of ICC;
- (B) if a Member resigns from membership of ECC by notice in writing addressed to the

Chairman of ECC and delivered to the Europe Office at Lord's Cricket Ground;

(C) if a Member becomes a member of any other organisation purporting to represent the governing bodies of cricket in Europe; or

(D) if a Member is expelled under Clause 6.

#### **6. EXPULSION**

A Member shall not be expelled unless such Member is given 28 days written notice to attend a meeting of the Board and written details of the complaint made against it. The Member shall be given the opportunity at the meeting to answer the complaints against it and, if a majority of the Board then present vote in favour of its expulsion, the Member will be suspended pending ratification of this recommendation at the AGM or a specially convened EGM.

#### **7. ADMINISTRATION**

The Europe Office at Lord's Cricket Ground shall attend to the administration of the affairs of ECC.

#### **8. ALTERATION OF THE CONSTITUTION**

No alteration or addition to or modification of this Constitution shall be made except at a meeting of the Members of ECC at which at least two-thirds of the votes cast by those Members of ECC who are present and entitled to vote shall be in favour of the alteration, addition or modification. 28 days notice in writing shall be given of such meeting unless all the Members entitled to vote at such meeting shall otherwise agree. The notice shall be accompanied by an agenda.

#### **9. WINDING UP**

ECC may be wound up at a meeting of the Members of ECC by a resolution of which at least 28 days notice in writing shall have been given and if at least two-thirds of the votes cast by those Members of ECC who are present and entitled to vote shall be in favour of the resolution.

**10. LAW, JURISDICTION AND VENUE**

This Constitution and all questions relating to the rights and obligations of the Members of ECC as such shall be governed by and interpreted in accordance with English law. The High Court of Justice in England shall have sole and exclusive jurisdiction to determine any dispute in connection therewith. All meetings of the Members or of the Board of ECC shall take place at Lord's Cricket Ground unless the Chairman of ECC shall otherwise decide.

Amended: June 25<sup>th</sup> 2009