

# CONSTITUTION OF ICC

# AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Territory of the British Virgin Islands  
The Companies act (cap. 285)  
A Company limited by guarantee and not having a share capital

## **Amended and Restated Memorandum and Articles of Association** of **The International Cricket Council**

Registered Number: 9112  
Incorporated: 27 August 1997

# AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

## CONTENTS

<b>1</b>	Interpretation	12
<b>2</b>	Members	15
<b>3</b>	Management of the Council	20
<b>4</b>	Executive Board	27
<b>5</b>	Committees	33
<b>6</b>	Meetings of Members	35
<b>7</b>	Rules for the Conduct of Separate Meetings	47
<b>8</b>	Accounts and Finance	47
<b>9</b>	Regulations	48
<b>10</b>	Breaches of the Articles and Regulations	48
<b>11</b>	Disputes	48
<b>12</b>	Authority of President and Chief Executive to Bind The Council	49
<b>13</b>	Indemnities	49
<b>14</b>	Confidentiality	49
<b>15</b>	The Seal	49
<b>16</b>	Memorandum of Association	50

# MEMORANDUM OF ASSOCIATION

## Amended and Restated Memorandum Of Association of The International Cricket Council

- 1 The name of the Company (hereinafter called “the Council”) is:  
THE INTERNATIONAL CRICKET COUNCIL.
- 2 The registered office of the Council will be situated at Craigmuir Chambers, P O Box 71, Road Town, Tortola, British Virgin Islands or at such other place within the British Virgin Islands as the Directors may from time to time determine.
- 3 The objects for which the Council is established are:-
  - a To administer, develop, co-ordinate, regulate and promote the game of cricket world-wide in co-operation with its Members;
  - b To do all such other things as are incidental to, or as the Council may think conducive to, the attainment of all or any of the above objects;
- 4 The Council has no power to:
  - a carry on business with persons resident in the British Virgin Islands;
  - b own an interest in real property situated in the British Virgin Islands, other than a lease of property for use as an office from which to communicate with Members or where books and records of the Council are prepared or maintained;
  - c carry on banking or trust business, unless it is licensed under the Banks and Trust Companies Act, 1990;
  - d carry on business as an insurance or reinsurance company, insurance agent or insurance broker, unless it is licensed under an enactment authorising it to carry on that business;
  - e carry on the business of company management unless it is licensed under the Company Management Act 1990; or
  - f carry on the business of providing the registered office or the registered agent for companies incorporated in the British Virgin Islands.
- 5 The Council may have Members of various classes as provided for in the Articles of Association of the Council.
- 6 The income and property of the Council shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever (save under clause 11 below upon the winding up or dissolution of the Council) by way of profit to Members of the Council; provided that nothing herein shall prevent any payment by the Council in good faith -

## MEMORANDUM OF ASSOCIATION

- 6.1 of reasonable and proper remuneration to any Member for any services rendered to the Council;
      - 6.2 of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let to the Council by any Member; or
      - 6.3 of a reasonable and proper price for any real or personal property sold to the Council by any Member.
  - 7 The liability of the Members is limited.
  - 8
    - 1 Only Conference or a Special Meeting of the Members shall have the power by a Resolution (as defined in the Articles of Association of the Council) proposed and passed as a Special Resolution in accordance with the Companies Act
      - a to amend the Articles of Association of the Council;
      - b subject to Clause 6 of this Memorandum of Association to authorise the manner of any distribution among the Members for the purpose of promoting the objects of the Council of the surplus revenues derived by the Council in any financial year; and
      - c to authorise the manner of distributing for the purpose of promoting the objects of the Council all or part of the monies retained by the Council in reserves or in the Development Fund;
      - d to elect a Member, to upgrade the membership of a Member or to terminate the membership of a Member
      - e to impose levies on Full and Associate Members or to determine the proportions and terms thereof; and
      - f to ratify the suspension of a Member from membership in accordance with Article 2.7 of the Articles of Association of the Council, or to impose fines and/or other sanctions upon any Member, for any breach by that Member of any of the Articles of Association or of any Resolution or Regulation binding upon that Member.
    - 2 In order to be passed, any Resolution referred to in this Clause must receive in its favour not less than three-quarters of the total number of votes capable of being cast by the Full Members irrespective of whether or not all of the Full Members shall be present and shall vote at the Conference or Special Meeting of the Members at which such Resolution is proposed;

## MEMORANDUM OF ASSOCIATION

- 3 In considering any Resolution proposed in accordance with the provision of the Memorandum of Association of the Council to authorise the distribution of funds among the Members for the purpose of promoting the objects of the Council out of the surplus revenues derived by the Council in any financial year, the Council shall have due regard to the underlying principle that 75 per cent of such funds shall be allocated to the Full Members in equal shares and 25 percent thereof shall be allocated to the Associate Members and that, in arriving at the amount of surplus revenues to be so distributed, the costs payable by the Council out of its revenues shall be allocated as to 75 per cent thereof equally among the Full Members and as to 25 per cent thereof among the Associate Members.
- 9 Every Member undertakes to contribute to the assets of the Council in the event of its being wound up while he or it is a Member, or within one year after he or it ceases to be a Member, for payment of the debts and liabilities of the Council contracted before the time at which he or it ceases to be a Member, and the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding in the case of every Full Member three United States dollars, in the case of every Associate Member one United States Dollar and in the case of every Affiliate Member one United States Cent.
- 10 The first Members of the Council shall be those who have subscribed their names to these presents as originally framed.
- 11 If upon the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the Members of the Council at the time of such winding up or dissolution by paying an amount of one United States cent to each of the Affiliate Members and by dividing the balance as to three-quarters thereof among the Full Members in equal shares and as to one-quarter thereof among the Associate Members.

We, the several persons whose names and addresses are subscribed or in the case of any unincorporated association the name and address of whose representative is subscribed, are desirous of being formed into a Council in pursuance of this Memorandum of Association.

# MEMORANDUM OF ASSOCIATION

## NAMES AND ADDRESSES OF SUBSCRIBERS

### FULL MEMBERS

- |                                                                                                                                            |                                                                                                                                  |
|--------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|
| <b>1 Australian Cricket Board</b><br>90 Jolimont Street<br>Jolimont, Victoria 3002<br>Australia                                            | Australian Cricket Board<br>By its attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b>              |
| <b>2 England &amp; Wales Cricket Board</b><br>Lord's Cricket Ground<br>London NW8 8QN<br>England                                           | <b>Signed: <i>Tim Lamb</i></b>                                                                                                   |
| <b>3 Board of Control for Cricket in India</b><br>Dr B.C. Roy Club House<br>Eden Gardens<br>Calcutta 700 021<br>India                      | Board of Control for Cricket in India<br>By its attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b> |
| <b>4 New Zealand Cricket Inc</b><br>Level 2,<br>National Bank Building<br>164 Hereford Street<br>PO Box 958<br>Christchurch<br>New Zealand | New Zealand Cricket Inc<br>By its attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b>               |
| <b>5 Pakistan Cricket Board</b><br>Gaddafi Stadium<br>Ferozepur Road<br>Lahore 54600<br>Pakistan                                           | Pakistan Cricket Board<br>By its attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b>                |
| <b>6 United Cricket Board of South Africa</b><br>Wanderers Club<br>North Street, Illovo<br>PO Box 55009<br>Northlands 2116<br>South Africa | United Cricket Board of South Africa<br>By its attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b>  |

# MEMORANDUM OF ASSOCIATION

**7 Board of Control for Cricket in Sri Lanka**  
35 Maitland Place  
Colombo 7  
Sri Lanka

Board of Control for Cricket in Sri Lanka  
By its attorney  
Patrick Deane Daniels

**Signed: *Patrick Deane Daniels***

---

**8 West Indies Cricket Board**  
Factory Road  
PO Box 616W  
Woods Centre  
St John's  
Antigua

West Indies Cricket Board  
By its attorney  
Patrick Deane Daniels

**Signed: *Patrick Deane Daniels***

---

**9 Zimbabwe Cricket Union**  
PO Box 2739  
Harare  
Zimbabwe

Zimbabwe Cricket Union  
By its attorney  
Patrick Deane Daniels

**Signed: *Patrick Deane Daniels***

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## ASSOCIATE MEMBERS

**10 Asociación de Cricket Argentino**  
J M Gutierrez 3829  
(1425) Buenos Aires  
Argentina

Asociación de Cricket Argentino  
By its attorney  
Patrick Deane Daniels

**Signed: *Patrick Deane Daniels***

---

**11 Bangladesh Cricket Board**  
National Stadium No 1  
Dhaka 1000  
Bangladesh

Bangladesh Cricket Board  
By its attorney  
Patrick Deane Daniels

**Signed: *Patrick Deane Daniels***

---

**12 Bermuda Cricket Board of Control**  
PO Box HM992  
Hamilton HM DX  
Bermuda

Bermuda Cricket Board of Control  
Patrick Deane Daniels

**Signed: *Patrick Deane Daniels***

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**13 Canadian Cricket Association**  
46 Port Street East  
Mississauga  
Ontario L5G 1C1  
Canada

Canadian Cricket Association  
By its attorney  
Patrick Deane Daniels

**Signed: *Patrick Deane Daniels***

# MEMORANDUM OF ASSOCIATION

- 14 Jorgan Holmen**  
Authorised Representative  
of the Danish Cricket Association  
Tranumparken 7, 6-4  
DK-2660 Brøndby Strand  
Denmark
- Jorgan Holmen  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 15 Peter Knight**  
Authorised Representative of  
Fiji Cricket Association  
PO Box 300  
Suva, Fiji
- Peter Knight  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 16 Gibraltar Cricket Association**  
21 Sandpits House  
Withams Road  
Gibraltar
- Gibraltar Cricket Association  
By its attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 17 Koninklijke Nederlandse  
Cricket Bond (KNCB)**  
Nieuwe Kalfjeslaan 21-B  
1182 AA Amstelveen  
Holland
- Koninklijke Nederlandse  
Cricket Bond (KNCB)  
By its attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 18 Hong Kong Cricket Association**  
Room 1019  
Sports House  
1 Stadium Path  
So Kon Po  
Causeway Bay  
Hong Kong
- Hong Kong Cricket Association  
By its attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 19 Derek Scott**  
Authorised Representative of the  
Irish Cricket Union  
45 Foxrock Park  
Dublin 18  
Ireland
- Derek Scott  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**

# MEMORANDUM OF ASSOCIATION

- 20 Stanley Perlman**  
Authorised Representative of the Israel  
Cricket Association  
PO Box 65085  
Tel Aviv 61650  
Israel  
**Signed: Patrick Deane Daniels**
- 
- 21 Simone Gambino**  
Authorised Representative of the  
Federazione Cricket Italiana  
Via S Ignazio 9  
00186 Roma  
Italy  
**Signed: Patrick Deane Daniels**
- 
- 22 Jimmy Rayani**  
Authorised Representative  
of the Kenya Cricket Association  
PO Box 45870  
Nairobi, Kenya  
**Signed: Patrick Deane Daniels**
- 
- 23 Malaysian Cricket Association**  
1st Floor, Wisma OCM  
Jalan Hang Jebat  
50150 Kuala Lumpur  
Malaysia  
**Signed: Patrick Deane Daniels**
- 
- 24 Laurence David Pieters**  
Authorised Representative of the  
Namibia Cricket Board  
PO Box 457  
Windhoek 9000  
Namibia  
**Signed: Patrick Deane Daniels**
- 
- 25 Ja Kumar Nath Shah**  
Authorised Representative of the  
Cricket Association of Nepal  
Dashrath Stadium  
Smriti Panchayani Thapathali  
Kathmandu : RES 9771 2H35  
Nepal  
**Signed: Patrick Deane Daniels**

# MEMORANDUM OF ASSOCIATION

- 26 Veari Maha**  
Authorised Representative  
of the Papua New Guinea  
Cricket Board of Control  
PO Box 83  
Konedobu NCD  
Papua New Guinea
- Veari Maha  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 27 Robert Woodrow Barclay**  
Authorised Representative  
of the Scottish Cricket Union  
1 Inverleith Terrace  
Edinburgh EH3 5NS  
Scotland
- Robert Woodrow Barclay  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 28 Singapore Cricket Association**  
15 Stadium Road (South Entrance)  
National Stadium  
Singapore 397718
- Singapore Cricket Association  
By its attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 29 Abdulrahman  
Mohammed Bukhatir**  
Authorised Representative  
of the Emirates Cricket Board  
Sharjah Cricket Stadium  
PO Box 88  
Sharjah, U.A.E.
- Abdulrahman  
Mohammed Bukhatir  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 30 Rick A Craig**  
Authorised Representative  
of the United States of America  
Cricket Association  
c/o Consulate General of Barbados  
800 Second Avenue  
New York, NY 10017  
USA
- Rick A Craig  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**

# MEMORANDUM OF ASSOCIATION

## AFFILIATE MEMBERS

- |                                                                                                                                                                                           |                                                                                                                        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|
| <b>31 Bahamas Cricket Association</b><br>Government House<br>PO Box 1001<br>Nassau, Bahamas                                                                                               | Bahamas Cricket Association<br>By its attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b> |
| <b>32 Paul H E Lariviere</b><br>Authorised Representative<br>of the Belgian Cricket Federation<br>Konigin Astridlaan 98<br>B-2800 Mechelen<br>Belgium                                     | Paul H E Lariviere<br>By his attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b>          |
| <b>33 Stephen Langton</b><br>Authorised Representative<br>of the Brunei Darussalam<br>National Cricket Association<br>P O Box 667 MPC<br>BSB 3706<br>Brunei Darussalam                    | Stephen Langton<br>By his attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b>             |
| <b>34 Dr Brian Fell</b><br>Authorised Representative<br>of the Deutscher Cricket Bund<br>Luragogasse 5<br>D-94032 Passau<br>Germany                                                       | Dr Brian Fell<br>By his attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b>               |
| <b>35 Kenneth George Sainsbury</b><br>Authorised Representative of the<br>Asociacion Espanola de Cricket<br>Casa Desiderata<br>VA153, 03737 JAVEA<br>Alicante, Spain                      | Kenneth George Sainsbury<br>By his attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b>    |
| <b>36 Olivier Dubaut</b><br>Authorised Representative of the<br>Federation Francaise de Baseball,<br>Softball et Cricket<br>85 avenue du Général<br>Michel Bizot<br>75012 Paris<br>France | Olivier Dubaut<br>By his attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b>              |

# MEMORANDUM OF ASSOCIATION

**37 Greek Cricket Association**  
Artis 1  
PO Box 361  
Corfu 49100  
Greece

Greek Cricket Association  
By its attorney  
Patrick Deane Daniels

**Signed: Patrick Deane Daniels**

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**38 Trevor Bayley**  
Authorised Representative  
of the Japan Cricket Association  
Amagawa Oshima Machi 3-10-17  
Maebashi City 379-21  
Japan 379-21

Trevor Bayley  
By his attorney  
Patrick Deane Daniels

**Signed: Patrick Deane Daniels**

---

**39 Andrew Simpson-Parker**  
Authorised Representative of the  
Osterreichischer Cricket Verband  
Benedikt-Schellingergasse 22/16  
A-1150 Vienna  
Austria

Andrew Simpson-Parker  
By his attorney  
Patrick Deane Daniels

**Signed: Patrick Deane Daniels**

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**40 John M McKillop**  
Authorised Representative  
of the Swiss Cricket Association  
Grand'rue 6  
1304 Cossonay  
Switzerland

John M McKillop  
By his attorney  
Patrick Deane Daniels

**Signed: Patrick Deane Daniels**

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**41 Mark Thomas Stafford**  
Authorised Representative  
of the Vanuatu Cricket Association  
C/- Stafford and Associates  
P O Box 734  
Port Vila, Vanuatu

Mark Thomas Stafford  
By his attorney  
Patrick Deane Daniels

**Signed: Patrick Deane Daniels**

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**Dated the 4th day of August 1997**

Witness to the above signatures:

**Signed: Kim Flood**  
Kim Flood  
Personal Assistant  
Lord's Cricket Ground  
London NW8

# ARTICLES OF ASSOCIATION

## 1 INTERPRETATION

The following Articles shall constitute the regulations of the Council and Form B in the Second Schedule of the Act (as hereinafter defined) shall not apply to the Council. In these Articles (unless the context otherwise requires) the words and expressions set out in the first column below shall bear the meanings set opposite to them respectively in the second column

<b>Words</b>	<b>Meanings</b>
<b>‘the Act’</b>	the Companies Act (Cap. 285) of the laws of the British Virgin Islands;
<b>‘the President’</b>	the person for the time being holding office as president of the Council under Article 3.2;
<b>‘the President Elect’</b>	the person for the time being holding office as president elect of the Council under Article 3.2 (I)
<b>‘the Acting President’</b>	the person for the time being appointed as acting president under Article 3.2(N);
<b>‘the Chief Executive’</b>	the person for the time being holding office as chief executive of the Council under Article 3.5;
<b>‘the Vice-President’</b>	the person for the time being designated as Vice-President under Articles 3.2(J), (K), (L)(4);
<b>‘Associate Member Country(ies)’</b>	any Member Country whose Cricket Authority is an Associate Member and shall, when the context requires, include the Cricket Authority of that Member Country;
<b>‘Affiliate Members’ Representatives’</b>	the five representatives of the Affiliate Members notified to the Executive Board in accordance with Article 6.9(D);
<b>‘the Directors’</b>	the President, the Chief Executive and any other member of the Executive Board;
<b>‘Committee(s)’</b>	a committee or committees appointed in accordance with Article 5;
<b>‘Committee Manual’</b>	the Committee Manual required to be maintained by Council Management under Article 5.6;

## ARTICLES OF ASSOCIATION

<b>‘the Council’</b>	the International Cricket Council;
<b>‘Council Management’</b>	any Officer or any manager in the employment of the Council, any company associated with the Council or any person or group of persons certified by the Chief Executive to be a member of Council Management for the purposes of these Articles;
<b>‘Cricket Authority’</b>	a body (whether incorporated or not) which is recognised by the Council as the governing body responsible for the administration, management and development of cricket in a Cricket Playing Country (being at the date of incorporation of the Council the bodies of that description shown in the names and addresses of subscribers to the Memorandum of Association);
<b>‘Cricket Playing Country(ies)’</b>	a country (or countries associated for cricket purposes) or geographical area where cricket is played;
<b>‘Executive Board’</b>	the Directors or any of them acting as the Executive Board of the Council and holding office by virtue of Article 4;
<b>‘Full Member Country(ies)’</b>	any Member Country whose Cricket Authority is a Full Member and shall, when the context requires, include the Cricket Authority of that Member Country;
<b>‘Member(s)’</b>	<ol style="list-style-type: none"><li>1) every corporation which is a subscriber to the Council’s Memorandum of Association and every corporation which agrees to become, and is registered as, a member of the Council; and</li><li>2) every individual or corporation who (or which) is nominated by a Cricket Authority being at the time of such nomination an unincorporated body or association as representative for the time being of that Cricket Authority and who (or which) either subscribes to the Council’s Memorandum of Association or agrees to become and is registered as a member and “Membership” shall have a corresponding meaning;</li></ol>

## ARTICLES OF ASSOCIATION

<b>‘Member Country(ies)’</b>	any country or countries associated for cricket purposes or geographical area, the governing body for cricket of which is a Full Member, an Associate Member or an Affiliate Member, as the context may require;
<b>‘Meeting(s)’</b>	one or more or all of the following three types of meetings, namely Annual General Meetings of the Council (“Conference”), Extraordinary General Meetings of the Council (“Special Meetings”), and Associate Members’ meetings (“Associate Members’ Meetings”) as the context may require, as more particularly described under Article 6;
<b>‘Officers’</b>	any Director, any Acting President and any other person who Conference shall by Resolution decide from time to time is to be an officer of the Council;
<b>‘Ordinary Resolution’</b>	any Resolution other than a Special Resolution;
<b>‘Regulation(s)’</b>	Such regulation or regulations as are made or amended pursuant to Article 9 as the same is or are from time to time in force and to be observed and performed by Members;
<b>‘Regions’</b>	the five geographical regions established by the Council for global development purposes, consisting of the Americas, Africa, Asia, East Asia Pacific and Europe and in one of which each Member Country is situated;
<b>‘Regional Group’</b>	the relevant Members in the rotational system for the nomination of each President from 2012 onwards in accordance with Article 3.2(L).
<b>‘Resolution’</b>	any resolution proposed and passed as such at a Meeting, as referred to in Article 6;
<b>‘Special Resolution’</b>	a Resolution shall be deemed to be special whenever it has been passed by a majority of not less than three-quarters of the aggregate number of votes exercisable by the Full Members, the Associate Members and the Affiliate Members’ Representatives in accordance with, and subject to the provisions of, the Act, Clause 8 of the Memorandum of Association and these Articles;

# ARTICLES OF ASSOCIATION

‘Sub-Committee(s)’	a sub-committee or committee appointed in accordance with Article 5; and
‘Test Match’	any cricket match of not less than five days’ scheduled duration played between teams selected by Full Members as representatives of their Member Countries and accorded the status of Test Match by the Council.

- 1.1 Expressions referred to in writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, telegraphy and other modes of representing or reproducing words in a visible form.
- 1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Council.
- 1.3 Any reference in these Articles to a Cricket Authority or to the governing body for cricket in a Member Country being a Full Member, an Associate Member or an Affiliate Member (as the case may be) shall, in the case of any such body which shall for the time being be an unincorporated body or association, be construed as a reference to the class of membership of the representative for the time being nominated by that body in accordance with Article 2.8 and entered in the Register of Members of the Council required to be kept by the Council in accordance with the Act.
- 1.4 Words importing the masculine gender shall include the feminine. Words importing persons shall include corporations and words importing the singular number only shall include the plural and vice versa.

## 2 MEMBERS

The Council is declared to consist of 63 Members at the commencement of Conference 2001, but the Council may from time to time register an increase of Members. On any election to any class of membership and on any upgrading of membership, the Member so elected or whose membership shall have been upgraded shall, forthwith upon its satisfying the conditions required of it by the Council from time to time, notice of which shall be given to such Member by Council Management, be entered as a Member of the relevant class in the Register of Members of the Council.

# ARTICLES OF ASSOCIATION

## 2.1 Eligibility for Membership

A Cricket Authority shall be eligible for membership of the Council, and it shall be such Cricket Authority (if a corporation) or any individual or corporation nominated by such Cricket Authority (if at the time of such nomination such Cricket Authority shall be an unincorporated body or association) which shall be entitled to apply for membership of the Council.

## 2.2 Classes of Membership

There shall be the following classes of Members of the Council:

### a Full Members:

The Cricket Authority if a corporation, or the individual or corporation who or which is the Member nominated as the representative of the Cricket Authority (if the Cricket Authority is an unincorporated body or association) of a Cricket Playing Country from which representative teams are qualified to play Test Matches officially recognised by the Council.

### b Associate Members:

The Cricket Authority if a corporation, or the individual or corporation who or which is the Member nominated as the representative of the Cricket Authority (if the Cricket Authority is an unincorporated body or association) of a Cricket Playing Country which does not qualify as a Full Member but where cricket is recognised by the Council as being firmly established and organised.

### c Affiliate Members:

Any Cricket Authority if a corporation, or the individual or corporation who or which is the Member nominated as the representative of the Cricket Authority (if the Cricket Authority is an unincorporated body or association) of a Cricket Playing Country or a geographical area (which is not part of a country or countries associated for cricket purposes the governing body for cricket of which is a Full Member or Associate Member) where the Council recognises that cricket is played in accordance with the Laws of Cricket.

In these Articles the expression “Member” or “Members” shall mean one or more or all of the foregoing, namely Full Members, Associate Members or Affiliate Members as the context may require.

# ARTICLES OF ASSOCIATION

## 2.3 Application for Membership

Any governing body for cricket of any Cricket Playing Country which seeks election as a Member of the Council must make written application to the Chief Executive of the Council for election of itself (if incorporated) or its representative (if it is an unincorporated body or association) to the appropriate class of membership prior to 31st December in any year for consideration at Conference in the immediately following year.

Any application to be a Full Member must be proposed and seconded in writing by two Full Members. Any application to be an Associate Member must be proposed and seconded in writing by either two Full Members or a Full Member and an Associate Member. Any application to be an Affiliate Member must be proposed in writing by a Full Member or an Associate Member.

The Executive Board shall be entitled, at its sole discretion, to require an Affiliate Member, as a condition of its election to Associate Membership, to be subject to such terms and conditions as the Executive Board shall determine, subject always to such Member being entitled to attend and vote at Meetings. Subject to compliance by such Associate Member with such terms and conditions, they shall automatically lapse on the second anniversary of such member's election to Associate Membership.

## 2.4 Time for Electing Members

Election to any class of Membership shall take place at Conference which may, subject to these Articles, admit or refuse an application for Membership of any class.

## 2.5 Upgrading of Membership

Any proposal for the upgrading of Associate Membership to Full Membership or of Affiliate Membership to either Associate or Full Membership shall be dealt with in accordance with the provisions of this Article 2 as if it were an application for election to the appropriate class of membership and shall be notified in writing to the Chief Executive prior to 31st December in any year for consideration at Conference in the immediately following year.

# ARTICLES OF ASSOCIATION

## 2.6 Cessation of Membership

Membership of the Council shall cease:

- a upon resignation which may be communicated in writing by the Member to the Chief Executive at any time; or
- b upon the requisite resolution being passed at Conference following a proposal notified in writing to the Chief Executive prior to 31st December in any year for consideration at Conference in the immediately following year, such proposal being made and seconded by Full Members; or
- c in accordance with Article 2.8.

On the Membership of any Member ceasing, that Member shall remain liable in respect of all liabilities of that Member under the Regulations, under the Act or under these Articles including but not limited to all levies decided by Conference under Article 8.5(B) payable in respect of the financial year or other period during the whole or any part of which he or it was a Member.

## 2.7 Suspension of Membership

In the event that a Member shall:

- a fail to comply with any provision of these Articles, with the terms of any Resolution or with any Regulation; or
- b fail to fulfil any of its financial obligations from time to time to the Council or to any Associated Company; or
- c fail to comply with any of its membership obligations from time to time to the Council; or
- d lose its status as the governing body responsible for the administration, management and development of cricket in its Cricket Playing Country; or
- e act in such a way as shall be deemed by the Executive Board to bring the game of cricket or the Council into disrepute or otherwise to be contrary to the best interests of cricket or the Council; or
- f following notification to it in writing by the Executive Board of the existence of any of the circumstances set out in (A) to (E) above, fail to take steps to remedy such failure, within the timeframe notified by, and to the satisfaction of, the Executive Board;

## ARTICLES OF ASSOCIATION

the Executive Board shall be entitled, by notice in writing to such Member (a “Suspension Notice”), to suspend that Member with immediate effect from membership of the Council for such period, whether fixed or indefinite, and subject to such terms and conditions, as the Executive Board may decide. Save in the case of a suspension which has been lifted by notice in writing to the relevant Member by the Executive Board or which has expired in accordance with the terms of the relevant Suspension Notice, each suspension must be ratified at the first Conference to be held after the service of the Suspension Notice by a Resolution proposed and passed as a Special Resolution. If the suspension is not so ratified, then it shall be automatically lifted with effect from the close of the relevant Conference. If a suspension is ratified at Conference and has not been lifted or has not expired by the time of the next Conference, it must be ratified for a further year, subject always to the right of the Executive Board to lift such suspension before the expiry of that further year, provided that the relevant circumstances relating to the imposition of the suspension have been resolved and/or any conditions imposed in accordance with this Article 2.7 have been fulfilled, by a Resolution proposed and passed as a Special Resolution at that next Conference, failing which, it shall be automatically lifted. For so long as a Member is suspended, it shall be deprived of all of its rights as a Member, whether under these Articles or otherwise.

### 2.8 Status of Members

A Cricket Authority which is an unincorporated body or association may from time to time by notice in writing to the Chief Executive nominate an individual or corporation as its representative for the time being and that representative (or any individual or corporation who (or which) is so nominated as his or its successor as representative for the time being of the Cricket Authority concerned) shall be a Member. A representative of a Cricket Authority shall cease to be a Member when that Cricket Authority shall nominate another person to be the representative for the time being of that Cricket Authority in his or its place. Any change by a Cricket Authority of a representative shall be entered in the Register of Members of the Council. In the event that a Member, having previously been an unincorporated body or association, becomes incorporated within or outside the Territory of the British Virgin Islands, it shall give notice thereof in writing to the Chief Executive and shall deliver to the Chief Executive with such written notice a certified copy of its constitutional documents. Provided that such corporation undertakes to be bound by all the

## ARTICLES OF ASSOCIATION

undertakings and obligations assumed by such Member towards the Council and any other Member or Members in such manner as the Chief Executive may require, it may apply for membership of the Council in place of the representative of such Member and be entered in the Register of Members of the Council accordingly without having to be elected at Conference.

### 3 MANAGEMENT OF THE COUNCIL

#### 3.1 Management Structure

The management of the Council shall be vested in the Executive Board subject to such requirements as may be prescribed by a Resolution of the Members passed at Conference or at a Special Meeting; but no requirement made by Resolution of the Members shall prevail if it be inconsistent with the Memorandum of Association or these Articles nor shall such requirements invalidate any prior act of management which would have been valid if such requirement had not been made.

#### 3.2 The President of the Council ('the President')

- a In the case of the first President and the second President to be appointed after incorporation of the Council, each such President was nominated in accordance with Article 3.2(B).
- b A nomination for the position of first President was made in writing and submitted to the Chief Executive by the Board of Control for Cricket in India within two months of the incorporation of the Council and a nomination for the position of second President was made in writing and submitted to the Chief Executive by the Australian Cricket Board within two years of the incorporation of the Council.
- c The first President, Mr Jagmohan Dalmiya, was appointed in 1997 at the first Conference held after incorporation of the Council and held office for a term of three years expiring upon the conclusion of the Conference held in 2000.
- d The second President, Mr Malcolm Gray, succeeded the first President at the conclusion of the Conference held in 2000 and held office for a term of three years expiring upon the conclusion of the Conference held in 2003.

The second President was in the year prior to that in which he succeeded the first President designated Vice-President.

## ARTICLES OF ASSOCIATION

- e The third President, Mr Ehsan Mani, was nominated by the Pakistan Cricket Board and held office for a term of three years commencing upon the conclusion of the Conference held in 2003 and expiring upon the conclusion of the Conference held in 2006.

The third President was in the year prior to that in which he succeeded the second President designated Vice-President.

- f The fourth President, Mr Percy Sonn, was nominated by Cricket South Africa. His term commenced upon the conclusion of the Conference held in 2006. Mr Sonn was in the two years prior to that in which he succeeded the third President designated Vice-President. Mr Sonn sadly passed away during his term of office and Cricket South Africa nominated the fifth President, Mr Ray Mali, to complete the initial term of office which would have been served by the fourth President. The term of office of the fifth President shall expire and terminate upon the conclusion of the Conference held in 2008.
- g At the Conference held in 2005 the Members resolved to commence a nominations process to choose future Presidents. Under this process Mr David Morgan and Mr Sharad Pawar were nominated as candidates to commence office after Mr Percy Sonn. The nominations process reached a stalemate.
- h At the Conference held in 2007 the Members resolved that a special arrangement would be put in place for the years 2008 to 2012 whereby Mr David Morgan shall commence a two year term of office as the sixth President at the conclusion of the Conference held in 2008 and Mr Sharad Pawar shall commence a two year term of office as the seventh President at the conclusion of the Conference held in 2010.
- i Mr Morgan shall, from the conclusion of the ICC Special Meeting in October 2007, until taking office as the sixth President be designated President Elect. The post of President Elect shall remain in existence until the conclusion of the Conference held in 2008 upon which date it shall expire. The post of President Elect shall entitle the office holder to exercise all the powers and duties of Vice President.

## ARTICLES OF ASSOCIATION

- j Mr Sharad Pawar, shall commence a two year term of office at the conclusion of the Conference held in 2010. Mr Pawar shall in the three years prior to his succession as President be designated Vice President and shall exercise all the powers and duties of Vice President, save for the period from the conclusion of the ICC Special Meeting in October 2007 until the conclusion of the Conference held in 2008 when the President Elect is in post, when such powers shall be exercised by the President Elect in accordance with Article 3.2(l).
- k In the case of the eighth President and any subsequent President, each such President shall be nominated in accordance with Article 3.2(L) and shall serve for a term of two years commencing upon the conclusion of the Conference at which his predecessor's term of office as President expires and terminating upon the conclusion of the Conference held two years thereafter. The eighth and any subsequent President shall, in the two years immediately prior to the Conference at which he shall succeed his predecessor, be designated as Vice-President.
- l
  - 1) With effect from the Conference held in 2012 each President shall be nominated and elected in accordance with the rotational system set out in this Article 3.2 (L).
  - 2) For the purposes of this Article 3.2(L) and in relation to each Conference with effect from 2012 a “Regional Group” shall be as follows:
    - 1 in respect of the Conference to be held in 2012, Cricket Australia and New Zealand Cricket Inc;
    - 2 in respect of the Conference to be held in 2014, the Bangladesh Cricket Board and the Pakistan Cricket Board;
    - 3 in respect of the Conference to be held in 2016, Cricket South Africa and the Zimbabwe Cricket;
    - 4 in respect of the Conference to be held in 2018, the Associate Members and the Affiliate Members;
    - 5 in respect of the Conference to be held in 2020, the England and Wales Cricket Board and the West Indies Cricket Board Inc; and
    - 6 in respect of the Conference to be held in 2022, the Board of Control for Cricket in India and Sri Lanka Cricket.With effect from the Conference to be held in 2024, Regional Groups will continue to rotate in the above order, i.e. commencing with Cricket Australia and New Zealand Cricket Inc. in 2024.

## ARTICLES OF ASSOCIATION

- 3) Each Regional Group shall submit to the Chief Executive, in writing, its nomination, not later than two years and six months before the relevant Conference when it is proposed that the relevant nominee shall assume office as President. For instance, Cricket Australia/New Zealand Cricket Inc shall submit their nomination six months prior to the 2010 Conference, Bangladesh Cricket Board/Pakistan Cricket Board shall submit their nomination six months prior to the 2012 Conference and so forth for each of the Regional Groups in the rotation.
  - 4) Upon receipt of the nomination the Chief Executive shall present it for consideration to the Executive Board at its first meeting following such receipt. The Executive Board shall consider the nomination in the context of a job description and person specification to be determined by the Executive Board from time to time and notified to Members. Once the Executive Board has passed a formal resolution to accept the nominee it shall propose the nominee to the next Conference as the person who will become a subsequent President at the conclusion of the Conference two years thereafter and who will at the conclusion of that Conference assume the role of Vice President for a two year term.
  - 5) In the event that a relevant Regional Group fails, for any reason, to serve notice of its nominee within the timeframe set out in Article 3.2(L)(3), then that Regional Group shall be required by the Executive Board promptly to deliver to it (and by no later than one month following the expiry of such deadline) the names of all the potential nominees being considered by the Regional Group and the Executive Board shall be entitled, in its sole discretion, to select one of such potential nominees and to propose the same to the next Conference in accordance with Article 3.2(L)(4), provided such potential nominee satisfies the then agreed job description and person specification.
- m 1) The Members and Affiliate Members' Representatives entitled to attend and vote at Conference shall approve the nominee by a simple majority of votes in accordance with the provisions of this Article 3.2 (M).
- 2) In order to arrive at a simple majority of votes as provided in this Article 3.2(M),

## ARTICLES OF ASSOCIATION

- a) the aggregate number of votes exercisable by the Full Members as a whole, and divided equally among the Full Members, shall be three times in number as the aggregate number of votes exercisable by the Associate Members and Affiliate Members' Representatives as a whole and each Associate Member and Affiliate Members' Representative shall have one vote; such as shall ensure that, of the entire voting power capable of being exercised by the Members at Conference, 75 per cent thereof shall be divided among and be exercisable by the Full Members and 25 per cent thereof shall be divided among and be exercisable by the Associate Members and Affiliate Members' Representatives; and
  - b) of the aggregate votes exercisable by all the Full Members and the Associate Members and Affiliate Members' Representatives more than one half in number shall be cast in favour of a relevant nominee, and not less than two-thirds of the total votes for the time being exercisable by all the Full Members shall be cast in favour of such nominee, irrespective of whether or not all of the Full Members shall be present in person or by proxy.
- n In the event that the President shall, for any reason, be unable to fulfil or continue to fulfil his duties, the Vice President shall become Acting President. The Acting President shall, whilst in office, exercise all the powers and duties of the President and shall cease to exercise such powers and duties upon the existing President being able to fulfil or continue to fulfil his duties. The appointment of a person as Acting President shall be without prejudice to his future appointment as President subject to Article 3.2(P).
- o If the President remains unable to fulfil or continue to fulfil his duties at the time of the next Conference then the Acting President shall at that Conference, subject to Article 3.2 (P) assume office as the President and shall commence his two year term accordingly.
- p In the event that the provisions of Article 3.2(O) would, but for the provisions of this Article 3.2(P), require an Acting President to serve as Acting President and then as President for a continuous period, in aggregate, of more than three years, his term as President shall terminate at the conclusion of the Conference which falls during the third year of such term. The provisions of this Article 3.2 in respect of the timing of the

## ARTICLES OF ASSOCIATION

nomination and election of Presidents shall be deemed to be accelerated accordingly, subject to such additional terms and provisions as the Executive Board shall, in its absolute discretion and by notice to the Cricket Authorities, determine.

### 3.3 Duties of the President

The President shall, in addition to any other duties imposed on him under the Articles of Association of the Council, act as chairman at Conference and Special Meetings and at Executive Board meetings and be responsible for monitoring the implementation of the policies of the Council, liaising with the governing bodies for cricket throughout the world, presenting the annual report of the Council's activities to Conference, and initiating or responding to matters which he considers in the interests of Council. During the term of his office, the President shall not hold any office under, or perform any executive duties for, any Cricket Authority.

### 3.4 Duties of the Vice President

The Vice President shall, in addition to any other duties imposed on him under the Articles of Association of the Council, act as a deputy to the President. He shall liaise with the President and assist the President in the fulfilment his duties. If the President is unable to fulfil his duties then the Vice President will assume the Presidents role until such time that the President is able to resume his duties. During the term of his office, the Vice President shall not hold any office under, or perform any executive duties for, any Cricket Authority.

### 3.5 The Chief Executive of the Council ('the Chief Executive')

- a The Council may by Resolution passed by the Members in Conference or at a Special Meeting from time to time appoint a Chief Executive for such period and upon such terms and conditions as the Council or the Executive Board on behalf of the Council shall approve, or in accordance with such procedure for obtaining approval to the foregoing as the Council shall decide. The President shall have authority to execute any agreement or agreements under which the Chief Executive is so appointed.
- b The Chief Executive shall exercise such powers and perform such duties as may be approved from time to time by the Executive Board on behalf of the Council or as may be designated in his terms and conditions of employment.

## ARTICLES OF ASSOCIATION

- c For the purpose of these Articles, the Chief Executive shall be deemed to be an Officer of the Council. In the event that the Chief Executive shall for any reason be unable, at any time during his term of office, to fulfil or continue to fulfil his duties the President, or if he shall so decide, the Vice-President shall, in so far as is practicable, exercise all the powers and duties of the Chief Executive, including those powers and duties approved from time to time by the Executive Board on behalf of the Council or designated to the Chief Executive in his terms and conditions of employment, whether such powers and duties are to be exercised solely by the Chief Executive, or in conjunction with the President or any other person. The President or the Vice-President (as the case may be) shall cease to exercise such powers and duties upon the appointment of a new Chief Executive or upon the existing Chief Executive being able to fulfil or continue to fulfil his duties.

### **3.6 Duties of the Chief Executive**

The Chief Executive shall act as Chief Executive of the Council and attend all Meetings of Members and meetings of the Executive Board and shall be an ex officio member of all other Committees, whose meetings shall either be attended by him in person or by his nominated representative from Council Management. In addition to any other duties imposed on the Chief Executive by these Articles, he shall act as Chief Executive at Conference and Special Meetings and at meetings of the Executive Board and shall be responsible, through the President, for carrying out the policies of the Council, for providing all necessary administrative services to the Council, and for bringing all appropriate business to the attention of the Council or the Executive Board. During the term of his office, the Chief Executive shall not hold any office under, or perform any executive duties for any Cricket Authority.

### **3.7 Succession of the Council to the Functions of the International Cricket Council**

Forthwith upon incorporation, the Council shall succeed to and continue to perform in substitution for and as successor to the International Cricket Council (an unincorporated association constituted by Rules binding on the Members and formerly known as the Imperial Cricket Conference, the inaugural meeting of which was held at Lord's Cricket Ground on 15 June 1909) all the functions for which the said International Cricket Council has heretofore been responsible and the President and the Chief Executive shall take such action as shall be necessary on behalf of the Council to assume all such functions.

# ARTICLES OF ASSOCIATION

## 4 EXECUTIVE BOARD

- 4.1 Each Full Member shall be entitled to appoint an individual as a member of the Executive Board and any individual so appointed shall be a Director and shall be designated "Full Member Director". A Full Member Director may be removed from office by the Full Member by which he was appointed and another individual may be appointed in his place. Any such appointment or removal shall be effected by a Full Member by notice in writing signed by or on behalf of that Full Member and delivered to the Chief Executive. Each Full Member Director shall have one vote at meetings of the Executive Board.
- 4.2 The Associate Members and Affiliate Members' Representatives shall be entitled to appoint, between them, three individuals (who may include one or more of the Affiliate Members' Representatives) each of whom shall be a representative of a different Associate Member or Affiliate Member (as the case may be) as members of the Executive Board and any individual so appointed shall be a Director and shall be designated "Associate Member Director". An Associate Member Director may be removed from office by the Associate Members and Affiliate Members' Representatives and another individual may be appointed in his place. Any such appointment or removal shall be effected by Resolution of the Associate Members and Affiliate Members' Representatives passed by a simple majority of votes of those Associate Members and Affiliate Members' Representatives together present and voting at an Associate Members' Meeting duly convened and held. An Associate Member Director shall remain in office from the conclusion of the Associate Members' Meeting at which he is appointed until the conclusion of the Associate Members' Meeting two years thereafter whereupon he may be re-appointed for further periods of two years in accordance with this Article. Provided that if, any Associate Member Director shall cease at any time to be a representative of an Associate Member or an Affiliate Member (as the case may be), his office as Associate Member Director shall terminate forthwith and he shall be replaced by the first, second or third alternate Director appointed in accordance with Article 4.4 whichever of them shall first be available. Each Associate Member Director shall have one vote at meetings of the Executive Board.
- 4.3 Each Full Member shall be entitled to appoint an individual to act as alternate Director of the Full Member Director for the time being appointed by such Full Member. Such alternate Director shall be entitled to receive notices of meetings of the Executive Board and, in place of the Full Member Director for whom he shall act as alternate Director ("the Relevant Full Member Director") attend meetings of the

## ARTICLES OF ASSOCIATION

Executive Board, vote and be counted for the purpose of a quorum at any such meeting at which the Relevant Full Member Director is not personally present and generally to perform all functions as a Director in the absence of the Relevant Full Member Director. The alternate Director of a Full Member Director may be removed from office by the Full Member by which he was appointed and another individual may be appointed in his place. Any such appointment or removal shall be effected by a Full Member by notice in writing signed by or on behalf of that Full Member and delivered to the Chief Executive. An alternate Director shall, during his appointment, be an Officer and shall not be deemed to be an agent of the Relevant Full Member Director or of the Full Member appointing him.

- 4.4 a The Associate Members' Meeting shall authorise the three persons who are elected to be the representatives to the ICC Chief Executives' Committee to act as alternate director for any one of the Associate Member Directors. Each such alternate Director shall be numbered in order of his appointment to the ICC Chief Executive's Committee. In the event that any Associate Member Director is absent from a meeting of the Executive Board, the first alternate Director shall act as his alternate Director at that meeting. If two or more Associate Member Directors are absent from a meeting of the Executive Board, the second and, if required, the third alternate Directors shall act at that meeting as alternate Director respectively to the absent Associate Member Directors. Any such alternate Director shall be entitled to receive notices of meetings of the Executive Board and, in place of the Associate Member Director for whom he shall act as alternate Director ("the Relevant Associate Member Director") attend meetings of the Executive Board, vote and be counted for the purpose of a quorum at any such meeting at which the Relevant Associate Member Director is not personally present and generally to perform all functions as a Director in the absence of the Relevant Associate Member Director. Any such appointment or removal shall be effected by Resolution of a simple majority of the Associate Members and Affiliate Members' Representatives passed at an Associate Members' Meeting duly convened and held and each such alternate Director shall remain in office for a period of two years commencing upon the conclusion of the Associate Members' Meeting at which he is so appointed and terminating upon the conclusion of the Associate Members' Meeting two years thereafter. No individual shall be eligible for appointment as an alternate Director of an Associate Member Director unless he shall be the representative of an Associate Member or shall be an

## ARTICLES OF ASSOCIATION

Affiliate Members' Representative and no Associate Member nor Affiliate Member may have more than one representative in office as an alternate Director or as an Associate Member Director at any one time unless the Associate Members and Affiliate Members' Representatives shall by Resolution passed at an Associate Members' Meeting by a simple majority decide otherwise. An alternate Director shall, during his appointment, be an Officer and shall not be deemed to be an agent of the Relevant Associate Member Director or of the Associate Member or Affiliate Member of which he is a representative.

- b It shall be the duty of any Full Member Director or any Associate Member Director and any alternate Director of any such Director to comply with all Regulations made by the Council or by the Executive Board respectively in accordance with its powers under these Articles and remaining in force.

- 4.5 a In addition to the Full Member Directors and the Associate Member Directors for the time being in office, the Executive Board shall comprise any individual for the time being in office as

- 1) the President;
- 2) the Chief Executive; and
- 3) the Vice-President

each of whom shall be ex officio members of the Executive Board and shall not have any right to vote at meetings of the Executive Board but shall not be precluded from voting if he is also a Full Member Director or an Associate Member Director or an alternate Director. The President shall be Chairman of the Executive Board and shall take the chair at all meetings of the Board at which he is present. The Executive Board may from time to time co-opt such individual as it deems appropriate as an additional member of the Executive Board and remove any such individual so appointed from office. During the term of his office, any such individual shall not have any right to vote at meetings of the Executive Board and shall be deemed to be an ex officio member of the Executive Board, having the same rights as other ex officio members of the Executive Board. In his absence, the Members of the Executive Board present at such meeting shall choose one of their number to be chairman of that meeting.

## ARTICLES OF ASSOCIATION

- b 1) If neither a member of the Executive Board nor his alternate Director shall attend in person a meeting of the Executive Board which he is entitled to attend, that member (or failing him, his alternate Director) shall be entitled to appoint a proxy to attend and, in the case of a member of the Executive Board entitled to vote at such meeting, to vote at that meeting in his place. A proxy shall be counted for the purpose of determining whether a quorum is present at that meeting. A proxy shall only be validly appointed if the written appointment of the proxy by the member (or his alternate Director) for the meeting in question shall have been lodged with the chairman of that meeting by or on behalf of the member (or his alternate Director) prior to that meeting and the appointment of the proxy is announced at that meeting.
- 2) The instrument appointing the proxy must be signed and dated by the member (or his alternate Director) appointing the proxy and shall be in the following form (or in a form as near thereto as circumstances allow or which may be approved by the Chief Executive):

I ..... of .....  
being a member of the Executive Board of The International Cricket Council/an alternate Director of a member of the Executive Board of The International Cricket Council entitled to attend the meeting of the Executive Board to be held on ..... here by appoint ..... of ..... to attend, and insofar as I have the right to vote at the said meeting at his discretion to vote in my place, at the said meeting or at any adjournment thereof.

- 4.6** The Executive Board may meet for the dispatch of business, adjourn and, subject as provided in these Articles, otherwise regulate its meetings as it shall think fit. The Executive Board shall meet at Conference and at such other times as shall be determined by the President and the Chief Executive in consultation with the members of the Executive Board. A Director may take part in meetings of the Executive Board held by tele-conference and shall be treated as present in person at any such meeting without that Director being in the physical presence of any other Director or Directors providing all Directors participating in such meeting are thereby enabled to hear and be heard by each other. Such Director shall be counted in the quorum of the meeting and, if he shall vote, shall be entitled to vote thereat.

## ARTICLES OF ASSOCIATION

- 4.7 The quorum necessary for the transaction of the business of the Executive Board shall be such number of Full Member Directors and Associate Member Directors as shall be at least two-thirds in number of all the Full Member Directors and Associate Member Directors.
- 4.8 a Subject to Article 4.8(D) questions arising at any meeting of the Executive Board shall be decided on a show of hands and a declaration by the chairman of the meeting that a resolution has on a show of hands been carried unanimously or by a simple majority, or lost, or not carried by a simple majority and an entry to that effect in the minute book of the Executive Board shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such resolution.
- b On a show of hands, each Full Member Director and each Associate Member Director present in person or by proxy shall have one vote.
- c A resolution proposed at a meeting of the Executive Board shall be deemed to have been carried by a simple majority only if:
- 1) more than one half of the aggregate number of votes exercisable by all the Full Member Directors and by all the Associate Member Directors shall have been cast in favour of the resolution; and
  - 2) not less than two-thirds of the aggregate number of votes exercisable by all the Full Member Directors shall have been cast in favour of the resolution irrespective of whether or not all of the Full Member Directors shall have actually been present in person or by proxy.
- d A resolution proposed at a meeting of the Executive Board in relation to the suspension of a Member in accordance with Article 2.7 shall be deemed to have been carried only if:
- 1) more than three-quarters of the aggregate number of votes exercisable by all the Full Member Directors and by all the Associate Member Directors shall have been cast in favour of the resolution; and
  - 2) not less than three-quarters of the aggregate number of votes exercisable by all the Full Member Directors shall have been cast in favour of the resolution irrespective of whether or not all of the Full Member Directors shall have actually been present in person or by proxy.

## ARTICLES OF ASSOCIATION

- 4.9** The Executive Board shall, in the exercise of its powers and duties, have due regard to such terms of reference as may from time to time be agreed by a Resolution of the Council passed by the Members at Conference or at a Special Meeting and shall, subject to the provisions of Article 3.1, observe those specific responsibilities allocated to the Executive Board, and those limitations imposed upon the exercise by the Executive Board of its powers of management, by such terms of reference.
- 4.10** a A member of the Executive Board who is in any way, whether directly or indirectly, interested in any transaction, contract, arrangement or agreement with the Council shall declare the nature of his interest at a meeting of the Executive Board.
- b Subject to the provisions of these Articles and provided a member of the Executive Board shall have disclosed such interest, a member of the Executive Board who has a right to vote, shall be entitled to vote in respect of any transaction, contract, arrangement or agreement with the Council in which he is in any way, whether directly or indirectly, 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. For the purpose of this Article 4.10, an interest of a person who is connected with a member of the Executive Board shall be treated as an interest of that member of the Executive Board and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.
- 4.11** The office of a member of the Executive Board shall be vacated if -
- a he ceases to be a member of the Executive Board or he becomes prohibited by any law applicable to him from being a Director;
- b he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- c he is, or may be, suffering from mental disorder and either -
- 1) he is admitted to hospital in pursuance of an application for admission for treatment relating to mental disorder; or
  - 2) an order is made by a court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs,

## ARTICLES OF ASSOCIATION

- d he resigns his office by notice to the Council.
- e he is convicted of any criminal offence in any jurisdiction (other than an offence which is, in the opinion of the Executive Board, a minor offence); or
- f he is removed as a member of the Executive Board by notice given to him and executed by not less than two thirds of the members of the Executive Board on any one of the following grounds:
  - 1) he is guilty of any dishonesty, gross misconduct or wilful neglect of duty (whether by act or omission); or
  - 2) in the reasonable opinion of the Executive Board, he commits (whether by act or omission) any act which brings or would tend to bring the Council into disrepute; or
  - 3) he conducts himself in a manner materially adverse to the interests of the Council.

If such office of a member of the Executive Board is vacated, the vacancy shall be filled by the nomination of the person who nominated the vacating Director and, in the case of an Associate Member Director, shall be filled by the first alternative Director pursuant to Article 4.4(A).

### 5 COMMITTEES

- 5.1** To assist the Executive Board, the President and the Chief Executive in the better performance of their respective role and duties, Members may by Resolution passed in Conference appoint and delegate any of the powers exercisable by them to Committees including power for any such Committee to sub-delegate all or any of such powers to a sub-Committee. If the necessity for such appointment arises between Conferences, the power to appoint a Committee of the Council is hereby expressly conferred upon the Executive Board, including the power to delegate to any such Committee or sub-Committee any powers which may seem reasonably necessary for that Committee to fulfil its purpose and to empower any such Committee to sub-delegate any of its powers to a sub-Committee, but subject to the ratification of such appointment by Resolution passed by the Members at the next Conference. Provided that omission to ratify such appointment shall not invalidate any prior exercise by such Committee or sub-Committee of its powers which would have been valid but for such omission.

## ARTICLES OF ASSOCIATION

- 5.2** The Executive Board may at any time without the need for subsequent ratification by the Members delegate some of its executive functions to Committees set up as Committees of the Executive Board for whatever purpose the Executive Board considers fit.
- 5.3** The President and the Chief Executive shall have the right to attend, or to nominate a member of Council Management to attend on their behalf, but not to vote at, any meeting of any Committee or Sub-Committee of the Council or of the Executive Board.
- 5.4** Subject to Article 5.3 and to any express provision to the contrary contained in any Resolution of the Members passed in Conference, the Executive Board shall, in its absolute discretion:
- a decide the composition of any Committee or Sub-Committee of the Council or of the Executive Board provided that any such Committees or Sub-Committees shall take into account any nominations validly made under Article 6.5 (C)(4);
  - b decide the voting procedure to be followed by any Committee or Sub-Committee of the Council or of the Executive Board, including but not limited to deciding which members shall have the right to vote at meetings thereof having due regard, where the Executive Board considers it to be relevant, to the principle that, at such meetings, 75 per cent of the voting power shall be exercisable by members on such Committee or Sub-Committee who are representatives of a Full Member and 25 per cent of such voting power shall be exercisable by members on such Committee or Sub-Committee who are representatives of an Associate Member;
  - c decide the majority of votes required to be cast in favour of any resolution proposed at such meetings in order for it to be carried; and
  - d ratify the terms of reference of any Committee or Sub-Committee of the Council or Executive Board.
- 5.5** Minutes shall be kept of all proceedings at meetings of Committees and Sub-Committees of the Council or of the Executive Board and copies thereof, signed by the chairman of the relevant meeting shall, unless provided to the contrary in the terms of reference of such Committee or Sub-Committee, be delivered to the Chief Executive for production to the Executive Board at its next meeting.
- 5.6** A Committee Manual shall be maintained by Council Management in which there shall be summarised the Terms of Reference of each Committee or Sub-Committee of the Council or of the Executive Board, the responsibilities and powers delegated to any such Committee or

# ARTICLES OF ASSOCIATION

Sub-Committee, including any powers of sub-delegation conferred upon it and any other matters deemed by Council Management to be of material interest to any member of the Executive Board or to any duly appointed representative of any Member instructed to inspect such Committee Manual.

## 6 MEETINGS OF MEMBERS

Members have the power to hold (and in the case of the annual Conference must hold) the following Meetings:

### 6.1 Type of Meetings

- a Conference;
- b Special Meetings; and
- c Associate Members' Meetings.

In these Articles, the expression "Meeting" or "Meetings" shall mean one or more of the aforementioned meetings, as the context may require.

### 6.2 Convening of Meetings

#### a Conference:

Full Members, Associate Members and the Affiliate Members' Representatives shall be entitled to attend and vote at Conference. The Chief Executive shall convene a Conference each year and shall give the Members not less than five months' notice in writing of the date of Conference in each year. Such Conference shall be held as the Council's Annual General Meeting, in addition to any other Meetings in that year, and shall be specified as such in the notices calling it; the first such Conference shall be held within four months after the date on which the Council's Memorandum of Association is registered.

#### b Special Meetings

Full Members, Associate Members and the Affiliate Members' Representatives shall be entitled to attend and vote at Special Meetings. Special Meetings shall be convened as follows:

- 1) the President on his own initiative may request the Chief Executive to convene a Special Meeting upon giving at least the requisite period of notice provided by the Act, being seven days' notice in writing, but normally not less than three months' notice should be given except when circumstances do not permit such length of notice; or

## ARTICLES OF ASSOCIATION

- 2) upon the written request of not less than two Full Members, the Chief Executive shall convene a Special Meeting and shall give all Members at least the requisite period of notice provided by the Act, being seven days' notice in writing, but normally not less than three months' notice should be given except when circumstances do not permit such length of notice.

Any notice given in accordance with Article 6.2 shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting.

Otherwise than in respect of the Affiliate Members' Representatives' rights hereunder, Affiliate Members shall have no right to receive notice of or to attend or vote at any Meetings (save to receive notice of, and the agenda for (but not any additions or amendments to any agenda), Conference and Special Meetings), to propose or second resolutions for any Meeting, or to take part in any business of the Council, or to receive the minutes of any Meetings (save for minutes of Conference or Special Meetings).

### c **Associate Members' Meetings**

All Associate Members and the Affiliate Members' Representatives shall be entitled to attend and vote at Associate Members' Meetings. An Associate Members' Meeting will normally be held immediately prior to Conference. The Chief Executive shall not later than five months before the date of Conference notify in writing all Associate Members and Affiliate Members of the date when such Meeting will be held. Other Associate Members' Meetings may be held during the year, as agreed by Associate Members and the Affiliate Members' Representatives, and such Meetings shall be convened by the Chief Executive. Upon the written request of not less than one-third (in aggregate) of Associate Members and the Affiliate Members' Representatives, the Chief Executive shall convene an Associate Members' Meeting, upon giving not less than three months' notice except when circumstances do not, in the opinion of the Chief Executive, permit such length of notice.

### d **Accidental Omission to give Notice**

The accidental omission to give notice of a Meeting or to send an agenda in connection with a Meeting, or the non-receipt of such notice or agenda by any Member or other person entitled to receive such notice or agenda, shall not invalidate the proceedings of the Meeting.

# ARTICLES OF ASSOCIATION

## 6.3 Venue of Meetings

Meetings shall take place at such venue as shall be designated by the President and the Chief Executive.

## 6.4 Attendance of the President and the Chief Executive at Meetings and their right to vote

The President and the Chief Executive shall be entitled to attend and speak at all Meetings, and at all meetings of Committees, but shall have no right to vote.

## 6.5 Business of Meetings

### a Conference:

The business of Conference shall be divided into two parts. The first part shall consist of the following ordinary business:

- 1) the approval of the minutes of the previous Meeting;
- 2) the election to, up-grading or cessation of Membership of the Council;
- 3) the adoption of the President's report;
- 4) the receipt and consideration of the report of the auditors;
- 5) the adoption of the audited accounts of the Council for the financial year just ended;
- 6) the appointment or re-appointment of the Chief Executive and any other Officers of the Council;
- 7) the appointment or re-appointment of auditors of the Council and the fixing, or arranging for the fixing, of their remuneration;
- 8) the appointment by the Council, or ratification by the Council of the appointment, of Committees or Sub-Committees;
- 9) receipt and inspection of the Committee Manual;
- 10) the approval of the budget of income and expenditure of the Council for the forthcoming financial year; and
- 11) the receipt by the Council of reports from Associate Members' Meetings.

The second part shall consist of any special business which is properly before Conference, and which does not, in accordance with these Articles, fall within the competence of Associate Members' Meetings to resolve upon and shall include:

- 1) the approval of any levy to be made by the Council on Full and/or Associate Members;

## ARTICLES OF ASSOCIATION

- 2) the approval of any levy to be made by the Council in respect of any World Cup Competition, the ICC Trophy Competition or any other competition or tournament not forming part of an approved official tour; and
- 3) the approval of the venue or the frequency of the ICC World Cup, the ICC Knock-Out, the under 19 World Cup, the ICC Trophy Competition and any other competition or cricket event held under the aegis of the Council or any financial arrangements pertaining thereto as may have been recommended by the Executive Board.

**b Special Meetings:**

The business of Special Meetings shall consist of such business as is properly before the meeting and which does not, in accordance with these Articles, fall within the competence of the Executive Board to resolve upon.

**c Associate Members' Meetings:**

Associate Members' Meetings will be competent:

- 1) to discuss any matters which are of common interest to Associate Members and Affiliate Members;
- 2) to transact any business for which a Resolution of the Associate Members and the Affiliate Members' Representatives passed at an Associate Members' Meeting is required under these Articles;
- 3) to elect Associate Member Directors; and
- 4) to nominate representatives for election by the Executive Board to each of the ICC Chief Executive's Committee, the ICC Development Committee and the ICC Cricket Committee (for so long as they are respectively constituted by the Executive Board) in accordance with the terms of reference from time to time adopted by the Associate Members and the Affiliate Members' Representatives in relation to Associate Members' Meetings.

**6.6 a Chairmanship of Conference and Special Meetings**

The chairman of any such Meeting shall be the President of the Council, or in his absence, such person as shall be agreed by the Members entitled to attend and vote at such Meeting or in the absence of such agreement, such person as the Chief Executive may nominate.

# ARTICLES OF ASSOCIATION

## b Chairmanship of Associate Members' Meetings

The Associate Members and the Affiliate Members' Representatives entitled to attend and vote at any such meeting shall choose one person from the Associate Member Directors appointed by them under Article 4.2 to be the chairman for the time being of Associate Members' Meetings and such person shall act as chairman for the time being of Associate Members' Meetings until another person is chosen by the Associate Members and Affiliate Members' Representatives to replace him. If the chairman for the time being of Associate Members' Meetings is unable to attend an Associate Members' Meeting or shall decline to take the chair for all or part of such meeting the Associate Members and the Affiliate Members' Representatives entitled to attend and vote at such meeting shall choose one of the other two Associate Member Directors, if present, to take the chair, or failing that, shall choose one person from among their duly appointed representatives at such meeting to be chairman of the meeting. If the Associate Members and the Affiliate Members' Representatives fail to choose a chairman, or if the person chosen shall decline to take the chair, the chairman of the meeting shall be nominated by the Chief Executive from those persons eligible to attend the meeting.

## 6.7 Notice of Business at any Meeting

- a Notice of any Resolution, or (unless such matter relates to the discussion of a specific item of ordinary business of Conference, for which no such notice shall be required provided that the chairman of the meeting agrees to its being raised and discussed at Conference or at a Special Meeting) notice of any matter for discussion proposed for Conference or a Special Meeting shall be in writing and shall, in the case of any Resolution, be proposed and seconded by Members and Affiliate Members' Representatives entitled to attend and vote at the Meeting in question or proposed by the Executive Board or by a Committee or proposed jointly by the President and the Chief Executive, and shall be submitted to the President and the Chief Executive at least three months before the date of Conference, or two months before the date of the Special Meeting, as the case may be, or before such other date or time as the President decides is appropriate.
- b If and to the extent that in accordance with the remainder of these Articles, provisions inconsistent with the foregoing apply to a particular item of business those provisions shall prevail.

## ARTICLES OF ASSOCIATION

- c The President shall, in relation to any Meeting, be entitled (but not bound) to refuse to accept a Resolution in its entirety or refuse to accept it unless amended to the satisfaction of the President, in the event that, in the opinion of the President:
  - 1) the Resolution does not make it clear as a matter of substance and form that it is being proposed as a Resolution; or
  - 2) the Resolution is not in a form which enables it conveniently to be proposed as a Resolution; or
  - 3) the Resolution concerns any matter which does not, in accordance with the Articles, fall within the competence of the Meeting in question to resolve upon; or
  - 4) the Resolution is ultra vires the functions of the Council; or
  - 5) the Resolution is or is likely to be illegal or unlawful in accordance with the laws of the British Virgin Islands or of any Member Country or its circulation or implementation would be or would be likely to be illegal or unlawful in accordance with the laws of any Member Country.

The President shall give the Members proposing and seconding such a Resolution, a reasonable opportunity to amend the Resolution.

If the President, in order to assist him in deciding whether or not to exercise his discretion pursuant to this Article 6.7(C), decides in his discretion to seek legal advice concerning the laws of any Member Country or Countries, he shall inform the Member proposing the Resolution in question that he proposes so to do, and the costs and expenses incurred in connection with the President obtaining such legal advice, shall be borne by that Member Country. However, the President shall not be bound to seek legal advice, and no liability of any kind shall attach to the President if he fails to, or decides not to, seek any such legal advice.

The decision of the President as to any matter falling within this Article 6.7(C) shall be final and binding on all Members.

### 6.8 Agendas for Meetings

- a At least two months prior to Conference (or in the event that the President, in conjunction with the Chief Executive, decides that two months is not practicable, by such other date or time being at least the requisite period (if any) provided for by the Act, as the President, in conjunction with the Chief Executive, decides) the Chief Executive shall circulate to all Members an agenda of matters to be resolved upon or discussed at Conference including the full text of all Resolutions properly proposed together with the names of the proposer and seconder.

## ARTICLES OF ASSOCIATION

- b In the case of Special Meetings it shall be sufficient for an agenda (containing the detail referred to in paragraph (A) above) to be circulated at least six weeks in advance of the particular Meeting, to all Members or in the event that the chairman of the Meeting, in conjunction with the Chief Executive, decides that six weeks is not practicable, by such other date or time being at least the requisite period (if any) provided for by the Act as the chairman of the Meeting, in conjunction with the Chief Executive, decides.
- c No additions to the agenda, including the addition of any Resolutions, and no amendments to the agenda, including the amendment of any Resolutions, shall be allowed without the consent of the chairman of the Meeting, which consent may be given or refused at the entire discretion of the person or persons whose consent is required.
- d The accidental omission to send an agenda in connection with a Meeting, or the non-receipt of such agenda by any Member or other person entitled to receive such agenda, shall not invalidate the proceedings of that Meeting.

### 6.9 Representation at Meetings

- a Each Member (except Affiliate Members) shall be entitled to have up to two persons to represent it for all purposes at any Meeting at which that Member is entitled to attend and vote. A Member may have more than two representatives at a Meeting provided that:
  - 1) a request therefor shall have been made in writing to and received by the Chief Executive not less than fourteen days before the date of the Meeting in question; and
  - 2) the chairman of the Meeting shall, at his discretion, have approved the request.
- b A Member which is a corporation shall have the right to decide who shall represent it at a Meeting. Such decision must be confirmed in writing by the Member to the chairman of the Meeting prior to the Meeting in question, and be announced by the chairman at the Meeting. The chairman may, at his discretion, permit a Member to change its representatives during a Meeting. The Member shall specify which representative is to have the right to vote on behalf of the Member, but in the event of his failure to vote on any particular matter the second named representative may do so.

## ARTICLES OF ASSOCIATION

- c An individual Member may, in addition to himself, nominate through the Cricket Authority which he represents a second individual to attend any Meeting at which the Member is entitled to attend and vote, but such second representative shall have the right to vote on behalf of the Member only if he has been appointed proxy for that Member and in the event of the Member's failure to vote on a particular matter.
- d The Affiliate Members in each Region shall collectively be entitled to appoint one representative to act as an Affiliate Members' Representative to attend and vote at each Meeting held in accordance with the terms of these Articles. Any such appointment shall be effected by each Region giving notice in writing to the Chief Executive not less than six weeks before the date of the relevant Meeting and shall terminate at the conclusion of such meeting (save that such termination will be without prejudice to the appointment of an Affiliate Members' Representative as an Associate Member Director in accordance with Article 4.2). No individual shall be eligible for appointment as an Affiliate Members' Representative unless he shall be the representative of an Affiliate Member.

### 6.10 Proxy Voting

- a If a Member or Affiliate Members' Representative shall not attend a Meeting through its representative or representatives referred to in Article 6.9, that Member or Affiliate Members' Representative shall be entitled to appoint a proxy to attend and vote on its behalf at any Meeting at which that Member or Affiliate Members' Representative is entitled to attend and vote. The proxy must be a representative of another Member attending the Meeting in question, or the chairman of the Meeting. A proxy shall not be entitled to speak at the Meeting but shall be counted for the purposes of determining whether a quorum is present at the Meeting. A proxy shall only be validly appointed if the written appointment of the proxy by the Member or Affiliate Members' Representative for the Meeting in question shall have been lodged with the chairman of the Meeting by the Member or Affiliate Members' Representative prior to the Meeting and the appointment of the proxy is announced at the Meeting.
- b The instrument appointing the proxy must be signed and dated by a duly authorised representative of the Member or by the Affiliate Members' Representative appointing the proxy and must be accompanied by evidence of the authority under

## ARTICLES OF ASSOCIATION

which it is signed and must indicate, where the chairman of the Meeting is appointed the proxy, how the proxy is to vote on each of the Resolutions set out in the agenda circulated in advance of the Meeting, including any amendments set out therein. The instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or which may be approved by the Chief Executive):

“I ..... of ..... being a duly authorised representative of the ..... being a Full/Associate Member of The International Cricket Council/an Affiliate Members’ Representative hereby appoint ..... of ..... or, failing him, ..... of ..... to vote on behalf of the ..... at the Conference/Special Meeting of The International Cricket Council to be held on ....., at or at adjournment thereof.

This form is to be used in respect of the Resolutions mentioned below as follows:

**Resolution No. 1** For\* ..... Against\* .....

**Resolution No. 2** For\* ..... Against\* .....

\*Strike out whichever is not desired.

If a Resolution is amended, the proxy is to vote on that Resolution as indicated above.

(Alternatively: if a Resolution is amended, the proxy has a discretion as to whether to vote and if the proxy votes, whether the proxy votes for or against the Resolution.)

If no indication is given above as to how the proxy is to vote in relation to a particular Resolution, the proxy has a discretion as to whether to vote and if the proxy votes, whether the proxy votes for or against the Resolution.

Signed ..... this ..... day of ..... 20 .....

Failure to lodge an instrument of proxy in the manner and form referred to above will render the instrument invalid.

# ARTICLES OF ASSOCIATION

## 6.11 Quorum

- a In Conference or at Special Meetings the presence at the beginning of each session of the Conference, through a representative referred to in Article 6.9 or a proxy referred to in Article 6.10, of not less than one-half of the Full Members entitled to attend and vote, shall be required. The President shall decide when each session begins. In relation to the passing of a particular Resolution, the quorum referred to above shall also be required at the time when the Resolution in question is being voted upon.
- b In Associate Members' Meetings the presence at the beginning of the Meeting, through a representative referred to in Article 6.9 or a proxy referred to in Article 6.10 of not less than one-half of those Members and Affiliate Members' Representatives entitled to attend and vote at the particular Meeting, shall be required. In relation to the passing of a particular Resolution, the quorum referred to above shall also be required at the time when the Resolution in question is being voted upon.

## 6.12 Voting

The provisions of this Article 6.12 shall be subject to and without prejudice to the provisions of Clause 8 of the Memorandum of Association.

All decisions taken in relation to any business at Meetings shall be in the form of a Resolution. A Resolution shall, if passed, be binding on all Members represented (including by Affiliate Members' Representatives) or entitled to attend and vote at that particular Meeting.

Those proposing Resolutions shall make it clear as a matter of substance and form whether a Resolution is being proposed as a Special Resolution or an Ordinary Resolution, in accordance with the Act, or otherwise.

### a Resolutions at Conference and Special Meetings

On any Resolution (other than a Resolution governed by the provisions of Clause 8 of the Memorandum of Association), the following votes in favour of the Resolution shall be required at the Meeting concerned:

- 1) in the case of a Special Resolution not less than three-fourths of votes cast by the Members and Affiliate Members' Representatives present and voting or in the

## ARTICLES OF ASSOCIATION

- case of an Ordinary Resolution a simple majority of votes cast by the Members and Affiliate Members' Representatives present and voting;
- 2) on a show of hands, and on a poll, the aggregate number of votes exercisable by the Full Members as a whole, and divided equally among the Full Members, shall be three times in number the aggregate number of votes exercisable by the Associate Members and Affiliate Members' Representatives as a whole and each Associate Member and Affiliate Members' Representative shall have one vote; such as shall ensure that, of the entire voting power capable of being exercised by all the Members and Affiliate Members' Representatives at Conference or at a Special Meeting, 75 per cent thereof shall be divided among and be exercisable by the Full Members and 25 per cent thereof shall be divided among and be exercisable by the Associate Members and Affiliate Members' Representatives together;
  - 3) a Resolution proposed at Conference or at a Special Meeting shall be deemed to have been carried as a Special Resolution only if:
    - a) more than three-quarters of the aggregate number of votes exercisable by all the Full Members, the Associate Members and the Affiliate Members' Representatives shall have been cast in favour of the Resolution; and
    - b) not less than three-quarters of the aggregate number of votes exercisable by all the Full Members shall have been cast in favour of the Resolution, irrespective of whether or not all of the Full Members shall have actually been present in person or by proxy;
  - 4) a Resolution proposed at Conference or at a Special Meeting shall be deemed to have been carried as an Ordinary Resolution only if:
    - a) more than one half of the aggregate number of votes exercisable by all the Full Members, the Associate Members and the Affiliate Members' Representatives shall have been cast in favour of the Resolution;
    - b) not less than two-thirds of the aggregate number of votes exercisable by all the Full Members shall have been cast in favour of the Resolution, irrespective of whether or not all of the Full Members shall have actually been present in person or by proxy; and

## ARTICLES OF ASSOCIATION

- c) a Member shall have the number of votes indicated in this Article 6.12, regardless of the number of representatives the Member has at the Meeting in question,
- b) for the purpose of voting, a Member shall be regarded as present if it is present through a proxy properly appointed and acting under Article 6.10; and
- c) the chairman of a Meeting shall have no original vote unless he is also present at the Meeting in his capacity as the representative or proxy of a Member entitled to attend and vote at that Meeting. The chairman of the Meeting shall not be entitled to a casting vote at Conference or at a Special Meeting.

### 6.13 Minutes

Minutes of proceedings at all Meetings will be taken by the secretary of the Meeting and a copy thereof sent to the Chief Executive (if he is not the secretary of the Meeting) who will circulate a copy to all Members. The minutes of each Meeting shall be approved or otherwise at the following Meeting of the Members in question.

### 6.14 Written Resolutions

A Special Resolution in writing, executed by not less than the number of Members of each class and Affiliate Members' Representatives whose votes in favour of such Resolution would have been necessary in order for it to be deemed to have been carried as a Special Resolution if it were proposed at Conference or at a Special Meeting, and an Ordinary Resolution in writing, executed by not less than the number of Members of each class and Affiliate Members' Representatives whose votes in favour of such Resolution would have been necessary in order for it to be deemed to have been carried as an Ordinary Resolution if it were proposed at Conference or at a Special Meeting, assuming in each case such Meeting to have been duly convened and held, and assuming all Members and Affiliate Members' Representatives entitled to attend and vote at that Meeting were present, shall, subject to Clause 8 of the Memorandum of Association, be as valid and effectual as if it had been passed at such a Meeting duly convened and held, and may consist of several instruments in the like form executed by or on behalf of one or more Members and Affiliate Members' Representatives.

# ARTICLES OF ASSOCIATION

## 7 RULES FOR THE CONDUCT OF SEPARATE MEETINGS

Nothing in the Articles shall prevent Associate Members and the Affiliate Members' Representatives or the Members constituting a Regional Group under Article 3.2 (L)(2) from agreeing separate procedural rules to regulate business amongst themselves at their own Meetings provided that such rules shall not be in conflict with these Articles or with the Memorandum of Association and shall have received the prior written approval of the Chief Executive. Such procedural rules shall be made by Regulation.

## 8 ACCOUNTS AND FINANCE

- 8.1 The financial year of the Council shall end on the 31st March in each year.
- 8.2 The Chief Executive shall be responsible for the maintenance of proper books of account showing all monies and funds received by the Council and the disbursement of all expenses by the Council, and for the preparation of accounts of the Council in respect of each financial year.
- 8.3 Such accounts shall as soon as practicable after the end of each financial year be audited by the auditors of the Council and be presented to the next Conference for approval.
- 8.4 The Chief Executive shall be responsible for preparing an annual budget showing the level of funds which he considers necessary to enable the Council to carry out its functions in the next financial year, which budget shall be presented to Conference for approval by Members.
- 8.5 The funds required for each financial year as shown in the annual budget approved by Conference shall be provided in the following manner:
  - a from such monies as shall be available to the Council in that financial year from the activities of Members, including levies in respect of any competition or tournament referred to in Article 6.5(A) or from other sources, such as sponsorship;
  - b as to the balance, from levies on Full Members and Associate Members in such proportions and upon such terms, and to be paid on such date or dates in the financial year, as Members at Conference shall (subject to Clause 8 of the Memorandum of Association) decide, provided that any such contribution by way of levy which remains unpaid by a Full Members or Associate Member after the date when payment thereof is due shall carry interest at the rate of 2% per annum above the overdraft rate charged from time to time to the Council by the Council's bankers.

# ARTICLES OF ASSOCIATION

## 9 REGULATIONS

Regulations may be made or amended from time to time by the Executive Board or by Members at Conference or at a Special Meeting. Regulations shall not be in conflict with the Memorandum of Association or with these Articles. Regulations when made shall be binding on all Members.

## 10 BREACHES OF THE ARTICLES AND REGULATIONS

Subject to Clause 8 of the Memorandum of Association, Regulations may be made or amended from time to time in accordance with Article 9 concerning the procedure for suspending a Member from membership or imposing fines or other sanctions upon any Member and concerning the delegation to Council Management or to any Committee of the Council or of the Executive Board or to any Officer of any powers which may seem reasonably necessary for such person or persons to give effect to any such Regulations. Any such Regulations made by the Executive Board shall be subject to ratification at the next Conference or Special Meeting provided that omission to ratify such Regulations shall not invalidate any prior exercise by Council Management of its powers which would have been valid but for such omission.

## 11 DISPUTES

If any dispute shall arise upon any matter concerning the interpretation of these Articles or the Regulations or any Resolution which has been passed, the President shall in consultation with the Vice-President decide such dispute. The decision of the President on the matter in dispute after such consultation shall be final and binding upon the Members.

In the event of any other dispute arising between the Members or between any Member and the Council or any Director or Officer thereof, the parties shall submit to such dispute resolution process as may be provided in the Committee Manual or, failing that, to such dispute resolution process as the Members may from time to time agree and set down in a Members' Agreement, including any Rules made in this regard by Ordinary Resolution of the Members.

Article 11 shall not apply to matters which under these Articles or the Regulations or any procedural rules made under Article 10 are to be decided by the President of the Council or the Chief Executive or the chairman or secretary of any Meeting or of any Committee or any one or more of them, or are at the discretion of, or with the consent of any one or more of them, and such decisions, the exercise of such discretions and the giving of such consents shall be final and binding upon all Members.

## ARTICLES OF ASSOCIATION

### 12 AUTHORITY OF PRESIDENT AND CHIEF EXECUTIVE TO BIND THE COUNCIL

The President acting in conjunction with the Chief Executive shall have the power to bind the Council in respect of matters which are within the functions of the Council and are entered into for the purposes of the Council and which are first approved by the Council, and any matters which are covered by any budget which has been approved by the Council shall be regarded as satisfying the above requirements.

### 13 INDEMNITIES

Every Officer from time to time of the Council shall be entitled to be indemnified out of any and all funds available to the Council, which may lawfully be so applied, and in default by the Full Members and Associate Members jointly and severally, against costs, charges, liens, expenses and liabilities whatsoever incurred by him in the execution and discharge of his duties or in relation thereto, or incurred by him in good faith in the purported discharge of his duties or in relation thereto, including in respect of any exercise, or failure to exercise, by him of any powers, discretions or authorities, or the giving by him of any consents or making by him of any decisions pursuant to these Articles, the Regulations, or any rules for the conduct of Meetings or Committees, and including any liability incurred by him in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted by him as an Officer. The above shall not apply if and to the extent that the foregoing costs, expenses or liabilities of an Officer are covered by the provisions of any insurance policy and are recoverable by the Officer under such policy.

### 14 CONFIDENTIALITY

The proceedings of any meeting and all correspondence relating thereto shall be confidential save to the extent that the chairman of any meeting decides to release such obligation of confidentiality, or otherwise as required by law.

### 15 THE SEAL

The Executive Board shall provide for the safe custody of the common seal of the Council. The common seal when affixed to any written instrument shall be witnessed by a Director or an Officer or any other person so authorised from time to time by the Executive Board. The Executive Board may provide for a facsimile of the common seal and of the signature of any Director, Officer or authorised person which may be reproduced by printing or other means on any instrument and it shall have the same force and validity as if the common seal had been affixed to such instrument and the name had been signed as hereinbefore described.

# ARTICLES OF ASSOCIATION

## 16 MEMORANDUM OF ASSOCIATION

The Council is hereby authorised by a Resolution, proposed and passed as a Special Resolution at Conference or at a Special Meeting of the Members, to modify the conditions contained in its Memorandum of Association in accordance with the Companies Act.

## NAMES AND ADDRESSES OF SUBSCRIBERS

### FULL MEMBERS

- |                                                                                                                                            |                                                                                                                                  |
|--------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|
| <b>1 Australian Cricket Board</b><br>90 Jolimont Street<br>Jolimont, Victoria 3002<br>Australia                                            | Australian Cricket Board<br>By its attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b>              |
| <b>2 England &amp; Wales Cricket Board</b><br>Lord's Cricket Ground<br>London NW8 8QN<br>England                                           | <b>Signed: <i>Tim Lamb</i></b>                                                                                                   |
| <b>3 Board of Control for Cricket in India</b><br>Dr B.C. Roy Club House<br>Eden Gardens<br>Calcutta 700 021<br>India                      | Board of Control for Cricket in India<br>By its attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b> |
| <b>4 New Zealand Cricket Inc</b><br>Level 2,<br>National Bank Building<br>164 Hereford Street<br>PO Box 958<br>Christchurch<br>New Zealand | New Zealand Cricket Inc<br>By its attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b>               |
| <b>5 Pakistan Cricket Board</b><br>Gaddafi Stadium<br>Ferozepur Road<br>Lahore 54600<br>Pakistan                                           | Pakistan Cricket Board<br>By its attorney<br>Patrick Deane Daniels<br><b>Signed: <i>Patrick Deane Daniels</i></b>                |

## ARTICLES OF ASSOCIATION

- |                                                                                                                                            |                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
| <b>6 United Cricket Board of South Africa</b><br>Wanderers Club<br>North Street, Illovo<br>PO Box 55009<br>Northlands 2116<br>South Africa | United Cricket Board<br>of South Africa<br>By its attorney<br>Patrick Deane Daniels      |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                                                                |                                                                                          |
| <b>7 Board of Control for Cricket in Sri Lanka</b><br>35 Maitland Place<br>Colombo 7<br>Sri Lanka                                          | Board of Control for Cricket<br>in Sri Lanka<br>By its attorney<br>Patrick Deane Daniels |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                                                                |                                                                                          |
| <b>8 West Indies Cricket Board</b><br>Factory Road<br>PO Box 616W<br>Woods Centre<br>St John's<br>Antigua                                  | West Indies Cricket Board<br>By its attorney<br>Patrick Deane Daniels                    |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                                                                |                                                                                          |
| <b>9 Zimbabwe Cricket Union</b><br>PO Box 2739<br>Harare<br>Zimbabwe                                                                       | Zimbabwe Cricket Union<br>By its attorney<br>Patrick Deane Daniels                       |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                                                                |                                                                                          |

## ASSOCIATE MEMBERS

- |                                                                                                     |                                                                             |
|-----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| <b>10 Asociación de Cricket Argentino</b><br>J M Gutierrez 3829<br>(1425) Buenos Aires<br>Argentina | Asociación de Cricket Argentino<br>By its attorney<br>Patrick Deane Daniels |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                         |                                                                             |
| <b>11 Bangladesh Cricket Board</b><br>National Stadium No 1<br>Dhaka 1000<br>Bangladesh             | Bangladesh Cricket Board<br>By its attorney<br>Patrick Deane Daniels        |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                         |                                                                             |
| <b>12 Bermuda Cricket Board of Control</b><br>PO Box HM992<br>Hamilton HM DX<br>Bermuda             | Bermuda Cricket Board of Control<br>Patrick Deane Daniels                   |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                         |                                                                             |

## ARTICLES OF ASSOCIATION

- |                                                                                                                                                       |                                                                                            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>13 Canadian Cricket Association</b><br>46 Port Street East<br>Mississauga<br>Ontario L5G 1C1<br>Canada                                             | Canadian Cricket Association<br>By its attorney<br>Patrick Deane Daniels                   |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                                                                           |                                                                                            |
| <b>14 Jorgan Holmen</b><br>Authorised Representative<br>of the Danish Cricket Association<br>Tranumparken 7, 6-4<br>DK-2660 Brøndby Strand<br>Denmark | Jorgan Holmen<br>By his attorney<br>Patrick Deane Daniels                                  |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                                                                           |                                                                                            |
| <b>15 Peter Knight</b><br>Authorised Representative of<br>Fiji Cricket Association<br>PO Box 300<br>Suva, Fiji                                        | Peter Knight<br>By his attorney<br>Patrick Deane Daniels                                   |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                                                                           |                                                                                            |
| <b>16 Gibraltar Cricket Association</b><br>21 Sandpits House<br>Withams Road<br>Gibraltar                                                             | Gibraltar Cricket Association<br>By its attorney<br>Patrick Deane Daniels                  |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                                                                           |                                                                                            |
| <b>17 Koninklijke Nederlandse Cricket Bond (KNCB)</b><br>Nieuwe Kalfjeslaan 21-B<br>1182 AA Amstelveen<br>Holland                                     | Koninklijke Nederlandse<br>Cricket Bond (KNCB)<br>By its attorney<br>Patrick Deane Daniels |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                                                                           |                                                                                            |
| <b>18 Hong Kong Cricket Association</b><br>Room 1019<br>Sports House<br>1 Stadium Path<br>So Kon Po<br>Causeway Bay<br>Hong Kong                      | Hong Kong Cricket Association<br>By its attorney<br>Patrick Deane Daniels                  |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                                                                           |                                                                                            |
| <b>19 Derek Scott</b><br>Authorised Representative of the<br>Irish Cricket Union<br>45 Foxrock Park<br>Dublin 18<br>Ireland                           | Derek Scott<br>By his attorney<br>Patrick Deane Daniels                                    |
| <b>Signed: <i>Patrick Deane Daniels</i></b>                                                                                                           |                                                                                            |

## ARTICLES OF ASSOCIATION

- 20 Stanley Perlman**  
Authorised Representative of the Israel  
Cricket Association  
PO Box 65085  
Tel Aviv 61650  
Israel  
**Signed: *Patrick Deane Daniels***
- 
- 21 Simone Gambino**  
Authorised Representative of the  
Federazione Cricket Italiana  
Via S Ignazio 9  
00186 Roma  
Italy  
**Signed: *Patrick Deane Daniels***
- 
- 22 Jimmy Rayani**  
Authorised Representative  
of the Kenya Cricket Association  
PO Box 45870  
Nairobi, Kenya  
**Signed: *Patrick Deane Daniels***
- 
- 23 Malaysian Cricket Association**  
1st Floor, Wisma OCM  
Jalan Hang Jebat  
50150 Kuala Lumpur  
Malaysia  
**Signed: *Patrick Deane Daniels***
- 
- 24 Laurence David Pieters**  
Authorised Representative of the  
Namibia Cricket Board  
PO Box 457  
Windhoek 9000  
Namibia  
**Signed: *Patrick Deane Daniels***
- 
- 25 Ja Kumar Nath Shah**  
Authorised Representative of the  
Cricket Association of Nepal  
Dashrath Stadium  
Smriti Panchayani Thapathali  
Kathmandu : RES 9771 2H35  
Nepal  
**Signed: *Patrick Deane Daniels***

## ARTICLES OF ASSOCIATION

- 26 Veari Maha**  
Authorised Representative  
of the Papua New Guinea  
Cricket Board of Control  
PO Box 83  
Konedobu NCD  
Papua New Guinea
- Veari Maha  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 27 Robert Woodrow Barclay**  
Authorised Representative  
of the Scottish Cricket Union  
1 Inverleith Terrace  
Edinburgh EH3 5NS  
Scotland
- Robert Woodrow Barclay  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 28 Singapore Cricket Association**  
15 Stadium Road (South Entrance)  
National Stadium  
Singapore 397718
- Singapore Cricket Association  
By its attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 29 Abdulrahman  
Mohammed Bukhatir**  
Authorised Representative  
of the Emirates Cricket Board  
Sharjah Cricket Stadium  
PO Box 88  
Sharjah, U.A.E.
- Abdulrahman  
Mohammed Bukhatir  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 30 Rick A Craig**  
Authorised Representative  
of the United States of America  
Cricket Association  
c/o Consulate General of Barbados  
800 Second Avenue  
New York, NY 10017  
USA
- Rick A Craig  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**

# ARTICLES OF ASSOCIATION

## AFFILIATE MEMBERS

- 31 Bahamas Cricket Association**  
Government House  
PO Box 1001  
Nassau, Bahamas
- Bahamas Cricket Association  
By its attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 32 Paul H E Lariviere**  
Authorised Representative  
of the Belgian Cricket Federation  
Konigin Astridlaan 98  
B-2800 Mechelen  
Belgium
- Paul H E Lariviere  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 33 Stephen Langton**  
Authorised Representative  
of the Brunei Darussalam  
National Cricket Association  
P O Box 667 MPC  
BSB 3706  
Brunei Darussalam
- Stephen Langton  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 34 Dr Brian Fell**  
Authorised Representative  
of the Deutscher Cricket Bund  
Luragogasse 5  
D-94032 Passau  
Germany
- Dr Brian Fell  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 35 Kenneth George Sainsbury**  
Authorised Representative of the  
Asociacion Espanola de Cricket  
Casa Desiderata  
VA153, 03737 JAVEA  
Alicante, Spain
- Kenneth George Sainsbury  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**
- 
- 36 Olivier Dubaut**  
Authorised Representative of the  
Federation Francaise de Baseball,  
Softball et Cricket  
85 avenue du Général  
Michel Bizot  
75012 Paris  
France
- Olivier Dubaut  
By his attorney  
Patrick Deane Daniels
- Signed: Patrick Deane Daniels**

## ARTICLES OF ASSOCIATION

**37 Greek Cricket Association**  
Artis 1  
PO Box 361  
Corfu 49100  
Greece

Greek Cricket Association  
By its attorney  
Patrick Deane Daniels

**Signed: *Patrick Deane Daniels***

---

**38 Trevor Bayley**  
Authorised Representative  
of the Japan Cricket Association  
Amagawa Oshima Machi 3-10-17  
Maebashi City 379-21  
Japan 379-21

Trevor Bayley  
By his attorney  
Patrick Deane Daniels

**Signed: *Patrick Deane Daniels***

---

**39 Andrew Simpson-Parker**  
Authorised Representative of the  
Osterreichischer Cricket Verband  
Benedikt-Schellingergasse 22/16  
A-1150 Vienna  
Austria

Andrew Simpson-Parker  
By his attorney  
Patrick Deane Daniels

**Signed: *Patrick Deane Daniels***

---

**40 John M McKillop**  
Authorised Representative  
of the Swiss Cricket Association  
Grand'rue 6  
1304 Cossonay  
Switzerland

John M McKillop  
By his attorney  
Patrick Deane Daniels

**Signed: *Patrick Deane Daniels***

---

**41 Mark Thomas Stafford**  
Authorised Representative  
of the Vanuatu Cricket Association  
C/- Stafford and Associates  
P O Box 734  
Port Vila, Vanuatu

Mark Thomas Stafford  
By his attorney  
Patrick Deane Daniels

**Signed: *Patrick Deane Daniels***

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**Dated the 4th day of August 1997**

Witness to the above signatures:

**Signed: Kim Flood**  
Kim Flood  
Personal Assistant  
Lord's Cricket Ground  
London NW8