

**THE CONSTITUTION OF
THE PROFESSIONAL CRICKETERS'
ASSOCIATION**

Rules of The Professional Cricketers' Association

Title and Definitions

- 1.1. This society is an association of current and past professional cricket players. It shall be called “The Professional Cricketers' Association” and is hereinafter referred to as “the Association”.
- 1.2. In these Rules and in the Standing Orders, the following terms shall have the following meanings:

“**Association**” means The Professional Cricketers’ Association;

“**Board of Trustees**” means the board of trustees who manage the PCA Benevolent Fund in accordance with Rule 14.4 and who are appointed in accordance with Rule 14.3;

“**Chair of the PCA Management Board**” means an Independent Director who chairs meetings of the PCA Management Board, and who also supports and advises the Chairman and the Chief Executive

“**Chairman**” means the chairman from time to time of the Association;

“**Chief Executive**” means the chief executive from time to time of the Association;

“**Cricket Board**” means any international or national cricket governing body other than the ECB, which is from time to time recognised as being a relevant cricket governing body by the Players’ Committee;

“**ECB**” means the England & Wales Cricket Board, being the governing body for professional cricket in England and Wales, or any successor of it;

“**First Class County Cricket Club**” means any professional cricket club which is recognised by the ECB as being a first class County Cricket Club, and which shall include any future entity which enjoys comparable status (whether operating as a franchise team, or otherwise) as determined in its absolute discretion by the Players’ Committee;

“**First Class Match**” means any cricket match of three or more days' scheduled duration which is played between: (i) the first teams of two First Class County Cricket Clubs; or (ii) a First Class County Cricket Club and any other club (not being a First Class County Cricket Club) provided that such match is designated by the ECB as being a first class match;

“**First Team Fixture**” means either a First Class Match or a List “A” Fixture;

“**Full Member**” means any person who from time to time is eligible for Full Membership (Men) status or Full Membership (Women) status, which membership sub-categories are more fully described in Rule 5.2 and Rule 5.3 respectively;

“**Honorary Life Member**” means any Member of the Association who is granted such status (and any accompanying rights and privileges) by the Players’ Committee (and references to “Honorary Life Membership” shall be construed accordingly);

“**Independent Directors**” means any independent director of PCAML who additionally serves the function of supporting the Chairman in representing the interests of the Players on the PCA Management Board.

“**List “A” Fixture**” means any limited one day match (including a Twenty20 match) played between: (i) the first teams of two First Class County Cricket Clubs; or (ii) between the first team of a First Class County Cricket Club and any other club (not being a First Class County Cricket Club), provided that such match is designated by the ECB as being a first class match;

“Member” shall mean any member of the Association, whether a Full Member, a Past Player Member or an Honorary Life Member;

“Past Player Member” means any person who: (i) is a former Full Member; or (ii) has played one or more cricket matches for a First Class County Cricket Club prior to 1967 (and references to “Past Player Membership” shall be construed accordingly);

“PCA Benevolent Fund” has the meaning given to it in Rule 14.1;

“PCA Management Board” has the meaning given to it in Rule 8.2.2;

“Player Representative” means any Member who from time to time is appointed as the representative on the Association of his First Class County Cricket Club or as the representative of the women’s Full Members, in accordance with the provisions of Rules 9.1 and 9.2;

“Players’ Committee” means the committee of Player Representatives, as constituted and re-constituted from time to time in accordance with Rule 9;

“PCAML” means PCA Management Limited, a wholly owned subsidiary of the Association, whose role and functions are more fully described in Rule 12; and

“Rules” means the rules of the Association;

“Standing Orders” means the standing orders of the Association as set out in Schedule 1 to these Rules, as the same may be varied, added to or removed in accordance with the provisions of Rule 19;

“TEPP” means the Team England Player Partnership, which represents the interests of Members who from time to time represent the England Men’s cricket team, and whose purpose and objectives are more fully described in Rule 15; and

“TEPP Board of Trustees” means the board of trustees who manage TEPP in accordance with Rule 15.3 and which is constituted in accordance with Rule 14.3;

- 1.3 In the interpretation of these Rules:
 - 1.3.1 references to the singular shall include the plural, and where applicable the masculine shall include the feminine;
 - 1.3.2 where there is reference in the Rules or the Standing Orders to the expiry of any given period of time, the period shall be calculated on a calendar basis and shall include Saturdays, Sundays, Bank Holidays, Christmas Day, and Good Friday;
 - 1.3.3 where an act is required to be done within a specified period after or from a specified date, the period begins immediately after that date;
 - 1.3.4 where an act is required to be done within or not less than a specified period before a specified date, the period ends immediately before that date;
 - 1.3.5 for the purposes of this paragraph Bank Holiday means a day which is, or is to be observed as, a Bank Holiday, or a holiday under the Banking and Financial Dealings Act 1971, in England and Wales;
 - 1.3.6 subject to any Rule or Standing Order which provides to the contrary, a notice shall be treated as having been given to any Member by the sending of the notice, either:

(a) by post in a pre-paid envelope addressed to the Member at his registered address. The notice shall be deemed to have been effected at the expiration of forty-eight hours after the envelope containing it was posted;

(b) by email to an email address provided by the Member (noting (Rule 22.1) that it is the responsibility of the Member to ensure the Association has up-to-date contact details); or

(c) by such other means as the Players' Committee shall determine;

- 1.3.7. words and expressions contained in the Standing Orders shall bear the same meaning as may have been specifically given to them in the Rules of the Association;
- 1.3.8. the headings in the Standing Orders shall not be taken as part of them and shall not in any manner affect the interpretation or construction of the same; and
- 1.3.9 any reference in the Rules to communication in writing shall include communication by email, or such other form of communication as the Players' Committee shall determine.

Status

- 2.1. The Association has been registered as an independent trade union on the list of Trade Unions maintained by the Certification Officers for Trade Unions and Employers Associations under the Trade Union and Labour Relations (Consolidation) Act 1992.
- 2.2. Unless the Association decides otherwise in general meeting, this registration shall be maintained.

Objects

- 3.1. The objects of the Association shall be:
- 3.1.1. to promote and protect the interests of Full Members by endeavouring to come to amicable arrangements with all lawfully constituted cricket authorities including (but without prejudice to the generality of the foregoing) the ECB, any Cricket Board and the First Class County Cricket Clubs with a view to representing and safeguarding the rights of Members at all times;
- 3.1.2. to provide Full Members and Past Player Members with such legal advice and/or assistance as the Association may in its absolute discretion decide to give in relation to cricket employment and cricketing matters, including those affecting Members or cricketers generally, and/or to provide such financial support as the Association may in its absolute discretion decide to give towards such legal advice and/or assistance.
- 3.1.3. to impress on Members a code of conduct to be observed at all times whilst engaged in the game of cricket whether on or off the field;
- 3.1.4. generally to regulate the relationships between Full Members and their employers and all lawfully constituted authorities and to publicly represent the interests of cricket players with all other relevant stakeholders within, and outside of, the game of cricket, and to do all things which the Players' Committee shall consider helpful or for the advancement and welfare of the Members and the game of cricket;
- 3.1.5. to endeavour to promote the interests of the Members by any other means that may seem appropriate, in matters including, but not restricted to, employment issues, cricketing matters and personal development and welfare issues;
- 3.1.6 to foster good relationships with Past Player Members, with the aims of identifying those in need of financial and/or other support; building a social and business network for Past Player Members; and accessing the knowledge and experience of Past Player Members for the benefit of the Association and its Full Members; and

- 3.1.7 to maintain good relationships with player associations from other countries and sports, with the aim of sharing and adopting best practice, and co-operating on matters of common interest.

Registered Office

- 4.1. The registered office of the Association shall be at such address as the Players' Committee shall from time to time in its absolute discretion determine.
- 4.2. At the date of the adoption of these Rules the registered office of the Association is at The Kia Oval, Kennington, London SE11 5SS.

Members

- 5.1. Membership of the Association shall be divided into four categories: Full Membership, (Men and Women), Past Player Membership and Honorary Life Membership.
- 5.2. Full Membership (Men): Any person shall be eligible for Full Membership of the Association if that person has: (i) a current playing contract with a First Class County Cricket Club; or (ii) does not have a current playing contract with a First Class County Cricket Club but is registered with the ECB and has played for a First Class County Cricket Club in a First Team Fixture during the current English cricket domestic season.
- 5.3. Full Membership (Women): Any person shall be entitled to Full Membership of the Association whilst that person is contracted to the ECB as a member of the England women's squad, or by whatever qualification criteria that the Players' Committee shall in its absolute discretion decide from time to time.
- 5.4. Past Player Membership shall be awarded to all former Full Members of the Association for the remainder of their lifetimes, or for such period as the Players' Committee may in its absolute discretion determine.
- 5.5. Honorary Life Membership shall be awarded by the Players' Committee to such Full Members or Past Player Members as the Players' Committee may in its absolute discretion determine and who shall signify in writing by letter or email addressed to the Chief Executive their acceptance of the offer of Honorary Life Membership.
- 5.6. Any Member may opt out of Membership by notifying the Chairman or the Chief Executive in writing or by refusing: (i) to grant their authority for their subscription to be deducted and/or paid by the First Class County Cricket Club or the ECB (as applicable) that employs them; or (ii) to pay their subscription themselves, in which case the effective date of termination of Membership for any such Member shall be the date on which such notice is received by the Chairman or the Chief Executive or the date of refusal.
- 5.7. On becoming a Member, the Member will become entitled to all benefits and privileges of Membership (as determined by the Players' Committee from time to time) that accompany their respective category of Membership and shall be deemed to have agreed to be bound by the Rules and any Standing Orders made in accordance with these Rules.
- 5.8. Save in the circumstances set out in Rule 5.9 below, a person who satisfies the requirements for Full Membership of the Association shall remain entitled to Full Membership until either: (i) 31 March in the year following the year in which such person ceases to be qualified to be a Full Member (whether due to ineligibility, release or retirement); or (ii) the date which is 180 days following the official date of his ceasing to be a Full Member (whether due to ineligibility, release or retirement), whichever of (i) and (ii) shall first occur.

- 5.9. Any Member may terminate their Membership by giving not less than three months' notice in writing to the Chairman or Chief Executive of their intention so to do. In such circumstances the effective date of termination of Membership shall be the date which is three months following the receipt by the Chairman or the Chief Executive of such notice.
- 5.10. Any Member who for whatever reason ceases to be a Member of the Association shall, upon the termination of Membership in accordance with either Rule 5.8 or Rule 5.9 above, no longer be entitled to the privileges and benefits of Membership. Such former Member shall not be entitled to the return of any subscription paid by the Member prior to the effective date of termination of Membership.
- 5.11 All Full Members are deemed to consent, by virtue of being or becoming a Full Member, to the Association (through the Chief Executive or any other officer of the Association) being informed at the earliest opportunity by the ECB or any First Class County Cricket Club of any disciplinary allegation or charge against the Full Member.
- 5.12 All Members are deemed to consent, by virtue of being or becoming a Member, to the Association making commercial or other use of the Members' collective image rights as defined and set out in the standard players' contract as agreed from time to time between the Association and the ECB. Such use of the Members' image rights includes, but is not limited to, the exploitation of the individual Member's image rights for the benefit of the Association so long as such use is made in conjunction with at least two other Members' image rights in the same transaction or enterprise, with each Member's image rights being used in reasonably equal prominence.
- 5.13 The Players' Committee may also invite people (including non-members) who have served the Association in any particularly noteworthy capacity to honorary positions, which may include a President, a Patron, and such number of Vice Presidents of the Association as the Players' Committee shall determine and for such terms of office as the Players' Committee shall determine. Such invitations must be accepted in writing or via email, and are subject to final approval by the Membership at the Association's next annual general meeting. These honorary positions have no bearing on the holder's membership status.

Subscription

- 6.1. The annual subscription for all classes of Membership shall be such amount as the Players' Committee shall from time to time determine.
- 6.2. Full Member (Men) subscriptions shall be payable to the Association by deduction from the Member's salary (which deduction the Full Member hereby consents to) by the First Class County Cricket Club that employs him and shall be due by no later than 1st April in each year.
- 6.3. In the event of a Member who has previously opted out of Membership (in accordance with Rule 5.6) desiring to resume his entitlement to the benefits and privileges as a Full Member (where entitled to do so) he can only do so on payment of all arrears of subscription unless the Players' Committee in its absolute discretion decides to waive the same or any part of it. Such benefits and privileges of Membership shall be re-instated on the date of payment or waiver. The re-instatement shall not operate retrospectively unless the Players' Committee in its absolute discretion shall otherwise decide.

Censure

- 7.1. The Players' Committee shall have the power to censure any Member who may be guilty of misconduct either on or off the field of play but shall not be entitled to impose any other penalty upon the Member.

The Duties of the Players' Committee

- 8.1. The management of the Association shall be deputed to a Players' Committee.
- 8.2. The duties of the Players' Committee shall include without limitation:
 - 8.2.1. the election of a Chairman, and such other officers as may be deemed necessary, and the appointment of a Chief Executive; and
 - 8.2.2. by recommendation of the Chief Executive, approval of the constitution and membership of the PCA Management Board, charged with managing the governance and affairs of the Association (as set out in Rule 11) and any corporate entities owned by it. The PCA Management Board may comprise such appointments as the Players' Committee sees fit, and may include Independent Directors as well as such Executive Directors as are required for the Association to operate effectively. For the avoidance of doubt, the Players' Committee shall have the sole right to appoint and remove directors to and from the PCA Management Board at any time.
- 8.3. Notwithstanding the terms of Rule 8.2.2, the Players' Committee retains at all times the absolute power and discretion to scrutinise and challenge the activities of the PCA Management Board and retains the absolute right to amend or remove the delegated powers and duties as it sees fit.

Membership of the Players' Committee

- 9.1. The Players' Committee shall consist of one representative from each First Class County Cricket Club, and one elected by the women's Full Members to represent the Full Membership (Women) sub-category of Members (each, a "Player Representative").
- 9.2. Each Player Representative shall be elected on an annual basis and by no later than the First Team Fixture, by the Members who are employed by the relevant First Class County Cricket Club .
- 9.3. Any fully paid-up Full Member shall be eligible to become Chairman.
- 9.4. Only fully-paid up Full Members shall be eligible for election to the Players' Committee.
- 9.5. The Players' Committee as described in Rule 9.1 shall be entitled from time to time to appoint substitute representatives or replacement members (in the event that a representative is removed from office pursuant to Rule 10.1 below) as members of the Players' Committee.
- 9.6. The appointment of any substitute representatives or replacement representatives must be notified to the Chief Executive within seven days of the substitution or replacement taking place.
- 9.7. The Chairman, and any other officers elected by the Players' Committee (pursuant to Rule 10.1) shall be ex-officio members of the Players' Committee.

Officers of the Association

- 10.1. The Chairman and any other office-holder elected from amongst the Full Membership shall hold office for two years in that office from the date of election provided always that the Players' Committee shall have power if no less than three-quarters of the membership of the Players' Committee so decide to remove the office-holder from office prior to the date on which his tenure of office would otherwise have expired. Such office-holders may seek re-election for a second two-year term, but may serve no more than four years in total in any one elected office. Full Members appointed to office in one role on the Players' Committee may following the term of their office in that role be appointed to other roles on the Players' Committee, if approved by no less than three-quarters of the remaining members of the Players' Committee.
- 10.2. Holders of honorary positions, including the President, any Vice-Presidents, Patrons and Vice-Patrons shall hold such position for so long as the Players' Committee shall think fit.
- 10.3. The Players' Committee shall have power to fill any vacancy from time to time in any of the offices.
- 10.4. For the avoidance of doubt a person elected by the Players' Committee to serve on the PCA Management Board need not be a Member.

The PCA Management Board

- 11.1. The Players' Committee shall have the right to delegate to the PCA Management Board such powers and duties relating to the management of the governance and the affairs of the Association as it may determine from time to time in accordance with Rule 8.2.2.
- 11.2. The Players' Committee, advised by the Chief Executive, may appoint two or more Independent Directors to represent the interests of the Membership, to advise on good governance, and to oversee the running of the PCA Management Board.
- 11.3. Independent Directors may be appointed by the Players' Committee (and confirmed at the annual general meeting of the Association) for a three-year term, and may be reappointed by the Players' Committee for two further three-year terms, up to a maximum of nine years' service in total. The Players' Committee shall retain the power if no less than three-quarters of the membership of the Players' Committee so decide to replace the Independent Directors at any time.
- 11.4. Such Independent Directors will be appointed in accordance with the Articles of Association of the relevant corporate entity which is owned by the Association, such as PCA Management Limited.
- 11.5. The Independent Directors will fulfil the duties of trustees of the Association in circumstances where such trustees may be required.
- 11.6. One of the Independent Directors may be elected by the Players' Committee to work alongside the Chairman in the role of Chair of the PCA Management Board.
- 11.7. The Chairman and Independent Directors will recommend the appointment of a Chief Executive, and the terms of his contract of employment, for approval by the Players' Committee.
- 11.8. The Players' Committee shall retain the power, if no less than three-quarters of its Membership so decide, to remove the Chief Executive from office, subject only (where appropriate) to the serving of any notice period specified in his contract of employment.

- 11.9. Without prejudice to the provisions of Rule 8.3, it is envisaged that the PCA Management Board shall comprise the following:
- 11.9.1: the Chairman;
 - 11.9.2: the Chair of the PCA Management Board, being an Independent Director, who shall chair the meetings;
 - 11.9.3: one or more other Independent non-Executive Directors;
 - 11.9.4: the Chief Executive;
 - 11.9.5: one or more Executive Directors, appointed from time to time by the Players' Committee following recommendation by the PCA Management Board; and
 - 11.9.6: any other Director that the Board may from time to time in their absolute discretion choose to appoint.
- 11.10. The PCA Management Board shall:
- 11.10.1: ensure the Association and any corporate entity owned by the Association, such as PCAML, are (subject at all times to the applicable fiduciary and legal responsibilities of the relevant Directors) run in the interests of the Members and in accordance with these Rules;
 - 11.10.2: observe good corporate governance, including, but not limited to exercising such powers and duties as are delegated to them by the Players' Committee with diligence, professionalism and accountability;
 - 11.10.3: set and deliver a strategy for the advancement of the Association to be agreed by the Members through the Players' Committee;
 - 11.10.4: set and manage budgets and report annually to the Members at each annual general meeting of the Association;
 - 11.10.5: ensure that the Association's annual accounts are audited, and returns submitted to the appropriate authorities as required by law;
 - 11.10.6: meet at least four times annually and in accordance with and subject to the Articles of Association of any corporate entity owned by the Association unless otherwise determined by the Players' Committee in their absolute discretion; and
 - 11.10.7 carry out such additional tasks in furtherance of the requirements of the Association as may be determined from time to time by the Players' Committee.

PCAML

- 12.1. PCAML is a limited company (company number 3313434) wholly owned by the Association.
- 12.2. The role and functions of PCAML include:
- 12.2.1: undertaking commercial activities with the objective of such activities being profitable, with profits to be retained for the benefit of the Membership;
 - 12.2.2: engaging in trading activities, and paying such taxes as may be due;
 - 12.2.3: fulfilling the role of employer of the Chief Executive and all other PCA employees;
 - 12.2.4: representing the Members' collective interests, including image rights, in dealings with the ECB (and any Cricket Board, as applicable), its sponsors, and any other party with a commercial interest in cricket;
 - 12.2.5: creating and managing opportunities for fundraising activities for the PCA Benevolent Fund;
 - 12.2.6: providing employment opportunities for Full Members and Past Player Members, for example via ambassador appearances and PCA Masters matches; and
 - 12.2.7: providing management and other services to the Team England Player Partnership, as agreed with the Team England Player Partnership from time to time.
- 12.3. The activities of PCAML will be managed on behalf of the Membership by the PCA Management Board, which shall report on its performance at each annual general meeting of the Association.

- 12.4. Any decision taken by the PCA Management Board to create further corporate entities owned by the Association, or to undertake new commercial ventures which are assessed by the Chairman and Independent Directors to be significant relative to the income and profits of PCAML, whether independently or jointly with other parties, shall be subject to the final approval of the Players' Committee.

Bank Account

- 13.1. The Association shall hold such bank accounts as are deemed necessary.
- 13.3. Unless the Association shall otherwise resolve in general meeting, all payments made by the Association or PCAML shall be made according to processes and authority limits set by the PCA Management Board.

PCA Benevolent Fund

- 14.1. The PCA Benevolent Fund is a registered charity (number 1120088) which offers support and financial assistance to Members, including Past Player Members, and to any person (whether or not he is or has been a Member) who has participated in a First Team Fixture on at least one occasion for any club which was, at that time, recognised as a First Class County Cricket Club.
- 14.2. The PCA Benevolent Fund may also support any wife, husband, widow, widower, child, parent or dependent for the time being living of the persons set out in Rule 14.1.
- 14.3. The governance of the PCA Benevolent Fund is as set out in its Articles of Association, and its affairs shall be managed by the Board of Trustees of the Benevolent Fund (the "**Board of Trustees**"), with a Chairman who is independent, and who holds no other office within the Association or any related entity.
- 14.4. The Board of Trustees shall be responsible for the affairs of the PCA Benevolent Fund, including defining the charity's aims, purposes, and investment policy; managing its investments in line with that policy; considering and responding to applications for support; setting and managing budget; and preparing and filing accounts to the relevant authorities.
- 14.5. The Association shall be entitled to appoint at least two Members to the Board of Trustees.
- 14.6. All financial dealings between the Association or any corporate entity owned by the Association such as PCAML and the PCA Benevolent Fund shall be fully documented and reported in the accounts of each relevant entity.

Team England Player Partnership (TEPP)

- 15.1. TEPP is a partnership established to represent the collective interests of Members who have been contracted by the ECB to play for the England Cricket Team, notably, but not exclusively in matters relating to their employment with the ECB, and the exploitation of their image rights and other rights.
- 15.2. The governance of TEPP is as set out in the TEPP Partnership Deed and managed by the TEPP Board of Trustees, which comprises the current England Test Captain; the PCA Chief Executive; at least one Independent Trustees; such professional advisors as TEPP may elect; and a former playing member of TEPP.
- 15.3. The TEPP Board of Trustees shall be responsible for the affairs of TEPP, including but not limited to:
- 15.3.1: negotiating employment contracts with the ECB;
 - 15.3.2: managing the team's collective commercial interests;
 - 15.3.3: ensuring the partnership's income is fairly shared amongst its members;
 - 15.3.4: collecting and distributing monies, including match and series win bonuses;

- 15.3.5: setting and managing budgets;
 - 15.3.6 supporting members of TEPP by retaining a proportion of income for tax purposes and distributing it when tax payments are due; and
 - 15.3.7 providing such other advice and services as the members of TEPP may reasonably request.
- 15.4. In the event of any conflict arising as to the representation by the Association of the Members who are also members of TEPP and the Membership as a whole, which cannot be resolved to the mutual satisfaction of the TEPP Trustees and the Players' Committee, then the interests of the Membership as a whole shall prevail.
- 15.5. All financial dealings between the Association and TEPP shall be fully documented and reported in the accounts of each relevant entity.
- 15.6. The formation and conduct of business of any equivalent partnership or other entity established to manage the interests of the England Women's cricket team's players shall be determined solely by the Association's women Members, provided always that the conduct of any such entity shall not conflict with these Rules, or any of the principles contained within the TEPP Partnership Deed.

Annual General Meeting

- 16.1. Not later than six months after the end of the Association's financial year, and normally within three months following the end of the Association's financial year, the annual general meeting of the Association shall be held.
- 16.2. The business of the annual general meeting shall include the following:-
- 16.2.1: approving the minutes of the annual general meeting held the previous year;
 - 16.2.2: receiving the annual report of the Players' Committee and the PCA Management Board, including a report on the financial performance and balance sheet of the Association and PCAML;
 - 16.2.3: approving the audited accounts of the Association;
 - 16.2.4: considering any alteration to the Rules of which notice shall have been given and/or consider any Standing Orders and/or any alteration thereto; and
 - 16.2.5: any other business.

Special General Meetings

- 17.1. The Players' Committee shall have power from time to time, and on no less than 75% of the members of the Players' Committee voting in favour of doing so, to summon a special general meeting of the Association for the consideration of business to be specified in the notice summoning such meeting at such time and place as the Players' Committee shall in its absolute discretion appoint.
- 17.2. The Players' Committee shall on a Members' Requisition (as defined in Rule 17.3 below) convene a special general meeting of the Association.
- 17.3. A "Members' Requisition" shall mean a requisition (served either in writing or via email) by not less than 10% of the fully paid-up Full Members stating the objects of the special general meeting requisitioned and signed by the requisitionists and notified in writing to the Chairman or Chief Executive, and may consist of several documents in like form each signed by one or more requisitionists.
- 17.4. For the purposes of Rule 17.3. the requirement of not less than 10% of the fully paid-up Full Members shall not be satisfied unless the Members who make up the said percentage are collectively employed by a minimum of three First Class County Cricket Clubs. (For the purposes of this Rule 17.4, Women Members shall be deemed as belonging to a single First Class County Cricket Club).

Industrial Action

- 18.1. Subject to Rule 18.2, the Association shall have the power to authorise or endorse such strike or other industrial action as from time to time it may consider necessary.
- 18.2. Without prejudice to the generality of the foregoing no strike or other industrial action shall be authorised or endorsed unless the procedures laid down by relevant statute or statutory provision for such authorisation or endorsement have been satisfied.
- 18.3. Subject to any statute or statutory provision to the contrary, the accidental omission to comply with any relevant statute or statutory provision which may regulate the authorisation or endorsement of any strike or other industrial action shall neither (i) invalidate the said strike or other industrial action nor (ii) expose any officer of the Association or Member to any liability in law.

Standing Orders

- 19.1. The Players' Committee shall have the power from time to time to set before a general meeting of the Association Standing Orders for ratification by such general meeting which shall regulate (without limitation):
 - 19.1.1: the calling of an annual general meeting or any special general meeting, and the conduct of business at the said meetings; and
 - 19.1.2: the calling of meetings of the Players' Committee, and the conduct of business at such meetings.
- 19.2. All points of procedure not directly specified in the Rules or Standing Orders shall as and when they arise be decided by the Players' Committee in its absolute discretion.
- 19.3. All Standing Orders shall, until altered amended or rescinded by the Association in general meeting, be binding on the Members.
- 19.4. Without prejudice to the generality of the foregoing, no Standing Order shall be inconsistent with these Rules, and in the event of any conflict or dispute, the Rules shall take precedence over the Standing Orders.

Auditors

- 20.1. The accounts of the Association shall be audited annually prior to the annual general meeting by the auditors to the Association. The auditors shall be practising professional accountants holding no office under the Association, and shall be appointed by the PCA Management Board, subject to the final approval of the Players' Committee.

Inspection of Books

- 21.1. Any fully paid-up Full Member may, subject to the payment of a nominal administrative charge, request copies of the annual accounts, and minutes of the PCA Management Board's board meetings, whereupon such copies shall be provided to such Full Member subject to the redaction of any content which the PCA Management Board considers to be of a confidential nature.
- 21.2. The Chief Executive shall make himself available to any Full Member on reasonable notice to discuss any matter relating to the Association.

Contact Details

- 22.1. It is the responsibility of each Member to ensure that the Association has their up-to-date address, email and telephone contact details.

Application of Monies

- 23.1. All monies received on account of the Association shall be applied towards the carrying out the objects of the Association according to the Rules, such use to include building the Association's financial reserves.

Borrowing Powers

- 24.1. If the PCA Management Board decides to borrow money, it shall obtain the approval of the Players' Committee before doing so.

Financial Year

- 25.1. The financial year of the Association shall end on whichever date shall be determined by the PCA Management Board, subject only to final approval by the Players' Committee. As at the date of the writing of these Rules, the Association's financial year ends on December 31st.

Disputes

- 26.1. Any dispute or difference which may arise as to the meaning or interpretation of these Rules or as to the powers of the officers or the Players' Committee or the validity of any election or proceedings of the Players' Committee shall, if the Players' Committee cannot unanimously agree how such dispute or difference shall be resolved, be determined by a general vote of the Full Members at any annual general meeting or special general meeting, with more than fifty per cent (50%) of the Full Members present (in person or, if permitted in accordance with these Rules, by proxy) required to agree how such dispute should be resolved for such vote to be passed. If such vote is passed, the determination regarding such dispute shall be final and binding on all the Members of the Association.

Alteration of the Rules

- 27.1. These Rules may be altered amended or rescinded by a resolution of the Association in general meeting.
- 27.2. Subject to these Rules the Players' Committee shall have power to make rules to regulate all matters not provided for by these Rules.
- 27.3. Without prejudice to the generality of the foregoing no rule made by the Players' Committee shall be inconsistent with these Rules.
- 27.4. No alteration, amendment or rescission shall be effected in the Rules unless at least two-thirds of the Full Members present and eligible to vote shall vote for the resolution or in the case of a ballot at least two-thirds of the votes cast are for the resolution.

Dissolution

- 28.1. Any resolution to dissolve the Association may be proposed only at a special general meeting of the Association summoned for the express purpose of dissolving the Association.
- 28.2. Any such resolution shall be carried by the vote of 75% or more of the Full Members present and entitled to vote.
- 28.3. In the event of dissolution, after discharging all debts and other liabilities legally incurred, the remaining funds shall be distributed to the PCA Benevolent Fund or such other charity or charities as that special general meeting shall determine subject always to any conditions or restrictions attaching to the use and disposition of the monies and the said remaining funds.

Interpretation

- 29.1. If at any time it is necessary to determine whether any Full Member of the Association is a fully paid-up Member, he shall be deemed to be fully paid-up if at the date of determination he shall have paid all subscriptions which are due to the Association at that time. For the avoidance of doubt, if a subscription has been deducted by a First Class County Cricket Club

from the Member's salary, but has not yet been forwarded on to the Association, then such Member will be deemed to be fully paid-up.

- 29.2. Headings in these Rules are for ease of reference only and shall not to be taken into account in their interpretation.

**The Standing Orders
of The
Professional Cricketers'
Association**

PART I: GENERAL MEETINGS

Attendance at General Meetings

- 1.1. Attendance at general meetings of the Association shall be limited to Full Members, Members of the PCA Management Board, and Employees of the Association.
- 1.2. Only Full Members are eligible to vote.

Notice of Annual General Meeting

- 2.1. Every Full Member shall be given fourteen days' notice in writing of each annual general meeting. The notice shall specify the business to be transacted.

Notices of Resolution for the Annual General Meeting

- 3.1. Notices of resolution for the annual general meeting must be received by the Chief Executive before the end of the Association's financial year which immediately precedes the annual general meeting.
- 3.2. Without prejudice to the particularity of the foregoing the Players' Committee shall have an absolute discretion to extend time for the acceptance of any notice of resolution if it so wishes.

Special General Meetings

- 4.1. A special general meeting of the Association may be convened in accordance with the provisions contained in Rule 17 of the Association's Rules.

Notice of Special General Meeting

- 5.1. Every Full Member shall be given not less than fourteen days' notice of the meeting. The notice shall specify the business to be transacted.

Time and Place of Meeting

- 6.1. Subject to the restrictions set out above, the annual general meeting and any special general meeting shall be held at such time and at such place as the Players' Committee in the exercise of its absolute discretion shall consider appropriate, but without prejudice to the generality of the foregoing a special general meeting convened by a Members' requisition must be held within sixty days from the date when the Members' requisition was notified to the Association.

Quorum

- 7.1. No business shall be transacted at any general meeting unless thirty fully paid-up Full Members are represented either in person, or by proxy, according to the procedure set out in clause 8.3 and clauses 9.1 to 9.5 below.

Voting

- 8.1. Every fully paid-up Full Member shall be entitled to one vote on every resolution which shall be put to the vote at a general meeting of the Association.
- 8.2. Unless some other manner of voting is prescribed by relevant statute or statutory provision or alternatively by special direction of the Chairman of the meeting in the exercise of his absolute discretion, voting at general meetings on every resolution put to the vote shall be conducted by a show of hands.
- 8.3. The Players' Committee shall have absolute discretion to determine whether proxy and/or postal voting is to be permitted at any meeting of the Association, and notification to Full Members regarding the convening of each meeting will include notice as to whether proxy and/or postal voting will be permitted.

- 8.4. The Chairman of the general meeting shall have a casting vote where there is deadlock amongst the voting Full Members and a majority is required to pass a vote.
- 8.5. If any Member has any actual or potential conflict of interest in relation to any matter in respect of which a vote is being taken at any meeting of the Association, that Member shall notify the PCA Management Board in advance. The PCA Management Board shall determine whether or not such Member shall be entitled to vote in respect of such matter or whether they shall be prohibited from voting on such matter.

Voting by Proxy

- 9.1. Where voting by proxy is allowed a proxy shall be appointed in writing under the hand of the appointer.
- 9.2. The instrument appointing a proxy shall be deposited at the registered office of the Association not less than seventy-two hours before the time of holding the meeting at which the person named in such instrument proposes to vote.
- 9.3. Any instrument appointing a proxy shall be in the following form:
“The Professional Cricketers' Association”.
I, of, being a fully paid-up Full Member of the above-named Association appoint of as my proxy to vote in my name and on my behalf at the general meeting to be held on the day of..... Dated the day of.....
Signature
- 9.4. No proxy shall be given other than to a fully paid-up Full Member who is entitled in his own right to vote at the said meeting.
- 9.5. No proxy vote will be accepted by the Chairman of the meeting unless the appointment of the proxy complies strictly with these provisions.

Chairman

- 10.1. The Chairman of the Players’ Committee shall preside at all general meetings of the Association.
- 10.2. In the absence of the Chairman the Players’ Committee shall appoint a chairman for such meeting.
- 10.3. If the Players’ Committee fails to appoint a chairman for the meeting, those present and entitled to vote at such meeting shall appoint a chairman for the meeting.

Rights of Address

- 11.1. Unless the chairman of the meeting shall otherwise direct, only fully paid-up Full Members and Officers (to include Directors of the PCA Management Board) shall be entitled to speak at a general meeting of the Association.

Decisions

- 12.1. Unless expressly provided otherwise by the Rules or by Standing Orders, no resolution put to the vote at a general meeting of the Association shall be deemed to be passed unless more than one-half of the fully paid-up Full Members present or for whom a valid proxy or postal vote is held shall vote in favour of the resolution which has been put.

Finality of Chairman's Decision

- 13.1. The Chairman's decision as to the result of the voting on any resolution shall be final and minutes signed and distributed by the Chairman of the meeting to those present shall be conclusive of the terms of any resolution and of its having been passed.

Minutes

- 14.1. The Chief Executive shall ensure the minutes of general meetings are recorded and published to those present.

Omissions

- 15.1. The accidental omission to give notice of any meeting to any Member or Members entitled to receive notice shall not invalidate the proceedings of that meeting.

PART II: ELECTION OF REPRESENTATIVES TO THE PLAYERS' COMMITTEE

- 16.1. Every fully paid-up Full Member who is employed by a First Class County Cricket Club shall be entitled to vote in the election of that First Class County Cricket Club's Player Representative and/or substitute representative to serve on the Players' Committee of the Association for the period of one year.
- 16.2. Except where the election of the representative and/or substitute representative is unopposed, the election shall be conducted by secret ballot.
- 16.3. The notice and conduct of the election shall be in such form as the Players' Committee shall in its absolute discretion decide from time to time.

PART III: ELECTION OF OFFICERS BY THE PLAYERS' COMMITTEE

- 17.1. Candidates for election to the position of Chairman, and any other elected position the Players' Committee chooses to fill, must be proposed and seconded by a voting member of the Players' Committee of the Association.
- 17.2. The name of every candidate with the names of his proposer and seconder must be sent in writing to the Chief Executive or Secretary of the Players' Committee at least fourteen days before the date when the election is due to take place.
- 17.3. If the number of candidates proposed and seconded exceeds the number to be elected, voting shall be by secret ballot.
- 17.4. Subject to any relevant statute or statutory provision the election process and voting paper shall be in such form as the Players' Committee shall in its absolute discretion decide from time to time.

PART IV: MEETINGS OF THE PLAYERS' COMMITTEE

Meetings

- 18.1. Meetings of the Players' Committee shall be called by the Chief Executive or Secretary of the Players' Committee a minimum of twice, and, whenever possible, four times each year. The annual general meeting and the annual Player Summit shall count as two such meetings.

- 18.2. Additional meetings may be called by the Chief Executive and shall be called by him if requested by the Chairman or any three members of the Players' Committee.
- 18.3. Meetings shall be held at such times and places as the Chairman or Chief Executive shall determine.

Notice

- 19.1. All members of the Players' Committee shall be given notice of meetings by at least seven days' notice in writing, or such other method of communication as shall be agreed by the Players' Committee.
- 19.2. In circumstances of urgency, if two-thirds or more of the voting members of the Players' Committee agree, twenty-four hours oral notice may be substituted for the minimum period of seven days' notice in writing.

Quorum

- 20.1. The quorum for meetings of the Players' Committee shall be six members of the Players' Committee who are entitled to attend and vote at the meeting.

Voting

- 21.1. Unless he is otherwise a member of the Players' Committee as Chairman, or in the capacity of a Player Representative, the Chief Executive, any other administrator or elected official, shall not be entitled to vote at meetings of the Players' Committee.
- 21.2. Save as aforesaid every member of the Players' Committee shall have one vote on every question.
- 21.3. In the case of equality, and without prejudice to the generality of his inability to vote as aforesaid, the Chairman of the Players' Committee or other member presiding at the meeting shall have a casting vote.

Minutes

- 22.1. The Chief Executive shall keep minutes of the proceedings of each meeting, which shall be distributed to those present following the meeting.

Expenses

- 23.1. Members of the Players' Committee shall be entitled to receive reasonable expenses incurred in attending meetings of the Players' Committee.

Omissions

- 24.1. In the event of any situation arising which is not governed by the Rules or Standing Orders, the Players' Committee shall have full power to resolve or decide what action should be taken.
- 24.2. The accidental omission to give notice of any meeting to any member or members entitled to receive such notice shall not invalidate the proceedings of that meeting.

PART V: INTERPRETATION

- 25.1.

PART V: ALTERATION OF RULES OR STANDING ORDERS

- 26.1. In cases where any alteration, amendment or rescission of the Rules of the Association or its Standing Orders is proposed (whether by the Players' Committee or otherwise) a copy of which shall be sent with the notice of the annual or special general meeting at which the same is to be put.

26.2. No alteration, amendment or rescission shall be effected unless at least two-thirds of the Members present and eligible to vote shall vote for the resolution.