

KNCB ARTICLES OF ASSOCIATION

dated 2 February 2024

This text is an English translation of the Dutch text of the articles of Association [Statuten] of the KNCB. Should there be any inconsistency or conflict between the Dutch and the English versions, the Dutch version shall prevail. The civil-law notary's corrections of 8 February 2024 have been included in this text.

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Name and registered seat.

Article 1

1. The association shall bear the name 'Koninklijke Nederlandse Cricket Bond'; also abbreviated to 'KNCB' or 'K.N.C.B.'
2. The KNCB has its seat in the municipality of The Hague.
3. The KNCB was founded on the thirtieth of September eighteen hundred and eighty-three under the name: 'Nederlandsche Cricket Bond'. The KNCB was granted the designation 'Koninklijk' [Royal] on twenty-eighth of June nineteen hundred and fifty-eight.

KNCB year and bodies.

Article 2

1. The KNCB year coincides with the calendar year.
2. The KNCB has the following bodies:
 - a. the general membership meeting;
 - b. the board;
 - c. the disciplinary committee and the appeals committee of the KNCB;
 - d. the prosecutor, disciplinary committee and appeals committee of the Stichting Instituut Sportrechtspraak, having its registered seat in the municipality of Utrecht, listed in the commercial register under file number 30189821, which foundation is referred to in the KNCB's articles of association and regulations as: Instituut Sportrechtspraak, if and to the extent that the KNCB has entered into an agreement with the Instituut Sportrechtspraak in which the KNCB has entrusted the disciplinary jurisdiction (in part) to the Instituut Sportrechtspraak.
 - e. the audit committee;
 - f. the Athletes' Representation; an independent advisory body of the KNCB, the duties and powers of which are further regulated in the *Topsportstatuut* to be adopted by the board;

- g. persons and committees entrusted with a particular task by the general membership meeting under the articles of association and to whom the general membership meeting has granted decision-making powers.

3. The bodies of the KNCB, as referred to in paragraph 2, do not have legal personality.

Object.

Article 3.

1. The object of the KNCB is to encourage the practice of cricket and to foster interest in the game of cricket and all that is directly or indirectly related thereto, all this in the broadest sense.
2. The KNCB endeavours to achieve this object by organising competitions, by promoting the game of cricket itself and the formation of cricket clubs, by taking measures aimed at raising the standard of play and by publishing written material.
3. Furthermore, the KNCB seeks to achieve this object by owning shares in legal entities and exercising the voting rights and other rights attached thereto.

Members, extraordinary members, honorary members, members of merit and donors.

Article 4.

1. The members of the KNCB include:
 - a. Clubs, being associations with full legal capacity or a section or part of a multi-sports club with full legal capacity, whose objects include practising cricket and whose membership is open to natural persons, referred to in these articles of association as: clubs;
 - b. Natural persons who are members of a club as referred to in a. above or of its cricket section and who consequently are also members of the KNCB, or who hold a position in an affiliated club or of its cricket section and who have been admitted to the membership of the KNCB. Such natural persons are referred to in the articles of association and regulations of the KNCB as 'club member' or 'club members';
 - c. Natural persons, not being club members, referred to in the articles and regulations of the KNCB as 'extraordinary members'. Extraordinary members are not members of the KNCB within the meaning of the statutory provisions of Book 2 of the Dutch Civil Code and do not have voting rights in the general membership meeting. Otherwise, extraordinary members shall have the same rights and obligations as ordinary members, unless provided or manifestly intended otherwise in these articles of association. Persons holding office within the KNCB (including members of the KNCB board, members of its committees referred to in Article 15(1) and (3)) as well as the KNCB's honorary members and members of merit may be admitted as extraordinary members.
2. On the proposal of the board or at least ten clubs, the general membership meeting may confer the designation 'honorary member' on a person who has rendered exceptional meritorious service to the game of cricket in general and to the KNCB in particular, or has distinguished himself in the practice of cricket in an exceptionally honourable manner.
3. On the proposal of the board or at least ten clubs, the general membership meeting may confer the designation 'member of merit' on a person who has rendered very meritorious service to the game of cricket in general and the KNCB in particular, or who has distinguished himself in the practice of cricket in a very honourable manner.
4. The board of the KNCB shall make recommendations to the general membership meeting on nominations by clubs for the awarding of the designation 'honorary member' or 'member of merit'. The resolution to confer an honorary membership and/or a membership of merit on a person requires a majority of at least two thirds of the votes validly cast.
5. Donors may be natural or legal persons who have expressed their willingness to support the KNCB financially with an annual contribution to be determined by the general membership meeting.

Membership records and communication by electronic means.

Article 5.

1. The KNCB has a membership recording system in which at least the following are recorded:
 - a. the details of all clubs; and
 - b. the full names, dates of birth, address details, contact details and gender of all members who are natural persons (club members, extraordinary members).
2. Except where a person has expressly objected, written communications to or from the KNCB may be made by a legible and reproducible message sent electronically to the address provided for this purpose by the KNCB or by the person to whom communications are made to the person to whom communications are made or to the KNCB, respectively.

Admission to membership and donorship.

Article 6.

1. The board decides on admission to membership. Application should be made in writing or electronically. With regard to the admission of clubs, club members and extraordinary members, further rules may be laid down in the internal regulations regarding how admission is implemented by the board.

2. If the board decides not to admit an applicant for membership as referred to in this article, the appeals committee may decide to admit the applicant, to the exclusion of the general membership meeting. An appeal to this effect must be lodged within a period of one month from the date of dispatch of the notification of non-admission. In exception to what is provided above, no appeal is possible against a decision regarding an application for extraordinary membership.
3. The board decides on admission to donorship.
4. The board shall keep a register containing the names and addresses of members and donors.

End of membership and donorship.

Article 7.

1. Membership ends in the ways provided for in Section 35 of Book 2 of the Dutch Civil Code. A club's membership of the KNCB also ends by its dissolution or by it ceasing to exist.
2. Membership may be terminated by the member only towards the end of a KNCB year, provided it does so in writing or electronically and subject to at least one month's notice. If cancellation has not taken place in time, membership shall continue until the end of the next KNCB year. Nevertheless, immediate termination shall be possible if the member cannot reasonably be required to continue the membership. The power of a member to prevent the applicability to him of a decision that raises the financial obligations of the members by terminating its membership is excluded.
3. Termination of membership by the KNCB shall be effected by the board in the manner and subject to the period as provided in the previous paragraph. Such termination may only take place on the ground that a member, despite reminders to pay, has failed to fulfil any financial obligation to the KNCB, on the ground that admission to membership has been made on the basis of information which has subsequently proved to be incorrect or incomplete, or on the ground that the KNCB cannot reasonably be required to allow membership to continue.
4. The Board shall notify the member in question in writing or electronically of its intention to terminate membership, stating the grounds that led to this intention. The board shall not take its decision to terminate membership until one month has elapsed since the date of dispatch of the written or electronic notification referred to in the previous sentence. Before expiry of that period, the member concerned may request to be heard by the board and may be assisted by legal counsel.
5. The decision of the board to terminate membership may be overturned by the appeals committee to the exclusion of the general membership meeting. An appeal to this effect must be lodged within one month from the date of dispatch of the notification of termination of membership.
6. If membership ends during the course of a KNCB year, the annual membership fee remains payable in full, unless the board decides otherwise.
7. The termination of a member's membership shall not end by operation of law any disciplinary proceedings pending against that member. The same applies to a pending proceeding referred to in Article 22(1) and (3). However, the disciplinary committee and/or the appeals committee may then declare the proceeding in question as void on the grounds that no reasonable interest of the KNCB is served by continuing the proceeding.
8. Extraordinary members lose the status of extraordinary members of the KNCB at the time they lose the capacity referred to in Article 4(1)(c).
9. The rights and obligations of a donor may be mutually terminated at any time, subject to written or electronic notice of at least one month. The annual fee for the current KNCB year shall remain due in full. Termination by the KNCB shall be effected by the board.
10. The designation 'honorary member' or 'member of merit' may be revoked by a resolution of the general membership meeting. A procedure for this has been detailed in the internal regulations.

Rights and obligations of members and donors.

Article 8.

1. Members of the KNCB are obliged:
 - a. to comply with the articles of association, regulations and decisions of the KNCB;
 - b. not to harm the interests of the KNCB and/or the game of cricket;
 - c. to comply with the regulations and decisions of the Instituut Sportrechtspraak to the extent they relate to doping, sexual harassment or match-fixing, if and for as long as the KNCB has entrusted the exercise of its disciplinary jurisdiction on these subjects to the Instituut Sportrechtspraak;
 - d. to accept and fulfil all other obligations entered into by the KNCB in the name of or on behalf of the members or arising from membership of the KNCB.
2. The board is authorised to enter into obligations at the expense of its members in the context of combating doping in sport with the Anti-Doping Authority, an independent administrative body with legal personality, so that the members of the KNCB are bound by the National Doping Regulations implemented by the Anti-Doping Authority, as well as the decisions of the Anti-Doping Authority and its committees or bodies based thereon.
3. Extraordinary members, honorary members and members of merit shall as such have no membership rights or membership obligations, except for the rights and obligations conferred or imposed on

extraordinary members, honorary members and members of merit by or pursuant to these articles of association.

4. Donors shall have no rights and obligations other than those conferred or imposed on them by or under the articles of association.
5. The clubs as referred to in Article 4(1)(a) are obliged to include in their articles of association a provision by virtue of which persons who join or have joined the club as members thereby also become club members of the KNCB and as such are also subject to the articles of association, regulations and decisions of the KNCB and its bodies, including in particular the disciplinary jurisdiction of the KNCB and of the Instituut Sportrechtspraak.
6. Members are furthermore obliged:
 - a. to comply with the articles of association and regulations of the KNCB, the decisions of bodies of the KNCB, as well as the competition rules declared applicable by the board;
 - b. not to harm the interests of the KNCB, of bodies of the KNCB and the game of cricket in general;
 - c. to promote as far as possible the proper enforcement of disciplinary sanctions imposed under the disciplinary jurisdiction of the KNCB;
 - d. to refrain from using or causing the use of illicit substances (doping) and abide by the national Anti-Doping Rules/the Anti-Doping Rules of the Instituut Sportrechtspraak, fully cooperate with doping tests and comply with decisions of the Anti-Doping Authority and its committees or bodies based on the national Anti-Doping Rules/the Anti-Doping Rules of the ISR;
 - e. to refrain from any form of undesirable behaviour towards members and other persons. Undesirable behaviour means direct or indirect undesirable statements and/or actions, expressed in verbal, non-verbal, physical or psychological behaviour towards a person, which is perceived by the person as undesirable and unwanted and constitutes a breach of the person's integrity and/or privacy. Undesirable and unwanted statements and/or acts include in any case sexual harassment, aggression and violence, bullying and discrimination. Acting in breach of this provision constitutes an offence, as regulated by the Disciplinary Regulations or, in the case of sexual harassment, the Disciplinary Regulations on Sexual Harassment of the Instituut Sportrechtspraak;
 - f. to refrain from all deliberate schemes, actions or omissions aimed at unauthorised alteration of the results or course of sports matches, in order to nullify, in whole or in part, the unpredictable nature of such sports matches with a view to obtaining an unjustified advantage for himself or third parties. Members are further obliged to refrain from betting on the result, progress and/or course of any match or competition in which they are involved or over which they have or may have any degree of direct or indirect influence, or from any other offence falling under the term 'match-fixing'. Acting in breach of this provision constitutes an offence, as regulated by the Match-fixing Disciplinary Regulations of the Instituut Sportrechtspraak.

Finances.

Article 9.

1. The finances of the KNCB consist of annual membership fees, testamentary dispositions, legacies, grants, donations, income from sponsorship, receipts from competitions, contributions from donors, fines and other income.
2. Every club owes the KNCB an annual membership fee. The general membership meeting sets the membership fee. The composition of the membership fee is specified in the internal regulations.
3. In special cases, the board may conditionally or unconditionally grant certain members full or partial exemption from paying membership fees, always for one KNCB year.
4. The general membership meeting may decide to levy apportionments on the clubs, within limits to be set by the internal regulations.

Board - composition, appointment and retirement.

Article 10.

1. The KNCB is governed by a board consisting of a chairman, a secretary, a treasurer and up to six ordinary members referred to as 'officers'. One of the board members, not being the chairman, shall be appointed by the board as vice-chairman. Membership of the board is incompatible with being a member of the audit committee, disciplinary committee or appeals committee of the KNCB, the disciplinary committee or appeals committee of the Instituut Sportrechtspraak or the position of prosecutor of the Instituut Sportrechtspraak. Membership of the board is also not open to persons appointed by the audit committee as referred to in paragraph 11, nor to members of a board of a club and persons professionally or commercially involved in organising cricket matches or supplying cricket accessories.
2. The members of the board are appointed to the respective positions, except for the position of vice-chairman, by the general membership meeting from among adult natural persons (club members or extraordinary members). A person who is not yet a member of the KNCB at the time of his nomination may only be appointed upon the candidate's commitment to accept extraordinary membership upon appointment.

3. The board and at least five clubs acting jointly are equally entitled to nominate candidates for appointment to the board. The internal regulations contain rules on the nomination of candidates and regulate the cases in which the general membership meeting is free to appoint candidates.
4. Members of the board may be suspended and dismissed by the general membership meeting at any time, stating reasons. With regard to suspension and dismissal, the general membership meeting shall decide by a majority of at least three quarters of the votes cast.
5. If, in case of suspension of a member of the board, the general meeting of members has not decided on his dismissal within three months after the suspension was imposed, the suspension shall end. The suspended member of the board shall be given the opportunity to account for himself at the general membership meeting and may be assisted by legal counsel.
6. Board members are appointed for a period of no more than three years.
7. The members of the board shall resign according to a rotation roster to be drawn up by the board, which shall be such that each year, as far as possible, an equal number of board members resign. Furthermore, membership of the board ends upon death, early (voluntary) retirement, if the board member is appointed to a position that is incompatible with a position on the board, upon dismissal, as well as in case of curatorship.
8. A member of the board may resign early, subject to giving reasonable notice.
9. Board members retiring by rotation may be reappointed immediately, whether in the same position or otherwise, but not more than twice in succession.
10. If an interim vacancy occurs, it shall be filled as soon as possible, but no later than the next general membership meeting. On the roster, the interim appointee shall take the place of the retired board member to whose vacancy he was appointed. This partial term of office shall be disregarded for the purposes of the provisions of the previous paragraph.
11. An incomplete board retains its powers. In the absence or inability to act of all members of the board, the management shall be temporarily vested in two or more persons to be appointed by the audit committee. Such persons shall then have the duty and power to convene a general membership meeting as soon as possible.
12. The general membership meeting may resolve to waive the deadlines stipulated in this article. Such a resolution must be adopted by a majority of at least three quarters of the votes cast.

Board - duties and powers.

Article 11.

1. The board shall be charged with the management of the KNCB and, unless otherwise provided for elsewhere in these articles of association, shall have all powers arising therefrom and related thereto, including in particular the implementation of the resolutions of the general membership meeting and ensuring compliance with the KNCB's articles of association and regulations.
2. In discharging their duties, board members shall be guided by the interests of the KNCB and the organisation affiliated with it. A board member shall not participate in the board's deliberations and decision-making on any subject in which he has a direct or indirect personal interest that is incompatible with the interest of the KNCB and the organisation affiliated with it. If this prevents the board from taking a decision, the decision shall be taken by the general membership meeting.
3. Subject to the prior approval of the general membership meeting, the board is also authorised to conclude agreements to acquire, dispose of or encumber registered property and to conclude agreements whereby the KNCB commits itself as joint and several debtor or as surety, warrants performance by a third party and provides security for a debt of a third party. The board shall also require the prior approval of the general membership meeting for entering into all agreements, the costs of which exceed an amount to be set in internal regulations and which are not explicitly included in a budget and annual plan approved by the general membership meeting, with the exception of employment contracts and expenses against which income is generated, where the balance between such income and expenses does not exceed the aforementioned amount.
4. The board is obliged to keep such records of the financial position of the KNCB and of everything concerning the activities of the KNCB in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers belonging thereto in such a way that the rights and obligations of the KNCB can be known at all times.
5. The KNCB may participate in other associations or organisations provided this is compatible with the articles of association and the internal regulations. The board shall not decide on such participation without the prior approval of the general membership meeting.
6. The internal regulations contain provisions regarding board meetings, decision-making on the board, as well as the distribution of tasks among the members of the board, without prejudice to their undivided responsibility.
7. The board is authorised, while retaining its responsibility, to have all or part of its duties and powers carried out by a director. The duties and powers of the director may be further regulated by or under the internal regulations.

8. Without prejudice to its responsibilities, the board may charge third parties with carrying out actual work. The board may afford these third parties a fee.

Management committee.

Article 12.

1. The chairman, secretary and treasurer of the board constitute the management committee of the KNCB. The management committee is part of the board and is not an executive board within the meaning of Title 2, Book 2 of the Dutch Civil Code.
2. In the absence or inability to act of the chairman, the vice-chairman shall deputise for the chairman.
3. The management committee may be charged by the board with implementing resolutions of the general membership meeting and decisions of the board.
4. With the exception of decisions to enter into agreements as referred to in the third paragraph of Article 11, the management committee shall be authorised to take decisions that form part of the authority of the board if, in the opinion of the management committee, such decisions are so urgent that a decision by the board on the matter cannot be awaited. In such a case, the decision to be taken requires unanimity. The management committee shall communicate decisions as referred to above to the board as soon as possible.
5. An incomplete management committee retains its powers.

Representation.

Article 13.

1. The board represents the KNCB insofar as the law does not provide otherwise.
2. The power of representation is also vested in the management committee and two members of the management committee acting jointly, including in any case the chairman or, in the event of his absence or inability to act, the vice-chairman.
3. The board may grant power of attorney to the treasurer to represent the KNCB within the limits set in the power of attorney. The board may also grant such a power of attorney to other members of the board and to third parties, acting jointly or otherwise.
4. The chairman of the KNCB, or in his absence the vice-chairman, shall represent the KNCB in shareholders' meetings of companies of which the KNCB is a shareholder, and shall exercise shareholders' rights within said companies, unless another board member or several board members, designated by the board for the relevant occasion, represents or represent the KNCB.

Participation in a legal entity.

Article 14.

1. If the KNCB has a participating interest in another legal entity, in all cases where the board decides to exercise voting rights in the legal entity, the manner in which such voting rights are exercised shall be determined solely by the board.
2. The KNCB may only dispose of or encumber shares held by the KNCB pursuant to a resolution of the board approved by the general membership meeting. The articles of association of the KNCB shall apply by analogy to this approval resolution of the general membership meeting, unless the decision in question of the board is taken by a unanimous vote.

Committees.

Article 15.

1. The KNCB has the following committees to be appointed by the general membership meeting:
 - a. the disciplinary committee;
 - b. the appeals committee;
 - c. the audit committee.
2. The internal regulations and/or the disciplinary regulations shall contain rules on the composition, appointment, duties and powers of these committees, to the extent not provided for in these articles of association.
3. The board may set up committees or appoint advisers to deal with matters other than those for which the committees referred to in paragraph 1 have been set up, or to obtain information and advice. The internal regulations contain rules to this effect.
4. All committees set up and advisers appointed by the board will act under the responsibility of the board.

General membership meeting - convening.

Article 16.

1. The general membership meeting shall be held at a venue determined by the board.
2. At least two meetings are held annually:
 - a. one in the period between the thirty-first of January and the sixteenth of May, referred to as the spring meeting;
 - b. one in the period between the first of September and the sixteenth of December, referred to as autumn meeting.
3. In addition to the general membership meetings referred to in paragraph 2, general membership meetings shall be convened by the board as often as the board deems desirable.

4. At the written or electronic request of at least one-tenth of the number of club members or ten clubs, the board is obliged to convene a general membership meeting within four weeks. If no action is taken on the request within fourteen days, the persons making the request may proceed to convene the general membership meeting themselves.
5. The general membership meeting shall be convened by a written or electronic communication, which shall include by email, stating the agenda, to the clubs, the honorary members and members of merit at least four weeks in advance. The documents accompanying the agenda should be sent no later than three weeks before the day of the meeting.
Publication of the convening notice on the KNCB website, stating the agenda, satisfies the requirement of written or electronic communication. Publication of the documents accompanying the agenda on the KNCB website fulfils the requirement of transmission.
6. The convening notice shall also state whether it is possible to attend the general membership meeting by electronic means of communication and whether any additional conditions apply.

General membership meeting - admission, voting rights and procedure.

Article 17.

1. The general membership meeting shall consist of the clubs as mentioned in Article 4(1)(a), excluding members who are suspended. Club members as mentioned in Article 4(1)(b) therefore have no direct voting rights.
A club as referred to in Article 4(1)(a) shall be represented at the meeting by no more than two adult natural persons as delegates, who are in possession of a written proxy which must be validly granted by the competent club body. This proxy must be submitted to the board before delegates are deemed to be present at the meeting. Delegates are required to sign the attendance list. KNCB board members may not act as delegates. In case a member is entitled to cast more than one vote, these votes may only be cast unanimously.
2. Advisers to the general membership meeting are:
 - a. honorary members and members of merit;
 - b. the members of the appeals committee of the KNCB;
 - c. the members of the audit committee;
 - d. the members of the disciplinary committee of the KNCB;
 - e. those admitted as such by the chairman of the board. Advisers may attend the general membership meeting and may address it, but do not have voting rights.
3. The general membership meeting is chaired by the chairman or, in his absence, by the vice-chairman. If the vice-chairman is also absent, or if the general meeting was convened in accordance with the provisions of Article 16(4), second sentence, the general membership meeting shall provide for its own chairmanship.
4. Minutes shall be kept of the proceedings at the general membership meeting by the secretary or by a person designated by the chairman. The minutes shall be adopted at the next general membership meeting and signed by way of confirmation by the chairman and the secretary, digitally or otherwise. The general membership meeting is authorised to grant exemption from this provision to the extent that the adoption takes place at a later general membership meeting.
5. Every club has one vote in the general membership meeting.
In addition, every club has:
 - one vote for each team with which the club participates in certain KNCB-run youth competitions, as further regulated by the internal regulations;
 - and
 - two votes for each team with which the club participates in certain other KNCB-run competitions, as further regulated by the internal regulations.
6. The chairman shall determine the manner of voting at the general membership meeting, provided that voting on persons shall take place in writing if one or more persons entitled to vote so require.
7. All resolutions for which no greater majority is prescribed by law or by these articles of association shall be passed by an absolute majority of the votes cast. In the event of a tied vote on a proposal, which does not concern the election of persons, the proposal shall be deemed to have been rejected. If the votes are tied in an election of persons, drawing of lots will decide the issue. If in an election between more than two persons none of the candidates obtains an absolute majority, a second vote shall be taken between the same persons, on the understanding that the candidate who obtained the lowest number of votes shall drop out. This procedure is repeated until one of the candidates obtains an absolute majority or the votes between the last two candidates are tied.
8. Invalid votes are deemed not to have been cast. Votes cast or ballot papers shall be deemed to be invalid which, in the opinion of the chairman:
 - a. are blank;
 - b. have been signed, in an election of persons;
 - c. are unreadable;
 - d. do not clearly identify a person;

- e. name a person who is not a candidate;
- f. name more than one person for an electable position;
- g. contain more than a clear indication of the proposal being supported or the person being voted for;
- h. contain multiple votes not cast unanimously.

Furthermore, a vote cast by proxy without a valid proxy having been presented shall be also be deemed invalid.

9. The opinion of the chairman pronounced in the general membership meeting that a resolution has been adopted by the meeting shall be decisive. The same applies to the content of an adopted resolution, insofar as a vote was taken on a proposal not recorded in writing or electronically. However, if the correctness of the opinion referred to above is disputed immediately after it is expressed, a new vote shall be taken if the majority of the voting members present at the meeting or, if the original vote was not taken by roll call or in writing, a person present with voting rights so requires. This new round of voting renders the original vote invalid.
10. A natural person cannot act as delegate or proxy for more than two members (clubs).
11. The general membership meeting is open to the public provided that, in the opinion of the chairman, the available space permits. The chairman is authorised to take any measures he deems necessary to maintain order with respect to those not attending the meeting as delegates or advisers. The chairman has the power to order that any item on the agenda be discussed in a closed session.
12. Voting members may exercise their right to vote in the general membership meeting by an electronic means of communication. The board may attach further conditions to this or decide that this possibility will not be offered for a particular general membership meeting.
13. In votes by electronic means of communication, the board shall ensure that the person entitled to vote can be identified via the electronic means of communication, can directly take note of the proceedings of the meeting and can exercise the right to vote.
14. In the meetings referred to in paragraph 12, the board shall ensure that the person entitled to vote can participate in the deliberations via the electronic means of communication.
15. Votes cast via electronic means of communication prior to the general membership meeting, but not earlier than the 30th day before that of the meeting, shall be treated as votes cast during the meeting.
16. If permitted by law and subject to prior approval by the general membership meeting, a general membership meeting may be held entirely electronically. The provisions of paragraphs 12 to 15 shall apply by analogy.

General membership meeting - powers.

Article 18.

1. At the spring meeting, the board presents its annual report, and renders account for its management during the past KNCB year by submitting a balance sheet and a statement of income and expenditure, as well as the necessary documents. At the autumn meeting, the budget for the next KNCB year is discussed. The general membership meeting shall further discuss the following agenda items, to the extent they have not yet been dealt with in an earlier general membership meeting:
 - a. filling of vacancies on the board;
 - b. filling of vacancies in the committees listed in Article 15(1);
 - c. setting the budget and membership fees for the current KNCB year.
2. The board shall send the documents mentioned in paragraph 1 to the audit committee referred to in Article 15(1)(c) no later than three weeks before the date on which the general membership meeting is held in which these documents will be discussed. The committee shall examine these documents and report its findings to the general membership meeting. If, in the opinion of the committee, such examination requires special accounting knowledge, it may be assisted by an expert at the KNCB's expense. The board is obliged to provide the committee with any information it may require, to show it the cash and securities of the KNCB if it so wishes and to allow it to inspect the books and records of the KNCB.
3. No legally valid resolutions may be adopted with regard to items that have not been placed on the agenda as referred to in Article 16(5), and the discussion of which has not yet been announced in compliance with the procedural rules set out in said article.
4. The general membership meeting shall have all powers in the KNCB that are not assigned to another body by law or by the articles of association.

KNCB's disciplinary jurisdiction.

Article 19.

1. The disciplinary committee of the KNCB is in charge of prosecuting and sanctioning offences, subject to the provisions of the KNCB's disciplinary regulations, insofar as the cases do not relate to doping, sexual harassment and match-fixing as provided for in Articles 20 and 21.
2. The disciplinary regulations may provide that the board is authorised to impose disciplinary sanctions on a member or a team of a club for breaches of the articles of association and/or regulations of the KNCB, with due observance of the provisions of the disciplinary regulations and on the understanding,

however, that such disciplinary sanction shall be cancelled if the member in question has requested the secretary of the board in writing or electronically to submit the case to the disciplinary committee within a period of ten days from the date of notification of the imposition of such disciplinary sanction or announcement thereof on the KNCB website, in which case the case will be dealt with under disciplinary jurisdiction in accordance with the provisions of the disciplinary regulations, also if the disciplinary committee decides to prosecute on the basis of a report concerning the same offence. The internal regulations may specify which decisions of the board fall outside the scope of this paragraph and are subject to dispute resolution as referred to in Article 22.

3. Subject to the disciplinary jurisdiction of the KNCB are the clubs, the KNCB umpires, teams, club members, extraordinary members, players and player support personnel of teams representing the KNCB, persons acting as umpire or scorer during a match organised by or on behalf of the KNCB, and furthermore all others who have bound themselves to the disciplinary jurisdiction of the KNCB.
4. Offences mean any act or omission that constitutes a breach of the articles of association, the regulations, the laws of cricket or decisions of bodies of the KNCB, as well as any act or omission that damages the interests of the KNCB or that brings the game of cricket into disrepute.
5. During the period a member is suspended, the member shall not be entitled to the rights associated with membership.
6. An appeal against a disciplinary sanction imposed by the disciplinary committee may be lodged with the appeals committee, subject to the relevant provisions in the disciplinary regulations, including the limitations imposed. As stipulated in the disciplinary regulations, the appeals committee may refer a case back to the KNCB's disciplinary committee or the disciplinary committee of the Instituut Sportrechtspraak.

Disciplinary jurisdiction of the Instituut Sportrechtspraak.

Article 20.

1. The disciplinary jurisdiction referred to in this article relates exclusively to sexual harassment, doping and match-fixing and applies to the members of the KNCB if and to the extent that the KNCB has entered into an agreement with the Instituut Sportrechtspraak in which the KNCB has entrusted part of the disciplinary jurisdiction to the Instituut Sportrechtspraak.
2. Offences concerning sexual harassment will be heard by the prosecutor, the disciplinary committee and appeals committee of the Instituut Sportrechtspraak with due regard to the provisions of the disciplinary regulations on sexual harassment of the Instituut Sportrechtspraak.
3. Doping offences will be heard by the prosecutor, the disciplinary committee and the appeals committee of the Instituut Sportrechtspraak in compliance with the provisions of the Doping Regulations applied by the Instituut Sportrechtspraak.
4. Match-fixing offences are tried by the prosecutor, the disciplinary committee and appeals committee of the Instituut Sportrechtspraak with due regard to the provisions of the Disciplinary Regulations on Match-Fixing of the Instituut Sportrechtspraak and the ICC Anti-Corruption Code.
5. The disciplinary jurisdiction of the Instituut Sportrechtspraak referred to in paragraphs 2, 3 and 4 shall apply to all members of the KNCB, because the KNCB has entered into an agreement with the Instituut Sportrechtspraak within the meaning of Section 2:46 of the Dutch Civil Code in which the KNCB has assigned this disciplinary jurisdiction to the Instituut Sportrechtspraak. The KNCB board shall notify all members of the KNCB in writing or electronically of the agreement it has entered into with the Instituut Sportrechtspraak by posting a publication on the KNCB website.
6. In cases of sexual harassment, doping and match-fixing, the regulations referred to in paragraphs 2, 3 and 4 shall be the applicable regulations of the KNCB, which regulations shall be adopted and amended by the board of the Instituut Sportrechtspraak. The regulations of the Instituut Sportrechtspraak regulate the powers and working methods of the prosecutor, the disciplinary committee and the appeals committee of the Instituut Sportrechtspraak, as well as the offence, the sanctions to be imposed, the procedure and the rights and obligations of the offending member.
7. Unless otherwise provided for in a regulation of the Instituut Sportrechtspraak, the regulations referred to in paragraphs 2, 3 and 4 shall apply to the members of the KNCB according to the latest version adopted by the board of the Instituut Sportrechtspraak, as published on the website of the Instituut Sportrechtspraak.
8. The applicable regulations of the Instituut Sportrechtspraak shall come into force at the KNCB on the date agreed by the KNCB board with the Instituut Sportrechtspraak, of which date the KNCB board shall notify the members by means of a publication. Amendments to the relevant regulations shall enter into force on the date set by the board of the Instituut Sportrechtspraak. The KNCB board shall notify the members of this date as well as of amendments to any applicable regulation by means of a publication. The KNCB is not authorised to amend any applicable regulations of the Instituut Sportrechtspraak.
9. The KNCB and its members fully accept at all times and without reservation the applicability of the agreed regulations of the Instituut Sportrechtspraak to the KNCB's disciplinary jurisdiction referred to in this and the following article. The obligation to accept and comply with said regulations shall also apply

- to the members as an obligation within the meaning of Section 2:27 of the Dutch Civil Code and as an obligation of the members within the meaning of Section 2:34a of the Dutch Civil Code, respectively.
10. Members shall accept for the duration of their membership of the KNCB the obligations entered into by the KNCB in its agreement with the Instituut Sportrechtspraak at their expense in this article, as well as for the duration after the termination of their membership of the KNCB if they are at that time involved in a case pending before the Instituut Sportrechtspraak, until that case has been irrevocably decided.
 11. All members, bodies and committees of the KNCB are obliged to cooperate in reaching a decision of the disciplinary committee and/or appeals committee of the Instituut Sportrechtspraak and are also obliged to cooperate in enforcing sanctions imposed by these committees.

The prosecutor, disciplinary committee and appeals committee of the Instituut Sportrechtspraak.

Article 21.

1. For the duration of the agreement referred to in paragraph 20(1), the prosecutor, the disciplinary committee and the appeals committee of the Instituut Sportrechtspraak shall be a body of the KNCB.
2. The prosecutor and the members of the disciplinary committee and the appeals committee of the Instituut Sportrechtspraak are appointed by the board of the Instituut Sportrechtspraak. The prosecutor and the committees are assisted by the official secretariat and the legal secretariat of the Instituut Sportrechtspraak. When reference is made to the disciplinary committee and appeals committee of the Instituut Sportrechtspraak, this also includes their general chairmen, panels, prosecutors, panel chairmen as well as the official and legal secretariats of the Instituut Sportrechtspraak.
3. Where sports-specific regulations, not being disciplinary procedural regulations, of an international federation of which the KNCB is a member or to which the KNCB is affiliated, apply in a case to be brought by the KNCB, the KNCB shall make this explicitly clear when bringing the case and shall submit the correct version of the relevant regulations of the international regulations and the KNCB board shall indicate which provision or provisions it considers applicable.
4. A settlement proposal from the prosecutor of the Instituut Sportrechtspraak accepted by the member in question is binding on both the member in question, the other members of the KNCB and the KNCB itself. All members and bodies of the KNCB are obliged to cooperate in the enforcement of sanctions imposed by the prosecutor.
5. A judgment of the disciplinary committee and the appeals committee of the Instituut Sportrechtspraak is binding both on the member in question, the other members of the KNCB and the KNCB itself. All members and bodies of the KNCB are obliged to cooperate in the enforcement of sanctions imposed by the disciplinary committee and appeals committee of the Instituut Sportrechtspraak.
6. If a judgment of the disciplinary committee and the appeals committee of the Instituut Sportrechtspraak results in a decision being voided or overturned, neither a member nor third parties may derive any right to compensation from it, nor may any claim be made for amendment of a match result or for a match to be replayed and/or event to be held again.
7. The disciplinary jurisdiction to be exercised by the Instituut Sportrechtspraak in the KNCB pursuant to an agreement shall be exercised in the name, on behalf of, as well as at the expense and risk of the KNCB. The association shall indemnify the Instituut Sportrechtspraak, its board members, its disciplinary judges, its prosecutors, its official secretariat, its legal secretariat, its experts and its legal adviser against any liability both in respect of the administration of justice provided by or on behalf of the Instituut Sportrechtspraak and in respect of the system of administration of justice chosen and applied by the Instituut Sportrechtspraak in the KNCB when it was established and thereafter.

Dispute resolution.

Article 22.

1. Disputes amongst bodies of the KNCB, between bodies of the KNCB and members of the KNCB and between bodies of the KNCB and club members, players and player support personnel of teams representing the KNCB, KNCB umpires, scorers, match referees and those who are bound by the KNCB's dispute resolution procedures, with the exception of disputes to which the general membership meeting or the appeals committee itself are a party, shall, insofar as they are connected with the game of cricket in the broadest sense, be settled by the appeals committee in the highest instance, to the exclusion of the civil court, such with due observance of the provisions laid down in that context in the internal regulations. A dispute is deemed to be present if at least one of the parties declares that this is the case.
2. If the dispute concerns a policy decision taken by the board, the appeals committee shall only review whether the decision was reasonable.
3. Disputes amongst members of the KNCB, insofar as they relate to the game of cricket in the broadest sense, shall, at the joint request of the parties, be settled by the appeals committee by way of arbitration in the highest instance.
4. In the event of arbitration within the meaning of paragraph 3, the appeals committee shall act as an arbitral tribunal. The arbitral tribunal will consist of a panel of three arbitrators. The appeals committee may hold hearings, hear witnesses and experts and deliberate anywhere in the Netherlands that the committee deems appropriate. The appeals committee shall determine the procedure and decide on

the basis of reasonableness and fairness, subject to the provisions laid down for that purpose in the internal regulations.

5. A dispute shall be submitted within fourteen days of its arising.

Amendment of the articles of association.

Article 23.

1. The articles of association may only be amended by a resolution of the general membership meeting at which at least half of the number of members with voting rights are present and which was convened with the announcement that an amendment to the articles of association will be proposed at that meeting. If at the general membership meeting at which a proposal to amend the articles of association is to be discussed less than half of the number of those entitled to vote are present, a new general membership meeting shall be convened, to be held not less than four weeks after the first general membership meeting, at which, regardless of the number of members with voting rights present at the meeting, a resolution to amend the articles of association may be passed.
2. Without prejudice to the provisions of Article 16, those who have convened a general membership meeting to discuss a proposal to amend the articles of association must bring a copy of that proposal containing the verbatim text of the proposed amendment to the notice of all members with voting rights at least three weeks before the date of the meeting. Publication of the proposal on the KNCB website fulfils this requirement.
3. Amendments to the articles of association may only be adopted by the general membership meeting by a majority of at least two thirds of the votes validly cast.
4. The amendment of the articles of association shall not come into force until a notarial deed has been drawn up.
5. The board is obliged to file an authentic copy of the deed of amendment of the articles of association and a full continuous text of the articles of association as they read after the amendment, at the commercial register kept by the Chamber of Commerce.

Dissolution and liquidation.

Article 24.

1. The provisions of paragraphs 1, 2 and 3 of the preceding article shall apply by analogy to a resolution of the general membership meeting to dissolve the KNCB.
2. Unless the general membership meeting determines a different appropriation for the credit balance by the resolution referred to in the previous paragraph, it shall accrue to those who were members of the KNCB at the time of dissolution.
3. Unless the general membership meeting resolves otherwise, the assets shall be liquidated by the board.
4. After dissolution, the KNCB shall continue to exist to the extent necessary to liquidate its assets. During liquidation, the provisions of the articles of association will remain in force as far as possible. In documents and notices issued by the KNCB, 'in liquidation' must be added to its name.

Internal regulations, disciplinary regulations and other rules and regulations.

Article 25.

1. This article shall not apply insofar as it concerns the regulations adopted by the Instituut Sportrechtspraak and declared applicable by virtue of the agreement, as referred to in Article 20. Such regulations may only be amended by the board of the Instituut Sportrechtspraak.
2. The general membership meeting shall adopt internal regulations and disciplinary regulations, which shall regulate the subjects which should be regulated therein pursuant to these articles of association, and which may also provide for what these articles of association do not or not fully contain.
3. The internal regulations and disciplinary regulations may not contain provisions that are contrary to the law or to these articles of association.
4. Without prejudice to the provisions of Article 17, those who have convened a general membership meeting to discuss a proposal to adopt and/or amend the internal regulations must bring a copy of that proposal containing the verbatim text of the proposed amendment to the notice of all members with voting rights at least three weeks before the date of the meeting. Publication of the proposal on the KNCB website fulfils this requirement.
5. The general membership meeting and the board may adopt other regulations and codes in addition to the internal regulations and disciplinary regulations.
6. The KNCB has anti-corruption regulations in place, which are adopted and amended by the board.
7. The association has a *Topsportstatuut*, which is adopted by the board and contains further regulations on the responsibilities and powers regarding the top sports programme and Athletes' Representation.

Final provisions.

Article 26.

1. All official announcements of the KNCB shall be published on the KNCB website or by other means determined by the board, in such a way that members can take note of them.
2. Notice, convening notice, written statements or communication or notification shall also mean an email message to the email address supplied by the member for this purpose.

3. Making available for inspection shall also mean making it accessible to members on the KNCB website or any other place accessible by electronic means of communication.
4. Meeting shall mean a gathering of several persons speaking to one another, which, in addition to meeting in person, shall include participation in the conversation by telephone or electronic means of communication, provided that the identity of the person or persons not physically present can be sufficiently established and this is approved by the acting chairman and recorded in minutes or in the record. Persons entitled to vote may exercise their right to vote by means of the electronic means of communication referred to above, provided that the electronic means of communication allows the person entitled to vote to follow the proceedings at the meeting directly and to participate in the deliberations.