

ICC ASSOCIATE MEMBERS' MEETING TERMS OF REFERENCE

1. Status and Definition

- 1.1 An Associate Members' Meeting will be held annually. Where possible it will be held immediately prior to the ICC Annual General Meeting.
- 1.2 The Associate Members' Meeting will be convened by the Chief Executive who shall, not later than three months before the date of the ICC Annual General Meeting notify in writing all Associate Members of the date when such Associate Members' Meeting will be held, and all Associate Members shall be entitled to attend.
- 1.3 Other Associate Members' Meetings may be convened by the Chief Executive if requested to do so by the Chairperson or if he/she receives a written request to do so by no less than thirty percent (30%) (in aggregate) of those entitled to attend and vote at the Associate Members' Meeting. The Chief Executive shall convene such Associate Members' Meeting by providing three months' notice to each Associate Member, except when circumstances do not, in the opinion of the Chief Executive, permit such length of notice.
- 1.4 An Associate Members' Meeting is defined as a meeting duly convened and held in accordance with these Terms of Reference and where the following persons shall be entitled to attend and vote:
 - (A) Each Voting Associate Member shall have one vote. The Voting Associate Members may appoint up to two persons to attend the Associate Members' Meetings but for the avoidance of doubt shall only have one vote regardless of the number of representatives in attendance at the Associate Members' Meetings; and
 - (B) Each Regional Representative shall have one vote. The Non-Voting Associate Members in each Region (as such term is defined in Appendix A) shall collectively be entitled to appoint one person per Region to act as their Regional Representative in accordance with the process approved by the Chairperson of the Associate Members, and administered by the ICC's Development Department, from time to time. The five Regional Representatives shall, by majority vote, elect one of the Regional Representatives to be the Global Representative appointed to the ICC's Development Committee in accordance with the process approved by the Chairperson of the Associate Members from time to time.

2. Venue

Meetings shall take place at such venue as shall be designated by the Chairperson.

3. Attendees

In addition to those persons entitled to attend in accordance with Clause 1.2 of these Terms of Reference, the Chairperson and the Chief Executive shall be entitled to attend and speak at all Associate Members' Meetings but shall have no right to vote.

4. Business

Associate Members' Meetings will be competent:

- (A) to discuss any matters which are of common interest to Associate Members;
- (B) to vote on any Associate Members' Resolutions;
- (C) to elect Associate Member Directors in accordance with the process set out in paragraph 8.5 below;
- (D) to elect representatives to be appointed to the ICC's Chief Executives' Committee in accordance with the process set out in paragraph 8.5 below;
- (E) to approve the appointment of the alternate Directors appointed by the Associate Member Directors pursuant to paragraph 9 below; and
- (F) to review and discuss any matter of which at least two (2) months' notice has been given to the Chairperson of the Associate Members.

5. Chairperson

- 5.1 The Associate Members' Meeting shall choose one of the Associate Member Directors to be the Chairperson of the Associate Members for the time being and such person shall act as Chairperson of the Associate Members until another person is chosen by the Associate Members' Meeting to replace him.
- 5.2 During his/her term of appointment, the Chairperson of the Associate Members shall not hold any office under, or perform any executive or operational duties for, any Member or any state, association or member (or similar) of any Member.
- 5.3 The chairperson of each Associate Members' Meeting shall be the Chairperson of the Associate Members. If the Chairperson of the Associate Members' is unable to attend an Associate Members' Meeting or shall decline to take the chair for all or part of such meeting the Associate Members' Meeting shall choose one of the other two Associate Member Directors, if present, to take the chair, or failing that, shall choose one person from among those Voting Associate Members and Regional Representatives present and entitled to vote at that particular Meeting to be chairperson of the meeting.
- 5.4 If the Voting Associate Members and Regional Representatives present and entitled to vote at the Meeting shall fail to choose a chairperson of the meeting, or if the person chosen shall decline to take the chair, the chairperson of the meeting shall be nominated by the Chief Executive.

6. Quorum

- 6.1 At the commencement of the Associate Members' Meetings the quorum shall be not less than one-half of those Voting Associate Members and Regional Representatives entitled to attend and vote at that particular Meeting.
- 6.2 The quorum referred to above shall also be required at the time when Resolutions are voted upon and elections for representatives on the Board of Directors and the ICC Chief Executives' Committee and nominations for representatives on the other ICC Committees take place.

7. Voting

- 7.1 Each Voting Associate Member shall be entitled to one vote at the Associate Members' Meetings.
- 7.2 Each Regional Representative shall be entitled to one vote at the Associate Members' Meetings.
- 7.3 A Resolution of the Associate Members' Meetings shall be deemed to be passed if a simple majority of the votes cast by the Voting Associate Members and the Regional Representatives present and voting have been cast in favour of the Resolution.
- 7.4 Representatives to the Board of Directors, the Chief Executives' Committee and the ICC Committees shall be elected or nominated (respectively) by holding a secret ballot. For the avoidance of doubt each Voting Associate Member and each Regional Representative shall be entitled to one vote in this ballot per vacancy.
- 7.5 Where the number of nominations received matches the number of vacant posts then there shall be no need to hold a secret ballot and the candidates nominated shall be deemed to be elected.
- 7.6 Where a secret ballot is necessary and conducted, the candidates with the highest number of votes shall be deemed to be elected to each relevant vacant post.

8. Associate Member Directors and representatives to the ICC Committees

- 8.1 The annual Associate Members' Meeting shall elect or nominate (as the case may be) the following representatives to the Board of Directors and ICC Committees:

(A) Board of Directors

Three nominees shall be elected to the Board of Directors, (who shall be known as Associate Member Directors). To be eligible for election as Associate Member Directors the relevant individuals must meet the Director Eligibility Criteria (as set out in the Memorandum and Articles of Association of the ICC). In addition, one of the three Associate Member Directors must be a representative of an Associate Member ranked in the top 20 places on the Associate Member Performance Measure at the time of his/her election. For the purposes of the 2020 election only, the Associate Member Director election shall take place electronically, and need not be done as part of the Associate Members' Meeting.

(B) ICC Chief Executives' Committee

Three representatives shall be elected to the ICC Chief Executives' Committee.

(C) ICC Development Committee

The Chairperson of the Associate Members' shall be the chairperson of the ICC Development Committee.

The Associate Member Directors and the Associate Member representatives on the ICC Chief Executives' Committee shall automatically be nominated to the Board of Directors for appointment to the ICC Development Committee.

The Global Representative elected by the Regional Representatives in accordance with paragraph 1.4(B) shall automatically be nominated to the Board of Directors for appointment to the ICC Development Committee.

- 8.2 No person shall be eligible for appointment to (a) the Board of Directors unless he/she is the representative of an Associate Member or is a current or past Director of the ICC, or (b) to the ICC Chief Executives' Committee or for nomination for appointment to an ICC Committee unless he/she shall be the representative of an Associate Member. No Associate Member may have more than one representative in office as an Associate Member Director or alternate Director at any one time.
- 8.3 Nominees for the above positions on the Board of Directors and the ICC Committees shall be eligible to stand for election or nomination (as the case may be) even if they are unable to attend the relevant Associate Members' Meeting when the elections are taking place.
- 8.4 The ICC Company Secretary shall invite nominations for the representatives to the Board of Directors and the ICC Committees at least two months before the relevant Associate Members' Meeting. Nominees will not be entitled to nominate themselves. The ICC Company Secretary shall specify a closing date for such nominations which shall usually be one month before the date of the relevant Associate Members' Meeting. To be put forward as a candidate in the election, nominees must have the support of a proposer and seconder, who must both be Voting Associate Members and/or Regional Representatives. In order to be included as a candidate, a nominee must complete a prescribed form which includes a written acceptance of the nomination.

Notwithstanding the above, for the purposes of the 2020 election only, the timeline for the invitation for nominations for the representatives to the Board of Directors shall be reduced from two months to such lesser period as the Chairperson of the Associate Members determines in his sole discretion provided it is no less than 14 days

- 8.5 The voting for the election of the representatives to the Board of Directors and the ICC Chief Executives' Committee will be conducted by way of a 'weighted' secret ballot voting system, following the process set out in Appendix B.
- 8.6 The Associate Member Directors and the individuals elected to the ICC Chief Executives' Committee shall each serve a fixed two year term, irrespective of (i) any change made to the ranking of Members in the Scorecard from time to time, or (ii) whether such individual ceases to be a representative of an Associate Member during that two year period.
- 8.7 The Associate Member Directors will be elected at the annual Associate Members' Meeting held in 2018 and every second year thereafter. For the purposes of the 2020 election, the Associate Member Directors will be elected following an electronic election process, which need not be done as part of an Associate Members' Meeting.
- 8.8 Representatives to the ICC Chief Executives' Committee will be elected at the annual Associate Members' Meeting held in 2017 and every second year thereafter.

9. Alternates

- 9.1 Each Associate Member Director may at any time appoint an individual who meets the Director Eligibility Criteria (as defined in the ICC Constitution) to act as an alternate Director when the Associate Member Director is unavailable, subject to the approval of such appointment by the Associate Members' Meeting immediately following such appointment. No person shall be

eligible to be appointed as an alternate Director unless he is a representative of an Associate Member.

- 9.2 The Associate Members' Meeting shall authorise the three persons who are elected to be the Associate Member Directors to act as alternates for any one of the representatives to the ICC Chief Executives' Committee. The Chairperson of the Associate Members shall attend as the alternate or he shall nominate one of the other Associate Member Directors to attend if he is unable to do so or if more than one representative is absent.

10. Conduct of Meetings

The Associate Members' Meeting may agree separate procedural rules to regulate business amongst themselves at the Associate Members' Meetings provided that such rules shall not be in conflict with the ICC Articles or with the ICC Memorandum of Association.

11. Interpretation

Unless the context otherwise requires, words or expressions contained in these Terms of Reference shall bear the same meaning as in the Memorandum and Articles of Association of the ICC or in the Code of Conduct or in any Regulation of the ICC in force as at the date hereof.

12. Governing Law

- 12.1 These Terms of Reference shall be governed by and construed in accordance with English law.
- 12.2 If any dispute arises concerning the interpretation or application of these Terms of Reference, then the dispute shall be determined by the ICC Disputes Resolution Committee. For the avoidance of doubt, no disputes, appeals, questions or interpretation or any other matter in relation to these Terms of Reference shall be submitted to any other process other than as set out in this paragraph 12.2.

18 November 2020

APPENDIX A

ICC REGIONS

The ICC has administratively divided its membership up into five geographical regions (each a “Region”). The table below sets out the five Regions together with, as at the date of these Terms of Reference, details of which Members are determined to fall within each Region.

Region	Countries
Africa	Botswana Cameroon Gambia Ghana Kenya Lesotho Malawi Mali Morocco Mozambique Namibia Nigeria Rwanda Seychelles Sierra Leone South Africa St Helena Swaziland Tanzania Uganda Zambia Zimbabwe
Americas	Argentina Bahamas Belize Bermuda Brazil Canada Cayman Islands Chile Costa Rica

	Falkland Islands Mexico Panama Peru Suriname Turks & Caicos USA West Indies
Asia	Afghanistan Bahrain Bangladesh Bhutan China Hong Kong India Iran Kuwait Malaysia Maldives Myanmar Nepal Oman Pakistan Qatar Saudi Arabia Singapore Sri Lanka Thailand UAE
East Asia Pacific	Australia Cook Islands Fiji Indonesia Japan New Zealand Philippines PNG Samoa

	South Korea Vanuatu
Europe	Austria Belgium Bulgaria Croatia Cyprus Czech Republic Denmark England Estonia Finland France Germany Gibraltar Greece Guernsey Hungary Ireland Isle of Man Israel Italy Jersey Luxembourg Malta Netherlands Norway Portugal Romania Russia Scotland Serbia Slovenia Spain Sweden Turkey

APPENDIX B

ELECTION PROCESS

1. Elections will be conducted using an electronic voting system which allows for anonymous voting. In the event of the electronic system not working, the vote be conducted as a manual vote by secret ballot.
2. Voters will be asked to vote, in order of preference, for the three candidates they wish to vote for on the ballot.
3. Voters must vote for three candidates. If they vote for less than three candidates, their votes will not be counted.
4. Voters should not vote for MORE THAN 3 candidates. If they do, their votes will be treated as spoilt and therefore will not be counted.
5. The first count will be on total votes cast only. If 3 clear candidates emerge, that will conclude the election process.
6. If, following the initial count of the votes, there is a tie in the voting results, the determination of the tied votes will be considered using a weighting system, with:
 - 3 points for a first choice vote;
 - 2 points for a second choice vote; and
 - 1 point for a third choice vote.
7. If, following the application of the weighted system (see paragraph 6), there remains a tie, then the same process above shall be repeated save that only the 1st and 2nd choice votes and their weightings will be taken into account.
8. If, following the application of the repeated system (see paragraph 7), there remains a tie, then the same process shall be repeated, save that only the 1st choice votes and their weightings will be taken into account.
9. Finally, if there is still a tie after these processes, the candidates involved shall be asked to agree between themselves which of them should be appointed.
10. In circumstances where the candidates are not able to agree, a coin toss will decide the successful candidate.