

## **CODE OF ETHICS**

### **1. Introduction**

- 1.1 The objects of Marylebone Cricket Club (**MCC** or the **Club**) are promoting and fostering the interests, playing and spirit of cricket throughout the world, providing, developing and operating the world's most famous and celebrated cricket ground (Lord's), providing facilities for its Members and making and owning the Laws of Cricket. MCC's ability to maintain a strong relationship of trust within cricket and amongst its Members is critical to its ability to fulfil its objects as set out in its Royal Charter (the **Objects**).
- 1.2 The purpose of this Code of Ethics (the **Code**) is to set out the standards of conduct and the rules that will govern the conduct of individuals serving on the MCC Committee and/or any associated MCC entity, members of all principal committees, sub-committees and working parties, including without limitation, the President, the Club Chair and the Treasurer, and also the President Designate (if any) and the Trustees (**Non-Executives**), and all MCC senior staff (together **Responsible Individuals**). It supersedes all prior and existing rules that are applicable to such individuals.
- 1.3 The overriding objectives of the Code are to enhance the reputation of MCC and to foster confidence in MCC and its governance processes. As key individuals within MCC and because MCC operates in the public spotlight, Responsible Individuals are expected to conduct their affairs on a basis consistent with the great trust that has been placed in them by Members. This requires their behaviour to conform to the highest standards of honesty, impartiality, equity and integrity when discharging their duties and responsibilities. Responsible Individuals' actions must be dedicated to the promotion and development of MCC, and this Code should be read and understood as a minimum standard of acceptable conduct.
- 1.4 The Chief Executive & Secretary, Membership Director and General Counsel will have responsibility for compliance and oversight and will report to the MCC Committee (or such other person or committee as shall be deemed most appropriate) in connection with the compliance and oversight of the Code and any alleged breach of it.

### **2. General Statement**

- 2.1 MCC recognises that it is not possible to predict every situation in which Responsible Individuals may find themselves. Of paramount importance is the simple principle that:

*No individual should use their position in MCC for personal gain or to benefit another at the expense of MCC, its mission, its reputation, or the membership which it serves, nor should any individual act in a way that could be reasonably seen by others as compromising the independence and integrity of MCC.*

- 2.2 Each Responsible Individual shall act in an honest and ethical manner. To facilitate the transparent operation of MCC, conduct that gives the appearance of impropriety will also be unacceptable. Responsible Individuals shall not engage in any conduct that in any way denigrates MCC or harms its public image. No funds or assets of MCC may be used for any unlawful purpose, and no individual may engage in unlawful conduct.

### **3. Fiduciary Duties**

- 3.1 Each Responsible Individual shall owe to MCC a duty of care and loyalty. Specifically, each Individual Person shall discharge their duties: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner that the Responsible Individual reasonably believes to be in the best interests of MCC.
- 3.2 Responsible Individuals shall always serve the interests of the Club and the Objects.

Responsible Individuals shall not promote their own or third party (or a group of) interests at the expense of the dignity, integrity or interests of MCC or of the Objects.

3.3 Each Responsible Individual shall ensure that all MCC's assets and services are applied only in furtherance of, and in accordance with, the Objects and that they are not used other than for official MCC business.

4. **Conflicts of Interest and Loyalty**

4.1 Responsible Individuals must be free from any influence which might interfere or appear to interfere with their judgment, the proper and efficient discharge of their duties, or which might be inconsistent with their duty of loyalty to MCC.

4.2 It is the duty of Responsible Individuals not to use their position with MCC for personal advantage or gain or to bring MCC into disrepute. To that end, no Responsible Individual or members of their immediate family (being a spouse, former spouse, civil partner, former civil partner, parent, sibling, son or daughter) shall have an undisclosed conflict of interest or loyalty.

4.3 Circumstances in which a conflict of interest or loyalty would arise include where a Responsible Individual or their immediate family (being a spouse, former spouse, civil partner, former civil partner, parent, sibling, son or daughter):

4.3.1 is interested directly or indirectly in a transaction, arrangement or any other matter through which MCC might be affected; and/or

4.3.2 such Responsible Individual or their immediate family (being a spouse, former spouse, civil partner, former civil partner, parent, sibling, son or daughter) holds a position or interest in a body or organisation that is seeking a contract or has a contract with MCC; and/or

4.3.3 is involved in outside activities in civic, sporting, professional or political organisations, or employment, whether self-employment or otherwise, which might involve improper and unauthorised divulging of confidential information.

4.4 The above is not exhaustive, merely illustrative. Where a Responsible Individual or their immediate family (being a spouse, former spouse, civil partner, former civil partner, parent, sibling, son or daughter), either directly or indirectly, has such a conflict of interest or loyalty or there is a potential for such a conflict of interest to arise, they shall:

4.4.1 declare the interest to the Chief Executive & Secretary, who shall have the authority either to: (a) approve the conflict; or (b) refer the matter to the Club Chair for further consideration; and/or

4.4.2 excuse themselves from any formal discussions related to the conflict of interest; and

4.4.3 abstain from voting and from seeking to influence the vote on any matter related to the conflict of interest.

4.5 A transaction, arrangement, or other matter which is solely of a cricketing nature shall not be deemed a conflict of interest or loyalty unless the Club Chair, Trustees or chair of any principal committee, sub-committee or working party on which the Responsible Individual sits deems that the Responsible Individual should be absent from any meeting or discussion at which the matter is to be discussed.

4.6 Responsible Individuals who represent MCC on third party boards, organisations, committees or working parties shall not be deemed to have a conflict of interest or loyalty by reason only

- of such representation.
- 4.7 The Club Chair shall be responsible for deciding any questions or issues that arise in relation to a conflict of interest concerning a member of the MCC Committee. The chair of a principal committee, sub-committee or working party and remaining Trustees shall respectively have the same responsibility concerning a member of a principal committee, sub-committee or working party or a Trustee. If a chair of a principal committee, sub-committee or working party or the remaining Trustees cannot deal with such a matter, it shall be referred to the Club Chair, or, if they cannot deal with it, to the MCC Committee.
- 4.8 If any issue arises in respect of the Club Chair, the matter shall be referred to the MCC Committee.
- 4.9 The Club Chair or chair of a principal committee, sub-committee or working party may with the consent of the other members present at a meeting allow a member with a conflict of interest to attend the whole or any part of such meeting and take part in the discussion but not vote. The same discretion applies in relation to a meeting of Trustees.
- 4.10 If the Chief Executive & Secretary has any conflicts or potential conflicts, then they shall make a declaration about those conflicts to the Club Chair.
- 4.11 If any issue arises in respect of an employee, the matter shall be referred to the Chief Executive & Secretary or, if they are unable to deal with the matter, to the Club Chair.
- 4.12 MCC will maintain registers of interests for all Responsible Individuals. The responsibility for compiling and maintaining the registers of interests rests with the Membership Director. It is important for each Responsible Individual to provide as much information as possible for the registers of interests to encourage transparency.
- 4.13 Responsible Individuals will be invited to submit or update details for the registers of interests prior to the commencement of each new Club year, i.e. prior to 1 October in each year, or on appointment. It is the responsibility of Responsible Individuals to notify the Membership Director of any changes that occur. The Membership Director will invite Responsible Individuals to review their records on the registers of interests on an annual basis.
- 4.14 The registers of interests will be posted on the Members' section of [www.lords.org](http://www.lords.org) and may also be inspected by the auditors.

## 5. **Confidentiality**

- 5.1 All information that MCC supplies or has supplied to Responsible Individuals is confidential. Responsible Individuals shall hold confidential all such information and must refrain from disclosing it at any time to the media or to any person. For the purposes of this Code **Confidential Information** means all documents and information in any format, including electronic and paper format and information supplied orally, including as a result of attending meetings.
- 5.2 Responsible Individuals shall not disclose any facts, data or other information entrusted to them by virtue of their position within MCC and agree that MCC will keep all Confidential Information confidential and will not, without express prior written approval from the Club Chair, disclose or discuss in any way Confidential Information to or with the media or any other person, other than to or with other Responsible Individuals.
- 5.3 The obligations as to confidentiality and non-disclosure do not apply to matters that are within the public domain (otherwise than by reason of a breach of the terms of this Code or the Royal Charter or Rules of the Club) or to the extent that disclosure is required by an order of any court of competent jurisdiction or any competent judicial, governmental or regulatory

body.

- 5.4 Before Responsible Individuals disclose any information pursuant to paragraph 5.3 above, they must (to the extent permitted by law) use their best endeavours to inform the Chief Executive & Secretary of the full circumstances of the disclosure and the information that will be disclosed and consult with the Chief Executive & Secretary (or to such person(s) to whom the Chief Executive & Secretary may refer the matter) as to possible steps to avoid or limit disclosure and take those steps where they would not result in significant adverse consequence to the Responsible Individuals. If the Responsible Individual is unable to inform the Chief Executive & Secretary before a disclosure is made, they must (to the extent permitted by law) inform the Chief Executive & Secretary immediately after the disclosure of the full circumstances of the disclosure and the information that has been disclosed.
- 5.5 Responsible Individuals will keep all Confidential Information in a safe and secure place and on demand will return all papers and information in other formats and any copies that have been made. Where Confidential Information or any copies exist in electronic format, Responsible Individuals must, if MCC requests, delete the electronic files which hold that Confidential Information.
- 5.6 These duties of confidentiality will continue indefinitely or until such time that such information comes into the public domain, other than by breach of this confidentiality obligation or unless and until a Responsible Individual is required, by law, to disclose such information.
- 5.7 For the avoidance of doubt, the obligations as to confidentiality and non-disclosure are subject to the Club's Whistleblowing Policy in force from time to time.

## 6. **Use of AI meeting apps**

- 6.1 The use of AI meeting apps to record and transcribe MCC meetings by anyone other than MCC itself is prohibited. This is to ensure the confidentiality and integrity of Club business.

## 7. **Anti-Corruption, Bribery and Gifts, including Hospitality**

- 7.1 Responsible Individuals shall comply with the Club's **Anti-Corruption, Anti-Bribery and Gifts Policy**, from time to time in place, a copy of which is set out in Schedule 1.

## 8. **Betting, Gaming or Gambling**

- 8.1 No Responsible Individual shall be engaged or involved in match fixing or conduct analogous thereto as determined by the International Cricket Council from time to time.
- 8.2 No Responsible Individual shall, either directly or indirectly, bet or instruct, permit or enable any person for the benefit of any Responsible Individual to bet on the result, progress or conduct of any cricket match or cricket competition.
- 8.3 No Responsible Individual shall have any business association or enter into any business arrangement (whether formal or informal) with any person or organisation who has interests in gambling or any other form of financial speculation on the outcome of any sporting event anywhere in the world if such association or arrangement involves the payment of any moneys to or by, or the conferring of any benefit(s) or advantages(s) upon or by, the Responsible Individual either directly or indirectly for entering into such association or arrangement.
- 8.4 It is not permitted and a Responsible Person shall be in breach of this Code if a member of their immediate family (being a spouse, former spouse, civil partner, former civil partner,

parent, sibling, son or daughter) has a controlling interest in a betting business, a substantial relationship with a betting business or is employed in the day-to-day operational control of a betting business.

8.5 Subject always to the written approval of the Chief Executive & Secretary, as an exception to paragraphs 7.3 and 7.4 above, a Responsible Individual shall not be in breach of the Code if they are employed by, or have a business association with, an organisation which is or has a betting business, provided that the Responsible Individual can show to the Chief Executive & Secretary (or to such person(s) to whom the Chief Executive & Secretary may refer the matter) both that they have no direct involvement with the betting business and also that they derive no direct or indirect benefit from the betting business, save that a fee payable to the Responsible Individual referable to their being an employee of the organisation shall be acceptable under the Code.

8.6 For the avoidance of doubt:

8.6.1 the receipt of winnings by Responsible Individuals as a result of successful gambling on any matter unconnected with cricket shall not in itself constitute a breach of the Code; and

8.6.2 for the purposes of the Code, references in the paragraphs above to business association, business arrangement, and a betting business shall encompass not only an actual business association, business arrangement or betting business, but also an association, arrangement or business which is, in the opinion of the MCC Committee perceived as an association, arrangement, business or connection in any way with betting, gaming or gambling of any kind.

## **9 Enforcement**

9.1 Each Responsible Individual is required to acknowledge receipt of the Code and agree in writing to abide by the terms set out in the Code. Failure to do so will result in an appointment not being confirmed or removal from office, as the case may be, or if an employee, they will be dealt with in accordance with MCC's **Disciplinary Policy**.

9.2 Responsible Individuals are expected to use good judgment in abiding by the Code. Any breach of the Code may expose a Responsible Individual and/or MCC to civil and criminal liability and may harm their reputation and therefore the ability of MCC to achieve the Objects. If a Responsible Individual has any doubts as to whether they may breach the Code or may be in breach of the Code, they should consult the Chief Executive & Secretary.

9.3 A Responsible Individual who breaches the Code may be subject to the disciplinary procedures of MCC. The Chief Executive & Secretary shall review all alleged violations of the Code. If appropriate, employees will be dealt with in accordance with MCC's **Disciplinary Policy** and serious cases may amount to gross misconduct resulting in dismissal, and Non-Executives will be dealt with in accordance with the **Rules of the Club, Members' Code of Conduct** and **Members' Disciplinary Regulations**.

9.4 Each Responsible Individual shall not only abide by the Code but shall also be under an obligation to report violations of the Code when they become aware of them.

9.5 This Code serves as a framework to guide ethical conduct, but by no means covers every situation. If individuals are unclear about the requirements of this Code, they should consult the Chief Executive & Secretary.

9.6 Responsible Individuals shall have a responsibility to ask questions and to clarify their position if they have doubts about a situation or proposed course of action.

**SCHEDULE 1**

**ANTI-CORRUPTION, ANTI-BRIBERY AND GIFTS POLICY**

**1. Overview**

- 1.1. This Policy outlines the standards and procedures of Marylebone Cricket Club (**MCC** or the **Club**) relating to anti-corruption, anti-bribery and the receiving and giving of Gifts, as defined in paragraph 3 below.
- 1.2. MCC is committed to conducting its business with honesty and integrity. Given its prominent role in cricket, MCC attracts interest from third parties such as sponsors, suppliers, government bodies and advisors. These parties may seek to influence MCC's decision-making through the offer of Gift. This Policy aims to protect MCC and its representatives from undue influence a reputational risk by ensuring impartiality in all decision-making.
- 1.3. The same ethical standards apply when giving Gifts as when receiving them. MCC must ensure that no Gift is given with the intent improperly to influence business decisions.

**2. Scope**

- 2.1. This Policy applies to all employees and all those individuals who serve on the MCC Committee, principal committees, sub-committees and working parties, and the Trustees (**Non-Executives**) (collectively **Individuals**).
- 2.2. This Policy does not form part of any employee's contract of employment or Members' appointment to a committee or working party or as a Trustee. It may be amended at any time.

**3. Used Terms**

<b>Gifts</b>	Any payment, rebate, discount, commission, voucher, gratuity, entertainment, hospitality, service, favour or other benefit, whether financial or non-financial, of any nature.
<b>Bribery</b>	A financial or other inducement for action that is illegal, unethical, a breach of trust, or improper in any way. Bribery may involve money, gifts, services including hospitality, or any other advantage. Both offering and receiving bribes is illegal in most jurisdictions.
<b>Corruption</b>	Includes dishonest practices such as Bribery, embezzlement, nepotism and fraud. It involves the abuse of entrusted power for personal gain and can manifest in multiple forms beyond just Bribery.

**4. Bribery and Corruption**

- 4.1. The Club takes a zero-tolerance approach to Bribery and Corruption and is committed to acting professionally, fairly and with integrity in all MCC activities and relationships. Serious breaches of this Policy may include actions such as intentional Bribery, fraud, or any attempt to misuse one's position for personal gain.
- 4.2. Breaches by employees will be dealt with in accordance with MCC's **Disciplinary Policy** and serious cases may amount to gross misconduct resulting in dismissal; and
- 4.3. Breaches by Non-Executives will be dealt with in accordance with the **Rules of the Club, Members' Code of Conduct** and **Members' Disciplinary Regulations**.

## **5. Gift Rules**

- 5.1. Individuals are not permitted to accept or to give a Gift which is inappropriate or if its primary purpose is to influence a decision, reward preferential treatment, or create an expectation of future favours without the advance consent of the Chief Executive or General Counsel, who will seek input from the Club Chair or the Trustees as appropriate. This is to ensure the Gift complies with this Policy and avoid potential conflicts of interest. They will decide if the Gift should be declared to the General Counsel on the attached Gifts Form.
- 5.2. For the purposes of this Policy, in the case of the Chief Executive & Secretary, it is the Club Chair from whom input must be sought as appropriate. In the case of the Club Chair, it is the Trustees from whom input must be sought as appropriate.
- 5.3. **Guideline 1:** the Gift is inappropriate.
  - 5.3.1 Individuals may give or accept only items of nominal value in accordance with local customs. Gifts under £100, such as branded merchandise or small tokens such as chocolates, are typically acceptable, but must still be evaluated for appropriateness.
  - 5.3.2 Before a Non-Executive gives anything, and immediately after receiving anything, they must inform the Chief Executive & Secretary and in the case of an employee the member of the Executive Management Board (EMB) responsible for them, and in the case of an EMB member, the Chief Executive & Secretary, who will decide if the Gift should be declared to the General Counsel on the attached Gifts Form.
  - 5.3.3 Although normal corporate hospitality and meals generally will not be considered lavish, and therefore generally will not require reporting, anything valued at over £100 will be presumed to be lavish, including extravagant entertainment, free air travel and overnight accommodation, and should be declared to the General Counsel before giving or receiving.
- 5.4. **Guideline 2:** the Gift is unacceptable if its primary purpose is to influence a decision, reward preferential treatment, or create an expectation of future favours.
- 5.5. It is unacceptable to:
  - 5.7.1 give, promise to give, or offer any Gift in the expectation that a business advantage will be received in return, or to reward any business received; or
  - 5.7.2 accept any offer from a third party that it is known or suspected is made with the expectation that MCC will provide a business advantage for them or anyone else; or
  - 5.7.3 give or offer any payment (a facilitation payment or "kick back") to a government official in any country to facilitate or speed up a routine or necessary procedure.
- 5.6. In deciding if a Gift meets the definition in paragraph 5.4, an Individual must consider if its offer or receipt would be perceived as influential. In the case of a Non-Executive, any Gift meeting this definition must be reported to the Chief Executive & Secretary and in the case of an employee, to the EMB member responsible for them and also must be declared to the Chief Executive & Secretary and General Counsel. They will determine how the Gift should be handled, e.g. if it should be returned to the sender, held by MCC, or donated to charity.
- 5.7. In the case of the Chief Executive & Secretary giving or receiving a Gift, they must declare any such Gift to the Club Chair, who will determine how it is to be handled. In the case of the Club Chair giving or receiving a Gift, they must declare any such Gift to the Trustees, who will determine how it is to be handled. In both cases, the General Counsel must be advised as appropriate.

- 5.8. This Policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes, such as building relationships or maintaining MCC's standing or reputation. Gifts must be suitable in type and value for the circumstances and the reason for the gift. They must not include cash or cash equivalents (such as vouchers), nor be given in secret. All gifts must be presented in MCC's name, not in the name of any individual.
- 5.9. Individuals must be aware that giving to governmental bodies or political parties is an area of serious concern, and in all cases, regardless of the value of the Gift, must be reported to the appropriate EMB member, the General Counsel and declared to and approved in advance by the Chief Executive & Secretary. In the case of a Gift given or received by the Chief Executive & Secretary to a governmental body or political party, it must be declared to and approved in advance by the Club Chair.

## **6. Guidelines and Examples**

- 6.1 To assist Individuals in determining what constitutes a Gift that must be declared to the General Counsel, please see the below examples.
- 6.1.1. An Individual is invited by Potential Sponsor Limited or Potential Architect Limited to an all-expenses paid trip to Las Vegas to attend a gala dinner.
- Declaration required. *Must be declared as this could be perceived as an attempt to influence decision-marking and may create a conflict of interest.*
- 6.1.2. A stationery supplier seeking to be appointed as MCC's supplier offers to provide an Individual within the Finance Department with free wedding invitations for their impending wedding.
- Declaration required. *Must be declared as the Gift is for an Individual within the Finance Department which oversees stationery and therefore may be influenced.*
- 6.1.3. An Individual working closely with a particular games venue that hosts rugby knows they can get free tickets to an International rugby match by asking their venue contact for them.
- Declaration required. *Must be declared and approval sought from the Chief Executive & Secretary or General Counsel as it may influence (or be perceived to influence) the Individual's decisions relating to the venue.*
- 6.1.4. Items of nominal value such as flowers, chocolates or promotional merchandising from existing or potential suppliers.
- Declaration unlikely to be required. *However, even items of nominal value from organisations competing with e.g. MCC's actual or potential sponsors or in connection with MCC's redevelopment programme, may be problematic and should be declared to the General Counsel.*
- 6.1.5. Items of nominal value from national governing bodies or sports federations e.g. the International Cricket Council offering free ties to Individuals.
- Declaration unlikely to be required if proportionate. *However, the value and reason for the Gift should be considered and if appropriate, declared to the General Counsel.*
- 6.2. Invitations to meals, the theatre, concert or sporting event tickets are generally acceptable if proportional and within the scope of regular corporate hospitality. However, special care must be taken when the invitation is from a third party involved in significant MCC business.

6.3. If there is any doubt as to whether a Gift should be declared to the General Counsel or otherwise, it should always be declared.

**7. Record-keeping**

7.1. All Individuals must keep a written record of all Gifts given or received, even if these were not required to be declared. Where Gifts have been declared to the General Counsel, these are recorded in the Gifts Register, which is maintained by the General Counsel's office.

7.2. All expenses claims relating to Gifts must be submitted in accordance with MCC's **Expenses Policy**, including the reason for expenditure.

7.3. All accounts must be accurate and transparent, and no off-book accounts should be maintained to hide improper payments.

7.4. An annual declaration in relation to Gifts may be required to be made.

**8. How to raise a concern**

8.1. If an Individual is offered a bribe, or is asked to make one, or they suspect that any Bribery, Corruption or other breach of this Policy has occurred or may occur, they should immediately report it to a Trustee, the Chief Executive & Secretary or the General Counsel. Investigations will be conducted, and appropriate disciplinary actions will follow if necessary.

**9. Review**

9.1. This Policy will be reviewed annually or as needed in response to changes in legislation, emerging risks, or guidelines from regulatory authorities, e.g. HMRC.

**10. How to contact the General Counsel**

Email: [holly.roper-curzon@mcc.org.uk](mailto:holly.roper-curzon@mcc.org.uk)

Telephone: 020 7616 8515

<b>DATE APPROVED:</b>	August 2025
<b>NEXT REVIEW DATE:</b>	August 2026
<b>OWNER:</b>	Chief People Officer and General Counsel
<b>DOCUMENT NAME:</b>	Anti-Corruption, Anti-Bribery and Gifts Policy

**GIFTS FORM**

Name	
Nature of gift, entertainment or benefit given or received (describe in detail)	
Date when given or received	
Name of other party	
Name(s) of other individuals from other party involved	
Name(s) of other MCC individuals involved	
Approximate value of gift, entertainment or benefit	

**I confirm that the giving or receipt of the above gift, entertainment or benefit complies with the Club's Anti-Corruption, Anti-Bribery and Gifts Policy or as otherwise made known to me. I understand that any gift, entertainment or benefit received by me may have to be refused and returned to the donor if it is deemed inappropriate.**

**Signature** \_\_\_\_\_

**Date** \_\_\_\_\_

Please complete and sign the form, then submit it the General Counsel via email at [holly.roper-curzon@mcc.org.uk](mailto:holly.roper-curzon@mcc.org.uk)