

THE COMPANIES ACTS 1985, 1989 AND 2006

---

PRIVATE COMPANY LIMITED BY GUARANTEE

---

**ARTICLES OF ASSOCIATION**

**- of -**

**FELLING CRICKET CLUB LIMITED**

## **PART 1**

### **DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY**

#### **1. Defined terms<sup>1</sup>**

1.1 In these Articles, unless the context requires otherwise:

"the 2006 Act" means the Companies Act 2006 as modified by statute or re-enacted from time to time;

"Articles" means these articles of association, as may be amended from time to time;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"Board" means the board of directors of the Club established from time to time in accordance with the Articles, the members of which are the directors of the Club for the purposes of the Companies Acts;

"Chairman" means the person elected from time to time in accordance with these Articles as the chairman of the Club;

"clear days" means a period of days exclusive of the day on which the notice is served and of the day for which it is given;

"Club" means the above named company;

"Companies" means the Companies Acts (as defined in section 2 of the 2006

Acts"	Act), in so far as they apply to the Club;
"Constituent Body"	means the Constituent Body of the ECB to which the Club is from time to time affiliated and which at the date of incorporation is Durham County Cricket Board.
"director"	means a director of the company, and includes any person occupying the position of director, by whatever name called;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"Elected Director"	INTENTIONALLY LEFT BLANK
"electronic form"	has the meaning given in Section 1168 of the 2006 Act;
"general meeting"	Means an annual general meeting or other general meeting of the Club;
"hard copy form"	has the meaning given in Section 1168 of the 2006 Act;
"the ICC"	means the international governing body for cricket, which at the date of incorporation is the International Cricket Council;
"Life Member"	means a member who is appointed as a life member .
"member"	means the persons admitted to the membership of the Club in accordance with the Articles and any Rules from time to time in force;
"Non-Voting Members"	means all members of the Club other than the Voting Members and who shall not be members for the purposes of the

	Companies Acts;
"Officers of the club"	means the persons elected from time to time in accordance with these articles to hold the roles of Chairman, Secretary and Treasurer;
"ordinary resolution"	has the meaning given in Section 282 of the 2006 Act;
"the ECB"	means the England and Wales Cricket Board (a Company Limited By Guarantee with registered number 3251364 which is the governing body of cricket within England and Wales) of Lords Cricket Ground, London NW8 8Q;
"Rules"	means the rules and regulations of the Club made by the Board or by the Club in general meeting, as amended from time to time;
"Secretary"	means the secretary of the Club appointed from time to time in accordance with these Articles and who shall also be the company secretary for the purposes of the Companies Acts;
"special resolution"	has the meaning given in Section 283 of the 2006 Act;
"subsidiary"	has the meaning given in Section 1159 of the 2006 Act;
"Voting"	means the members of the Club who, under these Articles are entitled to receive notice of, attend and vote at general meetings

Members" and who are members of the Club for the purposes of the Companies Acts; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the 2006 Act.

Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.

For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

## COMMUNITY AND INTEREST COMPANY AND ASSET LOCK

### 1. **Community Interest Company**

The Company is to be a community interest company.

#### 1.1. **Asset Lock**

1.1.1 The Company shall not transfer any of its assets other than for full consideration.

1.2 Provided the conditions in Article 1.3 are satisfied, Article 1.1.1 shall not apply to:

(a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and

(b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

1.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

1.4 If:

the Company is wound up under the Insolvency Act 1986; and

all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body determined in accordance with Article 1.5 below.

1.5 For the purposes of this Article 1.1, the recipient of the Company's assets under Articles 1.2 and 1.4 shall be such CIC, charity or permitted industrial and provident society (or non-UK based equivalent) as shall have been nominated by the Company with the consent of the Regulator.

1.6. **Not for profit**

The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community.

## 2. Objects

2.1 The objects for which the Club is established ("Objects") are:

- 2.1.1 to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of Felling Cricket Club and to indemnify Felling Cricket Club, its officers, members, and members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Felling Cricket Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Felling Cricket Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
- 2.1.2 principally to provide facilities for cricket and generally to promote, encourage and facilitate the playing of amateur cricket in the area of Heworth and Felling and amongst the wider community; **[VITAL for CASC]**;
- 2.1.3 The Club may provide sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, away-match expenses, post-match refreshments and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Corporation Tax Act 2010.
- 2.1.4 to provide and maintain Club premises at High Heworth Lane Cricket Ground and club-owned cricket equipment for the use of its members (without discrimination); **[VITAL for CASC]**;
- 2.1.5 to provide other ordinary benefits of an amateur sports club as set out in Part 13 Chapter 9 Corporation Tax Act 2010 including without limitation provision of suitably qualified coaches, coaching courses, insurance, medical treatment and match refreshments; **[VITAL for CASC]**
- 2.1.6 to sell or supply food and/or drink and provide other activities as a social adjunct to the sporting purposes of the Club;

- 2.1.7 to obtain funding for the activities of the Club by collecting entrance fees, bar and event takings, membership subscriptions, and match fees, by obtaining sponsorship, and other available sources as the Board determines;
- 2.1.8 A bank account shall be maintained in the name of the Club (the Club Account). Three designated account signatories shall be selected by the Board and no sum shall be drawn from the club account except by two of the three signatories.
- 2.1.9 The treasurer shall be responsible for the finances of the club and providing a report on the financial position of the club as required by the Board.
- 2.1.10 Annual accounts will be prepared by qualified accountants appointed annually by the Board.
- 2.1.11 to promote amateur cricket within the Club;
- 2.1.12 to affiliate to the ECB (through the membership of the Club's nominee to the ECB, such nominee to be the Secretary or another officer of the Club approved by the ECB) and to affiliate to the Constituent Body designated to it by the ECB;
- 2.1.13 to comply with and uphold the rules and regulations of the Constituent Body, the ECB and the ICC as amended from time to time and the rules and regulations of any body to which the ECB is affiliated;
- 2.1.14 to acquire, establish, own, operate and turn to account in any way for the members' benefit the cricket facilities of the Club together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable;
- 2.1.15 to make rules, regulations, bye-laws and standing orders concerning the operation of the Club including without limitation regulations concerning disciplinary procedures that may be taken against the members;

- 2.1.16 to discipline the members where permitted by its Rules and to refer its members to be disciplined by the ECB or the Constituent Body (as appropriate) where so required by the rules and regulations of the ECB or the Constituent Body (as the case may be);
- 2.1.17 to undertake and execute charitable trusts relating to the activities of the Club;
- 2.1.18 to make donations or offer support to cricket clubs which are charities or community amateur sports clubs; and
- 2.1.19 to do all such other things as shall be thought fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.
- 2.1.20 The Club shall appoint a Club Safeguarding Officer to ensure compliance with safeguarding legislation and adopt and implement the ECB Safe Hands, Cricket's Policy for Safeguarding Children and any future versions of the policy the club will adopt all other Safeguarding Policies deemed appropriate by the ECB.
- 2.1.21 The Club Safeguarding Officer will report to relevant Board meetings and the reports, together with any action taken must be recorded in the minutes.
- 2.1.22 The Club shall adopt and implement the ECB Cricket Equity Policy and any future versions of this policy.

- 2.2 The operating name of the club is Felling Cricket Club
- 2.3 The club colours shall be predominantly maroon and gold.

### 3. **Powers**

- 3.1 The Club shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects ("the Powers").
- 3.2 The income and property of the Club shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Club or third parties other than other registered community amateur sports clubs or charities. **[This wording is CASC compliant and must not be amended.]**
- 3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Club:
  - 3.3.1 THIS SECTION INTENTIONALLY LEFT BLANK
  - 3.3.2 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses;
  - 3.3.3 of interest on money lent by a member of the Club or its directors at a commercial rate of interest;
  - 3.3.4 of reasonable and proper rent for premises demised or let by any member of the Club or by any director; or
  - 3.3.5 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Club; or
  - 3.3.6 other payments as are permitted by these Articles.

4. **Liability of members**

- 4.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a member or within one year after he ceases to be a member, for any of the items set out in Article 4.2.
- 4.2 The items for which the members undertake to contribute are:
  - 4.2.1 payment of the Club's debts and liabilities contracted before he ceases to be a member;
  - 4.2.2 payment of the costs, charges and expenses of winding up; and
  - 4.2.3 adjustment of the rights of the contributories among themselves.

**PART 2**  
**DIRECTORS**

**DIRECTORS' POWERS AND RESPONSIBILITIES**

**5. Directors' general authority**

- 5.1 Subject to these Articles, any Rules made pursuant to them and the Companies Acts, the Board is responsible for the management of the Club's business, for which purpose it may exercise all the powers of the Club.
- 5.2 No Rule made by the Club in general meeting pursuant to Article 45 shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.

**6. Directors may delegate**

- 6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:
  - 6.1.1 to such person or committee;
  - 6.1.2 by such means (including by power of attorney);
  - 6.1.3 to such an extent;
  - 6.1.4 in relation to such matters or territories; and
  - 6.1.5 on such terms and conditions;
  - 6.1.6 as it thinks fit.
- 6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.
- 6.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

6.4 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

**7. Committees**

7.1 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

7.2 The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

7.3 The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be two.

**DECISION-MAKING BY DIRECTORS**

**8. Directors to take decisions collectively**

8.1 Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 9.

**9. Unanimous decisions**

9.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

9.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

9.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.

9.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

**10. Calling a meeting of the Board**

10.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least two such meetings shall be held in each year.

10.2 The Board shall report on their activities to the members at the annual general meeting.

10.3 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Secretary to give such notice.

10.4 Notice of any meeting of the Board must indicate:

10.4.1 its proposed date and time;

10.4.2 where it is to take place; and

10.4.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

10.5 Six days clear notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

**11. Participation in meetings of the Board**

11.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

11.1.1 the meeting has been called and takes place in accordance with these Articles, and

- 11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.
- 11.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **12. Composition of the Board and Quorum**

- 12.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.
- 12.3 Subject to Article 12.4, the Board may act notwithstanding any vacancy in their body.
- 12.4 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
  - 12.4.1 to call a general meeting so as to enable the members to fill a casual vacancy arising among the directors; or
  - 12.4.2 to admit members to the Club.

## **13. Chairing of meetings of the Board**

- 13.1 The Chairman shall be chairman of the Board. The Chairman shall preside as chairman at all meetings of the Board at which he shall be present.

- 13.2 If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or he is not willing to preside, the members of the Board present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is known as the chairman.
- 13.3 Questions arising at a Directors' meeting shall be decided by a majority of votes.
- 13.4 In all proceedings of Directors each Director must not have more than one vote.

#### **14. Casting vote**

- 14.1 If the numbers of votes for and against a proposal are equal, the Chairman or other director chairing the meeting of the Board has a casting vote.
- 14.2 Article 14.1 shall not apply to give a casting vote to the Chairman or other director chairing the meeting (as appropriate) if, in accordance with these Articles, the Chairman or other director is to be counted as participating in the decision-making process for quorum or voting purposes.

#### **14.3 Decisions without a meeting**

- 14.3.1 The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.
- 14.3.2 A decision which is made in accordance with Article 14.3.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;

following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 14.3.2;

the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

the Recipient must prepare a minute of the decision in accordance with Article 478.

## **15. Conflicts of interest**

15.1 Subject to Article 15.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Club in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15.2 The prohibition under Article 15.1 shall not apply when:

15.2.1 the Board approves the director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest;

15.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or

15.2.3 the director's conflict of interest arises from a permitted cause.

15.3 For the purposes of Article 15.2, the following are "permitted causes":

15.3.1 a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Club or any of its subsidiaries (if any);

15.3.2 subscription, or an agreement to subscribe, for securities of the Club or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

15.3.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Club or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors.

15.4 For the purposes of Article 15, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.

15.5 Subject to Article 15.6, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.

15.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

15.7 A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Club only where such matter has been authorised by the Board in accordance with Section 175 of the 2006 Act.

## **16. Records of decisions to be kept**

16.1 The Board must ensure that the Club keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Board and by the Club at general meeting.

16.2 Any such records, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

16.3 Any such records shall be circulated to all members of the Board.

**17. Directors' discretion to make further rules**

17.1 Subject to those Rules to be made, varied or revoked by the Voting Members in general meeting in accordance with Article 45 below, the Board shall have the power to make, vary and revoke the Rules including, but not limited to, Rules:

- 17.1.1 setting out different categories of membership of the Club;
- 17.1.2 setting the criteria for admission to membership of the Club for the different categories of members;
- 17.1.3 creating regulations, standing orders and/or bye-laws for the better administration of the Club and to regulate the function, role and operation of committees to assist the board in the better administration of the Club;
- 17.1.4 setting or adopting such other regulations or policies, including for example child protection and equity policies, as the board thinks fit; and
- 17.1.5 in relation to licensable activities of the Club provided that nothing in those Rules shall prejudice the Club's status as a Community Amateur Sports Club under Schedule 18 Finance Act 2002 and provided that the said Rules shall be consistent with these Articles and the Companies Acts. **[This wording is CASC compliant and must not be amended.]**

**APPOINTMENT OF DIRECTORS**

**18. Methods of appointing directors**

18.1 The Board of Directors and Company Secretary will be elected each year at an Annual General Meeting (AGM) and follow the procedures set down in the Supplementary Rules 2023.

18.2 Directors will be elected by way of exhaustive ballot whereby the candidate with the most votes is elected on a round by round basis until the positions are filled.

18.2.1 A casual vacancy arising on the Board shall be filled by the Club in a general

meeting or alternatively co-opted onto the Board by a two third majority of the Directors provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

- 18.3 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.
- 18.4 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:
  - (a) by ordinary resolution; or
  - (b) by a decision of the Directors.
- 18.5 In any case where, as a result of death, the Company has no members and no Directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a member.
- 18.6 For the purposes of Article 18.8, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.
- 18.7 The members of the board shall be :
  - 18.7.1 The officers of the club and all other Directors not holding a formal role.
- 18.8 All acts carried out in good faith at any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

## **19. Elected Directors**

The purpose of the elected Directors is to:

- 19.1 to represent the members in making recommendations to the Board
- 19.1.1 to represent particular aspects of the running and development of the Club;
- 19.1.2 to uphold the Club policies, rules, ethos and values;
- 19.1.3 to represent the Club in the community and the sport; and
- 19.1.4 to support the Board.

## **20. Termination of director's appointment**

- 20.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Club as soon as:
  - 20.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
  - 20.1.2 a bankruptcy order is made against that person;
  - 20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - 20.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - 20.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - 20.1.6 that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board and two thirds of all other members of the Board resolve that his office be vacated;

- 20.1.7 that person is requested to resign by two thirds of all other members of the Board acting together;
- 20.1.8 notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 20.1.9 A Director of the Board who is removed from office for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.
- 20.1.10 at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views.

## **21. Directors' remuneration**

- 21.1 Directors may undertake any services for the Company that the Directors decide.
- 21.2 Directors are entitled to such remuneration as the Directors determine:
  - (a) for their services to the Company as Directors; and
  - (b) for any other service which they undertake for the Company.
- 21.3 Unless the Board decides otherwise, directors are not accountable to the Club for any remuneration which they receive as directors or other officers or employees of the Club's subsidiaries (if any) or of any other body corporate in which the Club is interested (if any).

## **22. Directors' expenses**

- 22.1 Without prejudice to Article 21, the Club may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- 22.1.1 meetings of the Board or committees of the Board; or
- 22.1.2 general meetings,
- 22.1.3 separate meetings of any class of members or of the holders of any debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

### **BECOMING AND CEASING TO BE A MEMBER**

#### **23. Applications for membership**

- 23.1 All persons who are admitted by the Board for membership in accordance with these Articles, shall be the members of the Club.
- 23.2 No person shall become a member of the Club unless:
  - 23.2.1 that person has completed an application for membership in a form approved by the Board, and
  - 23.2.2 the Board has approved the application.
- 23.3 For the avoidance of doubt membership is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of the sport or the good conduct and interests of the Club and no person shall be denied membership of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs. ***[This wording is CASC compliant and must not be amended.]***
- 23.4 For the purposes of registration, the number of members is declared to be unlimited.
- 23.5 A person shall not be entitled to any privileges of the Club until his application for membership has been approved by the Board.

23.6 The Club consists of voting and non-voting members. No member shall be entitled to attend or vote at a General Meeting unless they have been a fully paid up member of the Club for six months.

23.7 There shall be the following classes of membership;

23.7.1 Full playing members

23.7.2 Life Members

23.7.3 Full Members

23.7.4 Junior Members (Under 18 years of age)

23.7.5 Social Members

23.8 The Voting Members shall be those described in 26.7.1 - 3 above and shall be known as “Full Members” admitted to the Club by the Board upon application in accordance with the Articles.

23.9 Junior Members shall be those described in 26.7.4 above who participate in playing cricket for or at the Club who are under the age of 18 . Junior members are Full members of the club without a right to vote until they reach the age of 18.

23.10 Non-Voting Members shall be those individuals who are taking part in ancillary activities in the Clubhouse or Grounds, they shall be known as “Social Members”.

23.11 Voting Members are entitled (under the Articles of Association) to receive notice of, attend and vote at general meetings of the Club (either in person or through his proxy); propose and second candidates for election; receive all Club publications; and to such other membership rights as the Club in general meeting shall from time to time determine.

23.11.1 Any voting member who wishes to table a motion, addition to or amendment to the rules must put it in writing to the Secretary at least 14 days before the date of the meeting.

23.11.2 Any voting member who wishes to query the annual accounts or propose ‘any other business’ must put it in writing to the Secretary at least 14 days before the date of the meeting.

23.12 Non-Voting Members are entitled to receive all Club publications and such other membership rights as the Club in general meeting shall from time to time determine. They are not entitled to receive notice of, attend and vote at general meetings of the Club or propose and second candidates for election.

23.13 The Board may from time to time fix the levels of entrance fees, annual subscriptions and match fees to be paid by the different categories of members provided that the Board shall use its best endeavors to ensure that the fees set by it do not preclude open membership of the Club. [***This wording is CASC compliant and must not be amended.***]

## **24. Conditions of membership**

24.1 All members shall be subject to the Rules and shall respect the ECB Code of Conduct and the laws of the game of cricket as set from time to time by the ECB.

24.2 The members shall pay any entrance fees and annual subscription set by the Board under Article 26.13 The due date for payment of Annual Subscriptions is 1<sup>st</sup> April each year.

24.3 Any member whose subscription fee is more than one month in arrears, i.e. unpaid by 1st February each year, shall be deemed to have lapsed and no longer valid.

24.4 Any member whose subscription fee is more than seven months in arrears, i.e. unpaid by 31<sup>st</sup> July each year, shall be deemed to have resigned his membership of the Club and will have to reapply for membership. [***This wording is CASC compliant and must not be amended.***]

24.5 The Club may call upon any member of the Club to attend any meetings to reply to any relevant question that may be put to them, and to produce any relevant letters, papers, books, or electronic storage devices.

24.6 Should they fail to comply without reasonable excuse or refuse to answer any relevant questions put to them, or make misleading statements, or refuse to produce any relevant letters, papers, books, or electronic storage devices, they may be suspended or otherwise be dealt with at the discretion of the Board.

24.7 Any Member over 18 years of age may introduce guests to the Club, and any player, coach, other team representative, match official or spectator attending the Club's premises (by invitation of the Club) who is not a Member shall be a guest of the Board, provided that no one whose application for membership has been declined or who has been expelled from the Club may be introduced as a guest.

24.8 A Member introducing a guest must enter the name and address of the guest together with the name of the introducer in a book which must be kept on the Club's premises. The exception to this shall be any player, coach, other team representative, match official or spectator attending the Club's premises for the purpose of playing or watching sport at the Club.

## **25. Termination of membership**

25.1 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Club so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Club within a time specified in such notice. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such sub-committee to which it has delegated its powers. The Board or sub-committee and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Board members or sub-committee members present and voting shall, after receiving

the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members. The Board may exclude the member from the Club's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Club's premises to attend that meeting (if it is held at them) for the purpose of making his representations. [***This wording is CASC compliant and must not be amended.***]

- 25.2 A member may withdraw from membership of the Club by giving seven clear days' notice to the Club in writing.
- 25.3 A membership terminates automatically when that person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.
- 25.4 Membership is not transferable.
- 25.5 Any person ceasing to be a member forfeits all rights in relation to and claims upon the Club, its property and its funds and has no right to the return of any part of his subscription. The Board may refund an appropriate part of a resigning member's subscription if it considers it appropriate taking account of all the circumstances.

## **ORGANISATION OF GENERAL MEETINGS**

### **26. General Meetings**

The Club shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.

26.1 The Board shall ensure minutes are recorded of:

26.1.1 All appointments and resignations of members of the Board.

26.1.2 The names of all members of the Club present at all meetings of the Club and of the Board.

26.1.3 Proceedings at all meetings of the Club.

26.1.4 A statement of affairs shall be prepared covering the period between Club meetings.

26.2 The Directors may call a general meeting at any time.

26.3 The Directors must call a general meeting if required to do so by the members under the Companies Acts.

26.4 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted.

26.4.1 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

26.4.2 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

26.5 Notice of general meetings must be given to every member, to the Directors and to the auditors of the Company (if applicable).

26.6 The annual general meeting shall be held for the following purposes:

- 26.6.1 to receive from the Board the Club's accounts;
- 26.6.2 to receive from the Board a report of the activities of the Club since the previous annual general meeting;
- 26.6.3 to reappoint the Club's auditors as required from time to time (if applicable);
- 26.6.4 to announce the election (as appropriate) of any new Directors to be appointed in accordance with these Articles
- 26.6.5 to transact such other business as may be brought before it (including without limitation the appointment of Life Members (in recognition of outstanding contribution or long service to the Club)).

26.7 All general meetings, other than annual general meetings, shall be called general meetings.

**27. Attendance and speaking at general meetings**

- 27.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 27.2 A person is able to exercise the right to vote at a general meeting when:
  - 27.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - 27.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

- 27.3 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to vote at it.
- 27.4 All members who wish to pose questions, propose motions, additions to or amendments to rules at the meeting should do so in writing to the Secretary no later than 14 days prior to the meeting. No questions will be taken at the meeting.
- 27.5 Unless specified in the resolution of the general meeting no issues will be raised that require any vote to take place.

#### **Quorum for general meetings**

- 27.6 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 27.7 Subject to Article 34.6, ten Voting Members (or at least half of the Voting Members, should their number fall below twenty) of the Club present in person shall be a quorum.

#### **28. Chairing general meetings**

- 28.1 The Chairman shall chair general meetings if present and willing to do so. If the Chairman shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting :
  - 28.1.1 the directors present, or
  - 28.1.2 (if no directors are present), the meeting must appoint a member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 28.2 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

**29. Attendance and speaking by directors and non-members**

- 29.1 Directors may attend and speak at general meetings, whether or not they are members.
- 29.2 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting subject to the same 14 day ruling as set out in article 30.4.

**30. Adjournment**

- 30.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 30.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
  - 30.2.1 the meeting consents to an adjournment, or
  - 30.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 30.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 30.4 When adjourning a general meeting, the chairman of the meeting must:
  - 30.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - 30.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

30.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

30.5.1 to the same persons to whom notice of the Club's general meetings is required to be given, and

30.5.2 containing the same information which such notice is required to contain.

30.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting. Two Voting Members shall be a quorum.

## **VOTING AT GENERAL MEETINGS**

### **31. Voting: general**

31.1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.

31.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

31.3 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

31.4 Article 35.3 shall not prevent a person who is a proxy for a member or a duly Authorised Representative from voting at a general meeting of the Company.

31.5 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid.

31.6 A technical defect in the giving of notice of which the members or the Board are unaware at the time does not invalidate decisions taken at a meeting.

**32. Errors and disputes**

32.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

32.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

**33. Poll votes**

33.1 A poll on a resolution may be demanded:

33.1.1 in advance of the general meeting where it is to be put to the vote, or

33.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

33.2 A poll may be demanded by:

33.2.1 the chairman of the meeting;

33.2.2 the Board; or

33.2.3 Three or more members present in person or proxy having the right to vote on the resolution or, if less, a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution.

33.3 A demand for a poll may be withdrawn if:

33.3.1 the poll has not yet been taken, and

33.3.2 the chairman of the meeting consents to the withdrawal.

33.4 Polls shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

**34. Content of proxy notices**

34.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- 34.1.1 states the name and address of the member appointing the proxy;
- 34.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 34.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 34.1.4 is delivered to the Club in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

34.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

34.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

34.4 Unless a proxy notice indicates otherwise, it must be treated as:

- 34.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

34.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

**35. Delivery of proxy notices**

- 35.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person.
- 35.2 An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 35.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 35.4 If a proxy notice is not executed by the person appointed as the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

**36. Amendments to resolutions**

- 36.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - 36.1.1 notice of the proposed amendment is given to the Club in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - 36.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 36.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- 36.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 36.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

36.3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

36.4 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

37. **Means of communication to be used**<sup>37</sup>

- 37.1 Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Club.
- 37.2 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 37.3 A director may agree with the Club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 37.4 The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons

present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

37.5 The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:

- 37.5.1 annual reports;
- 37.5.2 annual returns; and
- 37.5.3 annual statements of account.

**38. No right to inspect accounts and other records**

38.1 Except as provided by law or authorised by the Board or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a member.

**DIRECTORS' INDEMNITY AND INSURANCE**

**39. Indemnity**

39.1 Subject to Article 43.2, a relevant director of the Club or an associated company may be indemnified out of the Club's assets against:

39.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

39.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act),

- 39.1.3 any other liability incurred by that director as an officer of the Club or an associated company.
- 39.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 39.3 In this Article:
  - 39.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - 39.3.2 a "relevant director" means any director or former director of the Club or an associated company.

## **40. Insurance**

- 40.1 The Board may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director in respect of any relevant loss.
- 40.2 In this Article:
  - 40.2.1 a "relevant director" means any director or former director of the Club or an associated company;
  - 40.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
  - 40.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

**41. Rules**

- 41.1 All Rules must, in order to be valid, be compliant with the Companies Acts, these Articles and the requirements of being a Community Amateur Sports Club.
- 41.2 The interpretation of the rules shall be the prerogative of the Board

**Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded

**42. Dissolution**

If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or distributed to another registered community amateur sports club for cricket, to the ECB for use in community related cricket initiatives, or to a charitable organisation.

*[This wording is CASC compliant and must not be amended.]*