FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company No. 7397715

The Registrar of Companies for England and Wales, hereby certifies that

HEREFORD CRICKET LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **5th October 2010**

N07397715Q

Companies House
— for the record —

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

007619/50

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company

SAME DAY £50

Oyez

A fee is payable with this form
Please see 'How to pay' on the last page

✔ **What this form is for**
You may use this form to register a private or public company

✕ **What this form is NOT for**
You cannot use this form to regis a limited liability partnership To this, please use form LL IN01

TUESDAY

AZ9ZCNZF
A10 05/10/2010 54
COMPANIES HOUSE

Part 1 Company details

►**Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company name in full 1: HEREFORDSHIRE CRICKET LIMITED

For official use

(1) **Duplicate names**
Duplicate names are not permitted A list of registered names can be found on our website There are various rules that may affect your choice of name More information is available at www companieshouse gov uk

A2 Company name restrictions 2

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

(2) **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website
www companieshouse gov uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' (3)

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative

(3) **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this
For more details, please go to our website
www companieshouse gov uk

A4 Company type (4)

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

(4) **Company type**
If you are unsure of your company's type, please go to our website
www companieshouse gov uk

IN01

Application to register a company

A5 Situation of registered office (1)

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- [x] England and Wales
- [ ] Wales
- [ ] Scotland
- [ ] Northern Ireland

(1) **Registered office**
Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6 Registered office address (2)

Please give the registered office address of your company

Building name/number	BRIDGE STREET SPORTS CENTRE
Street	BRIDGE STREET
Post town	LEOMINSTER
County/Region	HEREFORDSHIRE
Postcode	H R 6 8 E A

(2) **Registered office address**
You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7 Articles of association (3)

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- [ ] Private limited by shares
- [ ] Private limited by guarantee
- [ ] Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- [ ] Private limited by shares
- [ ] Private limited by guarantee
- [ ] Public company

Option 3

- [x] I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

(3) For details of which company type can adopt which model articles, please go to our website www companieshouse gov uk

A8 Restricted company articles (4)

Please tick the box below if the company's articles are restricted

- [ ]

(4) **Restricted company articles**
Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www companieshouse gov uk

IN01

Application to register a company

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1 Secretary appointments (1)

Please use this section to list all the secretary appointments taken on formation
For a corporate secretary, complete Sections C1-C5.

Title*	Mr
Full forename(s)	Stephen Leslie
Surname	Newton
Former name(s) 2	

(1) **Corporate appointments**
For corporate secretary appointments, please complete section C1-C5 instead of section B

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

(2) **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes

B2 Secretary's service address 3

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

(3) **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office

If you provide your residential address here it will appear on the public record

B3 Signature (4)

I consent to act as secretary of the proposed company named in **Section A1.**

Signature

Signature
X X

(4) **Signature**
The person named above consents to act as secretary of the proposed company

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments ①

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① **Additional appointments**
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address
This is the address that will appear on the public record This address must be a physical location for the delivery of documents It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

- ► **Yes** Complete **Section C3 only**
- ► **No** Complete **Section C4 only**

C3 EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ③

Registration number

② **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5 Signature ⑤

I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature

✕ ✕

⑤ **Signature**
The person named above consents to act as corporate secretary of the proposed company

IN01

Application to register a company

Director

D1 Director appointments 1

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E5.**

Title*	MR
Full forename(s)	STEPHEN LESLIE
Surname	NEWTON
Former name(s) 2	
Country/State of residence 3	UNITED KINGDOM
Nationality	BRITISH
Date of birth	d1 d4 m0 m6 y1 y9 y5 y4
Business occupation (if any) 4	BUSINESS CONSULTANT

1 **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

2 **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 **Country/State of residence**
This is in respect of your usual residential address as stated in section D4.

4 **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address 5

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

5 **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature 6

I consent to act as director of the proposed company named in **Section A1.**

Signature

Signature

X X

6 **Signature**
The person named above consents to act as director of the proposed company.

29 SEP 2010

IN01
Application to register a company

Director

D1 Director appointments (1)

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title*	Mr
Full forename(s)	Gary James
Surname	King
Former name(s) 2	
Country/State of residence 3	United Kingdom
Nationality	British
Date of birth	01 07 80 2 1 9 5 8
Business occupation (if any) 4	Part Time Primary School Teacher

(1) **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

(2) **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years
Married women do not need to give former names unless previously used for business purposes.

(3) **Country/State of residence**
This is in respect of your usual residential address as stated in Section D4

(4) **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address (5)

Please complete the service address below You must also fill in the director's usual residential address in **Section D4**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

(5) **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record

D3 Signature (6)

I consent to act as director of the proposed company named in **Section A1.**

Signature: X [signature] X

(6) **Signature**
The person named above consents to act as director of the proposed company

IN01

Application to register a company

Corporate director

E1 Corporate director appointments (1)

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

(1) **Additional appointments**
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address
This is the address that will appear on the public record This address must be a physical location for the delivery of documents It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

- ► **Yes** Complete **Section E3 only**
- ► **No** Complete **Section E4 only**

E3 EEA companies (2)

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered (3)

Registration number

(2) **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

(3) This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered 4

If applicable, the registration number

(4) **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5 Signature 5

I consent to act as director of the proposed company named in **Section A1.**

Signature

Signature

X X

(5) **Signature**
The person named above consents to act as corporate director of the proposed company

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

- ► **Yes** Complete the sections below
- ► **No** Go to **Part 4 (Statement of guarantee)**

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share (1)	Amount (if any) unpaid on each share (1)	Number of shares (2)	Aggregate nominal value (3)
				£
				£
				£
				£
		Totals		£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share (1)	Amount (if any) unpaid on each share (1)	Number of shares (2)	Aggregate nominal value (3)
		Totals		

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share (1)	Amount (if any) unpaid on each share (1)	Number of shares (2)	Aggregate nominal value (3)
		Totals		

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value 4	

4 **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example £100 + € 100 + $10 etc

1 Including both the nominal value and any share premium

2 Total number of issued shares in this class

3 Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

IN01

Application to register a company

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1** and **F2**

Class of share	
Prescribed particulars ①1	

① **Prescribed particulars of rights attached to shares**

The particulars are

a. particulars of any voting rights, including rights that arise only in certain circumstances,

b particulars of any rights, as respects dividends, to participate in a distribution,

c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and

d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

Class of share	
Prescribed particulars [1]	

(1) Prescribed particulars of rights attached to shares

The particulars are

a particulars of any voting rights, including rights that arise only in certain circumstances,

b particulars of any rights, as respects dividends, to participate in a distribution,

c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and

d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record These do not need to be the subscribers' usual residential address

Initial shareholdings
Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

Part 4 Statement of guarantee

Is your company limited by guarantee?

- **Yes** Complete the sections below
- **No** Go to **Part 5** (Statement of compliance)

G1

Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves,

not exceeding the specified amount below

(1) **Name**
Please use capital letters

(2) **Address**
The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address

(3) **Amount guaranteed**
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) (1)	Stephen Leslie
Surname (1)	Newton
Address (2)	65 Lichfield Avenue
	Hereford
Postcode	H R 1 2 R L
Amount guaranteed (3)	£10 00

Subscriber's details

Forename(s) (1)	Gary James
Surname (1)	King
Address (2)	15 Hilly Orchard
	Stroud, Gloucestershire
Postcode	G L 5 4 L Q
Amount guaranteed (3)	£10 00

Subscriber's details

Forename(s) (1)	PETER
Surname (1)	SYKES
Address (2)	5 DALE DRIVE, HOLMER
	HEREFORD
Postcode	H R 4 9 R F
Amount guaranteed (3)	£10 00

IN01

Application to register a company

Subscriber's details

Forename(s) 1	HARVEY DERRICK
Surname 1	JONES.
Address 2	39. QUEENSWOOD DRIVE
	HEREFORD
Postcode	HR11AT
Amount guaranteed 3	£10.00

Subscriber's details

Forename(s) 1	JAMES
Surname 1	SANDFORD
Address 2	10 BRAMLEY CLOSE LEDBURY
	HEREFORDSHIRE
Postcode	HR82XP.
Amount guaranteed 3	£10 00

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

(1) **Name**
Please use capital letters

(2) **Address**
The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address

(3) **Amount guaranteed**
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- ► **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- ► **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1 Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕
Subscriber's signature	Signature ✕ ✕

① **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance

IN01

Application to register a company

Subscriber's signature	Signature ✕ ✕	**Continuation pages** Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature ✕ ✕	
Subscriber's signature	Signature ✕ ✕	
Subscriber's signature	Signature ✕ ✕	

H2

Statement of compliance delivered by an agent

	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association
Agent's name	NewLaw Solicitors LLP
Building name/number	Helmont House
Street	Churchill Way
	Cardiff
Post town	
County/Region	
Postcode	C F 1 0 2 H E
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature ✕ ✕

IN01

Application to register a company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record

Contact name
SIAN ELVIS

Company name
NewLaw Solicitors LLP

Address
Helmont House

Churchill Way

Cardiff

Post town

County/Region

Postcode C F 1 0 2 H E

Country

DX
DX 200759 - CARDIFF BAY

Telephone
0845 521 0945

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

How to pay

A fee of £20 is payable to Companies House to register a company

Make cheques or postal orders payable to 'Companies House'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland.
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

Section 243 exemption
If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

HEREFORDSHIRE CRICKET LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber	**Authentication of each subscriber**
HEREFORDSHIRE COUNTY CRICKET CLUB PETER SYKES	
County Welfare Officer. HARVEY DERRICK JONES	H.D Jones
MARCHES CRICKET LEAGUE JAMES SANDFORD	J Sandford
GARY KING	
STEPHEN NEWTON	

Dated 23rd SEPTEMBER 2010

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF HEREFORDSHIRE CRICKET LIMITED

1. INTERPRETATION

1 1 In these Articles

"Address" means a postal address, or for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the Company,

"Articles" means the Company's Articles of Association,

"clear days" in relation to the period of a notice means a period excluding

- the day when the notice is given or deemed to have been given, and
- the day for which it is given or on which it is to take effect,

"Company" means the company intended to be regulated by these Articles,

"Companies Acts" means the Companies Acts (as defined in section 2 Companies Act 2006) insofar as they apply to the Company,

"Directors" means of the Company,

"Document" includes unless otherwise specified any document sent or supplied in electronic form,

"Electronic form" has the meaning given in section 1168 of the Companies Act 2006,

"Member" has the meaning given in section 112 Companies Act 2006,

"Memorandum" means the Memorandum of Association of the Company,

"Officers" includes the Directors and the Secretary,

"Recreational Cricket" means all recreational cricket played in the county of Herefordshire but excludes professional cricket for which at the date of adoption of these Articles, Herefordshire County Cricket Club has full responsibility,

"Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant and deputy secretary,

"United Kingdom" means Great Britain and Northern Ireland, and

1 2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa

1 3 Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Company

1 4 Apart from the exception mentioned in the above paragraph a reference to an Act of Parliament includes a statutory modification or re-enactment of it for the time being in force

2. OBJECTS

2 1 The Company's objects (**Objects**) are to

(a) acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as Herefordshire Cricket Board,

(b) be the local governing body for Recreational Cricket in Herefordshire and in discharging this role to adapt and adopt local policies, interpret and adhere to national directives and rules, regulations, policies and procedures of the England and Wales Cricket Board (**ECB**),

(c) be affiliated as a full member of the recreational assembly (or any successor or replacement body) of the ECB and to exercise fulfil and exploit all rights and responsibilities arising therefrom in the interests of the playing and development of Recreational Cricket in Herefordshire,

(d) actively encourage, support and promote the playing and development of the game of Recreational Cricket at all levels and age groups in Herefordshire and in so doing to promote excellence in playing, coaching, officiating and the provision of playing facilities for Recreational Cricket in Herefordshire,

(e) encourage the upholding of the traditions and standing of the game of cricket in accordance with both the laws of cricket and the "Spirit of Cricket",

(f) represent the views of the county of Herefordshire and the interests of its members at both regional and national levels and with appropriate bodies, and provide effective channels of communication on behalf of those playing

Recreational Cricket in Herefordshire with those other levels and organisations,

(g) co-ordinate the activities of all cricketing bodies and other appropriate and related agencies within the County of Herefordshire,

(h) determine policies for the development of Recreational Cricket in Herefordshire in accordance with national, regional and local priorities and available resources,

(i) prepare, approve, implement and periodically review and revise as appropriate a Development Plan for Recreational Cricket in Herefordshire in accordance with any national strategy for the development of the game,

(j) support and develop players in Herefordshire to the best of their ability and where appropriate encourage selection and representation of Herefordshire cricketers at district, county, regional and national levels,

(k) to support, organise and prepare fixtures and conduct and manage Recreational Cricket competitions within the County of Herefordshire,

(l) adopt, implement and support policies to ensure the welfare of young people and vulnerable adults playing Recreational Cricket throughout all cricket agencies in Herefordshire

3 **POWERS**

3 1 The Company has power to do anything which is calculated to further the Objects or is conducive or incidental to doing so In particular the Company has power -

(a) to draw, make, accept, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company,

(b) to raise funds and to invite and receive contributions from any person or persons by way of grant, sponsorship, subscription, donation or otherwise;

(c) to buy, take on lease or licence or in exchange, hire or otherwise acquire any property and to construct, alter, or develop any buildings, erections gardens or other landscaped areas which the Company may think necessary for the provision of its Objects and to equip any property for its use,

(d) to purchase hire, make or provide and maintain all kinds of equipment which may be used by the Company in the furtherance of its Objects,

(e) to sell, lease or otherwise dispose of all or any part of the property belonging to the Company,

(f) to borrow money and to charge the whole or any part of the property, assets or undertaking of the Company as security for repayment of the money borrowed,

(g) to lend money and give credit, to take security for such loans or credit from and to guarantee and become or give security for the performance of contracts and obligations by any person company or any unincorporated association,

(h) to set aside income as a reserve against future expenditure of the Company,

(i) to employ and remunerate such staff as are necessary for carrying out the work of the Company,

(j) to

  i deposit or invest funds,

  ii employ a professional fund manager, and

  iii arrange for the investments or other property of the Company to be held in the name of a nominee,

(k) to provide indemnity insurance for the Directors or any other officer of the Company in relation to any such liability as is mentioned in Article 32,

(l) to pay out of the funds of the Company the costs of forming and registering the Company,

(m) to cooperate and collaborate with Herefordshire County Cricket Club (or its successor body), other cricket boards, the ECB and any other sporting bodies voluntary bodies and statutory authorities and to exchange information and advice with them,

(n) to subscribe to become a member of or amalgamate with any other organisation, institution, society or body not formed or established for the purpose of profit (whether incorporated or not and whether or not in the United Kingdom) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Article 35 hereof and to purchase or otherwise acquire and undertake all such part of the property,

assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such organisation, institution, society or body,

(o) to apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licenses, secret processes, trade marks, designs, protections, concessions and generally intellectual property or rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire;

(p) subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guarantees by any government or authority (supreme, municipal, local or otherwise) in any part of the world,

(q) to enter into any partnership or joint venture or to cooperate with any other company or person carrying on or engaged in any operation capable of being conducted so as to directly or indirectly benefit the Company

4 **APPLICATION OF INCOME AND PROPERTY**

4 1 The income and property of the Company shall be applied solely for the promotion of the Objects

4 2 None of the income or property of the Company may be transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company provided that nothing contained in this Article 4 shall prevent -

(a) a member from receiving a benefit from the Company in the capacity of a beneficiary of the Company,

(b) payment in good faith of remuneration to any officer or servant of the Company or to any member of the Company or other person in return for any goods or services supplied to the Company,

(c) payment of interest at a reasonable commercial rate on money borrowed from a member of the Company,

(d) payment of a reasonable and proper rent for any premises let by a member of the Company

5. **MEMBERS**

5 1 The subscribers to the Memorandum and such other persons, clubs, leagues, associations, organisations or cricket agencies as are admitted to membership in accordance with these Articles and any rules made under Article 33 shall be the members of the Company

5 2 Membership is open to individuals, clubs, leagues, organisations or cricket agencies who

(a) have an interest in the organisation, development, playing or promotion of Recreational Cricket in Herefordshire,

(b) apply to the Company in the form required by the Directors; and

(c) are approved by the Directors

5 3 The Company may from time to time admit as members the following officers of the Board and the following associations or organisations (without prejudice to the ability of the Board to introduce any new members, and nothing in this clause 5 3 shall prevent membership being offered to any party, person or organisation not listed) -

Herefordshire County Cricket Club

Coaches Association

Association of Cricket Officials

Groundsmen's Association

Marches Cricket League

Indoor league

Welfare Officer

Directors

5 4 The Directors may only refuse an applicant for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application

5 5 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision

5 6 The Directors must consider any written representations the applicant may make about the decision The Directors' decision following any written representations must be notified in writing but shall be final

5 7 Membership is not transferable to anyone else

5 8 The Directors must keep names and addresses of the members

6. CLASSES OF MEMBERSHIP

6 1 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members

6 2 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership

6 3 The rights and obligations attached to a class of membership may only be varied if

(a) three-quarters of the members of that class consent in writing to the variation, or

(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation

6 4 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

7. TERMINATION OF MEMBERSHIP

7 1 Membership is terminated if

(a) the member dies, or if it is an organisation, ceases to exist,

(b) the member resigns by written notice to the Company unless, after the resignation, there would be less than two members,

(c) any sum due to the Company is not paid within six months of it falling due,

(d) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Company that his or its membership is

[illegible]

5.4 The Directors may only delegate any of their powers to a committee working [illegible] and properly instructed to act in the best interests of the Company [illegible] as a whole.

5.5 The Directors must ensure that adequate [illegible] are kept [illegible] and properly [illegible] the decision.

5.6 If the Directors [illegible] a decision [illegible] the Directors [illegible] acting [illegible] requirements [illegible] the Articles.

5.7 A committee [illegible] constituted in any [illegible].

5.8 The Directors [illegible] decisions [illegible] the Articles.

6 CLASSES OF MEMBERS

6.1 The Directors may establish classes of members [illegible] different rights and obligations and shall record the rights [illegible] of members.

6.2 The Directors may not [illegible] or [illegible] a class of members.

6.3 The rights and obligations [illegible] class of membership [illegible] only be varied if:

(a) the Quorum for the meeting of that class consents in writing to the variation; or

(b) a special resolution is passed at a separate general meeting of the members of that class [illegible] variation.

6.4 The provisions in Articles [illegible] shall apply to any such meeting [illegible] any adjourning [illegible] of any [illegible].

7 ELIGIBILITY OF MEMBERSHIP

7.1 Membership is terminated if:

(a) the member [illegible] an [illegible] or [illegible] was [illegible];

(b) the member [illegible] by written [illegible] the Company [illegible] unless after the [illegible] the Quorum would be less than two [illegible];

(c) any action [illegible] the Company is [illegible] the [illegible] [illegible];

(d) the member becomes disqualified by [illegible] the Directors [illegible] the [illegible] [illegible] or is [illegible] person [illegible]

terminated A resolution to remove a member from membership may only be passed if

i) the member has been given at least fourteen days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed,

ii) the member, or at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations at the meeting

8. GENERAL MEETINGS

8 1 The Company must hold its first annual general meeting within eighteen months of its incorporation

8 2 An annual general meeting must be held in each subsequent year and not more than fifteen months may lapse between successive annual general meetings

8 3 The Directors may call a general meeting at any time

9. NOTICE OF GENERAL MEETINGS

9 1 The minimum periods of notice required to hold a general meeting of the Company are

(a) twenty-one clear days for an annual general meeting,

(b) fourteen clear days for all other general meetings

9 2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights

9 3 The notice must specify the date and time and place of the meeting and the general nature of the business to be transacted If the meeting is to be an annual general meeting, the notice must say so The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the 2006 Act and Article 12 of these Articles

9 4 The notice must be given to all members and to the Directors and auditors (if applicable)

9 5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company

10. PROCEEDINGS AT GENERAL MEETINGS

10 1 No business shall be transacted at any general meeting unless a quorum is present

10 2 A quorum is five members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting

10 3 The authorised representative of a member organisation shall be counted in the quorum

10 4 The meeting shall be adjourned until such time and place as the Directors shall determine if

(a) a quorum is not present within half an hour from the time appointed for the meeting,

(b) during a meeting a quorum ceases to be present

10 5 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

10 6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or proxy at that time shall constitute the quorum for that meeting

10 7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors

10 8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting

10 9 If there is only one Director present and willing to act, he or she shall chair the meeting

10 10 If no Director is present and willing to chair the meeting within fifteen minutes after the appointed time for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting

10 11 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

10 12 The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution

10 13 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place

10 14 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice, shall be given of the reconvened meeting stating the date time and place of the meeting

11. VOTING PROCEDURES

11 1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded

(a) by the person chairing the meeting, or

(b) by at least two members present in person or by proxy and having the right to vote at the meeting, or

(c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting

11 2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded

11 3 The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded

11 4 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the person who is chairing the meeting

11 5 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

11 6 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll

11 7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

11 8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

11 9 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs

11 10 The poll must be taken within thirty days after it has been demanded

11 11 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

11 12 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

12. PROXIES: APPOINTMENT AND VOTING

12 1 Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Company

12 2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) –

Company name

I/We, [name], of [address], being a member/members of the above named Company, hereby appoint [name] of [address], or failing him/her, of [name], [address], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Company to be held on [date], and at any adjournment thereof

Signed on [date]

12 3 Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) –

Company name

I/We, [name], of [address], being a member/members of the above Company, hereby appoint [name] of [address], or failing him/her, [name] or [address], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Company, to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows

*Resolution No.1 *for *against*

*Resolution No. 2 *for *against*

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

** strike out whichever is not desired*

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting

Signed this [date]

12 4 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the directors) may be lodged with the Company as follows

(a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

(b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications –

i) in the notice convening the meeting, or

ii) in any instrument of proxy sent out by the Company in relations to the meeting, or

iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting

it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,

(c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

(d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any director

12 5 An appointment of proxy which is not deposited, delivered or received in a manner described in sub-clause 12 4 shall be invalid

12 6 A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Company at

(a) its registered office, or

(b) at such other place at which the instrument of proxy was duly deposited, or

(c) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

13. WRITTEN RESOLUTION

13 1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date A resolution in writing may comprise several copies to which one or more members have signified their agreement In the case of a member that is an organisation, its authorised representative may signify its agreement

14. VOTES OF MEMBERS

14 1 Every member, whether an individual or an organisation shall have one vote

14 2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

14 3 Any organisation that is a member of the Company shall nominate a person to act as its representative at any meeting of the Company

14 4 The organisation must give written notice to the Company of the name of its representative The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company The nominee may continue to represent the organisation until written notice to the contrary is received by the Company

14 5 Any notice given to the Company will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked The Company shall not be required to consider whether the nominee has been properly appointed by the organisation

15. DIRECTORS

15 1 A director must be a natural person aged 16 years or older

15 2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 21

15 3 The number of Directors shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum

15 4 The first directors shall be those persons notified to Companies House as the first directors of the Company

15 5 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors

16. POWERS OF DIRECTORS

16 1 The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the Memorandum, these Articles or any special resolution

16 2 No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors

16 3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors

17. RETIREMENT

17 1 At each annual general meeting of the Company one third of the Directors or if their number is not three or a multiplier of three the nearest number to one third must retire from office

17 2 The Directors to retire by rotation shall be those who have been longest in office since their last appointment If any Directors become or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

17 3 If a Director is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting

17 4 The retiring Directors are eligible for re-election at the same or any other general meeting of the Company

18. THE APPOINTMENT OF DIRECTORS

18 1 The Company may by ordinary resolution appoint a person who is willing to act to be a Director

18 2 No person may be appointed a Director at any general meeting unless,

(a) he or she is recommended for election by the Directors, or

(b) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Company is given a notice that

(i) is signed by a member entitled to vote at the meeting,

(ii) states the member's intention to propose the appointment of a person as a Director,

(iii) contains the details that, if the person were to be appointed, the Company would have to file at Companies House, and

(iv) is signed by the person who is to be proposed to show his or her willingness to be appointed

18 3 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director

18 4 The Directors may appoint a person who is willing to act to be a Director

18 5 The appointment of a Director, whether by the Company in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

19. DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE

19 1 Subject to the Companies Acts and the provisions of these Articles the Directors may decide the terms (including as to remuneration) on which a Director is to perform Directors' functions or otherwise perform any service for the Company

19 2 The members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled either generally or in particular cases

20. DIRECTORS' EXPENSES

20 1 The Company may meet all reasonable expenses which the Directors properly incur in connection with

(a) the exercise of their functions, or

(b) the performance of any other duty which they owe to or service which they perform for the Company

21. DISQUALIFICATION AND REMOVAL OF DIRECTORS

21 1 A Director shall cease to hold office if he or she

(a) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director,

(b) has a bankruptcy order made against him/her,

(c) has a composition made with his/her creditors generally in satisfaction of his/her debts,

(d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,

(e) resigns as a Director by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or

(f) is absent without the permission of the Directors from three consecutive meetings of Directors and the Directors resolve that his or her office be vacated

22. PROCEEDINGS OF DIRECTORS

22 1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles

22 2 Any Director may call a meeting of the Directors by giving notice of the meeting to the other Directors or authorising the Secretary (if any) to give notice

22 3 The Secretary must call a meeting of the Directors if requested to do so by a Director

22 4 Notice of a meeting must be given to each Director, but need not be in writing

22 5 Questions arising at a meeting shall be decided by a majority of votes.

22 6 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made

22 7 The quorum shall be two or such larger number as may be decided from time to time by the Directors

22.8 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote

22 9 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting

23. CHAIRPERSON

23 1 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment

23 2 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting

23 3 If the number of votes for and against a proposal are equal the chairperson or other Director chairing the meeting has a casting vote but this does not apply if in accordance with these Articles the chairperson or other Director is not to be counted as participating in the decision making process or voting proposed

23 4 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors

24. RESOLUTIONS

24 1 A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that

(a) a copy of the resolution is sent or submitted to all the Directors eligible to vote, and

(b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of twenty eight days beginning with the circulation date

24 2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement

25. DELEGATION

25 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles

(a) to such person or committee,

(b) by such means (including by power of attorney),

(c) to such an extent,

(d) in relation to such matters or territories, and

(e) on such terms and conditions,

as they think fit

25 2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated

25.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

26. COMMITTEES

26 1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors

26 2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

27. DIRECTOR'S INTERESTS

27 1 A Director must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company or in any transaction or arrangement entered into by the Company which has not previously been declared A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest)

27 2 If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any provision in the Articles the unconflicted Directors may authorise such a conflict of interest where the following conditions apply -

(a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

(b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and

(c) the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interest in the circumstances applying

27.3 In Article 27 2 a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person

27 4 Subject to Article 27 5 all acts done by a meeting of Directors or of a committee of Directors shall be valid notwithstanding the participation in any vote of a Director -

(a) who was disqualified from holding office,

(b) who had previously retired or who had been obliged by the constitution to vacate office,

(c) who was not entitled to vote on the matter whether by reason of a conflict of interests or otherwise,

if without

(d) the vote of that Director, and

(e) that Director being counted in the quorum,

the decision has been made by a majority of the directors at a quorate meeting

27 5 Article 27 4 does not permit a Director or connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if but for Article 27 4 the resolution would have been void or if the Director had not complied with Article 27 1

28. SEAL

28 1 If the Company has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary and the second Director

29. MINUTES

29 1 The Directors must keep minutes of all

(a) appointments of officers made by the Directors,

(b) proceedings at meetings of the Company,

(c) meetings of the Directors and committees of Directors including

- the names of Directors present at the meeting,
- the decisions made at the meetings, and
- where appropriate the reasons for the decisions

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

30. ACCOUNTS

30 1 The Directors must prepare for each financial year accounts as required by the Companies Acts The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice

30 2 The Directors must keep accounting records as required by the Companies Act 2006

31. MEANS OF COMMUNICATION TO BE USED

31 1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company

31 2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by means by which that Director has asked to be sent or supplied with such notices or documents for the time being

31 3 Any notice to be given to or by any person pursuant to these Articles -

(a) must be in writing, or

(b) must be given in electronic form

31 4 The Company may give notice to a member either -

(a) personally, or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or

(c) by leaving it at the address of a member, or

(d) by giving it in electronic form to the member's address

31 5 A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company

31 6 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called

31 7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

[illegible]

31 8 Proof that an electronic form of notice was given shall be conclusive where the Company can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006

31 9 In accordance with section 1147 Companies Act 2006 notice shall be deemed to be given -

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic form of communication 48 hours after it was sent

32. INDEMNITY

32 1 The Company may indemnify any Director, Auditor, Reporting Accountant, or other officer of the Company against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006

33. RULES

33 1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company

33 2 The bye laws may regulate the following matters but are not restricted to them

(a) the admission of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,

(b) the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers,

(c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,

(d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles,

(e) the disciplinary procedure and any appeals procedure;

(f) generally, all such matters as are commonly the subject matter of Company rule

[illegible]

33 3 The Company in general meeting has the power to alter, add to or repeal the rules or bye laws

33 4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company

33 5 The rules or bye laws, shall be binding on all members of the Company No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles

34. LIABILITY OF MEMBERS

34 1 The liability of the members is limited Every member promises, if the Company is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10 00) as may be demanded of him or her towards the payment of the debts and liabilities of the Company incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

35. WINDING UP

35 1 The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways

(a) directly for the Objects,

(b) by transfer to any company or companies or unincorporated association(s) for purposes similar to the Objects, or

(c) to any company or unincorporated association(s) for use for particular purposes that fall within the Objects

35 2 Subject to any such resolution of the members of the Company, the directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Company be applied or transferred

(a) directly for the Objects,

[illegible]

(b) by transfer to any company or companies or unincorporated association(s) for purposes similar to the Objects, or

(c) to any company or unincorporated association(s) for use for particular purposes that fall within the Objects

35 3 In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company

Signatures, names and addresses of subscribers

HEREFORDSHIRE COUNTY CRICKET CLUB
PETER SYKES, 5 DALE DRIVE, HOLMER, HEREFORD HR4 9RF

WITNESS

HARVEY DERRICK JOHN, 39. QUEENSMOOR DRIVE, HEREFORD HR1 1AT
COUNTY WELFARE OFFICER

MARCHES CRICKET LEAGUE
JAMES SANDFORD 10 BRAMLEY CLOSE LEDBURY
HEREFORDSHIRE HR8 2XP.

GARY JAMES KING
15 KILLY ORCHARD
STROUD GL5 4LQ

STEPHEN LESLIE NEWTON
65 LICHFIELD AVE
HEREFORD HR1 2RL

Dated 23rd SEPTEMBER 2010

Witness to the above

Signatures

Name

Address

See below

Occupation

(1) HEREFORDSHIRE CCC WITNESS : ELIZABETH SAKES, 5 DALE DRIVE, HEREFORD.
, SCHOOL BUSINESS MANAGER

(2) WELFARE OFFICER : STEPHEN LESLIE NEWTON
65 LICHFIELD AVE HEREFORD HR1 2RL
BUSINESS CONSULTANT

(3) MARCHES CRICKET LEAGUE : AS ABOVE.

(4) GARY KING : AS ABOVE

(5) STEPHEN NEWTON : GARY JAMES KING
15 HILLY ORCHARD
STROOD GL5 4LQ
SCHOOL TEACHER