

THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION**  
**OF**  
**BEDFORD CRICKET CLUB LIMITED**

**1        INTERPRETATION**

In these Articles:

- 1.1.        'the Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;
- 1.2.        'the Club' means Bedford Cricket Club Limited;
- 1.3.        "the Memorandum" means the memorandum of association of the Club;
- 1.4.        "the Commission" means the Charity Commissioners for England and Wales;
- 1.5.        "Director" means the directors of the Club appointed in accordance with these Articles. The Directors are charity trustees as defined by Section 97 of the Charities Act 1993;

- 1.6. "Secretary" means the secretary of the Club or any other person appointed to perform the duties of the secretary of the Club, including a joint, assistant or deputy secretary;
- 1.7. "officers" includes the Directors and the Secretary;
- 1.8. "the Byelaws" means such rules regulations and byelaws created by the Directors under the provisions of Article 26;
- 1.9. "Members" means the person or entity that is accepted to the membership of the Club in accordance with these Articles for the period of time during which such membership subsists
- 1.10. unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act;
- 1.11. the masculine includes the feminine and where appropriate the singular includes the plural.

## **2**            **OBJECTS**

The Club is established for the purposes expressed in the Memorandum of Association of the Club.

## **MEMBERSHIP RIGHTS AND OBLIGATIONS**

### **3**            **MEMBERSHIP**

- 3.1            The number of Members with which the Club proposes to be registered is unlimited

- 3.2 The subscribers to the Memorandum of Association shall be the first members of the Club.
- 3.3 Membership of the Club shall be open to all persons and entities regardless of their race colour creed religion physical ability political beliefs or sexual orientation.
- 3.4 The Membership of the Club shall be divided into such classes having such rights and subject to such restrictions and to payment of such subscription fees as the Directors shall from time to time determine.
- 3.5 The Members of the Club from time to time shall be such persons and entities as shall submit to and have accepted by the Directors an application for Membership in the form prescribed from time to time by the Directors and who shall pay such subscriptions as shall be prescribed from time to time by the Directors.
- 3.6 The Directors shall have an absolute discretion as to whether to accept or reject any application for Membership of the Club without assigning any reason therefore. Where the Directors reject any application for Membership of the Club they shall notify such applicant within twenty one days of their decision and shall offer that applicant the chance to appeal such decision in accordance with the provisions set out in Article 7.2 of these Articles of Association.
- 3.7 Every Member shall further to the best of his ability the Objects and interest of the Club and shall observe all Byelaws of the Club lawfully made pursuant to the powers contained within these Articles of Association.

- 3.8 The Directors shall keep and maintain a register of names and addresses of the Members which must be updated regularly.

#### **4 RIGHT OF MEMBERS**

Membership of the Club shall be subject to the express provisions of these Articles of Association, the Memorandum of Association and to any Byelaws made by the Directors for the time being in force.

#### **5 NOTICE OF RESIGNATION**

Any Member wishing to resign his Membership of the Club may give notice of his intention to do so at the registered office of the Club at any time.

#### **6 NON-PAYMENT OF SUBSCRIPTIONS**

- 6.1 Any Member whose annual subscriptions are unpaid 30 days after they have become due in any year (membership fees being due on 1<sup>st</sup> April in each year) shall cease to be a Member of the Club on such 30<sup>th</sup> day and shall forthwith thereafter forfeit all right in and claim upon the Club and its property unless the Directors suspend the operation of this provision which they may do as regards any particular Member on such terms as they determine at their discretion.

- 6.2 Where the Directors have resolved that the subscription of any particular Member may be paid by instalments this Article applies to non-payment of any instalment within thirty days of the instalment due date.

## **7                    EXPULSION OF MEMBERS**

7.1            If the conduct of any Member is in the sole opinion of the Directors injurious to the character of the Club or objectionable in any respect that Member may be required by the Directors to resign and if he does not resign within one week the Member may (after he has been given the opportunity to justify or explain his conduct) be expelled by resolution of the Directors whereupon he shall cease to be a Member of the Club. Any sums that may have been paid by the expelled Member in respect of his Membership for the period in question shall be liable to be forfeited by reason of the Member's expulsion from the Club.

7.2            A Member expelled under this Article may appeal by giving written notice of appeal to the Directors within 14 days from the posting of the notice of expulsion.

7.3            Within 35 days of receipt of a notice of appeal the Directors shall appoint an independent committee of not less than three Members of the Club who did not take part in the original decision to expel (or reject the application for membership of the Club as may be appropriate) who shall within a further 56 day period meet together to review the decision of the Directors and if that committee passes a special resolution rescinding the expulsion (or rejection of the application to be a Member as may be appropriate) then the Member must be reinstated (or accepted as a Member) as from the date of the special resolution.

- 7.4 Any Member expelled in accordance with these Articles or otherwise ceasing to be a Member of the Club remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

## **8 RIGHTS OF MEMBERS PERSONAL**

The rights of a Member as such are personal and are not transferable and cease upon his death.

## **CLUB MEETINGS**

### **9 ANNUAL GENERAL MEETING**

- 9.1 The Club shall hold a general meeting in each year as its Annual General Meeting (the "AGM") in addition to any other meetings in that year and shall specify the meeting as the Annual General Meeting in the notices calling it.

- 9.2 The AGM shall be held on 30<sup>th</sup> November in each year at the latest or at such other time and place as the Directors shall deem fit to appoint.

### **10 EXTRAORDINARY GENERAL MEETINGS**

- 10.1 All general meetings other than the AGM shall be called extraordinary general meetings.
- 10.2 The Directors may whenever they think fit and shall on a requisition made in writing by at least 100 Members or (if less) Members

representing not less than one-fifth of the total voting rights of all the Members having at the date of deposit of the requisition a right to vote at general meetings convene an extraordinary general meeting.

10.3 Any requisition made by the Members must state the object of the meeting proposed to be called and must be signed by the requisitioning Members and deposited at the registered office of the Club.

10.4 On receipt of the requisition the Directors shall immediately proceed to convene an extraordinary general meeting.

10.5 If the Directors do not proceed to call a meeting within 21 days from the date of deposit of the requisition then the Members who requisitioned the meeting or any of them representing more than one half of all of them may convene such a meeting.

## **11 NOTICE OF MEETINGS**

11.1 At least 21 days notice of the AGM shall be given in writing to all Members accompanied by the Agenda and papers signifying the business to be transacted at the AGM. At least 14 days notice shall be given to Members in respect of all other meetings. Any accidental omission to give notice of any meeting to or non-receipt of such notice by any Member shall not invalidate the proceedings at that meeting.

11.2 The Directors shall put in place a facility whereby notices to Members may be given (at the request of the member to whom such notice is addressed) by the Directors and or by the Club by means of an

electronic mail addressed to an electronic mail address given by such Member to the Club for the purpose of receiving such communications and or by means of an announcement on a web site or an area of a website designated for the purpose and whose address has been notified to the Member in question.

- 11.3 Members who prefer to receive notice by post shall still be entitled to receive such notices by post at the address given on their membership application form or such other address notified by the member to the Company Secretary

## **12 QUORUM**

- 12.1 No business may be transacted at any AGM and or any extraordinary general meeting unless a quorum is present.

- 12.2 Ten Members personally present shall be sufficient quorum for such meetings.

- 12.3 If within half an hour from the time appointed for the meeting a quorum of Members is not present or if during a meeting such a quorum ceases to be present:

12.3.1 if the meeting was convened on the requisition of Members it shall be dissolved;

12.3.2 in any other case the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine and if at the

adjourned meeting a quorum of Members is not present within half an hour of the time appointed for the meeting the Members present shall be deemed to form a quorum.

### **13 PRESIDENT**

13.1 The Members shall at every AGM of the Club by ordinary resolution on the recommendation of the Directors designate one of the Members as the president of the Club (“the President”). The President or failing him the Chairman (as defined in Article 19.6 below) shall preside as chairman at every annual general and extraordinary general meeting of the Club.

13.2 If there is no Chairman or if at any meeting he is not present within 15 minutes of the time appointed for the holding of the meeting the Members present may elect one of their number who must be a Director to be Chairman of the meeting.

13.3 If there is no Director present then the Members may elect any one of their number to be Chairman of the meeting.

### **14 PATRONS/HONORARY LIFE MEMBERS**

14.1 The Members may from time to time on the recommendations of the, Directors appoint a patron or patrons (the “Patron”) for the Club. The Patron so appointed shall be entitled to attend all meetings of the Members of the Club and shall be entitled to take part in such meetings but shall not be entitled to vote.

14.2 The Members may on the recommendation of the Directors by ordinary resolution award the status of honorary life member to any individual who has made an exceptional contribution to the well being of the Club (an “Honorary Life Member”).

14.3 An Honorary Life Member shall be granted such rights and be subject to such restrictions as the Directors shall determine from time to time save that no Honorary Life Member so designated shall be required to pay a Membership fee to maintain such status. Subject to Article 17.3, an Honorary Life Member shall be entitled to all the rights of Members set out in these Articles of Association.

## **15 ADJOURNMENTS**

15.1 The chairman may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

15.2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

## **16 PASSING OF RESOLUTIONS**

16.1 At any general meeting of the Club a declaration by the chairman that a resolution has been carried or carried unanimously or carried by a particular majority or lost or not carried by a particular majority and an

entry to that effect in the book of proceedings of the Club is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 16.2 A majority of the Directors may prior to a vote being taken at any meeting of the Members demand that any matter shall be put to the vote of Members by means of a postal ballot. If a postal ballot is so demanded then the Directors shall proceed to take such postal ballot of the Members in such manner as they shall decide and the result of the postal ballot shall be deemed to be the resolution of the meeting at which the postal ballot was demanded.

## **17 VOTING RIGHTS**

- 17.1 Every Member of the Club may attend and vote at general meetings of the Club save that no Member may vote at any meeting unless all the money then due from him to the Club has been paid.
- 17.2 Every Member of the Club entitled to vote has one vote except that in case of equality of votes the chairman may have a second or casting vote.
- 17.3 No Honorary Life Member may vote at any meeting of the Club unless he or she holds in addition to their honorary membership, a paid up Membership of the Club.

## **18 PROXY VOTING**

- 18.1 Votes cast at general meetings of the Club may be given either personally or by proxy.
- 18.2 A proxy may only be appointed in writing under the hand of the person appointing that proxy.
- 18.3 The instrument appointing a proxy must be deposited at the registered office of the Club not less than 48 hours before the time of holding the meeting at which the person named in such instrument proposes to vote.

## **DIRECTORS OBLIGATIONS**

### **19 DIRECTORS**

- 19.1 The first Directors of the Club shall be the signatories to the Memorandum of Association of the Club and such other persons as they shall appoint prior to the first Annual General Meeting of the Club.
- 19.2 The Directors shall manage the business of the Club and may exercise all the powers of the Club unless they are subject to any restrictions imposed by the Act, the Memorandum, these Articles or any special resolution. The Directors must not be paid any remuneration save as authorised by clauses 6 to 11 of the Memorandum.
- 19.3 No person may be a Director of the Club unless that person is a fully paid up Member of the Club.

- 19.4 Unless otherwise determined by an Ordinary Resolution of the Members of the Club and subject to Article 19.11 below the number of Directors shall be subject to a maximum number of twelve and a minimum number of three.
- 19.5 Three Directors shall constitute a quorum at a Directors' meeting.
- 19.6 The Directors shall at the first meeting that they have following each AGM of the Club elect from amongst their members a person to serve as the chairman of the Club (the "Chairman") who in case of equality of votes shall be entitled to have a second and casting vote which he shall be obliged to cast in favour of maintaining the status quo.
- 19.7 The Directors shall cause proper minutes to be made of all meetings of the Board of Directors and of all committees of Directors and all business transacted at such meetings. A resolution in writing signed by all the Directors for the time being of the Club shall be as valid and effectual as it had been passed at a meeting of the Board of Directors or of any such committee of the Board of Directors.
- 19.8 A Director shall be entitled to vote at a meeting of the Board or any committee of the Board of Directors on any resolution concerning a matter in which he has directly or indirectly an interest which conflicts or may conflict with the interest of the Club provided that such Director shall have disclosed such an interest to the Board of Directors prior to taking part in any such vote.
- 19.9 The Directors of the Club shall be entitled from time to time to appoint a Chief Executive Officer of the Club and a Director of Cricket and

such other executive officers as they shall think fit (the “Executive Officers”). The Executive Officers shall be entitled to receive notice of and to attend at and speak at all meetings of the Directors of the Club but shall not be entitled to vote at such meetings.

19.10 The Executive Officers (only) of the Club may be paid all travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board of Directors or any committee of the Directors or general meetings or otherwise in connection with the discharge of their duties as Executive Officers of the Club. Such executive appointees shall not be subject to the retirement requirements set out in clause 20 hereof but shall be removable by the Directors at their discretion.

19.11 The Directors may at any time appoint any person or persons as additional Directors of the Club at any time where they consider that such persons can advantageously assist them in the management of the Club. Such appointments shall be valid notwithstanding that such appointments may cause the number of Directors to exceed the maximum number of Directors as set out in clause 19.4 above.

## **20            RETIREMENT OF DIRECTORS**

20.1 At the first AGM of the Club all of the Directors shall retire from office but all shall be eligible for re-election.

20.2 At every subsequent AGM of the Club one third of the Directors shall retire from office.

- 20.3 In addition, all Directors appointed by the Directors at their own election since the date of the preceding AGM shall retire at the AGM next following their appointment.
- 20.4 The Directors shall retire in order of seniority of election and in case of equal seniority the order of retirement shall be determined by lots drawn by the Directors.
- 20.5 The retiring Directors are eligible for re-election at the same or any other general meeting of the Club

## **21 ELECTION OF DIRECTORS**

The election of Directors of the Club shall take place in the following manner:

- 21.1 Any two Members of the Club may nominate any other Member to serve as a Director of the Club (with such nominated Member's consent).
- 21.2 The name of each Member so nominated together with the names of his proposers must be sent in writing signed by all of them to the Chief Executive Officer of the Club at least 21 clear days before the date specified for the holding of the AGM.
- 21.3 Candidates nominated for the position of Director must submit a written synopsis with their nomination of not less than 50 words and not more than 200 words in which such Members should outline the qualities which they feel they have to offer towards the management of the Club's business. Such synopsis shall be circulated to all Members of the Club no later than by the date set for the holding of the annual general meeting. The Chief Executive Officer of the Club

shall prohibit the circulation of the synopsis in whole or in part if he in his absolute discretion considers it to be potentially defamatory, misleading, inaccurate, in breach of copyright or otherwise unlawful.

- 21.4 A vote shall be taken in respect of each Member properly nominated at the next following AGM.

## **22 REMOVAL OF DIRECTORS**

The office of a Director shall be vacated if:

- 22.1 the Director's Club Membership is terminated in accordance with these Articles;
- 22.2 the Director absents himself from meetings of the Directors for a continuous period of six calendar months without special leave of absence from the other Directors; or
- 22.3 the Director gives the other Directors a notice of his intention to resign his office; or
- 22.4 the Director is removed from office by an extraordinary resolution passed at a general meeting of the Members of the Club; or
- 22.5 Director is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
- 22.6 the Director becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs.

## **23**            **ACCOUNTS**

23.1            The Directors shall prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. 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.

23.2            The Directors must keep accounting records as required by sections 221 and 222 of the Act at the registered office of the Club or at such other place or places as the Directors think fit. The accounting records shall be open to inspection by the Directors and shall record all transactions in respect of:

- i.            all sums of money received and expended by the Club; and
- ii.           the assets and liabilities of the Club.

## **24**            **PRESENTATION OF ACCOUNTS**

24.1            Once at least in every year the Directors must lay before the Club in general meeting an account of income and expenditure for the period since the preceding account

24.2 A balance sheet must be made out in every year and laid before the Club in general meeting made up to a date not more than six months before such meeting.

24.3 A copy of the balance sheet must be sent to or made available to the persons entitled to receive notices of general meetings in the manner in which notices are to be given under these Articles 21 days prior to the meeting.

## **25 ADDITIONAL POWERS OF DIRECTORS**

In addition to the powers referred to at Article 19.2 above and subject to the Memorandum of Association the Directors may issue debentures in any form or manner and for any amount and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge of all or any of the property of the Club whether present or future or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.

## **26 BYELAWS**

26.1 The Directors of the Club may from time to time make alter and repeal any Byelaws they consider necessary or expedient or convenient for the proper conduct and management of the Club.

26.2 The Directors may adopt whatever means they consider sufficient to bring all Byelaws alterations and repeals to the notice of the Members of the Club.

26.3 All Byelaws so long as they are in force are binding on all Members of the Club.

26.4 No Byelaws may be inconsistent with or affect or repeal anything contained in the Memorandum or Articles of association of the Club or be in breach of any statutory provision.

26.5 Any Byelaw may be set aside by an ordinary resolution of a general meeting of the Club.

## **27 DELEGATION**

27.1 The Directors of the Club may delegate any or all of their powers to a committee or committees appointed by the Directors.

27.2 In the exercise of the powers delegated to it a committee must conform to any regulations prescribed by the Directors.

27.3 Any delegation of powers or appointment of a committee may be recalled or revoked by the Directors at any time.

## **28 ANNUAL REPORT AND RETURN FOR REGISTER OF CHARITIES**

28.1 The Directors must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the Charity Commission (the “Commission”);
- (b) the preparation of an annual report and its transmission to the Commission;

- (c) the preparation of an annual return and its transmission to the Commission.

28.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## **29 INDEMNITY FOR DIRECTORS**

Every Director of the Club shall be indemnified from the funds and assets of the Club against all liabilities incurred by him in defending any proceedings whether civil or criminal which arise due to his status as a Director of the Club and in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which a relief is granted to him by the Court.

## **30 DISSOLUTION**

Clauses 15 and 16 of the Memorandum of Association shall have effect as if the provisions thereof were repeated in full in these Articles of Association.

**Signatures, Names and Addresses of Subscribers of Bedford Cricket Club Limited**

**This information can be supplied upon request.**