

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3175913

The Registrar of Companies for England and Wales hereby certifies that  
LONDON SCHOOLS CRICKET PROJECT

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 21st March 1996



\*N03175913G\*

*E. P. Owen*  
MRS. E. P. OWEN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

# G

COMPANIES FORM No. 12

## Statutory Declaration of compliance with requirements on application for registration of a company

# 12

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

For official use

Name of company

\* LONDON SCHOOLS CRICKET PROJECT

\* insert full  
name of Company

I, JOHN BRIAN PARKER  
of CHURCH COTTAGE, DARENTH HILL, DARENTH,  
DARTFORD, KENT DA2 7QY

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
~~(person named as director or secretary of the company in the statement delivered to the registrar~~  
~~under section 10(2))†~~ and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 37 RUSHEY GREEN  
CATFORD LONDON SE6

Declarant to sign below

the TWELFTH day of MARCH  
One thousand nine hundred and NINETY-SIX  
before me J.W. THOMSON

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

J.W. THOMSON Solicitor

Presenter's name address and  
reference (if any):

PARKER AARENBERG  
DAWSON & COBB

DX 34365 CATFORD

REF JBP 17/894

For official Use

New Companies Section

Post room



A22 \*AYJDJUF\* 262  
COMPANIES HOUSE 14/03/96

# G

COMPANIES FORM No. 30(5)(a)

## Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

# 30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

### Note

This declaration should accompany the application for the registration of the company

\*Insert full name of company

†Delete as appropriate

For official use

Company number

Name of company

\* LONDON SCHOOLS CRICKET PROJECT

I, JOHN BRIAN PARKER

of CHURCH COTTAGE, DARENTH HILL, DARENTH, DARTFORD, KENT DA2 7QY

a [Solicitor engaged in the formation of the above-named company] ~~person named as director or secretary of the above company in the statement delivered under section 10 of the above Act~~† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at 37 RISHEY GREEN  
CATFORD LONDON SE6

the TWELFTH day of MARCH

One thousand nine hundred and NINETY-SIX

before me J. THOMSON

Declarant to sign below

*John Parker*

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

J. THOMSON SOLICITOR

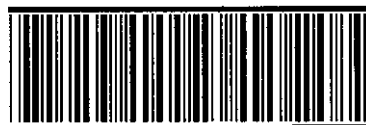
Presentor's name, address and reference (if any):

PARKER ARRENBURG  
DANSON & COBB  
DX 34365 CATFORD  
REF TEL 17/894

For official use

New Companies Section

Post room



A22 \*AYJYCJUE\* 261  
COMPANIES HOUSE 14/03/96



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

Companies G30(5)(a)

1985 Edition  
12.85 F6450  
5017979



**OYEZ**

Please complete in  
typescript, or in  
bold black capitals.

Notes on completion appear on final page.



**\*F0100C10\***

Company  
Name in full

LONDON SCHOOLS CRICKET PROJECT

Proposed Registered Office  
(PO Box numbers only, are not acceptable)

77/79 RUSHEY GREEN

CATFORD

Post town

LONDON

County/Region

Postcode

SE6 4AF

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.



Agent's Name

PARKER ARRENBURG DAWSON & COBB

Address

77/79 RUSHEY GREEN

CATFORD

Post town

LONDON

County/Region

Postcode

SE6 4AF

Number of continuation sheets attached.

2

Please give the name, address, telephone  
number, and if available, a DX number and  
Exchange of the person Companies House  
should contact if there is any query.

PARKER ARRENBURG DAWSON & COBB

Tel 0181 461 1500

DX number 34365 DX exchange CATFORD



A22 \*AYJYEJUG\* 263  
COMPANIES HOUSE 14/03/96

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ

for companies registered in England and Wales

DX 33050 Cardiff

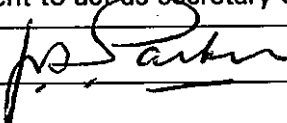
or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

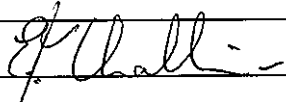
[P.T.O.]

**Company Secretary** (see notes 1-5)

Company Name		LONDON SCHOOLS CRICKET PROJECT	
*Voluntary details.	NAME	*Style/Title	*Honours etc.
	Forename(s)	JOHN BRIAN	
	Surname	PARKER	
	Previous forename(s)		
	Previous surname(s)		
Address		CHURCH COTTAGE, DARENTH HILL	
Usual residential address		DARENTH	
For a corporation, give the registered or principal office address.		Post town	DARTFORD
	County/Region	KENT	Postcode DAZ 7QY
	Country	ENGLAND	
I consent to act as secretary of the company named on page 1			
Consent signature			Date 8/3/96

**Directors** (see notes 1-5)

Please list directors in alphabetical order.

NAME		*Style/Title	*Honours etc.	
	Forename(s)	EDWARD JOHN		
	Surname	CHALLINOR		
	Previous forename(s)			
	Previous surname(s)			
Address		79 GORE ROAD		
Usual residential address				
For a corporation, give the registered or principal office address.		Post town	LONDON	
	County/Region	LONDON	Postcode	E9 7HN
	Country	ENGLAND		
	Date of birth	Day 01	Month 06	Year 43
	Nationality	BRITISH		
Business occupation		DEPUTY HEADTEACHER		
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature			Date 8th March 1996	

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style/Title</b>	<input type="text"/>	<b>*Honours etc.</b>	<input type="text"/>
<b>*Voluntary details.</b>	<b>Forename(s)</b>	<input type="text" value="FRANK. HAYDN"/>		
	<b>Surname</b>	<input type="text" value="TURNER."/>		
	<b>Previous forename(s)</b>	<input type="text" value="-"/>		
	<b>Previous surname(s)</b>	<input type="text" value="-"/>		
<b>Address</b>	<input type="text" value="FLAT 15 6. HURR PARK Gdns."/>			
<b>Usual residential address</b>	<input type="text"/>			
<small>For a corporation, give the registered or principal office address.</small>	<b>Post town</b>	<input type="text" value="LONDON"/>		
	<b>County/Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text" value="W2 2LT"/>
	<b>Country</b>	<input type="text" value="UK"/>		
	<b>Date of birth</b>	<input type="text" value="10"/> <input type="text" value="08"/> <input type="text" value="36"/>	<b>Nationality</b>	<input type="text" value="BRITISH"/>
	<b>Business occupation</b>	<input type="text" value="MANAGEMENT CONSULTANT"/>		
	<b>Other directorships</b>	<input type="text" value="INTERMART LTD."/>		
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
	<b>Consent signature</b>	<input type="text" value="Frank Turner"/>	<b>Date</b>	<input type="text" value="8/3/96"/>

**This section must be signed by**

**Either**  
an agent on behalf  
of all subscribers

**Signed**   
**Date**

**Or the subscribers**  
(i.e. those who signed  
as members on the  
memorandum of  
association).

**Signed**   
**Date**

**Signed**   
**Date**

**Signed**   
**Date**

**Signed**   
**Date**

**Signed**   
**Date**

**Signed**   
**Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm – show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

–A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Director's details:

Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

–Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**

–dormant,

–a parent company which wholly owned the company making the return,

–a wholly owned subsidiary of the company making the return, or

–another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

*Oct 20*

3175915

The Companies Acts 1985 and 1989  
Company Limited by Guarantee and not having  
a Share Capital



Memorandum of Association of  
London Schools Cricket Project

1. The Company's name is "LONDON SCHOOLS CRICKET PROJECT"  
(and in this document is called "the Company").
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects ("the Objects") are to provide facilities and opportunities for the playing of cricket by schoolchildren in full time primary and secondary education in Greater London and to develop their skills and abilities in furtherance of their physical education and with the object of improving their condition of life.
4. In furtherance of the Objects but not otherwise the Company may exercise the following powers :
  - (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;
  - (2) to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (3) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
  - (4) subject to clause 5 below to employ such staff, who shall not be directors of the Company (hereinafter referred to as "the trustees") as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
  - (5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
  - (6) to co-operate with other charities voluntary bodies and statutory



317891



- authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
  - (7) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
  - (8) to do all such other lawful things as are necessary for the achievement of the Objects;
5. The income and property of the Company shall be applied solely towards the promotion of the Objects and no parts shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company: Provided that nothing in this document shall prevent any payment in good faith by the Company:
- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his, or hers, when instructed by the Company to act in a professional capacity on its behalf : Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
  - (2) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a trustee;
  - (3) of interest on money lent by any member of the Company or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
  - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
  - (5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
  - (6) to any trustee of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute such amount as may be

required (not exceeding £1) to the Company's assets if it should be wound up while he or she is a member of within one year after he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

8. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 5 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

---

Signatures, Names and Addresses of Subscribers

---

*E.J. Challinor*

EDWARD JOHN CHALLINOR  
79 GORE RD.  
LONDON E9 7HN

*Frank Hamlyn Turner*

FRANK HAMLYN TURNER.  
FLAT 15.

6 HURST PARK Gdns. LONDON W22 4LT  
CHRISTOPHER ELLIOTT WINN

*C.E. Winn*

8 BROADLANDS COURT, NEW CARDENS RD,  
RICHTON, SURREY TW9 3BW.

*G.O. Curtis*

GRAHAM OLIVER CURTIS  
'TIMBERS'

FRYEN ROAD, WEST CHILTINGTON  
WEST SUSSEX RH20 4BJ

Dated: 8TH MARCH 1996

Witness to the above Signatures:

*John Harrison Smith*

Name: JOHN HARRISON SMITH

Address: 21 RAYMOND AVENUE,  
LONDON E18 2HF

Occupation: SCHOOLS CRICKET DEVELOPMENT COORDINATOR

The Companies Acts 1985 and 1989  
Company Limited by Guarantee and not having a Share Capital

Articles of Association of

LONDON SCHOOLS CRICKET PROJECT

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**Interpretation.**

1. In these articles :

"the Company" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Company;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Company;

"office" means the registered office of the Company;

"the seal" means the common seal of the Company if it has one;

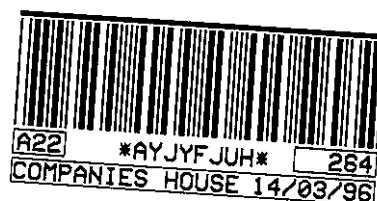
"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"the Management Committee" means the directors of the Company (and "Committee Member" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.



## Members.

2. (1). The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Company. No person shall be admitted a member of the Company unless his application for membership is approved by the Management Committee.
- (2). Unless the Management Committee or the Company in general meeting shall make other provision under Article 61, the Management Committee may in their absolute discretion permit any member of the Company to retire, provided that after such retirement the number of members is not less than two.

## General meetings.

3. The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meetings as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next : Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The Management Committee may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Committee Members to call a general meeting, any Committee Member or any member of the Company may call a general meeting.

## Notice of general meetings.

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Committee Member shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed :
  - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the

members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Committee Members and auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **Proceedings at general meetings.**

7. No business shall be transacted at any meeting unless a quorum is present. Five persons (present in person or by proxy) entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, 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 Management Committee may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present (being two or more) shall be a quorum
9. The chairman, if any, of the Management Committee or in his absence some other Committee Member nominated by the Committee Members shall preside as a chairman of the meeting, but if neither the chairman nor such other Committee Member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Committee Members present shall elect one of their number to be chairman and, if there is only one Committee Member present and willing to act, he shall be chairman.
10. If no Committee Member is willing to act as chairman, or if no Committee Member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. A Committee Member shall, notwithstanding that he is not a member, be entitled

to attend and speak at any general meeting.

12. 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, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (1) by the chairman; or
  - (2) by at least two members having the right to vote at the meeting; or
  - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having a right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### **Votes of members.**

20. Subject to Article 17, every member shall have one vote. Votes shall be cast in person unless the Management Committee determine that proxy votes shall be permitted pursuant to Article 61(1)(iv).
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office 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.
24. Any organisation which is a member of the Company may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Company.

### **Management Committee.**

25. The number of Committee Members shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
26. The first Committee Members shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future Committee Members shall be appointed as provided subsequently in the articles.

### **Powers of Management Committee**

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the Management Committee who may exercise all the powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Management Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Management Committee by the articles and a meeting of the Management Committee at which a quorum is present may exercise all the powers exercisable by the Management Committee.
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Management Committee shall have the following powers, namely :
  - (1) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
  - (2) to enter into contracts on behalf of the Company;
  - (3) to seek and defray the cost of obtaining advice, including power to invite advisors/observers to attend and speak at their meetings (but not vote) on any issue before them for decision when professional expertise, including advice on equal opportunities issues referred to in Article 62 is required.

### **Appointment and retirement of Committee Members.**

29. At the third annual general meeting all the Committee Members shall retire from



office, and at every subsequent annual general meeting one-third of the Committee Members who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Committee Member who is subject to retirement by rotation, he shall retire.

30. Subject to the provisions of the Act, the Committee Members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Committee Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
31. If the Company at the meeting at which a Committee Member retires by rotation, does not fill the vacancy the retiring Committee Member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Committee Member is put to the meeting and lost.
32. No person other than a Committee Member retiring by rotation shall be appointed or reappointed a Committee Member at any general meeting unless :
  - (1) he is recommended by the Management Committee; or
  - (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Committee Members together with a notice executed by that person of his willingness to be appointed or reappointed.
33. No person may be appointed as a Committee Member :
  - (1) unless he has attained the age of 18 years; or
  - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.
34. Not less than seven or more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Committee Member retiring by rotation at the meeting) who is recommended by the Management Committee for appointment or reappointment as a Committee Member at the meeting or in respect of whom notice has been duly given to the

Company of the intention to propose him at the meeting for appointment or reappointment as a Committee Member. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of Committee Members.

35. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Committee Member either to fill a vacancy or as an additional Committee Member and may also determine the rotation in which any additional Committee Members are to retire.
36. The Management Committee may appoint a person who is willing to act to be a Committee Member either to fill a vacancy or as an additional Committee Member provided that the appointment does not cause the number of Committee Members to exceed any number fixed by or in accordance with the articles as the maximum number of Committee Members. A Committee Member so appointed prior to the third annual general meeting shall hold office until such meeting. A Committee Member so appointed after the third annual general meeting shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Committee Members who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
37. Subject as aforesaid, a Committee Member who retires at an annual general meeting may, if willing to act, be reappointed.

#### **Disqualification and removal of Committee Members.**

38. A Committee Member shall cease to hold office if he
  - (1) ceases to be a Committee Member by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
  - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
  - (3) resigns his office by notice to the Company (but only if at least two Committee Members will remain in office when the notice of resignation is to take effect); or
  - (4) is absent without the permission of the Management Committee from three successive meetings of the Management Committee.

#### **Committee Members' expenses.**

39. The Committee Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Management Committee or committees of Committee Members or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

#### **Committee Members' appointments.**

40. Subject to the provisions of the Act and to Clause 5 of the memorandum, the Management Committee may appoint one or more of their number to the unremunerated office of honorary treasurer and honorary administrative secretary. Any such appointment may be made upon such terms as the Management Committee determine. Any appointment of a Committee Member to such an office shall terminate if he ceases to be a Committee Member.
41. Except to the extent permitted by clause 5 of the memorandum, no Committee Member shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Committee Member in any other contract to which the Company is a party.

#### **Proceedings of Management Committee**

42. Subject to the provisions of the articles, the Management Committee may regulate their proceedings as they think fit. A Committee Member may, and the secretary at the request of a Committee Member shall, call a meeting of the Management Committee. It shall not be necessary to give notice of a meeting to a Committee Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
43. The quorum for the transaction of the business of the Management Committee may be fixed by the Management Committee but shall not be less than one quarter of their number or three, whichever is the greater.
44. The Management Committee may act notwithstanding any vacancies in their number, but, if the number of Committee Members is less than the number fixed as the quorum, the continuing Committee Members or Committee Member may act only for the purpose of filling vacancies or of calling a general meeting.
45. The Management Committee may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office.

Unless he is unwilling to do so, the Committee Member so appointed shall preside at every meeting of the Management Committee at which he is present. But if there is no Committee Member holding that office, or if the Committee Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Committee Members present may appoint one of their number to be chairman of the meeting.

46. The Management Committee may appoint one or more sub-committees consisting of three or more Committee Members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee : provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Management Committee.
47. All acts done by a meeting of the Management Committee, or of a sub-committee of the Management Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Committee Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Committee Member and had been entitled to vote.
48. A resolution in writing, signed by all the Committee Members entitled to receive notice of a meeting of the Management Committee or of a sub-committee of the Management Committee, shall be as valid and effective as if it had been passed at a meeting of the Management Committee or (as the case may be) a sub-committee of the Management Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Committee Members.
49. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Management Committee and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two Committee Members.

#### **Secretary.**

50. Subject to the provisions of the Act, the secretary shall be appointed by the Management Committee for such term, at such remuneration (if not a Committee Member) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### **Minutes.**

51. The Management Committee shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the Management Committee; and
  - (2) of all proceedings at meetings of the Company and of the Management Committee and of sub-committees of the Management Committee including the names of the Committee Members present at each such meeting.

#### **The Seal.**

52. The seal shall only be used by the authority of the Management Committee or of a sub-committee of the Management Committee. The Management Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Committee Member and by the secretary or by a second Committee Member.

#### **Accounts.**

53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

#### **Annual Report.**

54. The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

#### **Annual Return.**

55. The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

#### **Notices.**

56. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Management Committee

need not be in writing.

57. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
58. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
59. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

#### **Indemnity.**

60. Subject to the provisions of the Act every Committee Member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

#### **Rules.**

61. (1) The Management Committee may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality for the foregoing, they may by such rules or bye laws regulate :
  - (i) the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

- (ii) the conduct of members of the Company in relation to one another, and to the Company's servants;
  - (iii) 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;
  - (iv) the procedure at general meetings and meetings of the Management Committee and sub-committees of the Management Committee in so far as such procedure is not regulated by the articles including in regard to general meetings whether proxy votes are to be permitted, either generally or for individual meetings, the circumstances, which may be limited, in which members shall have the facility to appoint proxies and the form of and procedure relative to such appointment PROVIDED that (1) the Management Committee shall not permit any person to act as a proxy at any meeting on behalf of more than one member and any purported appointment to act for a second or subsequent member shall be void (2) a vote given in accordance with a proxy appointment shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy is executed, provided that no information in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
  - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

#### **Equal Opportunities.**

62. (a) Applications for membership of the Company shall, subject to Article 2(1) be welcome from any individuals, corporate bodies or organisations regardless of any issues concerned with race, creed, religion, culture, ethnic origin, sex or sexual orientation, marital status, disability, age and class, and the Management Committee shall not be entitled to withhold or reject membership on the grounds of any such issue.

- (b) The Management Committee, in managing the business of the Company, shall have regard to the equal opportunities implications of the issues under their deliberation and in particular the extent to which equal opportunities might be furthered by their decisions but, for the avoidance of doubt, shall not be bound to treat equal opportunities as the overriding consideration.




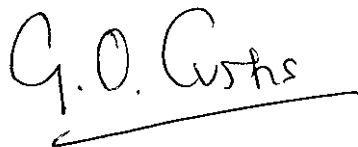
#### Patrons/President

63. (a) The Managing Committee may appoint and remove any person as president and any person or persons as a patron or patrons of the Company and on such terms as the Management Committee thinks fit.
- (b) The president and patron(s) shall have the right to attend and speak (but not vote) at any general meeting of the Company and to be given notice thereof as if a member and shall also have the right to receive the accounts of the Company when available to members.

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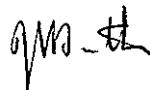
#### Signatures, Names and Addresses of Subscribers

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	EDWARD JOHN CHALLINOR 79 GORE RD. LONDON E9 7HN
	FRANK HAIN TURNER FLAT 15 6 MYR PARK CWS LONDON W22 4T
	CHRISTOPHER ELLIOTT WINN 8 BROADLANDS COURT, KILCARRIGS RD, RICHMOND, SURREY TW9 3HW
	GRAHAM OLIVER CURTIS 'TIMBERS', FRYERN ROAD, WEST CHILTINGTON, WEST SUSSEX RH20 4BJ

Dated: 8TH MARCH 1996

Witness to the above Signatures:



Name: JOHN HARRISON SMITH

Address: 21 RAYMOND AVENUE  
LONDON E18 2HF

Occupation: SCHOOLS CRICKET DEVELOPMENT COORDINATOR.