



FILE COPY

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

Company Number **9796022**

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

HAYES (KENT) CRICKET CLUB LTD

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 and Wales

Given at Companies House on **25th September 2015**



N09796022M



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

101603/100 101603/100
IN01

Application to register a company

SAME DAY



Companies House

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 register
a limited liability partnership. If you want
this, please use form LL IN01

FRIDAY
TU



A04 *A4GNMQYW* #34
COMPANIES HOUSE
A09 *A4GI9H9V* #351
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

HAYES (KENT) CRICKET CLUB LTD

For official use

9796022

→ Filing in this form

Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

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 on this is available in our guidance booklet GP1 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 our guidance booklet GP1 at 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)

- ☒ 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 ①

Please give the registered office address of your company

Building name/number

THE CLUBHOUSE

Street

BARNET WOOD ROAD

Post town

BROMLEY

County/Region

KENT

Postcode

B R 2 7 A A

① 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 ①

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

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

① For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ①

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

☐

① 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*	
Full forename(s)	
Surname	
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	
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  
-----------	--

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

X

X

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)	TIMOTHY
Surname	NASH
Former name(s) ②	
Country/State of residence ③	UK
Nationality	BRITISH
Date of birth	d2 d4 m1 m1 y1 y7 y6 y3
Business occupation (if any) ④	CEO

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	HAYES (KENT) CC CLUBHOUSE
Street	BARNET WOOD ROAD
Post town	BROMLEY
County/Region	KENT
Postcode	B R Z 7 A A
Country	UK

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.

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*	MS
Full forename(s)	LYNN ANNE
Surname	MURPHY
Former name(s) ②	NONE
Country/State of residence ③	UK
Nationality	CANADIAN
Date of birth	d 0 9 m 0 2 y 1 9 5 5
Business occupation (if any) ④	RETIRED

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	HAYES (KENT) CRICKET CLUB
Street	BARNET WOOD RD
Post town	BROMLEY
County/Region	KENT
Postcode	B R 2 7 A A
Country	UK

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.

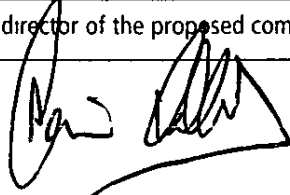
IN01 – continuation page

Application to register a company

Director

D1	Director appointments ①		<p>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.</p> <p>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.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5			
Title*	MR		
Full forename(s)	HARRI		
Surname	KALLAS		
Former name(s) ②			
Country/State of residence ③	UK		
Nationality	ENGLISH		
Date of birth	13/08/1941		
Business occupation (if any) ④			

D2	Director's service address ⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.			
Building name/number	2		
Street	WATER LANE		
Post town	WEST MALLING		
County/Region	KENT		
Postcode	ME19 6HH		
Country	UK		

D3	Signature ⑥		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
I consent to act as director of the proposed company named in Section A1			
Signature		X	

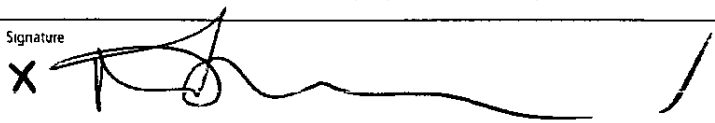
IN01 – continuation page

Application to register a company

Director

D1	Director appointments ①	<p>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.</p> <p>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.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.		
Title*	MR	
Full forename(s)	NALCOLM	
Surname	BROWN	
Former name(s) ②		
Country/State of residence ③	UNITED KINGDOM	
Nationality	BRITISH	
Date of birth	d 0 8 m 1 2 y 1 9 s 7	
Business occupation (if any) ④	RETIRED	

D2	Director's service address ⑤	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	8	
Street	FREESIA CLOSE	
Post town	ORPINGTON	
County/Region	KENT	
Postcode	BR6 6NB	
Country	UNITED KINGDOM	

D3	Signature ⑥	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
I consent to act as director of the proposed company named in Section A1.		
Signature	<p>Signature</p> 	

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 ②

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

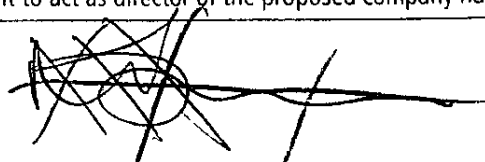
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 ❸

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

❶ Including both the nominal value and any
share premium

❷ Total number of issued shares in this class

❶ 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

F5

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						

IN01

Application to register a company

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	TIMOTHY
Surname ①	NASH
Address ②	24 SCOTTS LANE BROMLEY
Postcode	B R 2 0 L L
Amount guaranteed ③	£1 ✓

Subscriber's details

Forename(s) ①	LYNN ANNE
Surname ①	MURPHY
Address ②	145 WICKHAM CHASE WEST WICKHAM
Postcode	B R 4 0 0 Q
Amount guaranteed ③	£1

Did not sign memorandum

Subscriber's details

Forename(s) ①	MALCOLM
Surname ①	BROWN
Address ②	8 FREESIA CLOSE ORPINGTON
Postcode	B R 6 6 N B
Amount guaranteed ③	£1 ✓

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Application to register a company

Subscriber's details	
Forename(s) ①	HARRI
Surname ①	KALLAS
Address ②	2 WATER LANE WEST MALLING
Postcode	M E 1 9 6 4 4
Amount guaranteed ③	£1

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	

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)


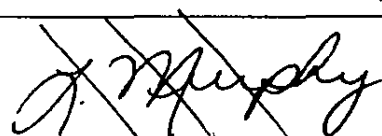
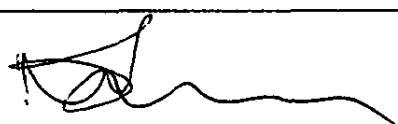
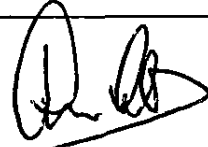
H1

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

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

Subscriber's signature	Signature X  Timor ✓ X
Subscriber's signature	Signature X  J. Murphy Did not sign memorandum X
Subscriber's signature	Signature X  ✓ X
Subscriber's signature	Signature X  ✓ X
Subscriber's signature	Signature X X X
Subscriber's signature	Signature X X X
Subscriber's signature	Signature X X X
Subscriber's signature	Signature X X X

IN01

Application to register a company

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

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	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X

X

!N01

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 **TIMOTHY NASH**

Company name

Address **24 SCOTTS LANE**

Post town **BROMLEY**

County/Region

Postcode **B R 2 0 L L**

Country **UK**

DX

Telephone **07721 760 760**

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 Memorandum of Association
- ☐ You have enclosed the correct fee

Important information

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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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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

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COMPANY LIMITED BY GUARANTEE

Memorandum of association of Hayes (Kent) Cricket Club 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

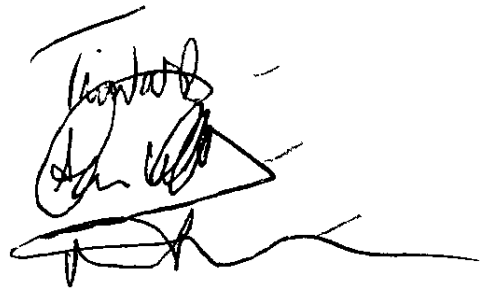
Name of each subscriber

Signature of each subscriber

TIMOTHY NASH

HARRY KALLAS

MALCOLM BROWN

Three handwritten signatures are present. The first signature is 'Timothy Nash', the second is 'Harry Kallas', and the third is 'Malcolm Brown'. They are written in black ink and are somewhat stylized.

Signed 26th August 2015

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

HAYES (KENT) CRICKET CLUB LIMITED (the "Club")

Adopted by special resolution passed on 26 August 2015

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INTRODUCTION

1 INTERPRETATION

1.1 In these Articles, unless the context otherwise requires

Act: means the Companies Act 2006,

AGM: means annual general meeting,

Appointer: has the meaning given in article 15(1),

Articles: means the Company's articles of association for the time being in force,

Board: means the board of directors of the Club established from time to time in accordance with Article 14, the members of which are directors of the Club for the purposes of the 2006 Act,

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,

CASC: means Community Amateur Sports Club,

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company,

ECB: means the England and Wales Cricket Board, which is the governing body of cricket in England,

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 11, any director whose vote is not to be counted in respect of the particular matter),

Member: means a member of the Club, and

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles and reference to a numbered "**Model Article**" is a reference to that article of the Model Articles

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles

1.4 A reference in these Articles to an "**article**" is a reference to the relevant article of these Articles unless expressly provided otherwise

- 1 5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
- (a) Any subordinate legislation from time to time made under it, and
 - (b) Any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1 6 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 1 7 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as the 2006 Act
- 1 8 Words importing a singular number shall include the plural number and vice versa Words importing the masculine gender shall include the feminine gender Words importing persons shall include corporations

2. OBJECTS

- 2 1 To acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Hayes (Kent) Cricket Club and to indemnify Hayes (Kent) Cricket Club, its officers, members, and members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Hayes (Kent) Cricket Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Hayes (Kent) Cricket Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking,
- 2 2 The objects for which the Club is established is to provide facilities for and to promote participation in recreational amateur cricket in the Hayes (Kent) area
- 2 3 To allow and support The Warman Sports Club Limited to provide and maintain Club premises at The Clubhouse at Barnet Wood Road, Hayes , Bromley, Kent BR2 7AA and to provide and maintain club-owned equipment for the use of its members (without discrimination)
- 2 4 To provide other ordinary benefits of an amateur sports club as set out in Part 13 Chapter 9 Corporation Tax Act 2010 including without limitation provision of suitably qualified coaches, coaching courses insurance, medical treatment and post-match refreshments
- 2 5 To obtain funding for the Club's activities by collecting membership subscriptions, match fees, donations, sponsorship and other available funding
- 2 6 To acquire, establish, own, operate and turn to account in any way for the members' benefit the facilities of the Club as shall be thought advisable

- 2 7 To be a member club of The Warman Sports Club Limited, or its successor entities
- 2 8 To affiliate to the ECB through the Kent Cricket Board and any other cricketing body as deemed appropriate by the Board and to uphold their rules and regulations as amended from time to time
- 2 9 To sell or supply food and/or drink and provide other social activities as an adjunct to the sporting purposes of the club
- 2 10 To make rules, regulations and bye-laws concerning the operation of the Club including without limitation regulations concerning disciplinary procedures that may be taken against members
- 2 11 To ensure that all members, playing and non-playing abide by the ECB Code of Conduct, which incorporates the Spirit of Cricket, and by the Laws of Cricket
- 2 12 To discipline members where permitted by these Articles and the Rules and to refer members to be disciplined by the ECB or the Constituent Body (as appropriate) where so required by the rules and regulations of the ECB
- 2 13 To make donations and offer support to other cricket clubs which are charities or CASCs and/or to other clubs belonging to the Warman Sports Club Limited
- 2 14 To do all other things as the Board thinks fit to further the interests of the Club

3 CLUB COLOURS

- 3 1 The Club colours shall be Royal Blue and Gold

4. POWERS

- 4 1 The Club shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects

5 INCOME

- 5 1 The income and property of the Clubs shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Club or third parties other than other registered CASCs or charities No member shall be paid a salary, bonuses, fee or other remuneration for playing for the club
- 5 2 Nothing in Article 3 2 shall prevent the payment in good faith by the Club
 - (a) To any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Club,
 - (b) Of interest on money lent by a member of the Club at a commercial rate of interest,

- (c) Of reasonable and proper rent for premises demised or let by any member of the Club,
 - (d) Of any premium in respect of the purchase of indemnity insurance in respect of liability for any act or default of the members in relation to the Club
- 5 3 All surplus income or profits are to be re-invested in the Club No surpluses or assets will be distributed to Members or third parties

6. WINDING UP

If upon the winding-up or dissolution of the Club, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members but shall be given or transferred to one or more of the following sporting or charitable bodies i) the ECB, for use in community related initiatives for cricket, ii) another registered CASC for cricket, or iii) a charitable organisation for cricket Such body to be determined by the Members at the time of winding up or dissolution

7. LIABILITY OF MEMBERS

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for

- (a) Payment of the Club's debts and liabilities contracted before he ceases to be a Member,
- (b) Payment of the costs, charges and expenses of the winding up, and
- (c) Adjustment of the rights of the contributories among themselves

DIRECTORS

8 CALLING A DIRECTORS' MEETING

- 8 1 The directors shall meet for the dispatch of business as they think fit, provided that at least six meetings are held each year
- 8 2 Any director may call a directors' meeting by giving not less than 5 Business Days' notice of the meeting (or such lesser notice as all the directors may agree)
- 8 3 Notice of a directors' meeting must indicate the proposed date, time and place
- 8 4 A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting

9 QUORUM FOR DIRECTORS' MEETINGS

- 9 1 Subject to article 9 2, the quorum for the transaction of business at a meeting of directors is any two Eligible Directors
- 9 2 For the purposes of any meeting (or part of a meeting) held pursuant to article 11 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s) (defined in article 11 1), the quorum for such meeting (or part of a meeting) shall be one Eligible Director

9 3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision

- (a) To appoint further directors, or
- (b) To call a general meeting so as to enable the Members to appoint further directors

10. UNANIMOUS DECISIONS

10 1 A decision of the directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter

10 2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing

10 3 A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at such a meeting

11. CASTING VOTE

11 1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting has a casting vote

12 DIRECTORS' CONFLICTS OF INTEREST

12 1 The directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest

12 2 Any authorisation under this article 11 shall be effective only if

- (a) the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,
- (b) Any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director, and
- (c) The matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted

12 3 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict

12 4 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation

13. RECORDS OF DECISIONS TO BE KEPT

- 13 1 The directors must ensure that the Club keeps a record for at least ten years from the date of the decision recorded, of every decision taken by the directors at their meetings and at the Club's AGM
- 13 2 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

14 NUMBER OF DIRECTORS

- 14 1 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be less than two

15. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- 15 1 Subject to those Rules being made, varied or revoked by the members in general meeting, the Board shall have power to make, vary or revoke the Rules including, but not limited to, Rules

- (a) Setting out different categories of membership of the Club,
- (b) Setting criteria for admission to membership of the Club,
- (c) Creating regulations, standing orders and bye-laws for the better administration of the Club,
- (d) To regulate the function role and operation of sub-committees to assist the Board in the administration of the Club, and

Provided that nothing in those Rules shall prejudice the Club's status as a CASC under Part 13 Chapter 9 of the Corporation Act 2010 and provided that the said Rules shall be consistent with these Articles and the 2006 Act

16 METHOD OF APPOINTING DIRECTORS

- 16 1 The members of the Board shall be the

- (a) President,
- (b) Chairman,
- (c) Vice-chairman,
- (d) Treasurer,
- (e) Secretary
- (f) Cricket Chairman,
- (g) Colts Chairman,
- (h) Ladies Representative,
- (i) Membership Secretary,
- (j) Fixture Secretary,

- (k) Welfare Officer, and
- (l) Any other persons as the Board may from time to time co-opt to the Board

16.2 The first directors, who shall hold office until such time as they are due to retire in accordance with these Articles, are

- | | |
|----------------------------|------------------|
| (a) President, | Lyn Murphy |
| (b) Chairman, | to be appointed |
| (c) Vice-chairman, | Malcolm Brown |
| (d) Treasurer, | Tim Nash |
| (e) Secretary | Malcolm Brown |
| (f) Cricket Chairman, | Ashley Quayle |
| (g) Colts Chairman, | Nigel Gallagher |
| (h) Ladies Representative, | Lyn Murphy |
| (i) Membership Secretary, | Harri Kallas |
| (j) Fixture Secretary, | Clifford Stammer |
| (k) Welfare Officer, | Lyn Murphy |

16.3 At the AGM, to be held in each year subject to clause 18.1, the elected directors shall retire and shall be eligible for re-election in accordance with these Articles

16.4 Any member may nominate another member to a position on the Board. Such nominations must be seconded by another member. In the event of there being more nominations than vacancies, there shall be an election as directed by the Board and the results announced at the AGM.

16.5 An elected director shall hold office from the date on which he is elected until the following AGM at which meeting he shall retire but shall be eligible for re-election.

17. TERMINATION OF DIRECTORSHIP

17.1 Without prejudice to the provisions of section 168 of the 2006 Act, a person shall cease to be a director of the Club as soon as

- (a) They are prohibited from being a director by law,
- (b) A bankruptcy order is made against that person,
- (c) That person is suspended from holding office by the ECB,
- (d) That person is requested to resign by not less than two-thirds of the other members of the Board acting together, or
- (e) That person ceases to be a member

18. APPLICATION FOR MEMBERSHIP

- 18 1 No person shall become a Member unless he has completed an application for membership in a form approved by the Board from time to time Details of each successful applicant shall be entered into the Register of Members by the Club Membership Secretary
- 18 2 For the avoidance of doubt, membership is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of the sport or the good conduct and interests of the Club and no person shall be denied membership of the club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs The Club may only refuse a new member if a resolution is passed at a meeting where the person in question has been notified in writing, in advance, and been given 14 days to submit written representations for the Board to consider at the meeting
- 18 3 The Board may from time to time recommend the levels of match fees and annual subscriptions to be paid by different categories of members The level of such fees shall be agreed at the Annual General Meeting for the year commencing 1 May The Board shall use its best endeavours to ensure that the fees set do not preclude open membership of the club
- 18 4 The members shall pay any match fees and annual subscriptions set at the Annual General Meeting on or before 31 May Any member who is more than five months in arrears shall be deemed to have resigned his membership of the Club

19. COMPLAINTS & DISCIPLINARY

- 19 1 The Board shall appoint a sub-committee "Disciplinary Sub-Committee" to hear complaints within 21 days of a complaint being notified to the Board
- 19 2 Complaints must be submitted in writing
- 19 3 Any person attending a disciplinary sub-committee hearing shall be entitled to be accompanied by a friend or other representative and to call on witnesses
- 19 4 The Disciplinary Sub-Committee has the power to take appropriate action on behalf of the Board, including expulsion of the member
- 19 5 The outcome of any decision shall be notified in writing to the person making the complaint within 14 days of the hearing

20. APPEALS

- 20 1 There shall be a right of appeal within 14 days of receipt of any disciplinary decision or decision to refuse membership Appeals should be made in writing to the Secretary
- 20 2 The Board shall appoint an Appeals Committee The Appeals Committee shall have a maximum of three members which shall not include members involved with the initial disciplinary hearing but may include non-members of the Club The appeal

should be considered within 21 days of the Secretary receiving the Appeal. The person who submitted the appeal shall be entitled to be accompanied by a friend or other representative and to call witnesses. The decision of the Appeals Committee shall be final and binding on all parties.

21. EXPULSION OF MEMBER

- 21.1 It shall be the duty of the Board, if at any time it shall be of the opinion that the interest of the Club so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Club within a time specified within such notice. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of such notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such sub-committee to which it has delegated its power. The Board or the sub-committee and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence, either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a two-thirds majority of the Board members or sub-committee members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members. A person may appeal against such a decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting.

22. WITHDRAWAL FROM MEMBERSHIP

- 22.1 A member may withdraw from membership of the Club by giving 7 clear days' notice to the Club in writing.
- 22.2 A Member whose membership is terminated under Articles 17, 18 and 19 shall not be entitled to a refund of any subscription or membership fee.
- 22.3 Membership is not transferable.

DECISION-MAKING BY MEMBERS

23. AGMs

- 23.1 The Club shall hold a general meeting (AGM) every calendar year at such a time and place to be determined by the Board.
- 23.2 The AGM shall be held for the following purposes:
- (a) To receive from the Board the Club's accounts and the Treasurer's report,

- (b) To receive from the Board a report of the activities of the Club,
- (c) To elect the Board,
- (d) To elect the Team Captains and where appropriate Vice Captains, and
- (e) To transact any other business as may be brought before it

24. EXTRA-ORDINARY GENERAL MEETINGS (EGMs)

- 24.1 The secretary shall convene an EGM at any time upon receiving
- (a) A written requisition stating the purpose for which the meeting is called,
 - (b) Signed by seven members (excluding junior members),
- 24.2 The Board can call an EGM at any time

25. NOTICE

14 days' notice must be given for any meeting under 21 and 22 above

26. QUORUM

Twenty members of the club present in person shall be a quorum

27. VOTES OF MEMBERS

Subject to the Act, at any general meeting every Member who is present in person (or by proxy) shall on a show of hands have one vote and every Member present in person (or by proxy) shall on a poll have one vote

28. POLL VOTES

- 28.1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting

29. PROXIES

- 29.1 Proxies may only validly be appointed by a signed notice in writing, stating

- (a) The name and address of the member appointing the proxy, and
- (b) The person being appointed,

Delivered to the club no less than 48 hours before the meeting

ADMINISTRATIVE ARRANGEMENTS

30. MEANS OF COMMUNICATION TO BE USED

- 30.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient
- (a) If properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted,

- (b) If properly addressed and delivered by hand, when it was given or left at the appropriate address,
- (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied, and
- (d) If sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

31 RULES

The Board may establish rules governing matters relating to Club administration that are required from time to time for the effective operation of the Club. If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

32. INDEMNITY AND INSURANCE

Subject to article 30.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled, each relevant officer may be indemnified out of the Club's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, and any other liability incurred by that director as an officer of the Club.

32.1 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly.

32.2 The directors may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant officer in respect of any relevant loss.

32.3 In this article

- (a) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Club, and
- (b) A "relevant officer" means any director or other officer or former director or other officer of the Club.

33. WELFARE

33.1 The Club has adopted and implemented the ECB's Safe Hands Policy (Safeguarding and Child Protection) and shall adopt and implement any future version of that policy.

- 33 2 The Club has adopted and implemented the ECB's One Game Strategy and the Club Inclusion and Diversity Policy and shall adopt and implement any future version of that policy
- 33 3 The Club will regularly review its Welfare Policy which sets out the Club's procedures and commitment for ensuring that all young people who play cricket do so in a safe and controlled environment