



FILE COPY

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

Company Number **10754974**

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

PARK AVENUE BRADFORD LIMITED

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

Given at Companies House on **4th May 2017**



N10754974O



Companies House



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

218080 4100

In accordance with
Section 9 of the
Companies Act 2006.

IN01

Application to register a company

SAME DAY

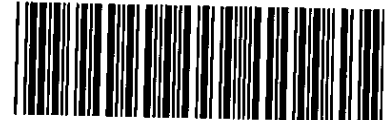
laserform

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. To do
this, please use form LL1. Do not
use this form if any individual with
significant control is involved or
has applied for protection from
having their details disclosed in the
public register. Contact e-forms@
companieshouse.gov.uk for a
separate form.

For further information, please
refer to our guidance at
www.gov.uk/companieshouse



A65R8Q9K
A05 04/05/2017 #64
COMPANIES HOUSE

Part 1 Company details

A1	Company name	<p>→ Filling in this form Please complete in typescript or in bold black capitals.</p> <p>All fields are mandatory unless specified or indicated by *</p> <p>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 at: www.gov.uk/companieshouse</p>
	Check if a company name is available by using our name availability search: www.companieshouse.gov.uk/info	
	Please show the proposed company name below.	
Proposed company name in full ①	Park Avenue Bradford Limited	
For official use	10754974	

A2	Company name restrictions ②	<p>② Company name restrictions A list of sensitive or restricted words or expressions that require consent can be found in our guidance at: www.gov.uk/companieshouse</p>
	<p>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.</p> <p><input type="checkbox"/> 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.</p>	

A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' ③	<p>③ Name ending exemption Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website: www.gov.uk/companieshouse</p>
	<p>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.</p> <p><input type="checkbox"/> 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.</p>	

IN01

Application to register a company

A4

Company type ①

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

① Company type

If you are unsure of your company's type, please go to our website: www.gov.uk/companieshouse

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ②

Classification code 1	9	3	1	1	0
Classification code 2	8	5	5	1	0
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description

② Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes is available on our website: www.gov.uk/companieshouse

A6

Situation of registered office ③

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

③ 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.

IN01

Application to register a company

A7		Registered office address ①
		Please give the registered office address of your company.
Building name/number	Headingley Cricket Ground	
Street		
Post town	Leeds	
County/Region	West Yorkshire	
Postcode	L S 6 3 D P	
		① Registered office address You must ensure that the address shown in this section is consistent with the situation indicated in section A6. 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.
A8		Articles of association ②
		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. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> 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. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company	
Option 3	<input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.	
		② For details of which company type can adopt which model articles, please go to our website: www.gov.uk/companieshouse A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.
A9		Restricted company articles ③
		Please tick the box below if the company's articles are restricted. <input type="checkbox"/>
		③ Restricted company articles Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.gov.uk/companieshouse

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-C4.

Title *	
Full forename(s)	
Surname	
Former name(s) ②	

① **Corporate appointments**

For corporate secretary appointments, please complete section C1-C4 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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.

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		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.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
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.	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ③		
Registration number		
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.	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.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

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-E4.

Title *	Mr
Full forename(s)	Mark Alexander
Surname	Arthur
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X m1 m0 y1 y9 y5 y8
Business occupation (if any) ⑤	Chief Executive

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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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

④ Month and year of birth
Please provide month and year only.

⑤ 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 ⑥

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

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

⑥ 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.

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-E4.	
Title *	Mr
Full forename(s)	Paul Andrew
Surname	Hudson
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X m0 m1 y1 y9 y6 y3
Business occupation (if any) ⑤	Finance Director

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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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

④ Month and year of birth
Please provide month and year only.

⑤ 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 ⑥	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ 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.

IN01 - continuation page

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-E4.	
Title *	Mr
Full forename(s)	Andrew Michael
Surname	Dawson
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X m0 m2 y1 y9 y7 y0
Business occupation (if any) ⑤	Commercial Director

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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ⑥
Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ 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.

IN01 - continuation page

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-E4.	
Title *	Mr
Full forename(s)	William George
Surname	Saville
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X m0 m6 y1 y9 y8 y5
Business occupation (if any) ⑤	Foundation Manager

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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ⑥
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ 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.

IN01 - continuation page

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-E4.	
Title *	Mr
Full forename(s)	Andrew Douglas Baker
Surname	Watson
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X m0 m9 y1 y9 y5 y4
Business occupation (if any) ⑤	Executive Director

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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ⑥
Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ 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.

IN01

Application to register a company

Corporate director

E1 Corporate director appointments ①	
Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.	
E2 Location of the registry of the corporate body or firm	
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3 EEA companies ②	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③	
Registration number	
② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse 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.	

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****Statement of capital**

Complete the table(s) below to show the share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages

Please use a continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
Totals				
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

IN01

Application to register a company

F2

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

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

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

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

IN01

Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none">a. particulars of any voting rights, including rights that arise only in certain circumstances;b. particulars of any rights, as respects dividends, to participate in a distribution;c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); andd. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

IN01

Application to register a company

F3

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) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
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** People with significant control (PSC).

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.

4 Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) 1	Yorkshire County Cricket Club Limited
Surname 1	
Address 2	Headingley Cricket Ground, St. Michaels Lane, Leeds
Postcode	L S 6 3 B U
Amount guaranteed 3	£1.00
Class of member (if applicable) 4	

Subscriber's details

Forename(s) 1	Yorkshire Cricket Board
Surname 1	
Address 2	YCB Office, Headingley Cricket Ground, St. Michaels Lane, Leeds
Postcode	L S 6 3 B U
Amount guaranteed 3	£1.00
Class of member (if applicable) 4	

IN01

Application to register a company

Subscriber's details

Forename(s) ①	The Yorkshire Cricket Foundation
Surname ①	
Address ②	The Carnegie Pavilion Headingley Cricket Ground Kirkstall Lane, Leeds
Postcode	L S 6 3 D P
Amount guaranteed ③	£1.00
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

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.

④ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

H1

Statement of initial significant control ①

☒ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

① Statement of initial significant control
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J.

Please use the PSC continuation pages if necessary.

H2

Statement of no PSC

(Please tick the statement below if appropriate)

☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company.

IN01

Application to register a company

Individual PSC

H3 Individual's details	
Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company.	
Title *	
Full forename(s)	
Surname	
Country/State of residence ①	
Nationality	
Month/year of birth ②	X X m m y y y y

H4 Individual's service address ①	
Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① **Country/State of residence**
This is in respect of the usual residential address as stated in section H6.

② **Month and year of birth**
Please provide month and year only.

① **Service address**
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

IN01

Application to register a company

H7

Nature of control for an individual ^①

Please indicate how the individual is a person with significant control over the company.

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

^① Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply.

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply.

IN01

Application to register a company

Individual PSC

H3

Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title *

Full forename(s)

Surname

Country/State of residence ①

Nationality

Month/year of birth ②

X X

m

m

y

y

y

y

① Country/State of residence

This is in respect of the usual residential address as stated in section H6.

② Month and year of birth

Please provide month and year only.

H4

Individual's service address ①

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

IN01

Application to register a company

H7

Nature of control for an individual ^①

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

^① Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply.

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

Relevant legal entity (RLE)**I1 RLE details ①**

Corporate or firm name	The Yorkshire Cricket Foundation
Building name/number	The Carnegie Pavilion Headingley Cricket Ground
Street	Kirkstall Road
Post town	Leeds
County/Region	West Yorkshire
Postcode	L S 6 3 D P
Country	United Kingdom

① Registered or principal office address
This is the address that will appear on the public record.

I2 Legal form and governing law

	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.
Legal form	Private company limited by guarantee
Governing law	England and Wales
If applicable, register in which RLE is entered ①	Companies House
Country/State ①	England
Registration number ①	06934670

① Registration number
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

13

Nature of control for the RLE ①

Please indicate how the RLE has significant control over the company

① Tick each that apply.

Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☒ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

Nature of control by a firm over which the RLE has significant control ①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

15

Nature of control by a trust over which the RLE has significant control ①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01 - continuation page

Application to register a company

Relevant legal entity (RLE)

I1	RLE details ①	
Corporate or firm name	Yorkshire Cricket Board	① Registered or principal office address This is the address that will appear on the public record.
Building name/number	YCB Office, Headingley Cricket Ground	
Street		
Post town	Leeds	
County/Region	West Yorkshire	
Postcode	L S 6 3 B U	
Country	United Kingdom	
I2	Legal form and governing law	
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.	① Registration number Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.
Legal form	Private company limited by guarantee	
Governing law	England and Wales	
If applicable, register in which RLE is entered ①	Companies House	
Country/State ①	England	
Registration number ①	07421947	

IN01 - continuation page

Application to register a company

13

Nature of control for the RLE ①

Please indicate how the RLE has significant control over the company

Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☒ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply.

14

Nature of control by a firm over which the RLE has significant control ①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01 - continuation page

Application to register a company

15

Nature of control by a trust over which the RLE has significant control ①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details

An 'other registrable person' is:

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Principal office address
This is the address that will appear on the public record.

J3

Legal form and governing law

Legal form

Governing law

IN01

Application to register a company

J4

Nature of control^①

Please show how the ORP has significant control over the company

^① Tick each that apply.

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company.

J5

Nature of control by a firm over which the ORP has significant control^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

^① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

IN01

Application to register a company

J6

Nature of control by a trust over which the ORP has significant control ①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1

Election to keep secretaries' register information on the public register ^①

☐ All subscribers elect to keep secretaries' register information on the public register

^① only applies if the proposed company will have a secretary.

K2

Election to keep directors' register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record ^②

☐ All subscribers elect to keep directors' register information on the public register

^② If the subscribers don't make this election, only the month and year of birth will be available on the public record.

K3

Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will not be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

K4

Election to keep members' register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable).

K5

Election to keep PSC register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record ^③

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person ^④ within the notice period before making the election.

^③ If the subscribers don't make this election, only the month and year of birth will be available on the public record.

^④ **Eligible person**

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

Part 7 Consent to act

L1

Consent statement

Please tick the box to confirm consent.

☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

Part 8 Statement about individual PSC particulars

M1

Particulars of an individual PSC ^①

Please tick the box to confirm.

☒ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

^① Only tick this if you have completed details of one or more individual PSCs in sections H3-H9.

Part 9 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 N1** (Statement of compliance delivered by the subscribers).
- **Yes** Go to **Section N2** (Statement of compliance delivered by an agent).

N1

Statement of compliance delivered by the subscribers ^②

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

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

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

^② **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Continuation pages

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.

IN01

Application to register a company

N2

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

IN01

Application to register a company



Presenter information

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

Contact name 44158.6

Company name Clarion Solicitors Limited

Address Elizabeth House

13-19 Queen Street

Post town Leeds

County/Region West Yorkshire

Postcode L S 1 2 T W

Country

DX 26427 Leeds Park Square

Telephone 0113 246 0622



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 A7).
☐ At the agents address (Given in Section N2).



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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.



How to pay

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse



Where to send

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

For companies registered in England and Wales:

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

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

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 or 790ZF exemption

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.



Further information

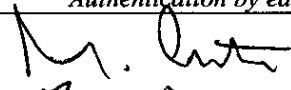


For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of Park Avenue Bradford 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.

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
Yorkshire County Cricket Limited	
Yorkshire Cricket Board	
The Yorkshire Cricket Foundation	

Dated 3 May 2017

ARTICLES OF ASSOCIATION
of
PARK AVENUE BRADFORD LIMITED

Clarion

Clarion Solicitors Limited
Elizabeth House
13-19 Queen Street
Leeds
LS1 2TW
Ref: JDS/KAC/44158.6

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
PARK AVENUE BRADFORD LIMITED

1. Interpretation

1.1 In these Articles, unless the context otherwise requires:

Act: the Companies Act 2006;

Articles: the Charity's articles of association for the time being in force;

Board: the Yorkshire Cricket Board (company number 07421947);

Business Day: 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;

Chairman: the chair of the board of Directors appointed in accordance with article 26.1;

Charities Act: the Charities Act 2011;

Charity: Park Avenue Bradford Limited, being the company regulated by the Articles;

Charity Commission: the Charity Commission for England and Wales;

Circulation Date: in relation to a written resolution, has the meaning given to it in the Act;

clear days: in relation to a period of notice, a period of days excluding:

- (a) the day on which notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

Club: the Yorkshire County Cricket Club Limited (registration number IP28929R);

Connected Person: any person falling within one of the following categories:

- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or
- (b) the spouse or civil partner of any person in (a); or
- (c) any person who carries on business in partnership with a Director or with any person in (a) or (b); or
- (d) an institution which is controlled by either a Director, any person in (a), (b) or (c), or a Director and any person in (a), (b) or (c), taken together; or

- (e) a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this article;

Director: a duly appointed director of the Charity from time to time, such persons being the directors of the Charity for the purposes of the Act and the charity trustees as defined in the Charities Act;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form: has the meaning given in section 1168 of the Act;

Foundation: the Yorkshire Cricket Foundation (company number 06934670);

Founder Members: the Club, the Board and the Foundation, and "Founder Member" shall mean any one of them;

Founder Member Director: has the meaning given in article 17.3;

Member: a person who is a subscriber to the memorandum of association of the Charity or who is admitted to membership in accordance with the Articles;

Model Articles: the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*);

Objects: the objects of the Charity as stated in article 2;

Special resolution: has the meaning given in section 283 of the Act;

United Kingdom: Great Britain and Northern Ireland; and

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

- 1.2 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:
- 1.5.1 any subordinate legislation from time to time made under it; and
- 1.5.2 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 The Model Articles shall not apply to the Charity.

2. Objects

2.1 The Charity's objects are for the benefit of the public generally and, in particular to:

- 2.1.1 provide and promote facilities for the playing of cricket and other sports in Yorkshire in order to:
 - 2.1.1.1 promote community participation in healthy recreation and improve the general health of those participating; and
 - 2.1.1.2 improve the quality and condition of life for those persons who have need for such facilities (in the interests of social welfare) by reason of their youth, age, infirmity or disability, poverty or social and economic circumstances, or for the public at large;
- 2.1.2 advance the education of children and young people through such means as the Directors think fit in accordance with the law of charity; and
- 2.1.3 advance education of the public in the history and heritage of Yorkshire cricket, in particular but not exclusively, by the development of the Park Avenue Cricket Ground, Bradford.

3. Powers

3.1 In pursuance of the Objects, but not further or otherwise, the Charity has the power to:

- 3.1.1 raise funds by way of subscription, donation or otherwise, provided that in raising such funds the Charity shall not undertake any substantial permanent trading activities and shall comply with any relevant statutory regulations;
- 3.1.2 trade in the course of carrying out the Objects and carry out any other trade which is not expected to give rise to taxable profits;
- 3.1.3 establish or purchase companies to carry on any trade;
- 3.1.4 sell, lease or otherwise dispose of all or any part of the Charity's real or personal property and any and all rights of the Charity, subject to such consents as may be required by law;
- 3.1.5 borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Charity's property and assets, subject to such consents as may be required by law;
- 3.1.6 lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or company;
- 3.1.7 buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
- 3.1.8 co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects, or similar charitable purposes and to exchange information with them;
- 3.1.9 establish or support or aid in the establishment and support of any organisation formed for objects similar to any or all of the Objects;

- 3.1.10 enter into partnership or other arrangement with any other body with objects similar to any or all of the Objects;
- 3.1.11 establish subsidiary companies to assist or act as agent for the Charity;
- 3.1.12 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.13 subject to article 4.2:
 - 3.1.13.1 employ and remunerate any person or persons as necessary for the proper pursuit of the Objects; and
 - 3.1.13.2 make reasonable provision for the payment of pensions for employees and their dependents;
- 3.1.14 take out such insurance policies as are necessary to protect the Charity;
- 3.1.15 provide indemnity insurance for the Directors or any other officer of the Charity in accordance with and subject to the conditions in section 189 of the Charities Act;
- 3.1.16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.17 deposit or invest funds of the Charity, employ a professional fund-manager and arrange for investments or other property of the Charity to be held in the name of a nominee; and
- 3.1.18 do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.

4. Application of income and property

- 4.1 The income and property of the Charity shall be applied solely towards promotion of the Objects.
- 4.2 Except as provided below, no part of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Charity. This shall not prevent any payment in good faith by the Charity of:
 - 4.2.1 a benefit to any Member in the capacity of a beneficiary of the Charity;
 - 4.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Charity, provided that article 5 applies if such a Member is a Director;
 - 4.2.3 interest on money lent by a Member to the Charity at a reasonable and proper rate;
 - 4.2.4 reasonable and proper rent for premises demised or let by a Member to the Charity; and
 - 4.2.5 any payment to a Member who is also a Director which is permitted under article 5.

5. Benefits and payments to Directors and Connected Persons

- 5.1 A Director:

- 5.1.1 is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity;
 - 5.1.2 may benefit from trustee indemnity insurance purchased by the Charity in accordance with section 189 of the Charities Act;
 - 5.1.3 may receive payment under an indemnity from the Charity in the circumstances set out in article 36; and
 - 5.1.4 may not receive any other benefit or payment from the Charity unless it is authorised by this article 5.
- 5.2 Unless the benefit or payment is permitted under article 5.3, no Director (including a Member who is also a Director) or Connected Person may:
- 5.2.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
 - 5.2.2 sell goods, services, or any interest in land to the Charity;
 - 5.2.3 be employed by, or receive any remuneration from, the Charity; or
 - 5.2.4 receive any other financial benefit from the Charity.
- 5.3 A Director or a Connected Person may:
- 5.3.1 receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way;
 - 5.3.2 enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act;
 - 5.3.3 subject to article 5.4, enter into a contract for the supply of goods to the Charity that are not supplied in connection with services provided to the Charity by the Director or Connected Person;
 - 5.3.4 receive reasonable and proper rent for premises let to the Charity;
 - 5.3.5 receive interest at a reasonable and proper rate on money lent to the Charity;
 - 5.3.6 take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public; and
 - 5.3.7 receive or retain any payment for which prior written authorisation has been obtained from the Charity Commission.
- 5.4 The Charity and its Directors may only rely upon the authority provided by article 5.3.3 if each of the following conditions is satisfied:
- 5.4.1 the amount or maximum amount of the payment for the goods:
 - 5.4.1.1 is set out in an agreement in writing between the Charity and the Director or Connected Person supplying the goods (the "**Supplier**") under which the Supplier is to supply the goods in question to the Charity;
 - 5.4.1.2 does not exceed what is reasonable in the circumstances for the supply of the goods in question;

- 5.4.2 the other Directors are satisfied that it is in the best interests of the Charity to contract with the Supplier rather than someone who is not a Director or Connected Person. In reaching that decision, which must be recorded in the minutes of the meeting, the Directors must balance the advantages of contracting with a Director against the disadvantages of doing so; and
- 5.4.3 the Supplier:
- 5.4.3.1 is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with regard to the supply of goods to the Charity by them;
 - 5.4.3.2 does not vote on any such matter and is not counted when calculating whether a quorum of Directors is present at the meeting; and
 - 5.4.3.3 a majority of the Directors then in office are not in receipt of remuneration or payments authorised by article 5.
- 5.5 In article 5.3 and article 5.4, the "Charity" includes any company in which the Charity:
- 5.5.1 holds more than 50% of the shares; or
 - 5.5.2 controls more than 50% of the voting rights attached to the shares; or
 - 5.5.3 has the right to appoint one or more Directors to the company.
- 5.6 A Director's duty under the Act to avoid a conflict of interest with the Charity does not apply to any transaction authorised by this article 5.

6. Winding up

- 6.1 On the winding up or dissolution of the Charity, after provision has been made for all its debts and liabilities, any assets or property that remain (the "**Charity's Remaining Assets**") shall not be paid or distributed to the Members (except to a Member that is itself a charity and qualifies to benefit under this article) but shall be applied or transferred:
- 6.1.1 directly for one or more of the Objects;
 - 6.1.2 to any charity or charities for purposes similar to the Objects; or
 - 6.1.3 to any charity or charities for particular purposes falling within the Objects.
- 6.2 The decision on who is to benefit from the Charity's Remaining Assets, pursuant to article 6.1, may be made by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.
- 6.3 In the event that no resolution is passed by the Members or by the Directors in accordance with this article 6, the Charity's Remaining Assets shall be applied for charitable purposes as directed by the court or the Charity Commission.

7. Liability of members

- 7.1 The liability of each Member is limited to £1.00, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:
- 7.1.1 payment of the Charity's debts and liabilities contracted before they cease to be a Member;
 - 7.1.2 payment of the costs, charges and expenses of the winding up; and

7.1.3 adjustment of the rights of the contributories among themselves.

8. Members

8.1 The Founder Members shall be the first Members of the Charity.

8.2 Membership is open to other individuals and organisations who:

8.2.1 apply to the Charity in the form required by the Directors; and

8.2.2 are approved by the Directors.

8.3 The Directors may in their absolute discretion accept or refuse any application for membership and shall not be required to give reasons to any applicant for doing so.

8.4 Membership is personal and is not transferable.

8.5 The Charity shall maintain a register of Members and any person ceasing to be a Member shall be removed from the register.

9. Termination of membership

9.1 A Member shall cease to be a Member if:

9.1.1 the Member dies or, if it is an organisation, ceases to exist;

9.1.2 the Member resigns by giving notice to the Charity in writing;

9.1.3 any subscription or other sum payable by the Member to the Charity remains unpaid within six months of it falling due and the Charity notifies the Member in writing of the termination of their membership;

9.1.4 other than the Founder Members, the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that the membership is terminated. Such a resolution may not be passed unless:

9.1.4.1 the Member has been given at least 14 clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and

9.1.4.2 the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The Directors must consider any representations made by the Member (or the Member's representative) and inform the Member of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the membership of a Member.

For the avoidance of doubt, article 9.1.4 shall not apply to the Founder Members.

10. Annual General Meetings

10.1 The Charity shall hold an annual general meeting each calendar year, with not more than 15 months elapsing between successive annual general meetings.

10.2 Each notice calling an annual general meeting shall specify the meeting as such and each annual general meeting shall take place at such time and place as the Directors shall think fit.

10.3 The business at an annual general meeting shall include:

- 10.3.1 the consideration of the accounts, balance sheets, reports of the Directors and auditors;
- 10.3.2 the appointment of the auditors (where such appointment is required under law, regulation or as required by the Directors); and
- 10.3.3 any other business as the Directors consider necessary.

11. Notice of general meetings

- 11.1 General meetings, other than the annual general meeting, are called on a minimum of 14 clear days' notice. Annual general meetings are called on a minimum of 21 clear days' notice.
- 11.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.
- 11.3 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted. It shall also include a statement pursuant to the Act setting out the right of Members to appoint proxies.
- 11.4 The notice shall be given to:
 - 11.4.1 each Member;
 - 11.4.2 each Director; and
 - 11.4.3 the auditor for the time being of the Charity (where applicable).
- 11.5 Proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

12. Proceedings at General Meetings

- 12.1 No business shall be transacted at any general meeting unless a quorum is present. The quorum for general meetings shall be all of the Founder Members (for so long as they or any of them are Members) who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting, provided that if there are no Founder Members, the quorum shall be two Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.
- 12.2 If within 30 minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other date, time and place as the Directors shall determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, those Members present in person or by proxy and entitled to vote shall be a quorum.
- 12.3 The Chairman shall chair general meetings if present and willing to do so. If the Chairman is unable or unwilling to act or is not present within ten minutes of the time at which a meeting was due to start, the Directors present or if no directors are present, the meeting shall appoint a Director or Member to chair the general meeting, and the appointment of the chair of the meeting shall be the first business of the meeting.
- 12.4 The chair of a general meeting may adjourn such a meeting when a quorum is present, if the meeting consents to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting. The chair shall specify either that the meeting:

- 12.4.1 is to be adjourned to a particular date, time and place; or
- 12.4.2 shall be adjourned to a date, time and place to be appointed by the Directors,
- and shall have regard to any directions as to date, time and place which have been given by the meeting.
- 12.5 If the meeting is adjourned until more than 14 days after the date on which it was adjourned, the Charity shall give at least seven clear days' notice of it to the same persons to whom notice of the Charity's general meetings is required to be given and containing the same information which such notice is required to contain.
- 12.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 13. Voting at general meetings**
- 13.1 A vote on a resolution proposed at a general meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.
- 13.2 On a show of hands or on a poll, every Member, whether an individual or an organisation, shall have one vote.
- 13.3 Any objection to the qualification of any voter must be raised 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 such objection must be referred to the chair of the meeting whose decision is final.
- 13.4 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.
- 13.5 A poll may be demanded by:
- 13.5.1 the chair of the meeting;
- 13.5.2 the Directors;
- 13.5.3 any Founder Member;
- 13.5.4 two or more persons having the right to vote on the resolution; or
- 13.5.5 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 13.6 A demand for a poll may be withdrawn if:
- 13.6.1 the poll has not yet been taken, and
- 13.6.2 the chair of the meeting consents to the withdrawal.
- 13.7 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 13.8 Otherwise, a poll demanded must be taken either immediately or at such time and place as the chair of the meeting directs, provided that it is taken within 30 days after it was demanded. If not taken immediately, either the time and place at which it is to be taken shall be announced at the meeting at which it was demanded or at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 13.9 The poll shall be conducted in such manner as the chair directs and the chair may fix a

time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 13.10 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

14. Proxies

- 14.1 A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Charity.

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

14.2.1 states the name and address of the Member appointing the proxy;

14.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

14.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

14.2.4 is delivered to the Charity in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.

- 14.3 A proxy notice which is not delivered in such manner shall be invalid unless the Directors, in their discretion, accept the notice at any time before the meeting.

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

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

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

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

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

- 14.7 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

- 14.8 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

- 14.9 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

- 14.10 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

15. Members which are organisations

- 15.1 An organisation which is a Member of the Charity may authorise any person to act as its representative at any meeting of the Charity and to exercise, on behalf of the organisation, the rights of the organisation as a member.
- 15.2 The organisation must give written notice of the name of its representative to the Charity and, in the absence of such notice, the Charity shall not be obliged to recognise the entitlement of the organisation's representative to exercise the rights of the organisation at general meetings. Having received such notice, the Charity shall consider that the person named in it as the organisation's representative shall continue to be its representative until written notice to the contrary is received by the Charity.
- 15.3 The Charity shall be entitled to consider that any notice received by it in accordance with article 15.2 is conclusive evidence that the representative is entitled to represent the organisation and that his authority has not been revoked. The Charity shall not be required to consider whether the representative has been properly authorised by the organisation.

16. Written resolutions

- 16.1 Subject to article 16.4, a written resolution of the Members passed in accordance with this article 16 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
- 16.1.1 as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
 - 16.1.2 as a special resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 16.2 Where a resolution is proposed as a written resolution of the Charity, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 16.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a special resolution shall be passed as an ordinary resolution.
- 16.4 A Members' resolution under the Act removing a Director or an auditor before the expiration of his term of office may not be passed as a written resolution.
- 16.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 16.6 A Member signifies their agreement to a proposed written resolution when the Charity receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- 16.6.1 if the document is sent to the Charity in hard copy form, it is authenticated if it bears the signature of the person sending it;
 - 16.6.2 if the document is sent to the Charity in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or, where no such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 16.7 A written resolution is passed when the required majority of eligible Members have

signified their agreement to it. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

- 16.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.
- 16.9 Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Act.
- 16.10 The Members may require the Charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

17. Directors

- 17.1 Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall not be less than three.
- 17.2 The first Directors shall be those persons whose names are notified to Companies House as the first Directors on incorporation.
- 17.3 Each Founder Member shall, for so long as it is a Member, have the right, exercisable from time to time, to appoint, remove and replace one natural person to be a Director. Any appointment or removal pursuant to this article 17.3 shall be made by notice in writing to the Charity. Such notice must be left at or sent by post to the registered office of the Charity and the appointment or removal (as the case may be) shall take effect when the notice is received by the Charity or, if later, on such date (if any) as may be specified in the notice. Any Director appointed pursuant to this article 17.3 shall be known as a **"Founder Member Director"**.

18. Alternate Directors

- 18.1 Any Director (in this article 18, an **"appointor"**) may appoint as an alternate any other Director, or any other person approved by resolution of the Directors (such consent not to be unreasonably withheld or delayed), to:
 - 18.1.1 exercise that Director's powers; and
 - 18.1.2 carry out that Director's responsibilities,in relation to the taking of decisions by the Directors, in the absence of the alternate's appointor.
- 18.2 Any appointment or removal of an alternate must be effected by notice in writing to the Charity signed by the appointor, or in any other manner approved by the Directors.
- 18.3 The notice must:
 - 18.3.1 identify the proposed alternate; and
 - 18.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the Director giving the notice.
- 18.4 An alternate Director may act as alternate Director to more than one Director and has the same rights in relation to any decision of the Directors as the alternate's appointor.
- 18.5 Save as provided otherwise in the Articles, alternate Directors:
 - 18.5.1 are deemed for all purposes to be Directors;

- 18.5.2 are liable for their own acts and omissions;
- 18.5.3 are subject to the same restrictions as their appointors; and
- 18.5.4 are not deemed to be agents of or for their appointors,

and, in particular (without limitation), each alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors which his appointor is entitled to receive.

18.6 A person who is an alternate Director but not a Director:

- 18.6.1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating);
- 18.6.2 may participate in a unanimous decision of the Directors (but only if his appointor is an eligible Director in relation to that decision and does not himself participate); and
- 18.6.3 shall not be counted as more than one Director for the purposes of articles 18.6.1 and 18.6.2.

18.7 A Director who is also an alternate Director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the Directors (provided that his appointor is an eligible Director in relation to that decision), but shall not count as more than one Director for the purposes of determining whether a quorum is present.

18.8 An alternate Director shall be entitled to be reimbursed by the Charity such expenses as might properly be reimbursed to him if he were a Director.

18.9 The appointment of an alternate Director terminates:

- 18.9.1 when the alternate's appointor revokes the appointment by notice in writing to the Charity specifying when it is to terminate;
- 18.9.2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a Director;
- 18.9.3 on the death of the alternate's appointor;
- 18.9.4 when the appointment of the alternate's appointor as a Director terminates; or
- 18.9.5 when written notice from the alternate, resigning his office, is received by the Charity.

19. Powers of Directors

- 19.1 Subject to the provisions of the Act, the Articles and any special resolution, the Directors shall be responsible for the management of the Charity's business and may exercise all the powers of the Charity for that purpose.
- 19.2 No alteration of the Articles or any special resolution shall invalidate any prior act of the Directors.
- 19.3 A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

20. Appointment of Directors

20.1 Any person who is willing to act as a Director, and who is permitted by law to do so, may be appointed to be a Director by:

20.1.1 ordinary resolution; or

20.1.2 by resolution of the Directors.

20.2 In any case where, as a result of death, the Charity has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Director.

20.3 For the purposes of article 20.2, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

21. Disqualification and removal of Directors

21.1 A Director shall cease to hold office if they:

21.1.1 are removed by ordinary resolution of the Charity pursuant to the Act;

21.1.2 cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;

21.1.3 are disqualified from acting as a charity trustee by virtue of the Charities Act;

21.1.4 have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;

21.1.5 in the written opinion of a registered medical practitioner who is treating the Director, have become physically or mentally incapable of acting as a director and may remain so for more than three months;

21.1.6 resign by written notice to the Charity;

21.1.7 are absent from all the meetings of the Directors held within a period of six consecutive months, without the permission of the Directors, and the Directors resolve that their office be vacated; or

21.1.8 are removed from office by a unanimous resolution of the Directors (excluding the vote of the Director the subject of the removal) that it is in the best interests of the Charity that their office be vacated passed at a meeting of the. Such a resolution must not be passed unless:

21.1.8.1 the Director has been given at least 14 clear Days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and

21.1.8.2 the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider any representations made by the Director (or the Director's representative) and inform the Director of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the Directorship of a Director.

22. Proceedings of Directors

22.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as

they think fit.

- 22.2 Acts done by a meeting of the Directors or of a committee or by a person acting as a Director shall not be invalidated by the subsequent realisation that:

22.2.1 the appointment of any such Director or person acting as a Director was defective; or

22.2.2 any or all of them were disqualified; or

22.2.3 any or all of them were not entitled to vote on the matter.

23. Calling a Directors' meeting

- 23.1 Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice. Not less than five Business Days' notice of a meeting of the Directors shall be given to the Directors provided that a meeting of the Directors may be convened on shorter notice if:

23.1.1 the interests of the Charity would be likely to be materially and adversely affected if the business to be transacted at that meeting of the Directors were not dealt with as a matter of urgency; or

23.1.2 all the Directors agree.

- 23.2 Notice of a meeting of the Directors must be given to each Director, but need not be in writing. The notice must specify:

23.2.1 the time, date and place of the meeting;

23.2.2 the general particulars of the business to be considered at the meeting; and

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

24. Participation in Directors' meetings

- 24.1 Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.

- 24.2 If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

25. Quorum for Directors' meetings

- 25.1 The quorum for Directors' meetings (including any adjourned meeting) shall be three eligible Directors which shall include all of the Founder Member Directors then in office (or their alternates).

- 25.2 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 25.3 If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to:

25.3.1 appoint further Directors; or

25.3.2 call a general meeting so as to enable the members to appoint further Directors.

26. Charing Directors' meetings

- 26.1 The chairman of the board of Directors shall be a Director nominated in writing by the Club from time to time.
- 26.2 If at any meeting of the Directors the Chairman is not participating in the meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair the meeting.

27. Decision-making by Directors

- 27.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 28.
- 27.2 Each Director has one vote on each matter to be decided, except for the Chairman who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the Chairman is not to be counted as participating in the decision-making process for quorum or voting purposes).

28. Unanimous decisions by Directors

- 28.1 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.
- 28.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 28.3 References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 28.4 A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

29. Delegation by Directors

- 29.1 The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising two or more Directors.
- 29.2 The Directors may delegate the implementation of their decisions or day-to-day management of the affairs of the Charity to any person or committee.
- 29.3 The terms of reference of a committee may include conditions imposed by the Directors, including that:
- 29.3.1 the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate; and
 - 29.3.2 no expenditure or liability may be incurred on behalf of the Charity except where approved by the Directors or in accordance with a budget previously agreed by the Directors.
- 29.4 Persons who are not Directors may be appointed as members of a committee, subject to the approval of the Directors.
- 29.5 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which

are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

29.6 The terms of any delegation to a committee shall be recorded in the minute book.

29.7 The Directors may revoke or alter a delegation.

29.8 All acts and proceedings of any committee shall be fully and promptly reported to the Directors.

30. Conflicts of interests

30.1 A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.

30.2 A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including, but not limited to, any personal financial interest).

30.3 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

30.3.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

30.3.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

30.3.3 the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

In this article 30.3 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

31. Secretary

31.1 The Directors may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.

31.2 A secretary who is also a Director may not be remunerated, otherwise than as permitted by these Articles.

32. Minutes

32.1 The Directors shall cause the Charity to keep the following records in writing and in permanent form:

32.1.1 minutes of proceedings at general meetings;

32.1.2 minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;

32.1.3 copies of resolutions of the Charity and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and

32.1.4 particulars of appointments of officers made by the Directors.

33. Records and accounts

33.1 The Directors shall comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

33.1.1 annual reports;

33.1.2 annual returns; and

33.1.3 annual statements of account.

33.2 Accounting records relating to the Charity must be made available for inspection by any Directors at any reasonable time during normal office hours.

33.3 A copy of the Charity's latest available statement of account shall be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Charity's reasonable costs of fulfilling the request, within two months of such request.

34. Communications

34.1 The Charity may deliver a notice or other document to a Member:

34.1.1 by delivering it by hand to the address recorded for the Member in the register of Members;

34.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the Member in the register of Members;

34.1.3 by fax to a fax number notified by the Member in writing;

34.1.4 by electronic mail to an address notified by the Member in writing;

34.1.5 by a website, the address of which shall be notified to the Member in writing; or

34.1.6 by advertisement in at least two national newspapers.

34.2 This Article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

34.3 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.

34.4 If a notice or document is sent:

34.4.1 by post or other delivery service in accordance with article 34.1.2, it is treated as being delivered 24 hours after it was posted, if first class post was used, or 72 hours after it was posted or given to delivery agents, if first class post was not used, provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was properly addressed and put into the post system or given to delivery agents with postage or delivery paid;

34.4.2 by fax, it is treated as being delivered at the time it was sent;

34.4.3 by electronic mail, it is treated as being delivered at the time it was sent;

34.4.4 by a website, it is treated as being delivered when the material was first made

available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

34.5 For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

34.6 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

35. Irregularities

35.1 The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

36. Indemnity

36.1 Subject to article 36.2, but without prejudice to any indemnity to which they may otherwise be entitled:

36.1.1 every Director or former director of the Charity shall be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity; and

36.1.2 every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.

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

37. Rules

37.1 The Directors may from time to time establish such rules as they may consider necessary for or conducive to the effective operation of the Charity. In particular, but without prejudice to the generality of the above, such rules may regulate:

37.1.1 the conduct of Members in relation to one another and to the Charity's employees and volunteers; and

37.1.2 the procedure at general meetings and meetings of the Directors and committees to the extent that such procedure is not regulated by the Act or by the Articles.

37.2 The Charity in general meeting may alter, add to or repeal the rules by special resolution.

37.3 The rules shall be binding on all Members and no rule shall be inconsistent with or shall affect or repeal anything contained in the Articles.