

FILE COPY



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

Company No. 3251364

The Registrar of Companies for England and Wales hereby certifies that
ENGLAND AND WALES CRICKET BOARD LIMITED

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

Given at Companies House, Cardiff, the 18th September 1996



N03251364B

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

For the Registrar of Companies



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

HC007B

**OYEZ**

Please complete in
typescript, or in
bold black capitals.

12

Declaration on Application for Registration

Company Name in full

ENGLAND AND WALES CRICKET BOARD LIMITED

***F0120C10***

I, STEPHEN McGLENNAN

of 35 BASINGHALL STREET, LONDON EC2V 5DB

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company, a person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

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

Declarant's signature

Declared at

BARRINGTON HOUSE, 54-67 GRESHAM STREET, LONDON EC2V 7DA

the

TENTH

day of

SEPTEMBER

One thousand nine hundred and ninety

SIX

*Please print name.

before me*

CHRIS RAMAGE

Signed

Date

10/09/96

A Commissioner for Oaths or Notary Public or Justice of the Peace
or Solicitor

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

STEPHEN McGLENNAN

35 BASINGHALL STREET, LONDON EC2V 5DB

Tel 0171 710 3388

DX number 11

DX exchange CITY



KLO *K1DKSOVT* 1234
COMPANIES HOUSE 11/09/96

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

Companies House, Crown Way, Cardiff, CF4 3UZfor companies registered in England and Wales **DX 33050 Cardiff**
or**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**for companies registered in Scotland **DX 235 Edinburgh****OYEZ**

The Solicitors' Law Stationery Society Ltd, Oyez House, 7 Spa Road, London SE16 3QQ

Companies 121995 Edition
2.95 F29025

5017173

★★★★



OYEZ

Please complete in
typescript, or in
bold black capitals.

Notes on completion appear on final page.



F0100C10

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

First Directors and Secretary and Intended Situation of Registered Office

**Company
Name in full**

ENGLAND AND WALES CRICKET BOARD LIMITED

Post town

LONDON

County/Region

ENGLAND

Postcode

EC2V 5DB

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

X

Agent's Name

SLAUGHTER AND MAY REF: FWN/SYM

Address

35 BASINGHALL STREET

Post town

LONDON

County/Region

ENGLAND

Postcode

EC2V 5DB

Number of continuation sheets attached.

2

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

STEPHEN McGLENNAN, SLAUGHTER AND MAY,

35 BASINGHALL STREET, LONDON

EC2V 5DB

Tel 0171 710 3388

DX number 11

DX exchange CITY



KLO *K1DKU0VV* 1236
COMPANIES HOUSE 11/09/96

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

Companies House, Crown Way, Cardiff, CF4 3UZ

for companies registered in England and Wales

DX 33050 Cardiff

or

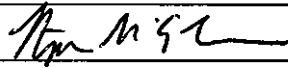
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

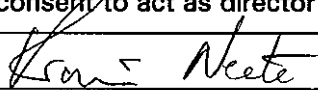
[P.T.O.]

Company Secretary (see notes 1–5)

Company Name		N/A			
*Voluntary details.	NAME	*Style/Title	MR	*Honours etc.	N/A
	Forename(s)	STEPHEN JAMES			
	Surname	McGLENNAN			
	Previous forename(s)				
	Previous surname(s)				
	Address	30 ABINGER MEWS			
Usual residential address					
For a corporation, give the registered or principal office address.		Post town	LONDON		
	County/Region	ENGLAND	Postcode	W9 3SP	
	Country	UNITED KINGDOM			
I consent to act as secretary of the company named on page 1					
Consent signature				Date	10.9.96

Directors (see notes 1–5)

Please list directors in alphabetical order.

NAME		*Style/Title	MR	*Honours etc.	N/A
	Forename(s)	FRANCIS WEBB			
	Surname	NEATE			
	Previous forename(s)				
	Previous surname(s)				
	Address	2 DAYLESFORD AVENUE			
Usual residential address					
For a corporation, give the registered or principal office address.		Post town	LONDON		
	County/Region	ENGLAND	Postcode	SW15 5QR	
	Country	UNITED KINGDOM			
Date of birth		Day	Month	Year	Nationality
		13	05	40	BRITISH
Business occupation		SOLICITOR			
Other directorships		PLEASE SEE ATTACHED SHEET			
I consent to act as director of the company named on page 1					
Consent signature				Date	10.9.96

Directors (continued) (see notes 1-5)

NAME	*Style/Title	MR		*Honours etc.	N/A	
*Voluntary details.	Forename(s)	MARTIN EDWARD MICHAEL				
	Surname	HATTRELL				
	Previous forename(s)					
	Previous surname(s)					
Address	21 CRESCENT GROVE					
Usual residential address For a corporation, give the registered or principal office address.	Post town	LONDON				
	County/Region	ENGLAND	Postcode	SW4		
	Country	UNITED KINGDOM				
	Date of birth	Day	Month	Year	Nationality	BRITISH
		09	08	61		
	Business occupation	SOLICITOR				
	Other directorships	PLEASE SEE ATTACHED SHEET				
	I consent to act as director of the company named on page 1					
	Consent signature	Mark Hattrell			Date	10.9.96

This section must be signed byEither
an agent on behalf
of all subscribersSigned Date Or the subscribers
(i.e. those who signed
as members on the
memorandum of
association).

Signed Mark Hattrell Date 10.9.96

Signed Brian Meete Date 10.9.96

Signed Date Signed Date Signed Date Signed Date

Notes

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

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

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

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

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Director's details:

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

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

4. Other directorships:

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

–dormant,

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

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

–another wholly owned subsidiary of the same parent company.

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

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

ENGLAND AND WALES CRICKET BOARD LIMITED

LIST OF OTHER DIRECTORSHIPS:

Martin Edward Michael
HATTRELL
21 Crescent Grove
London
SW4

First Trucidator Trust Limited
Slaughter and May Services Company
Trexco Limited
Trucidator Nominees Limited
Trucidator Limited
Trusec Limited
Tweedfine Limited

ENGLAND AND WALES CRICKET BOARD LIMITED

LIST OF OTHER DIRECTORSHIPS:

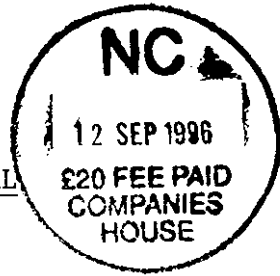
Francis Webb
NEATE
2 Daylesford Avenue
Putney
London
SW15 5QR

First Trucidator Trust Limited
Slaughter and May Services Company
Trexco Limited
Trucidator Nominees Limited
Trucidator Limited
Trusec Limited
IBA Services Limited (App. 31.1.95)

3251064
INC 20983 / AFR

THE COMPANIES ACT 1985 (AS AMENDED)

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

OF

ENGLAND AND WALES CRICKET BOARD LIMITED

1. In this Memorandum of Association:

- | | |
|-------------|--|
| "Company" | shall mean England and Wales Cricket Board Limited; |
| "Territory" | shall mean England, Wales, the Isle of Man and the Channel Islands; |
| "Cricket" | shall mean cricket of all kinds and at all levels, both professional and recreational, and any other game or activity related or connected directly or indirectly, and however remotely, to or with cricket. |

2. The Company's name is "England and Wales Cricket Board Limited".

3. The Company's registered office is to be situated in England.

4. The Company's objects are:

- (A) to be the governing body of all Cricket in the Territory;
- (B) the commercial promotion and exploitation of Cricket at all levels, whether or not in the Territory, including the organisation, administration and financing of competitive Cricket;
- (C) to take responsibility for, organise, promote, facilitate and administer the game of Cricket at all levels, whether or not in the Territory, and to undertake any and all activities directly or indirectly associated therewith;
- (D) to encourage maximum participation and interest in the game of Cricket, to improve playing standards at all levels and to uphold and enhance the traditions and spirit of the game of Cricket;
- (E) the regulation of relations between cricketers and those by whom they are employed or for whom they play;

- (F) to obtain and maintain membership of the International Cricket Council or any other body formed in the future to fulfil the functions and role currently fulfilled by the International Cricket Council or any part thereof;
 - (G) the fulfilment of all such roles and functions previously fulfilled by the Cricket Council, the Test and County Cricket Board and the National Cricket Association respectively as may be considered appropriate; and
 - (H) the doing of all such other things as are incidental or conducive to the attainment of the objects set out in sub-clauses (A) to (G) above or any of them.
5. The liability of the members is limited.
6. Every member undertakes to contribute to the Company's assets, if it should be wound up while he is a member or within one year after he ceases to be a member, such amount as may be required (not exceeding £10) for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We the Subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

Names and Addresses of

Subscribers

Martin Edward Michael Hattrell
of 21 Crescent Grove
London
SW4

M. Hattrell

Francis Webb Neate
of 2 Daylesford Avenue
Putney
London SW15 5QR

Francis Neate

Dated *10 September* 1996

Witness to the above signatures

Stephen McGlennan . STEPHEN MCGLENNAN

35 Basinghall Street,
London
EC2V 5DB

THE COMPANIES ACT 1985 (AS AMENDED)

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ENGLAND AND WALES CRICKET BOARD LIMITED

PRELIMINARY

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

INTERPRETATION

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

MEMBERS

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.
4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETINGS

5. In regulation 38 of table A -

- (a) in paragraph (b) the words “of the total voting rights at the meeting of all the members” shall be substituted for “in nominal value of the shares giving that right” and
- (b) the words “The notice shall be given to all the members and to the directors and auditors” shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETING

- 6. The words “and at any time separate meeting of the holders of any class of shares in the company” shall be omitted from regulation 44 of Table A.
- 7. Paragraph (d) of regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

- 8. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

DIRECTORS' EXPENSES

- 9. The words “of any class of shares or” shall be omitted from regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

- 10. In paragraph (c) of regulation 94 of Table A the word “debentures” shall be substituted for the words “shares, debentures or other securities” in both places where they occur.

MINUTES

- 11. The words “of the holders of any class of shares in the company” shall be omitted from regulation 100 of Table A.

NOTICES

- 12. The second sentence of regulation 112 of Table A shall be omitted.

13. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Martin Edward Michael Hattrell
of 21 Crescent Grove
London
SW4

M. E. M. Hattrell

Francis Webb Neate
of 2 Daylesford Avenue
Putney
London SW15 5QR

Francis Neate

DATED the 10 day of September 1996

WITNESS to the above signatures:-

Stephen McGlennan

STEPHEN MCGLENNAN

35 Basinghall Street
London EC2V 5DB