

THE CHANGE FOUNDATION

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(as amended by special resolutions dated 17 May 2012, 5 November 2012 and 26 February 2014)

*Certified an up to date version of the
Memorandum and Articles of Association
of The Change Foundation*

Dentons UKMEA LLP

15 October 2015

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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION
OF
THE CHANGE FOUNDATION**

1. The name of the Company is "THE CHANGE FOUNDATION"
2. The registered office of the Company will be situated in England.
- 3A. The Company is established for the following exclusively charitable objects namely:

To provide or assist in the provision of facilities for recreation or other leisure time occupation for persons who have need of such facilities as aforesaid by reason of their youth, infirmity in disablement, poverty or social or economic circumstances, with the object of improving their conditions of life and in particular by the support and development of cricket at grass roots level.
- 3B. The Company shall have the following powers exercisable in the furtherance of its said objects or any of them but not otherwise namely:
 - 1 To support the work of local borough based, groups and clubs who share similar aims and objectives of the company by assisting them to access facilities, funding and other resources; and encouraging them to forge partnerships where appropriate.
 - 2 To seek the support of and to recruit and train people already working with disadvantaged persons as referred to in clause 3A above, particularly play centre leaders, youth and community workers, social workers, probation officers and club cricketers, encouraging such persons to take coaching courses particularly tailored to Inner City needs and urban, playground and other confined environments encountered within London.
 - 3 To provide coaching, supervision and instruction to enable participants to develop their proficiency and achieve their full potential both in terms of skills and also as mature and caring members of society so enabling them to make a positive contribution within the community as a whole.
 - 4 To advance the development of women's cricket by promoting activities, events and coaching programmes and to encourage women to participate as coaches and organisers and to play an active part in the activities of the Company.
 - 5 To work for more and better playing facilities throughout London especially in the Inner City and for open booking policies fair to all sections of the community.
 - 6 To develop the role of cricket in society to ensure that it responds positively to changing social conditions.
 - 7 To employ and/or engage persons for each and any objects and/or purposes of the Company and make all reasonable and necessary provision for the payment of pension and superannuation benefits to or in respect of employees and their demands.

- 8 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal estate anywhere in the world which may be deemed necessary or convenient for any objects of the Company.
- 9 To construct, maintain, improve, rebuild, alter and equip any buildings or works necessary for the objects of the Company.
- 10 To accept gifts of any property or money including any interest therein, whether subject to any special trust or not, for any one or more of the objects of the Company.
- 11 To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations annual subscriptions, sponsorship or otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for its charitable objects.
- 12 To cause to be written, printed, published and circulated (gratuitously or otherwise) any newspapers, periodicals, pamphlets, reports, journals, films, instructional matters, books, recorded tapes, documents or leaflets and to organise lectures, classes, exhibitions, meetings, seminars, broadcasts and courses of instruction necessary for the promotion of its objects, either alone or with others.
- 13 To purchase or otherwise acquire or found and to carry on training centres.
- 14 To foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of such research.
- 15 Subject to such consents as may be required by law to sell, manage, lease, charge, insure, dispose of, or otherwise deal with or turn to account all or any part of the property of the Company.
- 16 Subject to such consents as may be required by law to borrow and raise money for the purposes of the company in such manner as the Company may think fit but, in doing so, the Company must not undertake any substantial trading activity and must comply with all relevant statutory regulations.
- 17 (a) To invest income received by the Company not immediately required for its purposes in or upon such investments, securities or property of whatever nature and wherever situated or place the same on deposit at interest with any bank insurance company or local authority as may be thought fit.

(b) To invest the capital of the Company not immediately require for its purposes in or upon such investments, securities, land (including any estate or interest in the same) and property of whatever nature. and wherever situated and whether income producing or not including such personal credit with or without security as may be thought fit.

PROVIDED always that the powers in sub-clauses 17a and 17b shall be exercised subject to such conditions and consents as may from time to time be imposed or required by law and subject also to the provisions hereinafter contained.

- 18 To undertake or establish any charitable trusts, associations or institutions which will further any of the objects of the Company.
- 19 To establish and support, and to aid in the establishment and support of, any other trusts, associations, bodies or corporations heresoever constituted or operating formed exclusively for all or any of the objects of the Company the establishment or support of which shall be legally charitable.

- 20 To amalgamate or enter into partnership or joint venture with any charitable companies, institutions, societies or associations, having objects together or in part similar to those of the Company.
- 21 To co-operate with other charities, voluntary bodies and statutory bodies and to exchange information and advice with them.
- 22 To purchase or to otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- 23 To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- 24 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- 25 To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- 26 To pay out of the funds of the Company the cost, charges and expenses of and incidental to the formation of the Company and its registration under the Companies Acts and the Charities Acts.
- 27 To do all such other lawful things in order to further the attainment of the above objects or any of them.

PROVIDED that:-

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) the objects of the Company shall not extend to the regulation of relations between workers and employees or organisations or workers and organisations of employers;
 - (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the trustees of the Company shall be chargeable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected, and the incorporation of the members shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such trustees, but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this memorandum of association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members or trustees of the Company and no member or trustee shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company.

PROVIDED that nothing herein shall prevent any payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any officer or servant of the Company not being a member or trustee of the Company for any services rendered to the Company;
- (b) of interest on money lent by any member or trustee of the Company at a rate per annum not exceeding 2% over the base lending rate prescribed for the time being by a clearing bank selected by the trustees or 3% whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member or trustee of the Company;
- (d) of fees, remuneration or other benefits in money or money's worth to a company of which a member or trustee of the Company may be a member holding not more than 1/100 part of the capital of that company;
- (e) to any member or trustee of the Company of reasonable out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while s/he is a member, or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the Company contracted before s/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, such amount as may be required not exceeding one pound.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

8. Throughout this memorandum and articles of association 'charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

For the avoidance of doubt, the system of law governing the constitution of the Company is the law of England and Wales.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE CHANGE FOUNDATION

Interpretation

1 In these articles:

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

"the Act" means the Companies Act 2006 including any statutory modification of re-enactment thereof for the time being in force;

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

"The Charities Acts" means the Charities Act 1993 and the Charities Act 2006 and any statutory re-enactment, modification or addition thereto;

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

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the company; "office" means the registered office of the company;

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

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

"the trustees" means the directors of the Company (and "trustee" has a corresponding meaning); and

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

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

Members

- 2
- (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the article of association of the Company shall be members of the Company.
 - (2) The trustees shall at their discretion have power to admit a person to membership of the Company provided that such person shall be over the age of eighteen years and

shall not otherwise be precluded from acting as a company director or charity trustee and for the avoidance of doubt no person shall be admitted a member of the Company unless her/his application for membership is approved by the trustees.

- (3) Unless the trustees or the Company in general meeting shall make other provision, the trustees may in their absolute discretion permit any member of the company to retire, provided that after such retirement the number of members is not less than two.
- (4) The trustees can, by resolution, remove a member from membership if the trustees consider such removal to be in the best interests of the Company. A resolution to remove may only be passed if:
 - (a) the member has been given at least 21 days notice in writing of the meeting at which the resolution will be proposed and the reasons why it is propose; and
 - (b) the member or the member's representative (who need not be a member) has been allowed to make representation to the meeting.

3 Upon becoming a member of the Company a person shall automatically become a trustee.

4 The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.

5 A member shall cease to be a member immediately that s/he ceases to be a trustee in accordance with Article 43.

General meetings

6 The Company shall hold an annual general meeting each year in addition to any other meetings in the year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next; Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than the annual general meetings shall be called extraordinary general meetings.

7 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Company may call a general meeting.

Notice of general meetings

8 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days notice. All other extraordinary general meetings shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if it is so agreed:

- (i) in the case of an annual general meeting, by all members entitled to attend and vote; and
- (ii) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

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

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

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

Proceedings at general meetings

- 10 No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business being transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is greater, shall constitute a quorum.
- 11 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
- 12 The chair, if any, of the trustees or in her/his absence some other trustee nominated by the trustees shall preside as chair of the meeting, but if neither the chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chair and, if there is only one trustee present and willing to act, he/she shall be chair.
- 13 If no trustee is willing to act as chair, or if no trustee is present within the fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.
- 14 The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 15 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (i) by the chair; or
 - (ii) by at least two members having the right to vote at the meeting; or
 - (iii) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 16 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 17 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 18 A poll shall be taken as the chair directs and he/she may appoint scrutineers (who need not be members) and 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 is demanded.

- 19 In the case of a equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he/she may have.
- 20 A poll demanded on the election of a chair or on a question or adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 21 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

- 22 Subject to article 19, every member shall have one vote
- 23 No member shall be entitled to vote at any general meeting unless all moneys then due and payable by him/her to the Company have been paid.
- 24 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 25 A vote given or a poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 26 Any organisation which is a member of the Company may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he/she represents as the organisation could exercise if it were an individual member of the Company.

Proxies

- 27 (1) Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
 - (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) 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.

- (4) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) 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
 - (b) 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.
- (5) 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 Company by or on behalf of that person.
- (6) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (7) 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.
- (8) 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 appointer's behalf.

Written resolutions

- 28 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authentic document which has been received at the registered officer of the Company within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

Trustees

- 29 The board of trustees shall comprise all the members of the Company for the time being and the number of trustees shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 30 The first trustee shall be those persons named in the statement delivered pursuant to the Act, who shall be deemed to have been appointed under the articles.

Powers of trustees

- 31 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution the business of the Company shall be managed by the trustees who may exercise all powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by

the articles and a meeting of the trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

32 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:

- (i) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects of the Company and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company;
- (ii) to enter into contracts on behalf of the Company

Delegation

- 33 (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) The trustees may delegate to nominated senior employees of the Company the power to borrow on behalf of the Company and specifically (but without limitation) to allow Company credit cards (with limited authority to be determined by the trustees) to be issued to such employees to be used in furthering of the objects of the Company.
- (5) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

Appointment and retirement of trustees

- 34 At every annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he/she shall retire.
- 35 Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who become or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 36 If the Company at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
- 37 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
- (i) he is recommended by the trustees; or

- (ii) not less than fourteen nor more than thirty five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he/she were so appointed or reappointed, be required to be included in the Company's register of trustees together with a notice executed by that person of his/her willingness to be appointed or reappointed.
- 38 No person may be appointed a trustee:-
- (i) unless he/she has attained the age of 18 years; or
 - (ii) in circumstances such that, had he/she already been a trustee, he/she would have been disqualified from acting under the provisions of Article 43.
- 39 Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting or any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose her/him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he/she were so appointed or reappointed, be required to be included in the Company's register of trustees.
- 40 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
- 41 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he/she shall vacate office at the conclusion thereof.
- 42 Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees

- 43 A trustee shall cease to hold office if he:
- (i) dies;
 - (ii) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section of the Charities Acts;
 - (iii) ceases to be a member of the Company;
 - (iv) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
 - (v) resigns her/his office by notice to the Company (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
 - (vi) is absent without the permission of the trustees from all their meetings held within a period of six months or behaves in any manner unacceptable to the other trustees and the other trustees resolve that his/her office be vacated; or

- (vii) after proper investigation, has been found by the other trustees to have been acting against the interests of the Company.

Trustee's expenses

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

Trustees' appointments

- 45 Subject to the provisions of the Act, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Company. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he/she ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
- 46 Except to the extent otherwise permitted, no trustees shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Company is a party.

Proceedings of trustees

- 47 Subject to the provisions of the articles, the trustees may regulate their proceedings, as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
- 48 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
- 49 A meeting of the trustees may be validly held notwithstanding that the trustees are not present at the same place provided that a quorum of trustees are, at the time of the meeting, in direct communication with each other either by telephone or audio-visual link and the quorum of trustees agree to hold the meeting in such manner.
- 50 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

Declaration of interests

- 51 A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A trustee must absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

Conflicts of interest

- 52 (1) If a conflict of interests arises for a trustee 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 trustees may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
 - (c) the unconflicted trustees consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.
- (2) In this article 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 trustee or to a connected person.

53 The trustees may appoint one of their numbers to be the chair of the meetings and may at any time remove him/her from that office. Unless he/she is willing to do so, the trustee so appointed shall preside at every meeting of trustees at which he/she is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of the number to be the chair of the meeting.

54 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees

55 Any bank account in which any part of the assets of the Company is deposited shall be operated by the trustees and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two trustees or one trustee and authorised staff member.

Secretary

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

Minutes

57 The trustees shall keep minutes in books for the purpose:

- (i) of all appointments of officers made by the trustees: and
- (ii) of all proceedings at meetings of the Company and of the trustees and of committees of trustees including the names of the trustees present at each meeting.

The Seal

58 The seal shall only be used by the authority of the trustee or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which a seal is a fixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Accounts

59 Accounts shall be prepared in accordance with the Act.

Annual Report

- 60 The trustees shall comply with their obligations under the Charities Acts with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

- 61 The trustees shall comply with their obligations under the Charities Acts with regard to the preparation of an annual return.

Notices

- 62 Any notice to be given to or by any person pursuant to the articles shall be in writing or by electronic form of communication.
- 63 The Company may give any notice to a person pursuant to the articles either personally or by sending it by post in a prepared envelope addressed to the member at his/her registered address or by leaving it at that address or sending it by electronic communication to an address for the time being notified to the Company by the person. A person whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him/her shall be entitled to have notices given, or sent in the case of electronic communication, to him/her at that address, but otherwise no such person shall be entitled to receive any notice from the Company.
- 64 A person present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purpose for which it was called.
- 65 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that an electronic form of notice was given shall be conclusive where it can be shown that it was properly addressed and sent in accordance with section 1147 of the Act a notice shall be deemed to be given at the expiration of 48 hours after (i) the envelope containing it was posted of (ii) the hour it was sent by electronic form of communication.

Indemnity

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

Equal opportunities statement

- 67 (1) The company shall not discriminate against individuals or organisations on grounds of gender, race, sexual orientation, ability, age or religious beliefs and is, furthermore, committed to involving all sectors of the community in the game of cricket irrespective of gender, race, sexual orientation, ability, age or religious belief.
- (2) The Executive Committee, in managing the business of the Company, shall have regard to the equal opportunities implication of the issues under their deliberation and in particular the extent to which equal opportunities might be furthered by their decisions but, for the avoidance of doubt, shall not be bound to treat equal opportunities as he overriding consideration.

Rules

- 68 (1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expenditure convenient for the proper conduct and management of the

Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:-

- (i) the admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - (ii) the conduct of members of the Company in relation to one another, and to the Company's servants;
 - (iii) the setting aside of the whole or any parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings of the trustees and committees of the trustees in so far as such procedure is to be regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Company in general meeting shall have power to alter, add to or repeal the rules or bye law and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.