



Chester-le-Street Cricket Club

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL ARTICLES OF ASSOCIATION OF CHESTER-LE-STREET CRICKET CLUB LIMITED

Objects

1. The Club is established for the following objects ("Objects"):
- a) to provide facilities for and promote participation of the whole community in the sport of amateur cricket; and
 - b) to undertake all the activities normally or usually associated with a cricket club and in particular do all such things as shall enable the members of the Club to play cricket and to provide the means to do so and to provide social facilities for the members.

Members

- a) The subscribers to the memorandum are the first Members of the Club.
- b) Membership shall be open to all irrespective of age, gender, disability, race, ethnic, origin, creed, colour, social status and sexual orientation.
- c) Any person wishing to become a Member shall complete an application form in the form required by the Executive. The form, together with the appropriate fee, shall be handed to the Secretary or any member of the Executive. The application will be considered within 14 days of submission and the applicant will then either be admitted as a member or be informed of the reasons why the application has been rejected.
- (d) The Executive may refuse an applicant membership, instigate action to terminate a Member's membership or impose other disciplinary action as it sees fit, including suspension, only for good and sufficient cause, such as conduct or character likely to bring the Club or the sport of cricket into disrepute.
- e) The Executive shall appoint three of its members to form a committee to hear each disciplinary case. Notice of termination of membership or other such disciplinary action must be made in writing to the member concerned by the Chairman of this Committee.
- f) Appeals against either an application for membership being rejected or the termination of membership or other disciplinary action can be made in writing to the Club within 14 days of the date of the application for membership being rejected, the letter of termination or other disciplinary action. Any such appeal shall be determined by vote of the Members and such vote shall take place within 60 days of an appeal being made.
- g) On cricketing matters:
 - (i) The club will adopt and implement the ECB Code of Conduct and Spirit of Cricket policy.
 - (ii) The Club will adopt and implement the Disciplinary Regulations and Procedures of the North East Premier League.
 - (iii) A major objective of the Club will be to maintain Club Mark status.



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CATEGORIES OF MEMBERS

3. The Club has the following categories of members:

a) Members with voting rights on all matters:

Life Vice Presidents

Vice-Presidents

Playing Members (18 years and over)

Full Members

Retired Members (who were formally Vice-Presidents or Full Members)

This category shall be referred to in these rules as 'Members'.

'A Retired Member' is defined as anyone entitled to state retirement pension and who has been a member for at least one year.

b) Junior members:

Members under the age of 18 or who are still eligible to play junior cricket. Such members have no voting rights.

Age groups for this category are defined as being those stated in the current rules of the DCB Junior League and the North East Premier League.

The Club shall adopt all current Child Welfare policies and recommendations as issued by the England and Wales Cricket Board.

TERMINATION OF MEMBERSHIP

4.

a) Any Member willfully breaking any of the Rules of the Club, or acting in a manner calculated to be in the opinion of the Executive prejudicial to the good order and conduct of the Club, may be expelled from membership of the Club by the Executive.

b) A Member may at any time resign from membership of the Club by giving written notice. Membership is not transferable to any other person or organisation.

SUBSCRIPTIONS

5.

a) The Executive may make Rules for the payment of joining fees and/or subscriptions by Members. The Rules may specify the amount of the fees or subscriptions, the method of payment and collection and all other arrangements. The Rules may specify that different amounts of fees or subscriptions and different arrangements for their collection apply to different categories of membership. Payment of playing fees will be regarded as a payment of subscriptions. The Rules may be altered from time to time by the Executive.

b) Subscriptions become due annually on 1st December and must be paid in full by 31st May, otherwise membership will be deemed to have lapsed. Once membership lapses then a lapsed member must re-apply for membership.

c) If a Member fails to pay a fee or subscription within one month after it becomes due, he or she will, if the Executive so elects, cease to be a Member.



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ANNUAL GENERAL MEETINGS

6. In every calendar year the Executive must call and the Club must hold an Annual General Meeting and not more than fifteen months may elapse between the date of one Annual General Meeting and the date of the next.

BUSINESS OF ANNUAL GENERAL MEETINGS

7. The usual business of an Annual General Meeting is:

- a) The consideration of the accounts, balance sheets, reports of the Executive and, if the Club has auditors, the auditors.
- b) The election of the officers and members of the Executive.
- c) Unless the Club is exempt from any legal requirement to have auditors, the appointment of auditors and the fixing of their remuneration (if any).
- d) Any other business included in the notice calling the meeting.

GENERAL MEETINGS

8. The Executive may call General Meetings whenever it thinks fit.

MEMBERS' RIGHTS TO REQUISITION MEETINGS

9.

a) The Executive must convene a General Meeting if one is requested in writing by not less than any 20 Members, or one-tenth of the Members or by five members of the Executive. No business other than that stated in the requisition shall be discussed at the Meeting.

b) The requisition must state the purpose of the meeting and must be signed by the Members serving the requisition. It must be deposited at the registered office.

c) The Executive must within 21 days after such a requisition being served, give notice of a General Meeting. The date of the meeting must be not more than four weeks after the date of the notice. No other business than that stated in the requisition shall be discussed at the Meeting.

d) If the Executive do not call a meeting within 21 days after one has been properly requisitioned, one-half or more of the Members who requisitioned it may themselves call the meeting. A meeting called in this way must be held within three months after the period of 21 days mentioned above has elapsed. Any reasonable expenses incurred by those calling a meeting because the Executive have failed to do so shall be repaid to them by the Club.



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NOTICE OF GENERAL MEETINGS

10. Not less than 14 clear days' notice is required to call an Annual General Meeting or a General Meeting

11.

a) A notice calling a General Meeting must be prominently displayed on the Club notice board and on its website and must specify the date, time and place of the meeting, the general nature of the business to be transacted and whether the meeting is an Annual General Meeting or a General Meeting.

b) If any special resolution is to be proposed, the exact wording of that resolution must be stated in the notice.

c) A Member who attends a meeting is deemed to have received notice of the meeting and of the purposes for which it was called.

QUORUM AT GENERAL MEETINGS

12. No business may be transacted at any General Meeting unless a quorum is present. The quorum is 5 persons who are entitled to attend and vote.

13. If a quorum is not present within half an hour after the time for the start of the meeting, or if during a meeting a quorum ceases to be present, the meeting must be adjourned to such reasonable time and place as the Executive decide.

CHAIRING THE MEETING

14. The Chairperson shall chair any general meeting at which s/he is present. If the Club does not have a Chairperson, or the Chairperson is absent, then the Executive shall nominate a member of the Executive to chair the meeting. If no member of the Executive is present within fifteen minutes after the time for the start of the meeting, or if no member of the Executive is willing to act, the Members present shall elect one of their number to chair the meeting.

ADJOURNMENT

15. A General Meeting may be adjourned by an ordinary resolution passed at the meeting. No business may be transacted at an adjourned meeting except business which might properly have been transacted at the original meeting. If a meeting is adjourned for fourteen days or more, at least seven days' notice of the adjourned meeting must be given. Notice of an adjourned meeting must be given in the same manner and contain the same information as the notice of any other General Meeting, held within three months after the period of 21 days mentioned above has elapsed. Any reasonable expenses incurred by those calling a meeting because the Executive have failed to do so shall be repaid to them by the Club.



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VOTING

16. Only those Members with full voting rights as defined in section 3(a) of these articles will be allowed to vote.

CHAIRPERSON'S CASTING VOTE

17. If equal numbers of votes are cast for and against an ordinary resolution the chairperson is entitled to a second or casting vote in addition to any other vote s/he may have.

EXECUTIVE

18. The Executive will be comprised of up to seven Directors who will appoint a Chairman and other Officers as it sees fit.

APPOINTMENT AND RETIREMENT OF EXECUTIVE

19.

a) At every Annual General Meeting all the Executive members must retire.
b) A member of the Executive who retires at an Annual General Meeting may be reappointed if s/he is willing to act. If s/he is not reappointed, s/he remains in office until the end of the meeting.

c) Nominations for the Executive other than the current directors, all of whom must be Full Members, must be proposed and seconded with the nominee's consent, and shall be notified to the Secretary who will enter details of the nominations on the notice of Annual General Meeting displayed on the Club notice board. The notice of nominations shall be considered closed 3 days before the Annual General Meeting and no further nominations will be allowed thereafter. Retiring members shall be deemed automatically eligible unless they intimate otherwise.

DISQUALIFICATION AND REMOVAL OF EXECUTIVE MEMBERS

20. The Executive may remove any member of the Executive who is neglectful of her/his duties.

21. A person ceases to be a member of the Executive if:

a) s/he ceases to be a member of the Executive by virtue of any provision of the Companies Act or becomes prohibited by law from being a director of a Club; or

b) s/he becomes bankrupt or makes an arrangement or composition with her/his creditors generally; or

c) s/he resigns by notice to the Club; or

d) s/he has been absent from meetings of the Executive for more than six consecutive months and the Executive resolve that s/he ceases to be a member of the Executive.



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POWERS OF EXECUTIVE

22.

- a) The business of the Club shall be managed by the Executive who may exercise all the powers of the Club, subject only to the provisions of the Companies Act, the Memorandum and Articles, to any Rules made in accordance with these articles and to any directions given by special resolution of a General Meeting.
- b) No alteration of the Memorandum or Articles and no Rule or direction shall invalidate any prior act of the Executive which would have been valid if that alteration or Rule had not been made or that direction had not been given.

DELEGATION OF POWERS

23.

- a) The Executive may delegate to any one or more of its members or to any officer the transaction of any business or the performance of any act required to be transacted and must ensure that all their acts and proceedings are fully and promptly reported to them.
- b) The Executive may co opt to the Executive any person or persons, on a temporary basis, that it may consider will benefit the management and development of the Club.
- c) The Executive may convene any appropriate sub committee that it considers will be beneficial to the management and development of the Club and may appoint any person or persons to that sub committee as it sees fit. and provide such sub committee with such terms of reference as it sees fit.

APPOINTMENT OF MANAGERS AND EMPLOYEES

24.

- a) The Executive may appoint managers and other employees and decide on their powers, duties and terms of service.
- b) The Executive may appoint any person to be an agent of the Club for any purpose and subject to any conditions imposed. The delegation may be in writing or by power of attorney. The delegation may permit the agent to delegate all or any of her/his powers.



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MEETINGS OF THE EXECUTIVE

25. Subject to the provisions of the articles and any Rules, the Executive may regulate its meetings and procedures as it sees fit.

CALLING MEETINGS

26. Any member of the Executive may call a meeting of the Executive. The Secretary must call a meeting, if so requested by any member of the Executive.

VOTING

27. Proposals arising at a meeting shall be decided upon by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.

QUORUM

28. No business may be transacted at a meeting of the Executive unless a quorum of four is present.

29. If at any time the number of Executive members is less than four, the continuing Executive members may continue to act, but only for the purpose of filling vacancies or of calling a general meeting and for ensuring the business is secure and able to operate, but for no other purpose.
Chairperson

30. The Chairperson presides at every meeting of Executive at which s/he is present. If s/he is not present within five minutes after the time for start of the meeting, the Executive members present may appoint one of their number to chair the meeting.

Validity of Executive Acts

31. All acts done by a meeting of the Executive, or of a committee of the Executive, or by a person acting as a member of the Executive shall, notwithstanding that it is later discovered that there was a defect in the appointment of any member of the Executive or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Executive and had been entitled to vote.

WRITTEN RESOLUTIONS

32. A resolution in writing signed by all the Executive members entitled to receive notice of a meeting of the Executive is as valid and effectual as if it had been passed at a meeting duly convened and held and may consist of several identical documents each signed by one or more Executive members.



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CONFLICTS OF INTEREST

33.

a) A member of the Executive may not vote at a meeting of the Executive or of a committee of the Executive on any resolution concerning a matter in which s/he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the Club, and if s/he does vote s/he does vote her/his vote must not be counted.

b) For the purpose of this article, an interest of a person who is, for any purpose of the Companies Act connected with a member of the Executive shall be treated as an interest of the member of the Executive.

34. A member of the Executive must not be counted in the quorum present at a meeting in relation to a resolution on which s/he is not entitled to vote.

35. If a question arises at a meeting of the Executive or of a committee of the Executive as to the right of a member of the Executive to vote, the chairperson's decision is final.

AUDITORS

36. The Executive must ensure that the Club complies with the requirements of the Companies Act and any other statutory provision which applies to the Club with regard to the appointment of auditors and all provisions relating to the auditors' functions in relation to the club

MINUTES

37. The Executive must ensure that minutes are made:

- a) of all appointments of Executive members and Officers; and
- b) of all general meetings of the Club and meetings of the Executive, including the names of the Executive members present.

THE COMPANY SEAL

38. The Executive may decide from time to time whether the Club shall have a seal. If the Club has a seal it may be used only with the authority of the Executive. The Executive must decide who is to sign any document issued under seal. Unless the Executive decide otherwise a document issued under seal must be signed by a Member of the Executive and by the secretary or by any two Executive members.

ACCOUNTS

39. The Club must keep such accounting records as are required by the Companies Act and any other statutory provisions which affect the Club. No Member (as such) has any right to inspect any accounting records or other book or document of the Club except as conferred by statute or authorised by the Executive or by ordinary resolution of a General Meeting.



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NOTICES

40. Any notice required by these articles to be given to or by any person (other than a notice calling a meeting of the Executive) must be writing.

41. The Club may give any notice to a Member in the manner specified in these articles for notices of General Meetings.

INDEMNITY

42. Subject to the provisions of the Act, every member of the Executive, officer and auditor of the Club is to be indemnified out of the assets of the Club against any liability incurred by her/him in defending any proceedings (civil or criminal) in which judgement is given in her/his favour or in which s/he 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 Club. This provision applies without prejudice to any other indemnity to which a member of the Executive may be entitled to.

The Club may purchase and maintain for any member of the Executive, officer or auditor of the Club, insurance against any such liability as is referred to in section 310 (1) of the Act.

RULES

43. The Executive may from time to time make Rules for the proper conduct and management of the Club.

44. Without prejudice to the generality of article 43, the Rules may include Rules for the conduct of members, the use of the Club's assets and facilities, the procedures at general meetings and meeting of Executive members.

45. No Rule shall be inconsistent with the memorandum or articles of the Club or any provision of law.



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NO DISTRIBUTION OF ASSETS

46. The club is not established or conducted for private gain.

47. The Club's income and property may be used only for the promotion of its Objects and no part of the income or property may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member or Members of the Club, and no member of the Executive of the Club may be appointed to any office of the Club paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Club.

Nothing in this clause shall prevent:

- a) The payment in good faith of reasonable and proper remuneration to any member, officer or employee of the Club for any special services rendered to the Club, or the reimbursement of reasonable and proper out-of-pocket expenses incurred by any such person.
- b) The payment in good faith of interest at a reasonable and proper rate on any money lent to the Club by any member, officer or employee, or by any person, Club or organisation with which any member, officer or employee is connected.
- c) The payment in good faith of reasonable and proper rent for premises demised or let to the Club by any member, officer or employee, or by any person, Club or organisation with any member, officer or employee is connected.
- d) Any proper payment made in good faith to another Club in which a member of the Executive has an interest, in which case the member of the Executive shall not (only by reason of such interest) be bound to account for any share of the profits s/he may receive in respect of such payment.

LIMITED LIABILITY

48. The liability of the Members is limited.

MEMBERS' GUARANTEE

49. Every Member of the Club undertakes to contribute such amount as may be required (not exceeding £1.00) to the Club's assets if it should be wound up while s/he is a Member or within one year after s/he ceases to be a Member, for payment of the Club's debts and liabilities 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 themselves.



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DISTRIBUTION OF ASSETS ON WINDING UP

50. In the event of the dissolution of the Club, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the Members of the Club, but shall be given or transferred to one or more of the following approved sporting or charitable bodies:

- a) A registered charitable organisation(s).
- b) Another club which is a registered Community Amateur Sports Club.
- c) The national governing body for the sport of cricket for use by them for related community sports.

51. In order to achieve the Objects the Club may:

- a) Acquire, own, operate, maintain and manage the assets and facilities of the club and provide cricketing, training, coaching, recreational and other facilities for the Members, including the provision of alcoholic and non-alcoholic drinks and other refreshments for members and guests.
- b) Raise funds by any means, including raising subscriptions from members, obtaining donations and grants from any persons or organisations and the holding of money-raising events of any kind.
- c) Open and operate one or more bank accounts.
- d) Borrow money on such terms and give such security (if any) as the Executive think fit; and for these purposes the Club may execute any type of mortgage, charge, debenture or security over the Club's property.
- e) Lend money and give credit to any person, club or organisation on such terms and on such security (if any) as the Executive think fit.
- f) Invest any of the Club's money that is not immediately required in such investments, securities or property as the Executive think fit (but subject to any conditions or consents that may be imposed by law).
- g) Acquire any land or buildings (whether freehold, leasehold or on licence) and any rights over or connected with any property; construct, maintain, improve, develop and alter any such land or buildings; sell, grant leases or licenses over, dispose of, mortgage or turn to account any such land or buildings.
- h) Subject to article 47, employ full-time and part-time officers and employees and contract for services to be provided by any person, or organisation; pay wages, salaries and fees for any services rendered to the Club and make reasonable provision for paying pensions, superannuation, sickness, redundancy and other benefits and make reasonable provision for the welfare of officers and employees and their relatives and dependants.
- i) Engage solicitors, accountants and other professional advisers to advise



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j) Join or co-operate with any other organisation having objects similar to or compatible with those of the Club, and support any such organisation (including making grants or loans), provided that organisation is not formed or established for the purpose of profit and provided its constitution prohibits the distribution of its income and property to at least as great an extent as is imposed on the Club by these articles.

k) Do all such other things which are lawful and necessary or expedient for the promotion of the Club's Objects.

INTERPRETATION

52. In these regulations-:

"the articles" means these articles of association of the Club.

"the Club" means the Chester-le-Street Cricket Club Limited.

"the Companies Act" means the Companies Act 2006 including any statutory amendment or re-enactment of it when in force.

"the Executive" means the board of directors of the Club from time to time.

"Officers" means directors of the Club who have been elected by the Executive (in accordance with article 18) to hold a specific office.

"Rules" means any Rule made by the Executive in accordance with these articles.

"the seal" means the common seal of the Club.

"Secretary" means the secretary of the Club or any other person appointed to perform the duties of the secretary of the Club, including a joint, assistant or deputy secretary.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Companies Act but excluding any statutory modification thereof not in force when these regulations become binding on the Club.