

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF NORFOLK CRICKET FOUNDATION (CRN: 07525982)

(Articles of Association for a Charitable Company)

The company's name is Norfolk Cricket Foundation (and in this document it is called the 'Charity').

1. Interpretation

1.1 In the Articles:

'**address**' means a postal address or, for the purposes of electronic communication, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;

'**Appointed Director**' means a Director who has been nominated by the Nominations Committee and formally appointed by the Board, through an independent and arm's-length nomination and appointment process;

'**the Articles**' means the Charity's Articles of Association;

'**Board**' means the board of Directors of the Charity from time to time;

'**the Charity**' means the Norfolk Cricket Foundation (CRN: 07525982) intended to be regulated by the Articles;

'**Chair**' has the meaning given to it in Article 26.1;

'**clear days**' in relation to the period of a notice means a 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;

'**the Commission**' means the Charity Commission for England and Wales;

'**Companies Acts**' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

'**the Directors**' means the directors of the Charity. The Directors are Charity trustees as defined by section 177 of the Charities Act 2011;

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

'ECB' means the England & Wales Cricket Board;

'Elected Director' means a Director who has been appointed to the Board through a formal voting process by the Members of the Charity;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'Executive Director' means a Director of the Charity who is not a Non-executive Director and engages in the day-to-day management of the Charity;

'Four-Year Term' means a term of 48 calendar months commencing on, and including, the date of a Director's appointment to the office of Director and concluding on, and including, the 48 calendar anniversary of that date, with each subsequent Four-Year Term commencing on, and including, the date immediately preceding the expiry of the previous term and ending on, and including, the 48 calendar month anniversary of that date, save that the initial Four-Year Term is renewable for one further Four-Year Term in accordance with Article 21.1(a);

'Governance Code' means the County Governance Framework, as amended or superseded from time to time;

'Independent Non-Executive Director' means a Director who, immediately preceding their appointment to the Board, has been free of any close connection (as defined under the Governance Code) with the Charity or any Member for at least four years;

'Member' has the meaning given in section 112 Companies Act 2006 and the term 'Members' shall be interpreted accordingly;

'the memorandum' means the Charity's memorandum of association;

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

'Nominations Committee' means the Nominations Committee of the Charity as established by the Board in accordance with Article 29.2;

'Non-executive Appointed Director' has the meaning set out in Article 22.3(c);

'Non-executive Director' means a Director of the Charity who does not engage in the day-to-day management of the Charity and is not an employee of the Charity, who provides independent guidance and governance, and who is appointed in accordance with Article 22.3(b);

'Objects' has the meaning set out in Article 3;

'officers' includes the Directors and the Secretary (if any);

'the seal' means the common seal of the Charity if it has one;

'Recreational Cricket' means all recreational cricket played in the county of Norfolk but excluding cricket for which at the date of adoption of these Articles, the Norfolk County Cricket Club has responsibility;

'Representative Director' means a Director who is appointed to the Board by virtue of representing a specific interest group, including but not limited to, a cricket club, a member body or a county association;

'Secretary' means any person appointed to perform the duties of the secretary of the Charity;

'Senior Independent Director' means the Senior Independent Director of the Board, in accordance with Article 22.3(f);

'Two-Year Term' means a term of 24 calendar months commencing on, and including, the date of a Director's appointment to the office of Director and concluding on, and including, the 24 calendar month anniversary of that date, with each subsequent Two-Year Term commencing on, and including, the date immediately preceding the expiry of the previous term and ending on, and including, the 24 calendar month anniversary of that date, save that the initial Two-Year Term is renewable up to three additional Two-Year Terms in accordance with Article 21.1(c);

'Three-Year Term' means a term of 36 calendar months commencing on, and including, the date of a Director's appointment to the office of Director and concluding on, and including, the 36 calendar month anniversary of that date, with each subsequent Three-Year Term commencing on, and including, the date immediately preceding the expiry of the previous term and ending on, and including, the 36 calendar month anniversary of that date, save that the initial Three-Year Term is renewable up to two additional Three-Year Terms in accordance with Article 21.1(b); and

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

1.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

1.3 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

1.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

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

1.6 A reference in these Articles to an **Article** is a reference to the relevant article in these Articles

unless expressly provided otherwise.

1.7 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

- (a) any subordinate legislation from time to time made under it; and
- (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.8 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.

1.9 The Model Articles shall not apply to the Charity.

2. Liability of Members

2.1 The liability of the Members is limited to a sum not exceeding £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of it being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:

- a. payment of the Charity's debts and liabilities incurred before he, she or it ceases to be a Member;
- b. payment of the costs, charges and expenses of winding up; and
- c. adjustment of the rights of the contributories among themselves.

3. Objects

3.1 The Charity's objects (**'Objects'**) are specifically restricted to the following:

- a. the promotion, encouraging and development of amateur sport in Norfolk, with a particular focus on Recreational Cricket, by supporting the development and improvement of facilities, coaching, and access to the sport for individuals of all backgrounds, abilities and ages, in accordance with the principles of fair play and inclusivity and in doing so, promote excellence in playing, coaching, officiating and the provision of playing facilities for Recreational Cricket in Norfolk;
- b. to provide or assist in the provision of recreational activities in the interests of social welfare, with the objective of improving the conditions of life for those who, due to age, youth, disability, financial hardship, or social disadvantage, have need of such activities, by promoting healthy living, physical fitness, and community engagement through the sport of cricket;

- c. to advance education for the public benefit by providing opportunities for individuals of all ages to participate in and learn the skills associated with the game of cricket, including recognised qualifications or other betterment in skills including playing, coaching, safeguarding, umpiring and officiating, groundskeeping, club management and development, thereby fostering personal development, teamwork, discipline, and sportsmanship; and
- d. to promote community participation in healthy recreation by facilitating access to cricket activities, leagues, tournaments, and outreach programs that encourage active participation and bring together individuals and communities in Norfolk.

4. Powers

4.1 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

- a. to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- b. to buy, take on, lease, exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- c. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- d. to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- e. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- f. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- g. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- h. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves adopted and maintained by the Charity from time to time with the approval of the Board;
- i. to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted

to do so by Article 6 and provided it complies with the conditions in that article;

j. to:

- i. deposit or invest funds;
- ii. employ a professional fund-manager; and
- iii. arrange for the investments or other property of the Charity to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

k. to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and

l. to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity.

5. Application of income and property

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

5.2 A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

5.3 A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5.4 A Director may receive an indemnity from the Charity in the circumstances specified in Article 36.

5.5 A Director may not receive any other benefit or payment unless it is authorised by Article 6.

5.6 Subject to Article 6, none 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 does not prevent a Member who is not also a director receiving:

- a. a benefit from the Charity in the capacity of a beneficiary of the Charity; or
- b. reasonable and proper remuneration for any goods or services supplied to the Charity.

6. Benefits and payments to Directors and connected persons

General provisions

6.1 No Director or connected person may:

- a. buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- b. sell goods, services, or any interest in land to the Charity;
- c. be employed by, or receive any remuneration from, the Charity; or
- d. receive any other financial benefit from the Charity,

unless the payment is permitted by Article 6.2 to 6.7, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this Article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting Directors' or connected persons' benefits

6.2 A Director or connected person may 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.

6.3 A Director or connected person may 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 2011.

6.4 Subject to Article 6.8, a Director or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Director or connected person.

6.5 A Director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England base rate (also known as the base rate).

6.6 A Director or connected person may receive rent for premises let by the Director or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any Board meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6.7 A Director or connected person may take part in the normal trading and fundraising activities of

the Charity on the same terms as members of the public.

Payment for supply of goods only – controls

6.8 The Charity and its Directors may only rely upon the authority provided by Article 6.4 if each of the following conditions is satisfied:

- a. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Directors (as the case may be) and the Director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity.
- b. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c. The other Directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Director or connected person. In reaching that decision the Directors must balance the advantage of contracting with a Director or connected person against the disadvantages of doing so.
- d. The supplier is absent from the part of any Board meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
- e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the Board meeting.
- f. The reason for their decision is recorded by the Directors in the minute book.
- g. A majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 6.

6.9 In Articles 6.2 to 6.8:

- a. 'Charity' includes any company in which the Charity:
 - i. holds more than 50% of the shares; or
 - ii. controls more than 50% of the voting rights attached to the shares; or
 - iii. has the right to appoint one or more Directors to the Board of the company.
- b. 'connected person' includes any person within the definition in Article 40 'Interpretation'.

7. Declaration of Directors' interests

A Director 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 Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

8. Conflicts of interests and conflicts of loyalties

8.1 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:

- a. the conflicted Director is absent from the part of the Board meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- b. 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 Board meeting; and
- c. the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

8.2 In this Article a conflict of interest 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.

8.3 Subject to Article 8.4 all acts done by a meeting of Directors or of a committee of Directors shall be valid notwithstanding the participation in any vote of a Director:-

- a. who was disqualified from holding office;
- b. who had previously retired or who had been obliged by the constitution to vacate office;
- c. who was not entitled to vote on the matter whether by reason of a conflict of interests or otherwise;

if without:

- i. the vote of that Director; and
- ii. that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

8.4 Article 8.3 does not permit a Director or connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if but for Article 8.3 the resolution would have been void or if the Director had not complied with Article 7.

9. Members

9.1 The subscribers to the memorandum and such other persons, clubs, leagues, associations, organisations or cricket agencies are admitted to membership in accordance with these Articles and any rules made under Article 36 shall be the Members of the Charity.

9.2 Membership is open to other individuals, clubs, leagues, organisations or cricket agencies who:

- a. are located in the county of Norfolk or participate in Norfolk cricket;
- b. have an interest in the organisation, development or promotion of Recreational Cricket;
- c. apply to the Charity in the form required by the Directors; and
- d. are approved by the Directors.

9.3 The Charity may from time to time admit as Members the following officers of the Board and the following associations or organisations (without prejudice to the ability of the Board to introduce any new members, and nothing in this Article 9.3 shall prevent Membership being offered to any party, person or organisation not listed):

- a. the Norfolk County Cricket Club;
- b. the Norfolk Cricket Alliance;
- c. the Norfolk Cricket League;
- d. the Mid Norfolk Cricket League;
- e. the Norfolk Association of Cricket Officials;
- f. the Recreational Committee;
- g. the County Youth Committee;
- h. the Chair of the Charity;
- i. the Vice-Chair of the Charity;

- j. the Secretary of the Charity;
- k. the Charity's Cricket Development Director; and
- l. the Charity's Lead Safeguarding Director.

9.4 The Directors may only refuse an application for membership (a) if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application or (b) in the case of a club or individual, they do not carry out a distinct and substantial role directly connected with developing cricket in Norfolk or (if they do carry out such role) it is one which in the reasonable opinion of the Directors is already represented through the membership of the Charity at that time.

9.5 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

9.6 The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

9.7 Membership is not transferable.

9.8 The Directors must keep a register of names and addresses of the Members.

10. Classes of membership

10.1 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

10.2 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

10.3 The rights attached to a class of membership may only be varied if:

- a. three-quarters of the Members of that class consent in writing to the variation; or
- b. a special resolution is passed at a separate general meeting of the Members of that class agreeing to the variation.

10.4 The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

11. Termination of membership

11.1 Membership is terminated if:

- a. the Member dies or, if it is an organisation, ceases to exist;
- b. the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two Members;
- c. any sum due from the Member to the Charity is not paid in full within six months of it falling due;
- d. the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her or its membership is terminated. A resolution to remove a Member from membership may only be passed if:
 - i. the Member has been given at least fourteen days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - ii. the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been allowed to make representations to the meeting.

12. General meetings

- 12.1 An annual general meeting must be held each year and not more than fifteen months may elapse between successive annual general meetings.
- 12.2 The Directors may call a general meeting at any time.

13. Notice of general meetings

- 13.1 The minimum periods of notice required to hold a general meeting of the Charity are:
 - a. twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution; and
 - b. fourteen clear days for all other general meetings.
- 13.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 13.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and Article 15.

- 13.4 The notice must be given to all the Members and to the Directors and auditors (if applicable).
- 13.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

14. Proceedings at general meetings

- 14.1 No business shall be transacted at any general meeting unless a quorum is present.
- 14.2 A quorum is five Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 14.3 The authorised representative of a member organisation shall be counted in the quorum.
- 14.4 The meeting shall be adjourned to such time and place as the Directors shall determine, if:
- a. a quorum is not present within half an hour from the time appointed for the meeting; or
 - b. during a meeting a quorum ceases to be present.
- 14.5 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 14.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 14.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- 14.8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- 14.9 If there is only one Director present and willing to act, he or she shall chair the meeting.
- 14.10 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 14.11 The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 14.12 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

14.13 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

14.14 If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

Voting procedures

14.15 Any vote at a 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:

a. by the person chairing the meeting;

b. by at least two Members present in person or by proxy and having the right to vote at the meeting; or

c. by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

14.16 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

14.17 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

14.18 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

14.19 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

14.20 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.

14.21 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

14.22 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

14.23 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

14.24 The poll must be taken within thirty days after it has been demanded.

14.25 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

14.26 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

15. Content of proxy notices

15.1 Any 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 general meeting of the Charity.

15.2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

Charity name

I/We, [name], of [address], being a Member/Members of the above named charity, hereby appoint [name] of [address], or failing him/her, of [name], [address], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Charity to be held on [date], and at any adjournment thereof.

Signed on [date]

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

15.4 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.

15.5 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.

16. Delivery of proxy notices

16.1 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.

16.2 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.

16.3 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.

16.4 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.

17. Written resolutions

17.1 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 authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

17.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

17.3 In the case of a Member that is an organisation, its authorised representative may signify its agreement.

18. Votes of Members

18.1 Subject to Article 10, every Member, whether an individual or an organisation, shall have one vote.

18.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

18.3 Any organisation that is a Member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

18.4 The organisation must give written notice to the Charity of the name of its representative. The

representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.

- 18.5 Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

19. The Board and Directors

- 19.1 The Directors of the Board shall meet a minimum of four times per year to discharge its duties and a proper record of the meetings and decisions made shall be maintained.
- 19.2 Subject to Article 36.2(d), the Board shall establish such practices that they deem reasonably necessary to encourage an open dialogue and debate amongst the Directors and set clear expectations with respect to running Board meetings.
- 19.3 On appointment, each Board member shall be given a written statement of their role and responsibilities and a formal and tailored induction to the Charity.
- 19.4 The Board shall maintain a written statement of its roles and responsibilities.
- 19.5 A Director must be a natural person aged 16 years or older.
- 19.6 A Director is subject to defined term limits, as set out in Article 21.
- 19.7 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 23.
- 19.8 The minimum number of directors shall be five.
- 19.9 The first Directors shall be those persons notified to Companies House as the first directors of the Charity.
- 19.10 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

20. Powers of Directors

- 20.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
- 20.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate

any prior act of the Directors.

- 20.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

21. Retirement of Directors

- 21.1 Each Director shall, subject to any earlier removal or termination of appointment under these Articles, retire upon the conclusion of the maximum number of terms applicable to their office, as follows:

- a. Four Two-Year Terms;
- b. Three Three-Year Terms; or
- c. Two Four-Year Terms,

save for the Chair, who shall serve for one fixed term not exceeding six years (unless there are exceptional circumstances in which the Board decides the Chair can hold office for a further year).

- 21.2 A retiring Director shall be eligible for re-appointment immediately following the expiration of their term provided only that no Director may serve on the Board for a continuous term of more than nine years, save for:

- a. a Director who has been appointed as chairperson of the Charity, who may serve on the Board for a maximum of twelve years; and
- b. where a Director has been appointed in an *Ex Officio* capacity who may serve on the Board for the duration of their holding the relevant office.

- 21.3 When a Director has completed their maximum term, a minimum period of two years must elapse before they can be eligible to stand as a Director again.

22. Appointment of Directors

- 22.1 Subject to Article 22.2, the Board shall be of an appropriate size to meet the requirements of the Charity, effectively discharge its duties and ensure there is an appropriate balance of skills, experience, independence and knowledge.

- 22.2 The appointment of a Director must not cause the number of Directors on the Board to exceed a maximum of twelve.

- 22.3 The Board shall comprise the following:

- a. one Director who shall be the chair of the Charity and shall chair all meetings of the Board

and General Meetings at which they shall be present, such position to be appointed by the Board by majority vote;

- b. Non-executive Directors who may be either Appointed Directors, Elected Directors or Representative Directors;
- c. a minimum of 25% Non-executive Appointed Directors who shall be appointed by the Charity's Nominations Committee and ,where necessary, ratified by the Members of the Charity;
- d. a maximum of two *Ex Officio* Executive Directors;
- e. a minimum of 25% Independent Non-executive Directors;
- f. if deemed necessary by the Board, the Board may appoint an Independent Non-Executive Director to be the Senior Independent Director, with such responsibilities as decided by the Board from time to time and with such appointment to be recommended to the Board by the Nominations Committee; and
- g. one person appointed by the Norfolk County Cricket Club.

22.4 Subject to Article 22.3, Article 21 and Article 19 the Directors may, in addition to those members of the Board appointed in accordance with Article 22.3, also appoint (that is, co-opt) up to two persons who are willing to act to be a Director, for such period as the Directors may determine, if this is necessary to ensure the Board has the necessary skills and experience to fulfil its role.

22.5 Any appointment made under this Article must specify the period for which the appointment relates, such period shall not exceed the maximum term set out in Article 21.

22.6 Subject to Article 22.2, Article 21 and Article 19 the Charity may by ordinary resolution:

- a. appoint a person who is willing to act to be a Director; and
- b. determine the rotation in which any additional Directors are to retire.

22.7 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:

- a. he or she is recommended for re-election by the Directors; or
- b. not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
 - i. is signed by a Member entitled to vote at the meeting;

- ii. states the Member's intention to propose the appointment of a person as a Director;
- iii. contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
- iv. is signed by the person who is to be proposed to show his or her willingness to be appointed.

22.8 All Members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

22.9 Subject to the other provisions of this Article 22, Article 21 and Article 19 the Directors may appoint a person who is willing to act to be a director.

23. Disqualification and removal of Directors

23.1 A Director shall cease to hold office if he or she:

- a. ceases to be a Director by virtue of any provision in the Companies Acts or is otherwise prohibited by law from being a Director;
- b. is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- c. has a bankruptcy order made against him/her;
- d. ceases to be a Member of the Charity;
- e. in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- f. has a composition made with his/her creditors generally in satisfaction of his/her debts;
- g. resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
- h. is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated;
- i. having held the position of Cricket Development Director, Secretary or Treasurer for the Charity, ceases to hold that position; or

- j. in the case of those Director appointed by the Norfolk Cricket Club is replaced by another person appointed by such body.

24. Remuneration of Directors

The Directors must not be paid any remuneration unless it is authorised by Article 6.

25. Proceedings of Directors

- 25.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 25.2 Any Director may call a meeting of the Directors or authorising the Secretary (if any) to give notice.
- 25.3 The Secretary (if any) must call a meeting of the Directors if requested to do so by a Director.
- 25.4 Questions arising at a meeting shall be decided by a majority of votes.
- 25.5 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 25.6 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- 25.7 The quorum shall be three or such larger number as may be decided from time to time by the Directors.
- 25.8 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 25.9 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 25.10 Any decision of the Board must be decided by a majority or unanimous vote.

26. Chairperson

- 26.1 The Directors shall appoint from within their membership (a) a person to chair their meetings ("the Chair") and (b) a person to chair meetings in the absence of the Chair ("the Vice Chair") and may at any time revoke such appointments.
- 26.2 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

- 26.3 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Directors.
- 26.4 If the number of votes for and against a proposal are equal the Chair or other Director chairing the meeting has a casting vote but this does not apply if in accordance with these Articles the Chair or other Director is not to be counted as participating in the decision-making process or voting proposed.
- 26.5 The Chair shall be responsible for seeking and representing the collective view of the Board, particularly where the Chair is acting as a formal representative at the ECB, Recreational Assembly or similar.

27. Resolutions

- 27.1 A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
- a. a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
 - b. a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of twenty-eight days beginning with the circulation date.
- 27.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

28. Delegation

- 28.1 The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- 28.2 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:
- a. to such person or committee;
 - b. by such means (including by power of attorney);
 - c. to such an extent:
 - d. in relation to such matters or territories; and

e. on such terms and conditions,

as they think fit.

28.3 The Directors 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; and

b. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

28.4 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

28.5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

28.6 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

29. Committees

29.1 Committees to which the Directors delegate any of their powers must 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.

29.2 The Board shall appoint and maintain (as it deems reasonably necessary) a fully constituted Recreational Cricket Committee, Nominations Committee and a Remuneration Committee and establish any further committees which the Board deems necessary for effective working and decision making.

29.3 Each committee shall report to the Board and have defined terms of reference outlining its responsibilities, membership (which may include Non-executive Directors, executive staff, and independent members), term limits, and any powers delegated by the Board.

29.4 The Nominations Committee shall lead the appointment process of Directors and consider the skills, experience, independence and diversity required on the Board, the representation of its membership and stakeholders, and the need to advertise vacancies publicly.

29.5 The Nominations Committee shall consist of a majority of Directors and be chaired by the Chair, save that if the committee is in consideration of the appointment or reappointment of the Chair, the committee shall be chaired by another Director.

30. Seal

If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary (if any) or by a second Director.

31. Minutes

31.1 The Directors must keep minutes of all:

- a. appointments of officers made by the Directors;
- b. proceedings at meetings of the Charity;
- c. meetings of the Directors and committees of Directors including:
 - i. the names of the Directors present at the meeting;
 - ii. the decisions made at the meetings; and
 - iii. where appropriate the reasons for the decisions.

32. Accounts and Financial Management

32.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

32.2 The Directors must keep accounting records as required by the Companies Act.

32.3 The Board is responsible for actively planning and overseeing the Charity's financial position and performance in relation to an annually approved budget and financial forecast.

32.4 The Charity shall implement suitable and proportionate financial and operational policies and procedures, including anti-bribery policies and expenses policies.

33. Annual Report and Return and Register of Charities

33.1 The Directors must comply with the requirements of the Charities Act 2011 with regard to the:

- a. transmission of a copy of the statements of account to the Commission;

b. preparation of an Annual Report and the transmission of a copy of it to the Commission;
and

c. preparation of an Annual Return and its transmission to the Commission.

33.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

34. Means of communication to be used

34.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

34.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

34.3 Any notice to be given to or by any person pursuant to the Articles:

a. must be in writing; or

b. must be given in electronic form (excluding fax).

34.4 The Charity may give any notice to a Member either:

a. personally;

b. by sending it by post in a prepaid envelope addressed to the Member at his or her address;

c. by leaving it at the address of the Member;

d. by giving it in electronic form to the Member's address; or

e. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

34.5 A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

- 34.6 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 34.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 34.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 34.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- a. 48 hours after the envelope containing it was posted; or
 - b. in the case of an electronic form of communication, 48 hours after it was sent.

35. Indemnity

- 35.1 The Charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

In this Article a 'relevant director' means any director or former director of the Charity.

36. Rules

- 36.1 The Directors may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- 36.2 The byelaws may regulate the following matters but are not restricted to them:
- a. the admission of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - b. the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - c. the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - d. the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles;
 - e. the disciplinary procedure and any appeals procedure; and

f. generally, all such matters as are commonly the subject matter of company rules.

36.3 The Charity in general meeting has the power to alter, add to or repeal the rules or byelaws.

36.4 The Directors must adopt such means as they think sufficient to bring the rules and byelaws to the notice of Members of the Charity.

36.5 The rules or byelaws shall be binding on all Members of the Charity. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Articles, the Companies Act or the Charitable Act 2011.

37. Disputes

If a dispute arises between Members about the validity or propriety of anything done by the Members under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

38. Dissolution

38.1 The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- a. directly for the Objects;
- b. by transfer to any charity or charities for purposes similar to the Objects; or
- c. to any charity or charities for use for particular purposes that fall within the Objects.

38.2 Subject to the passing and terms of the resolution of the Members in accordance with Article 38.1, the Directors may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:

- a. directly for the Objects;
- b. by transfer to any charity or charities for purposes similar to the Objects; or
- c. to any charity or charities for use for particular purposes that fall within the Objects.

38.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with Article 38.1 is passed by the Members the net assets of the Charity shall be applied for charitable

purposes as directed by the Court or the Commission.

39. Interpretation

39.1 In Article 6 and Article 8.2, 'connected person' means:

- a. a child, parent, grandchild, grandparent, brother or sister of the Director;
- b. the spouse or civil partner of the Director or of any person falling within Article 39.1(a) above;
- c. a person carrying on business in partnership with the Director or with any person falling within Article 39.1(a-b) above;
- d. an institution which is controlled –
 - i. by the Director or any connected person falling within Article 39.1(a-c) above; or
 - ii. by two or more persons falling within Article 39.1(d)(i), when taken together
- e. a body corporate in which –
 - i. the Director or any connected person falling within Article 39.1(a-c) has a substantial interest; or
 - ii. two or more persons falling within clause 39.1(e)(i) who, when taken together, have a substantial interest.
 - iii. Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article.